

FUTURE RETAIL LIMITED

CIN: L51909MH2007PLC268269

Regd. Off.: Knowledge House, Shyam Nagar, Off Jogeshwari - Vikhroli Link Road, Jogeshwari (East), Mumbai - 400 060.

Tel. No.: +91 22 6644 2200; Fax No.: +91 22 6644 2201; Website: www.futureretail.co.in; Email: investorrelations@futureretail.in

POSTAL BALLOT FORM

(Kindly refer to the instructions specified overleaf before filling the form)

Sr. No.:

| | |
|---|--|
| Name and registered address of the sole / first named shareholder | |
| Name(s) of Joint shareholder(s), if any | |
| Registered Folio No. / DP Id No. / Client Id No.* (*applicable to investors holding shares in dematerialised form) | |
| Number of Equity Shares held | |

I / We hereby exercise my / our vote in respect of the Special Resolution to be passed through Postal Ballot for the business stated in the Postal Ballot Notice dated 29th November, 2019 of the Company by sending my / our assent or dissent to the said resolution by placing tick (✓) mark at the appropriate box below.

| Item No. | Description | No. of Equity Shares | I/We assent to the resolution (For) | I/We dissent to the resolution (Against) |
|----------|--|----------------------|-------------------------------------|--|
| 1. | Creation of charge / security on the assets and/or properties of the Company | | | |

Place:

Date:

Signature of the Shareholder*(must be as per specimen signature registered with the Company)***ELECTRONIC VOTING PARTICULARS**

| EVEN (E-Voting Event Number) | USER ID | PASSWORD/PIN |
|-------------------------------------|----------------|---------------------|
| 112658 | | |

Note: Please read the instructions for e-voting given along with the Notice. The voting period starts from Tuesday, 3rd December, 2019 (9:00 am IST) and ends on Wednesday, 1st January, 2020 (5:00 pm IST). The e-voting module shall be disabled by NSDL for voting thereafter.

INSTRUCTIONS

1. This Postal Ballot Form is provided for the benefit of Members who do not have access to e-voting facility.
2. A Member can opt for only one mode of voting, i.e. either through e-voting or by Postal Ballot Form. If a Member casts vote by both modes, then voting done through e-voting shall prevail and Postal Ballot Form shall be treated as invalid.
3. A Member desiring to exercise vote by postal ballot may complete this Postal Ballot Form and send it to the Scrutiniser in the attached self-addressed Business Reply Envelope. Postage will be borne by the Company. However, envelopes containing postal ballot, if sent by any other mode at the expense of the registered shareholder will also be accepted.
4. Alternatively, a Member may vote through electronic mode as per the instructions for voting through electronic means provided in the Postal Ballot Notice sent herewith.
5. Voting rights: One vote per share shall be reckoned on the paid up value of the shares registered in the name of the shareholder as on the Cut-off Date i.e. 22nd November, 2019.
6. The e-voting period commences on Tuesday, 3rd December, 2019 (9:00 AM) till Wednesday, 1st January, 2020 (5:00 PM). During this period, the Members of the Company holding shares either in physical form or in dematerialised form, as on the Cut-off Date of 22nd November, 2019, may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently.
7. This Postal Ballot Form should be completed and signed by the Member. In case of joint holding, this form should be completed and signed (as per the specimen signature registered with the Company) by the first named Member and in his / her absence, by the next named Member.
8. The votes of a Member will *inter-alia* be considered invalid on any of the following grounds:
 - a. unsigned, incomplete or incorrectly filled Postal Ballot Forms will be rejected;
 - b. if the Member's signature does not tally;
 - c. if the Member has marked his/her/its vote both for 'Assent' and also for 'Dissent' to the 'Resolution' in such a manner that the aggregate Shares voted for 'Assent' and 'Dissent' exceeds total number of shares held;
 - d. if the Postal Ballot Form is received torn or defaced or mutilated such that it is difficult for the Scrutiniser to identify either, the Member, or the number of votes, or as to whether the votes are for 'Assent' or 'Dissent', or if the signature could not be verified or one or more of the above grounds;The Scrutiniser's decision on the validity of Postal Ballot Form shall be final.
9. Duly completed and signed Postal Ballot Form should reach the Company not later than the close of working hours upto 5:00 PM on 1st January, 2020. All Postal Ballot Forms received after this date will be strictly treated as if reply from such Members has not been received.
10. A Member may request for a duplicate Postal Ballot Form, if so required. However, the duly filled in duplicate Postal Ballot Form should reach the Scrutiniser not later than the date specified at item 9 above.
11. In case of shares held by companies, trusts, societies etc. the duly filled in Postal Ballot Form should be accompanied by a certified true copy of the relevant resolution or authority with the specimen signature(s) of the authorized signatory (ies) duly certified/attested. In case of the Postal Ballot is signed by the holder of power of attorney reference to the power of attorney registered with the Company should be mentioned in the Postal Ballot Form. Where the Postal Ballot Form has been signed by a representative of the President of India or of the Governor of a State, a certified copy of the nomination should accompany the Postal Ballot Form.
12. Members are requested not to send any other paper along with the Postal Ballot Form in the enclosed self-addressed postage pre-paid envelope in as much as all such envelopes will be sent to the Scrutiniser and any extraneous paper found in such envelope would be destroyed by the Scrutiniser and the Company would not be able to act on the same.
13. Members who have registered their e-mail ids for receipt of documents in electronic mode under the Green Initiative of MCA have been sent Postal Ballot Notice by e-mail and who wish to vote through Postal Ballot Form can obtain the Postal Ballot Form from Registrar and Share Transfer Agent (R & T Agent), M/s. Link Intime India Private Limited, C- 101, Embassy 247, L.B.S. Marg, Vikhroli (West), Mumbai - 400 083 or from the Company at its Registered Office and fill in the details and send the same to the Scrutiniser by the attached self-addressed envelope. Any query in relation to the resolution proposed to be passed by postal ballot may be sent to the Registered Office of the Company or e-mail to investorrelations@futureretail.in.
