

December 04, 2015

Instrument	Amount (Rs. Crore)	Rating
Non- Convertible Debentures (Proposed)	100.00	SMERA provisional AA (SO)/Stable (Assigned) *

* Credit enhancement on account of structured payment mechanism in the form of Debt Service Reserve Account (DSRA).

* The assigned provisional rating will be converted to final rating after the required conditions are met

SMERA has assigned a rating of '**SMERA provisional AA (SO)**' (read as **SMERA provisional double A Structured Obligation**) to the Rs.100.00 crore proposed non-convertible, secured, redeemable taxable debenture issue of Future Retail Limited (FRL). The outlook is '**Stable**'. The rating draws support from the credit enhancement in the form of DSRA, where FRL is to maintain funds equivalent to at least twelve months interest payment on the outstanding non-convertible debentures (NCD's) at all times, in the form of fixed deposit or issue a bank guarantee in favour of the trustee, equivalent to at least twelve months of interest payment on the outstanding NCD. Both the fixed deposit and the bank guarantee are to be in force for the entire tenure of the NCD.

The rating is provisional and the final rating is subject to the execution of a trust deed (with a SEBI registered trustee) that will clearly lay down the legal payment mechanism and the rights and obligations of various parties involved in the issuance document structure for the proposed issue. This will remain in force till the tenure of NCD's, irrespective of the demerger, merger or restructuring in the Future group involving FRL.

The rating also centrally factors in the adherence to a specific legal payment mechanism (credit enhancement in the form of DSRA) to be administered by the trustees of the NCD. The trust and retention account (TRA) is to be funded two days in advance (T-2) in case of bank guarantee and one day in advance (T-1) in case of fixed deposits for servicing the bond holders on the forthcoming due date T, and ensure that the trustee is intimated about the clear funds. If FRL fails to do so, the payment will be made good through bank guarantee (invocation by T-1) or fixed deposits by due date.

FRL benefits from long operational track record and experienced promoters. The company also benefits from its leading position in the organised retail business in India and its pan India presence across multiple formats. The credit profile of FRL is supported by successful equity infusion in FY2014-15 through right issue and preferential allotment, resulting in improvement in capital structure of the company from 2.08 times in FY2013-14 to 0.95 times in FY2014-15 (consolidated level). Further, the company's continuous focus on improvement in the financial risk profile by divestment of non- core investments and replacement of high cost debt to low cost debt is expected to further improve the credit profile of the company.

FRL's credit profile is however constrained by moderate profitability. The company's profit after tax (PAT) margins stood at 1.38 per cent in FY2014-15. The credit profile is also constrained by FRL's presence in the fragmented and intensely competitive retail sector.

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Rating Sensitivity

- Improvement in profitability
- Successful acquisition and demerger of Bharti Retail and its impact on financial, business and liquidity profile of FRL
- Successful divestment of non-core investments as envisaged

Outlook: Stable

In SMERA's opinion, FRL's credit profile will continue to benefit from its experienced management and strong resource mobilisation ability. Successful execution of the structured payment mechanism as provided, material implication of merger and realignment plan with Bharti Retail, divestment of non-core investments and thereby change in the financial, business and liquidity profile of the company may lead to a revision of its outlook to either 'Positive' or 'Negative'.

About the Company

FRL (the erstwhile Pantaloons Retail India Limited) incorporated in the year 1987 is the flagship company of the Future Group, promoted by Mr. Kishore Biyani. The company is a major player in the organized multi retail format business with interests in food, fashion apparels, accessories through popular brands such as Big Bazaar, Fashion at Big Bazaar (FBB) and Food Bazaar among others. As on March 31, 2015, FRL had 401 stores with 11.36 mn sq.ft. of total area.

Contact List:

Media/Business Development	Analytical Contact	Rating Desk
Antony Jose Vice President – Business Development, Mid Corporate Tel: +91-22-6714 1191 Cell: +91 9820802479 Email: antony.jose@smera.in Web: www.smera.in	Mohit Jain Vice President – Rating Operations Tel: +91-22-6714 1111 Email: mohit.jain@smera.in	Tel: +91-22-6714 1184 Email: ratingdesk@smera.in

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