

FUTURE RETAIL

FUTURE RETAIL LIMITED

Regd. Off.: Knowledge House, Shyam Nagar, Off Jogeshwari-Vikhroli Link Road, Jogeshwari (East), Mumbai 400060.
Tel. No.: +91 22 6644 2200; Fax No.: +91 22 6644 2201
CIN: L52399MH1987PLC044954; Website : www.futureretail.co.in; Email: investorrelations@futureretail.in

NOTICE

Notice is hereby given that an Extraordinary General Meeting of the members of the Company (Equity Shareholders & Class B (Series 1) shareholders) will be held at Rangswar, 4th Floor, Y. B. Chavan Centre, Gen. Jagannath Bhosale Marg, Mumbai 400 021 on Wednesday, 18th November, 2015 at 11:30 am or immediately after conclusion of the Court Convened Meeting of the members, for Composite Scheme of Arrangement between Future Retail Limited (FRL) and Bharti Retail Limited (BRL) and their respective shareholders and creditors, whichever is later to transact the following business:

SPECIAL BUSINESS

Item No. 1

UTILISATION OF SECURITIES PREMIUM ACCOUNT

To consider and, if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 100 to 104 read with Section 52 of the Companies Act, 1956, (including any amendment or reenactment of the said provisions or corresponding provisions of the Companies Act, 2013 which may be brought in force before resolution hereto given effect to) Article 13 of the Articles of Association of the Company and subject to the sanction of Composite Scheme of Arrangement between Future Retail Limited ('FRL') and Bharti Retail Limited ('BRL') and their respective shareholders and creditors ('the Scheme') by the Hon'ble High Court of Judicature at Bombay under Sections 391 to 394 or by any of the regulatory or other authorities, the consent of the Company be and is hereby accorded for the utilization of Securities Premium Account, if any, for an amount not exceeding Rs 2200 crores, in accordance with the Scheme.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board (including its Committee(s) thereof and/or any Director or any individual delegated with powers necessary for the purpose) be and is hereby authorized to do all such acts, deeds, matters and things, as may be necessary, proper or expedient without being required to seek any further consent or approval of the Company or otherwise to the end and intent that they shall be deemed to have been given all necessary approval thereto expressly by the authority of this resolution. "

Item No. 2

CHANGE OF NAME

To consider and, if thought fit, to pass, with or without modification(s), the following resolution as a Special Resolution:

“RESOLVED THAT subject to the approval of the Central Government, Registrar of Companies, Maharashtra, Mumbai under Ministry of Corporate Affairs and other authorities as may be applicable and pursuant to Sections 13 and 14 other applicable provisions, if any, of the Companies Act, 2013, the name of the Company be changed from “Future Retail Limited” to 'Future Enterprises Limited' or such other name as may be approved by the Ministry of Corporate Affairs.

RESOLVED FURTHER THAT pursuant to Section 21 and other applicable provisions, if any, of the Companies Act, 2013,(including any modification or re-enactment thereof) the name 'Future Retail Limited' wherever it appears in the Memorandum and Articles of Association of the Company be substituted by the new name 'Future Enterprises Limited' or such other name as may be approved by the Ministry of Corporate Affairs.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board (including its Committee(s) thereof and/or any Director or any individual delegated with powers necessary for the purpose) be and is hereby authorized to do all such acts, deeds, matters and things, as may be necessary, proper or expedient without being

required to seek any further consent or approval of the Company or otherwise to the end and intent that they shall be deemed to have been given all necessary approval thereto expressly by the authority of this resolution. "

Item No. 3

CHANGE OF OBJECT CLAUSE

To consider and, if thought fit, to pass, with or without modification(s), the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to provisions of Section 13 of the Companies Act, 2013, (including any modification or re-enactment thereof) and other applicable provisions of the Act, the main object clause of the Memorandum of Association of the Company shall be altered and amended, without any further act or deed, to include the objects as required for the purpose of carrying on the business activities of Retail Infrastructure Business Undertaking pursuant to the Scheme.

RESOLVED FURTHER THAT following clause shall be added to the Memorandum of Association of the Company and Memorandum of Association of the Company shall be altered and amended and necessary revisions in numbering of the clauses inserted shall be carried out:

2B. To carry on the business of any or all of the infrastructure activities such as development, maintenance and operations of all types of infrastructural projects or facilities including Transportation, Storage & warehousing infrastructure & facilities, rendering all kinds of support services required by the retail outlets/industry of all formats like management and assisting in the maintenance of inventory control, purchase orders, product sourcing, invoicing, maintenance of day to day accounts and the like to all kinds of retail entities whether companies, firms, proprietorship concerns, individuals and others in whatever form and retailing all kind of products, act as agents, distributors and dealers of all kinds of products for the retail industry and especially relating to fashion and general garments, general merchandise, different types of services and such others type of products or services which can be undertaken by retail formats of any types, undertake designing, establishing and developing on a turn key basis retail outlets for all kinds of products including franchisee outlets of all types of products or any specialised products and the like for and on behalf of third parties and anywhere in India as the Company may deem fit, in such manner or methods for the purpose of carrying out the foregoing objects and to obtain from them the rights of all sorts for assistance, privileges, charters, licenses and concessions, as may be necessary or incidental to the business of the Company.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board (including its Committee(s) thereof and/or any Director or any individual delegated with powers necessary for the purpose) be and is hereby authorized to do all such acts, deeds, matters and things, as may be necessary, proper or expedient without being required to seek any further consent or approval of the Company or otherwise to the end and intent that they shall be deemed to have been given all necessary approval thereto expressly by the authority of this resolution. "

**By Order of the Board of Directors
For Future Retail Limited**

Deepak Tanna
Company Secretary

Place: Mumbai

Date: 16th October, 2015

Registered Office:

Knowledge House, Shyam Nagar,

Off Jogeshwari-Vikhroli Link Road,

Jogeshwari (East), Mumbai 400060.

CIN: L52399MH1987PLC044954

Email: investorrelations@futuresretail.in

Website: www.futuresretail.co.in

Phone: +91-22-66442200 FAX: +91-22-66442201

NOTES:

- (1) All alterations made in the Form of Proxy should be initialed.
- (2) Only registered Members of the Company may attend and vote (either in person or by proxy or by an authorised representative under Section 113 of the Companies Act, 2013) at the Members' meeting. The authorized representative of a body corporate which is a shareholder of the Company may attend and vote at the Members' meeting provided a certified true copy of the Resolution of the Board of Directors or other governing body of the body corporate authorizing such a representative to attend and vote at the Members' meeting is deposited at the Registered Office of the Company not later than 48 hours before the scheduled time of the commencement of the meeting.
- (3) A person can act as proxy on behalf of shareholders not exceeding fifty and holding in aggregate not more than ten percent of total share capital of the Company carrying voting rights, provided that a member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other person or member.
- (4) Registered Members are informed that in case of joint holders attending the meeting, only such joint holders whose name stands first in the Register of Members of the Company in respect of such holding will be entitled to vote.
- (5) The Statement pursuant to Section 102 of the Companies Act, 2013, relating to the Special Business to be transacted at the meeting is annexed hereto and forms part of the notice.
- (6) Voting on Resolution: The resolution would be voted through, by electronic voting or voting by ballot form at meeting for the members who have not exercised electronic voting. In voting by electronic voting or by ballot form, each Class B (Series 1) Shareholder shall be entitled to three votes for every four Class B (Series 1) Shares held and each Equity shareholder shall be entitled to one vote for every equity share held.
- (7) Members / proxies are requested to bring the attendance Slip duly filled and signed in accordance with their specimen signature(s) registered with the Company / Depository Participant(s) for admission to the meeting hall.
- (8) Electronic copy of the Notice of Extraordinary General Meeting of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent to all the members whose Email IDs are registered with the Company/Depository Participant(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Notice of Extraordinary General Meeting of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent in the permitted mode.
- (9) Members may also note that, the Notice of the Extraordinary General Meeting will also be available on the Company's website www.futureretail.co.in for their download. The physical copies of the aforesaid documents will also be available at the Company's Registered Office in Mumbai for inspection during normal business hours (9.00 am to 5.00 pm) on working days, up to and including the date of the Extraordinary Meeting of the Company. Even after registering for e-communication, Members are entitled to receive such communication in physical form, upon making a request for the same, by post, free of cost. For any communication, the Members may also send requests to the Company's investor email id: investorrelations@futureretail.in.
- (10) Voting through electronic means:
 - i. In compliance with the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Clause 35B of the Listing Agreement, the Company is pleased to provide e-voting facility to its members to exercise their right to vote at the Extraordinary General Meeting as an alternative, to cast their votes electronically. For this purpose, the Company has engaged services of National Securities Depository Limited (NSDL) and the business contained in the notice may be transacted through such voting.
 - ii. Members can opt for only one mode of voting i.e. either by ballot form or e-voting. In case members cast their votes through both the modes, voting done by remote e-voting shall prevail and votes cast through ballot forms shall be treated as invalid. It is clarified that casting of votes by ballot form or e-voting does not disentitle them from attending the Extraordinary General Meeting.

- iii. The facility for voting through electronic voting system or ballot paper shall also be made available at the Extraordinary General Meeting and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper.
- iv. Instructions for remote e-voting are as under:
 - (A) In case a member receives an e-mail from NSDL (for members whose e-mail IDs are registered with the Company/Depository participant(s)).
 - a. Open e-mail and open PDF file viz: "FRL e-voting.pdf" with your Client ID or Folio No. as password. The PDF file contains your User ID and password for remote e-voting. Please note that this password is an initial password.
 - b. Launch internet browser by typing the URL: <https://www.evoting.nsd.com/>
 - c. Click on Member-login.
 - d. Put User ID and password as initial password noted in step (a) above. Click login.
 - e. Password change menu appears. Change the password with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other persons and take utmost care to keep your password confidential.
 - f. Home page of e-voting opens. Click on e-voting: Active Voting Cycles.
 - g. Select "EVEN" of "Future Retail Limited".
 - h. Now you are ready for remote e-voting as Cast Vote page opens.
 - i. Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
 - j. Upon confirmation, the message "Vote cast successfully" will be displayed.
 - k. Once you have voted on the resolution, you will not be allowed to modify your vote.
 - l. Institutional members (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the scrutinizer through E-mail at bhattvirendra1945@yahoo.co.in with a copy marked to evoting@nsdl.co.in.
 - (B) In case of member receiving physical copy of the Notice by post/ courier [for members whose e-mail ID's are not registered with the Company/ Depository Participant(s) or requesting physical copy]:
 - (i) Initial password is provided at the bottom of the Attendance Slip for the EGM
EVEN (E-voting Event Number) USER ID: PASSWORD/PIN
 - (ii) Please follow all steps from Sr No. (b) to (l) above, to cast vote.
 - (C) In case of any queries, you may refer to the Frequently Asked Questions (FAQs) for members and remote e-voting user manual for Members available at the downloads section of www.evoting.nsd.com or call on toll free no.: 1800-222-990.

Other Instructions:

- a. The remote e-voting period commences on Saturday, 14th November, 2015 at 9:00 am and ends on Tuesday, 17th November, 2015 at 05:00 pm. During this period, members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 11th November, 2015, may cast their vote by remote e-voting. The remote 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 or cast vote again.
- b. The voting rights of members shall be in proportion to their shares in the paid up equity / Class B (Series 1) share capital of the Company as on the cut-off date of 11th November, 2015. A person whose name is recorded in the Register of Members or in the Register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the meeting through ballot paper.
- c. Any person, who acquires shares of the Company and becomes member of the Company after dispatch of notice and holding shares as of the cut-off date i.e. 11th November, 2015 may obtain the login ID and password by sending an email to evoting@nsdl.co.in or call on toll free no.: 1800-222-990 by mentioning their Folio No. /DP ID and Client ID No.

However, if you are already registered with NSDL for remote e-voting then you can use your existing User id AND PASSWORD FOR CASTING YOUR VOTE. If you forgot your password, you can reset your password by using "Forgot Use details/password" option available on www.evoting.nsd.com. or call on toll free no.: 1800-222-990.

- d. The Company has appointed Mr. Virendra Bhatt, Practicing Company Secretary [Membership No.: 1157 (Certificate of Practice No. 124)], to act as the Scrutinizer for conducting the Voting & electronic voting process in a fair and transparent manner.
- e. The Chairman of the meeting shall, at the EGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of "Ballot Paper" for all those members who are present at the EGM but have not cast their votes by availing the remote e-voting facility.
- f. The Scrutinizer shall after conclusion of voting at the Extraordinary General Meeting, will first count the votes cast at the meeting and thereafter unlock the votes cast through remote e-voting in the presence at least two (2) witnesses not in the employment of the Company and shall make, not later than three (3) working days from the conclusion of the EGM, a consolidated Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Chairman/Director of the Company, who had been authorised by him in writing, who shall countersign the same and declare the result of the voting forthwith.
- g. The Results declared alongwith the report of the scrutinizer shall be placed on the website of the Company www.futureretail.co.in and on the website of NSDL www.evoting.nsdl.com immediately after the declaration of result by the Chairman of the meeting. The result shall also be immediately forwarded to the BSE Limited and National Stock Exchange of India Limited.
- (11) The route map of the venue of the EGM is given herein below. The prominent landmark near the venue is Mantralaya, Mumbai.

Route map of the venue of the EGM



STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

ITEM Nos. 1 to 3

1. The Board of Directors of Future Retail Limited ('FRL' or 'the Company') at its meeting held on 4th May, 2015 have approved the Composite Scheme of Arrangement between Future Retail Limited ('FRL') and Bharti Retail Limited ('BRL') and their respective shareholders and creditors ('the Scheme').
2. The Scheme inter-alia provides for the following:
 - (i) Re-organisation of paid up equity share capital of BRL pursuant to the relevant provisions of the Companies Act, 1956 / Companies Act, 2013, as may be applicable;
 - (ii) Demerger of the Retail Business Undertaking of FRL into BRL pursuant to the relevant provisions of the Companies Act, 1956 / Companies Act, 2013, as may be applicable; and

- (iii) Demerger of the Retail Infrastructure Business Undertaking of BRL into FRL pursuant to the relevant provisions of the Companies Act, 1956 / Companies Act, 2013, as may be applicable.

Utilisation of Securities Premium Account

3. Aforesaid Scheme may result in utilisation of Securities Premium Account of the Company in terms of Clause 7.2 of the Scheme. Accordingly, approval of the members by a Special Resolution is required pursuant to provisions of Section 100 of the Companies Act, 1956.
4. The proposed utilization of Securities Premium Account of the Company will not cause any prejudice to the creditors of the Company since it does not involve any financial outlay / outgo on the part of the Company. For the sake of clarity, it is specified that the reduction of capital does not involve either the diminution of any liability in respect of unpaid capital or the payment to any shareholder of any paid-up capital. Further, the proposed utilization of Securities Premium Account would not in any way adversely affect the ordinary operations of the Company or the ability of the Company to honor its commitments or to pay its debts in the ordinary course of business.
5. The above restructuring will have no impact on the shareholding pattern and the paid up equity / Class B (Series 1) share capital of the Company.

Change of Name

6. In view of demerger of Retail Business Undertaking of the Company into BRL and demerger of Retail Infrastructure Business Undertaking of BRL into the Company through the Scheme, name of the Company is desired to be changed to reflect the true nature of business. Accordingly, name of the Company is proposed to be changed to Future Enterprises Limited or such other name as may be approved by the Registrar of Companies Maharashtra, Mumbai / Ministry of Corporate Affairs. The proposed change of name requires the approval of shareholders through Special Resolution pursuant to the provisions of Sections 13 and 14 of the Companies Act, 2013.

Change of Object Clause

7. In view of demerger of Retail Business Undertaking of the Company into BRL and demerger of Retail Infrastructure Business Undertaking of BRL into the Company through the Scheme, object clause of the Company is desired to be changed to reflect the true nature of business. Accordingly, it is proposed to insert a new object in the main object clause of the Memorandum of Association of the Company. The proposed change of object clause requires the approval of shareholders through Special Resolution pursuant to the provisions of Section 13 of the Companies Act, 2013.

None of the Directors, Key Managerial Persons (KMPs) of the Company or any relatives of such Director or KMPs, shall be considered to be concerned or interested in the proposed Special Resolutions.

Your directors recommend passing of these Special Resolutions in the interest of the Company.

By Order of the Board of Directors
For **Future Retail Limited**

Mr. Deepak Tanna
Company Secretary

Place: Mumbai
Date: 16th October, 2015

Registered Office:

Knowledge House,
Shyam Nagar, Off. Jogeshwari – Vikhroli Link Road,
Jogeshwari (East), Mumbai – 400 060
CIN:L52399MH1987PLC044954
Email: investorrelations@futureretail.in
Website: www.futureretail.co.in
Phone: +91-22-66442200 FAX: +91-22-66442201

FUTURE RETAIL

FUTURE RETAIL LIMITED

Regd. Off.: Knowledge House, Shyam Nagar, Off Jogeshwari-Vikhroli Link Road, Jogeshwari (East), Mumbai 400060.
 Tel. No.: +91 22 6644 2200; Fax No.: +91 22 6644 2201
 CIN: L52399MH1987PLC044954; Website : www.futureretail.co.in; Email: investorrelations@futureretail.in

Extraordinary General Meeting - November 18, 2015

PROXY FORM

Form No. MGT-11

[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Name of the member(s):	_____
Registered Address:	_____ _____
E-mail Id:	_____
Folio No./ Client Id:	_____ DP ID: _____

I/ we, being the member(s) of shares of the above named company, hereby appoint:

- (1) Name:.....
 Address:.....
 E-mail id:..... Signature..... Or failing him;
- (2) Name:.....
 Address:.....
 E-mail id:..... Signature..... Or failing him;
- (3) Name:.....
 Address:.....
 E-mail id:..... Signature.....

as my/our proxy to attend and vote for me/us and on my/our behalf at the Extraordinary General Meeting of the Company, to be held at Rangswar, 4th Floor, Y. B. Chavan Centre, Gen. Jagannath Bhosale Marg, Mumbai – 400 021 on Wednesday, 18th November, 2015 at 11:30 a.m. or immediately after conclusion of the Court Convened Meeting of the members, for Composite Scheme of Arrangement between Future Retail Limited (FRL) and Bharti Retail Limited (BRL) and their respective shareholders and creditors, whichever is later and at any adjournment thereof in respect of such resolutions as are indicated below:

Sr. No	Matter of resolution	Type of Resolution	For	Against
1	Utilisation of Securities Premium account	Special		
2	Change of Name	Special		
3	Change of Object Clause	Special		

Signed this day of 2015.



Signature of shareholder

Signature of Proxy holder(s)

- Note:**
- This form of proxy, in order to be effective, should be duly completed and deposited at the registered office of the Company, not less than 48 hours before the commencement of the Meeting.
 - Please put a (3) in the box appropriate column against respective resolutions. If you leave the 'For' or 'Against' column blank against any or all resolutions, your Proxy will be entitled to vote in the manner as he / she may deem appropriate.
 - Those Members who have multiple folios with different joint holders may use copy of this proxy form.

