

FUTURE RETAIL

Ref: FRL/PB

June 16, 2014

To
Dept. of Corporate Services (CRD)
BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai - 400 001

Listing Department
The National Stock Exchange of India Limited
Exchange Plaza,
Bandra-Kurla Complex, Bandra (East)
Mumbai - 400 051

Fax Nos.: 22723121 / 22722037 / 22722039 / 2722041 /
22722061 / 22723719 / 22721082

Fax Nos. 26598237 / 26598238

Re: Scrip Code : 523574 / 570002

Re: Scrip Code : FRL / FRLDVR

Re: Scrip Code of Debt : 946288 / 947649 / 949020 /
949530 / 946840 / 949039

Dear Sir / Madam,

Subject: Postal Ballot Notices

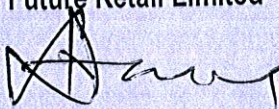
Please find enclosed herewith 6 copies of Postal Ballot Notice alongwith Postal Ballot Form.

Please acknowledge the same.

Thanking you,

Yours faithfully,

For Future Retail Limited



Deepak N. Tanna
Company Secretary

Encl: as above



FUTURE RETAIL

FUTURE RETAIL LIMITED

Regd. Off.: Knowledge House, Shyam Nagar, Off Jogeshwari-Vikhroli Link Road, Jogeshwari (East), Mumbai 400060. India
Tel. No.: +91 22 3084 2336; Fax No.: +91 22 3084 2502
CIN: L52399MH1987PLC044954; Website : www.futureretail.co.in; Email: investorrelations@futureretail.in

Notice pursuant to Section 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014

Dear Member,

Notice is hereby given pursuant to Section 110 of the Companies Act, 2013 (the "**Companies Act**") read with the Companies (Management and Administration) Rules, 2014 that Future Retail Limited (the "**Company**") is seeking the consent of its members for the Special Business to be transacted by way of Postal Ballot.

Approval of Members of the Company is sought for

1. Preferential allotment of Class B Shares (Series 1) Warrants of the Company; and
2. Issue of Equity Shares, Class B Shares and Securities convertible into, or exchangeable for, Equity Shares or Class B Shares by the Company through a Rights Issue.

The Company seeks the consent of Members for the aforesaid proposals through Resolutions specified below. Statement pertaining to the said Resolutions is also annexed. Accordingly, the said Resolutions and Statement along with Postal Ballot Form are being sent to you for your consideration. The Company has appointed Mr. Virendra Bhatt, Practicing Company Secretary as Scrutinizer for conducting the Postal Ballot process in a fair and transparent manner.

You are requested to carefully read the instructions printed overleaf of the Postal Ballot Form and return the Postal Ballot Form duly completed in the attached self addressed, postage pre-paid envelope so as to reach the Scrutinizer **on or before the close of working hours on Monday, July 14, 2014**. Postal Ballot Forms received after this date will be considered invalid. The Scrutinizer will submit his report to Chairman / Director on completion of the scrutiny. The results of the Postal Ballot shall be announced by a Director of the Company on Tuesday, July 15, 2014 and displayed on the Notice Board at "Knowledge House", Shyam Nagar, Off Jogeshwari-Vikhroli Link Road, Jogeshwari (East), Mumbai - 400 060 at 5:00 pm.

Item No. 1

Preferential allotment of Class B Shares (Series 1) Warrants of the Company

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

"RESOLVED THAT pursuant to the provisions of Section 62 and Section 43(a)(ii) and other applicable provisions, if any, of the Companies Act, 2013, as amended (the "**Companies Act**") read with the rules made thereunder, to the extent notified and in effect, the applicable provisions, if any, of the Companies Act, 1956, as amended (without reference to the provisions thereof that have ceased to have effect upon notification of sections of the Companies Act), the Foreign Exchange Management Act, 1999, as amended, the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2000, as amended, and the rules, regulations, guidelines, notifications and circulars, if any, issued by the Government of India, the Foreign Investment Promotion Board, the Reserve Bank of India, the Securities and Exchange Board of India including the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended (the "**ICDR Regulations**") and the Securities and Exchange Board of India (Substantial Acquisitions of Shares and Takeovers) Regulations, 2011, as amended (the "**Takeover Regulations**") and any other guidelines and clarifications issued by any other competent authority, whether in India or abroad, from time to time, to the extent applicable including the enabling provisions of the Memorandum of Association and Articles of Association of the Company, Listing Agreements entered into by the Company with the Stock Exchanges where the equity shares of the Company are listed (the "**Stock Exchanges**") and subject to the permissions, consents, sanctions and approval by any authority, as may be necessary, and subject to such conditions and modifications as might be prescribed while granting such approvals, consents, permissions and sanctions, and which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the "**Board**", which term shall be deemed to include any Committee(s) constituted/to be constituted by the Board to exercise its powers including the powers conferred by this Resolution) and subject to any other alterations, modifications, conditions, corrections, changes and variations that may be decided by the Board in its absolute discretion, the consent of the Company be and is hereby accorded to the Board to create, issue, offer, and allot, from time to time in one or more tranches, such number of warrants ("**Class B Warrants**") on a preferential basis to Future Corporate Resources Limited, being a company within the Promoter Group (as defined in the ICDR Regulations), each Class B Warrant convertible into, or exchangeable for, one Class B (Series 1) Share of face value of Rs. 2/- each (the "**Class B Shares**") at a price to be determined in accordance with Chapter VII of the ICDR Regulations such that the aggregate value, including premium, of the total number of Class B Shares that may be issued upon exercise of the Class B Warrants shall not exceed Rs. 100 Crores (Rupees One Hundred Crores only), on such terms and conditions as may be determined by the Board in accordance with the provisions of Chapter VII of the ICDR Regulations or other applicable laws.

RESOLVED FURTHER THAT in accordance with the provisions of Chapter VII of the ICDR Regulations, the "Relevant Date" for the purpose of calculating the floor price for the issue of Class B Shares pursuant to the exercise of the Class B Warrants is June 13, 2014 (June 14, 2014 being a holiday), which is 30 days prior to the date of declaration of result of postal ballot which is July 15, 2014.

RESOLVED FURTHER THAT the said Class B Warrants shall be issued and allotted by the Company to Future Corporate Resources Limited within a period of 15 days from the date of passing of this resolution provided that where the allotment of the said Class B Warrants is pending on account of pendency of any approval for such allotment by any regulatory authority or the Central Government, the allotment shall be completed within a period of 15 days from the date of such approval.

RESOLVED FURTHER THAT without prejudice to the generality of the above, the issue of Class B Warrants shall be subject to following terms:

- i. The Class B Shares to be allotted on exercise of the Class B Warrants shall be in dematerialised form and shall be subject to the provisions of the Memorandum of Association and Articles of Association of the Company.
- ii. The Class B Warrants may be exercised by the Class B Warrant holder(s) at any time before the expiry of 18 months from the date of allotment of the Class B Warrants.
- iii. A Class B Warrant subscription price equivalent to 25% of the issue price of the Class B Shares will be payable at the time of subscription to the Class B Warrants, as prescribed by Regulation 77 of the ICDR Regulations, which will be kept by the Company to be adjusted and appropriated against the issue price of the Class B Shares. A Class B Warrant exercise price equivalent to the 75% of the issue price of the Class B Shares shall be payable by the Class B Warrant holder(s) at the time of exercising the Class B Warrant.
- iv. The issue of the Class B Warrants as well as Class B Shares arising from the exercise of the Class B Warrants shall be governed by the regulations and guidelines issued by SEBI or any other statutory authority as the case may be or any modifications thereof.
- v. In the event the Class B Warrant holder(s) does not exercise the Class B Warrants within 18 months from the date of allotment of the Class B Warrants, the Class B Warrants shall lapse and the amount paid shall stand forfeited by the Company.
- vi. The Class B Warrants issued and allotted will be transferable within the Promoter Group subject to the approval of the Board and such other approvals as may be necessary.
- vii. In the event of the Company making a bonus issue by way of capitalization of its reserves, or a rights offer by way of issue of new Class B Shares, prior to allotment of Class B Shares resulting from the exercise of the Class B Warrants, the issue price of the Class B Shares to be allotted against such Class B Warrants shall be subject to appropriate adjustment, subject to the SEBI ICDR Regulations and other applicable law.
- viii. The Class B Shares to be issued and allotted by the Company on exercise of the Class B Warrants in the manner aforesaid shall be in dematerialised form and subject to the Memorandum of Association and Articles of Association of the Company and shall rank *pari passu* in all respects including dividend, with the existing Class B (Series 1) Shares of the Company.
- ix. The warrants and the Class B Shares allotted pursuant to exercise of such warrants shall be subject to a lock-in for such period as specified under Chapter VII of ICDR Regulations relating to preferential issues.

RESOLVED FURTHER THAT the Board be and is hereby authorised to issue and allot such number of Class B Shares of the Company as may be required to be issued and allotted upon exercise of the option in the Class B Warrants held by the holder(s) of the Class B Warrants.

RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, the Board be and is hereby authorised to do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary, desirable and expedient for such purpose, including without limitation, issuing clarifications, resolving all questions of doubt, effecting any modifications or changes to the foregoing (including modification to the terms of the issue), entering into contracts, arrangements, agreements, documents (including for appointment of agencies, intermediaries and advisors for the Issue) and to authorize all such persons as may be necessary, in connection therewith and incidental thereto as the Board in its absolute discretion shall deem fit without being required to seek any fresh approval of the Shareholders of the Company and to settle all questions, difficulties or doubts that may arise in regard to the offer, issue and allotment of the Class B Warrants and Class B Shares and utilisation of proceeds of the Class B Shares, take all other steps which may be incidental, consequential, relevant or ancillary in this connection and to effect any modification to the foregoing and the decision of the Board shall be final and conclusive.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred to any Committee of the Board or any Director(s) or Officer(s) of the Company and to generally do all such acts, deeds and things as may be required in connection with the aforesaid resolutions, including making necessary filings with the stock exchanges and regulatory authorities and execution of any documents on behalf of the Company and to represent the Company before any governmental authorities and to appoint any merchant bankers or other professional advisors, consultants and legal advisors to give effect to the aforesaid resolution.

RESOLVED FURTHER THAT "all actions taken by the Board or Committee(s) duly constituted for this purpose in connection with any matter(s) referred to or contemplated in the foregoing resolution be and are hereby approved, ratified and confirmed in all respects."

Item No. 2

Issue of Equity Shares, Class B Shares and Securities convertible into, or exchangeable for, Equity Shares or Class B Shares by the Company through a Rights Issue

To consider and, if thought fit, to pass with or without modification, if any, the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Section 62 and Section 43(a)(ii) and other applicable provisions, if any, of the Companies Act, 2013, as amended (the "**Companies Act**") read with the rules made thereunder, to the extent notified and in effect, the applicable provisions, if any, of the Companies Act, 1956, as amended (without reference to the provisions thereof that have ceased to have effect upon notification of sections of the Companies Act), the Foreign Exchange Management Act, 1999, as amended, the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2000, as amended, and the rules, regulations, guidelines, notifications and circulars, if any, issued by the Government of India, the Foreign Investment Promotion Board, the Reserve Bank of India, the Securities and Exchange Board of India including the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended (the "**ICDR Regulations**") and the Securities and Exchange Board of India (Substantial Acquisitions of Shares and Takeovers) Regulations, 2011, as amended (the "**Takeover Regulations**") and any other guidelines and clarifications issued by any other competent authority, whether in India or abroad, from time to time, to the extent applicable including the enabling provisions of the Memorandum of Association and Articles of Association of the Company, Listing Agreements entered into by the

Company with the Stock Exchanges where the equity shares of the Company are listed (the “**Stock Exchanges**”) and subject to the permissions, consents, sanctions and approval by any authority, as may be necessary, and subject to such conditions and modifications as might be prescribed while granting such approvals, consents, permissions and sanctions, and which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the “**Board**”, which term shall be deemed to include any Committee(s) constituted/to be constituted by the Board to exercise its powers including the powers conferred by this Resolution), the consent of the Company be and is hereby accorded to the Board to create, offer and issue and allot in one or more tranches, by way of a rights issue, equity shares of face value Rs. 2/- each (the “**Equity Shares**”), Class B (Series 1) Shares of face value Rs. 2/- each (the “**Class B Shares**”) or fully convertible debentures, partly convertible debentures, preference shares convertible into Equity Shares or Class B Shares and any other financial instrument or securities convertible into Equity Shares or Class B Shares or with or without detachable warrants with a right exercisable by the warrant holder to convert or subscribe to Equity Shares or Class B Shares, in registered or bearer form, (hereinafter collectively referred to as the “**Securities**”) or any combination of Securities to any person, including but not limited to, to the Equity Shareholders and the Class B Shareholders existing as on a record date, including resident/foreign shareholders (whether institutions, incorporated bodies, mutual funds and individuals), such as foreign institutional investors, Indian or multilateral financial institutions, mutual funds, non-resident Indians, (including with the provision for reservation on firm and/or competitive basis, of such part of issue and for such categories of persons including employees of the Company as may be permitted (collectively, the “**Investors**”) at such time or times, at such price or prices, at a discount or premium to the market price or prices in such manner and in one or more tranches and on such terms and conditions including security, rate of interest, considering the prevailing market conditions and such other considerations that the Board may, in its absolute discretion, decide, such that the aggregate value (including premium, if any) of the Equity Shares and the Class B Shares issued pursuant to such offering (including upon conversion of the convertible Securities) does not exceed Rs. 1600 crores (Rupees One Thousand Six Hundred Crores only).

RESOLVED FURTHER THAT in any issuance of Equity Shares and Class B Shares, or Securities convertible into Equity Shares or Class B Shares, by way of a rights issue, the Equity Shareholders existing as on the record date shall only receive new Equity Shares or Securities convertible into Equity Shares whereas the Class B Shareholders existing as on the record date shall only receive new Class B Shares or Securities convertible into Class B Shares.

RESOLVED FURTHER THAT the issue to the holders of the Securities, which are convertible into or exchangeable with Equity Shares or Class B Shares at a later date shall be, *inter alia*, subject to the following terms and conditions:

- (a) in the event the Company is making a bonus issue by way of capitalization of its profits or reserves prior to the allotment of the Equity Shares or Class B Shares, the number of Equity Shares or Class B Shares, as the case may be, to be allotted shall stand augmented in the same proportion in which the Equity Shares or Class B Shares capital increases as a consequence of such bonus issue and the premium, if any, shall stand reduced pro tanto;
- (b) in the event of the Company making a rights offer by issue of Equity Shares or Class B Shares, prior to the allotment of the Equity Shares or Class B Shares, as the case may be, the entitlement to the Equity Shares and Class B Shares will stand increased in the same proportion as that of the rights offer and such additional Equity Shares or Class B Shares shall be offered to the holders of the Securities at the same price at which they are offered to the existing shareholders;
- (c) in the event of merger, amalgamation, takeover or any other re-organization or restructuring or any such corporate action, the number of Equity Shares and Class B Shares, the price and the time period as aforesaid shall be suitably adjusted; and
- (d) in the event of consolidation and/or division of outstanding Equity Shares/Class B Shares into smaller number of Equity Shares/Class B Shares (including by way of stock split) or re-classification of the Securities into other securities and/or involvement in such other event or circumstances which in the opinion of concerned stock exchange requires such adjustments, necessary adjustments will be made.

RESOLVED FURTHER THAT in pursuance of the aforesaid resolutions:

- (a) the Securities to be so created, offered, issued and allotted shall be subject to the provisions of the Memorandum of Association and Articles of Association of the Company;
- (b) the Equity Shares that may be issued by the Company shall rank *pari passu* with the existing Equity Shares of the Company in all respects including Dividend; and
- (c) the Class B Shares that may be issued by the Company shall rank *pari passu* with the existing Class B Shares of the Company in all respects including Dividend.

RESOLVED FURTHER THAT without prejudice to the generality of the above, subject to applicable laws and subject to approval, consents, permissions, if any of any governmental body, authority or regulatory institution including any conditions as may be prescribed in granting such approval or permissions by such governmental authority or regulatory institution, the aforesaid Securities may have such features and attributes or any terms or combination of terms in accordance with international practices to provide for the tradability and free transferability thereof as per the prevailing practices and regulations in the capital markets including but not limited to the terms and conditions in relation to payment of dividend, issue of additional Equity Shares and Class B Shares, variation of the conversion price of the Securities or period of conversion of Securities into Equity Shares or Class B Shares during the duration of the Securities and the Board be and is hereby authorised in its absolute discretion in such manner as it may deem fit, to dispose off such of the Securities that are not subscribed.

RESOLVED FURTHER THAT for the purpose of giving effect to the above Resolution including any offer, issue or allotment of Equity Shares, Class B Shares or Securities or instruments representing the same, as described above, the Board be and is hereby authorised on behalf of the Company to do all such acts, deeds, matters and things, as it may, in its absolute discretion, deem necessary or desirable for such purpose, including without limitation, the determination of terms and conditions for issuance of Securities including the number of Securities that may be offered in domestic or international markets and proportion thereof, timing for issuance of such Securities, issue price, face value, premium amount on issue/conversion of the Securities, if any, rate of interest, creation of mortgage/ charge in accordance with provisions of the Companies Act, and shall be entitled to vary, modify or alter any of the terms and conditions as it may deem expedient, entering into and executing arrangements for managing, underwriting, marketing, listing, trading and providing legal advice as well as acting as depository, custodian, registrar, stabilizing agent, paying and conversion agent, trustee, escrow agent and executing other agreements, including any amendments or supplements thereto, as necessary or appropriate and to finalise, approve and issue any document(s), including but not limited to prospectus and/or letter of offer and/or placement document and/or offering circular and/or offer document and/or documents and agreements including filing of registration statements, prospectus and other documents (in draft or final form) with any Indian or foreign regulatory authority or stock exchanges and sign all deeds, documents and writings and to pay any fees, commissions, remuneration, expenses relating thereto and with power on behalf of the Company to settle all questions, difficulties or doubts that may arise in regard to the

issue, offer or allotment of Securities and take all steps which are incidental and ancillary in this connection, including in relation to utilization of the issue proceeds, as it may in its absolute discretion deem fit without being required to seek further consent or approval of the members of the Company (“Members”) or otherwise to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution.

RESOLVED FURTHER THAT for the purpose of giving effect to any offer, issue or allotment of Equity Shares, Class B Shares or Securities or instruments representing the same, as described above, the Board be and is hereby authorised on behalf of the Company to seek listing of any or all of such Securities on one or more Stock Exchanges in India.

RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any of its powers herein conferred to any Committee or any one or more executives of the Company.”

Place: Mumbai

Date: June 11, 2014

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

Registered Office:

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

Deepak Tanna
Company Secretary

Statement under Section 102 of the Companies Act, 2013:

The following explanatory statement pursuant to Section 102 of the Companies Act, 2013, sets out all material facts relating to the business mentioned under the above item of the accompanying Notice dated June 11, 2014.

Item No. 1

Preferential issue of Class B Warrants of the Company:

BRIEF NOTE ON THE COMPANY'S OPERATIONS AND JUSTIFICATION FOR THE PROPOSED PREFERENTIAL ISSUE

Your Company continues to consolidate value, home and CD&E retail business in hyper markets after completion of the realignment of its operations and deleverage its balance sheet by sale of non-core retail investments. The envisaged consolidation and growth plan together with debt reduction program is necessary for the Company to achieve the size and scale of the business operations and create value for its stakeholders. This will also help strengthen Company's leadership position as well as help it capture market share in the key consumption-led sectors. The objective of the proposed preferential allotment of Equity Shares and Equity Warrants is to utilize proceeds upto seventy five percent for debt reduction program and balance proceeds to fund capex for growth plans as well as general corporate purposes.

The Company, subject to necessary approvals, is proposing to issue and allot, on a preferential basis Class B Warrants to Future Corporate Resources Limited (“FCRL”), which may be exercised to receive Class B Shares at a price (including the Class B Warrant Subscription Price and Class B Warrant Exercise Price) to be determined in accordance with the ICDR Regulations.

Salient features of the preferential issue of Class B Warrants are as under:

The proposed issue and allotment of Class B Warrants, on a preferential basis, shall be governed by the applicable provisions of the ICDR Regulations and the Companies Act read with the applicable provisions of the rules made thereunder. Without generality to the above, the salient features of the preferential issue of Class B Warrants are:

- The “Relevant Date” for the purpose of calculating the floor price for the issue of Class B Shares pursuant to the exercise of the Class B Warrants is June 13, 2014, (June 14, 2014 being holiday), which is 30 days prior to date of declaration of result of postal ballot which is July 15, 2014.
- The minimum price for the issue of Class B Shares upon exercise of the Class B Warrants will be determined in terms of the pricing formula prescribed under the ICDR Regulations. Such minimum price will be the higher of (a) the average of the high and low of the closing prices of the Class B Shares at the National Stock Exchange of India Limited for 26 weeks prior to the relevant date, i.e., June 13, 2014 and (b) the average of the high and low of the closing prices of the Class B Shares at the National Stock Exchange of India Limited for 2 weeks prior to June 13, 2014.
- 25% of the amount for preferential issue of Class B Warrants shall be received by the Company prior to the respective allotments.
- The Class B Warrants shall be exercised within a period of 18 (eighteen) months from the date of their allotment, in one or more tranches. At the time of exercise, the Class B Warrant holder(s) shall pay the balance 75% of the consideration payable in respect of the Class B Warrants so being exercised.
- Post conversion of the Class B Warrants (assuming full conversion), the equity share capital of the Company would stand increased by addition of the Class B Shares to the extent of the number of Class B Warrants issued.
- This is the first preferential issue of securities by the Company in this year and no other persons have been allotted any securities on a preferential basis during the current year. However, the Company has allotted 2,17,594 Equity Shares to eligible employees upon their exercise of employee stock option under Employees Stock Option Scheme 2012 in the year. The Company has not allotted Class B Shares to any person during the year.
- FCRL has not sold any shares of the Company during the preceding six months from the date of this notice and has given undertaking that they will not be selling any shares of the Company for the period preceding the Relevant Date to be determined as contemplated in the resolution given in Item No. 1 above.
- FCRL has not subscribed to any warrants of the Company during last one year. However, concurrently with this Notice, the Company has sought approval of the Members in an Extraordinary General Meeting of the Company to issue Equity Warrants to FCRL through a preferential issue.

The other information prescribed under Regulation 73 of the ICDR Regulations is as follows:

(a) Object of the preferential issue of Class B Warrants and details of utilization of proceeds:

The objective of the proposed preferential allotment of Class B Warrants is to utilize proceeds upto seventy five percent for debt reduction program and balance proceeds to fund capex for growth plans as well as general corporate purposes.

- (b) **Intention of the promoter/directors/ key management personnel to subscribe to the proposed preferential issue:**
Except FCRL, a Promoter Group Company, who will be subscribing to Class B Warrants in the preferential issue, none of the promoters, directors or key management personnel of the Company intends to apply /subscribe to any of the Class B Warrants.
- (c) **The shareholding pattern of the Company before and after the preferential issue of Class B Warrants**
Shareholding pattern before and after the proposed preferential issue of Class B Warrants is as follows:

Sr. No.	Category	Class B (Series 1) (Note 1)		Equity Shares (Note 2)	
		Pre-issue Shareholding		Shareholding	
		Number of Shares held	Percentage of holding	Number of Shares held	Percentage of holding
A	Promoter's Holding				
1	Indian Promoters	41544	0.26	-	0.00
2	Persons acting in concert	7743958	48.62	15007996	6.28
3	Acquirer: Future Corporate Resources Limited	784921	4.93	96982400	40.59
4	Other persons acting in concert	-	0.00	-	0.00
	Sub-Total	8570423	53.81	111990396	46.87
B	Non-Promoters Holding				
1	Insurance Companies	36631	0.23	298363	0.12
2	Mutual Funds	50	0.00	871266	0.36
3	Banks, Financial Institutions, (Central Govt. State Govt. Institutions / Non-Government Institutions)	166342	1.04	8042795	3.37
4	Foreign Institutional Investors (FIIs)	130381	0.82	46172395	19.32
5	Venture Capital Fund	-	0.00	4068007	1.70
	Sub-Total	333404	2.09	59452826	24.87
C	Others				
1	Other Bodies Corporate	2635949	16.55	26898360	11.26
2	Brand Equity Treaties Limited (Refer Note 2)	-	0.00	15384615	6.44
3	Indian Public	4322738	27.13	23139153	9.68
4	Non Resident Indians	11394	0.07	209632	0.09
5	Clearing Members	55244	0.35	1518473	0.64
6	Trust	-	0.00	354500	0.15
	Sub-Total	7025325	44.10	67504733	28.26
	Grand Total	15929152	100.00	238947955	100.00

Notes:

- (1) The exact number of Class B Warrants to be issued to FCRL is not final and is subject to the Class B Warrants subscription price and the Class B Warrants exercise price. The sum of the Class B Warrants subscription price and the Class B warrants exercise price shall be equal to the 'floor price' to be determined in accordance with Chapter VII of the ICDR Regulation on the Relevant Date.
- (2) The Company has, concurrently with this Notice, sought the approval of the Members through an Extraordinary General Meeting, to make a preferential issue of Equity Shares and Equity Warrants, which may be, at the option of the Equity Warrant Holders, convertible into Equity Shares Based on the number of Equity Shares and Equity Warrants issued and the number of Equity Shares issued upon exercise of such Equity Warrants, the pre and post shareholding of Equity Shares will change. The above shareholding is after considering this proposal.
- (d) **Proposed time within which preferential issue of Class B Warrants shall be completed**
As required under the ICDR Regulations, the preferential issue of Class B Warrants shall be completed, within a period of 15 days from the date of passing of the special resolution contained under this item of business provided that where the allotment on preferential basis is pending on account of pendency of any approval of such allotment from any regulatory authority or the Central Government, the allotment shall be completed within a period of 15 days from the date of such approval.
- (e) **Identity of the natural persons who are the ultimate beneficial owners of the Class B Warrants proposed to be allotted and/or who ultimately control the proposed allottees, the percentage of post preferential issue capital that may be held by them and change in control, if any, in the issuer consequent to the preferential issue**
The identity of the natural persons who are the ultimate beneficial owners of the Class B Warrants proposed to be allotted and /or who ultimately control proposed allottees and the percentage of the post preferential issue capital that may be held by them on fully diluted basis is given in the following table:

Name of the Allottees	Natural persons who are the ultimate beneficial owners	% of post preferential issue capital
Future Corporate Resources Limited	Kishore Biyani, Vijay Biyani, Rakesh Biyani, Anil Biyani, Sunil Biyani, Gopikishan Biyani, Laxminarayan Biyani and Sangeeta Biyani	See Note 1

Note 1: The exact number of Class B Warrants to be issued to FCRL, and accordingly the percentage of the post preferential issue capital to be held by FCRL, is not final and is subject to the Class B Warrants subscription price and the Class B Warrants exercise price. The sum of the Class B Warrants subscription price and the Class B warrants exercise price shall be equal to the 'floor price' to be determined in accordance with Chapter VII of the ICDR Regulation on the Relevant Date.

(f) Change in control

As a result of the proposed preferential issue of Class B Warrants, and upon conversion of the Class B Warrants, there will be no change in the control of the Company.

(g) Lock-in-period

Pre-preferential allotment holding of Class B Shares, non disposal of Class B Shares and lock-in period of the Class B Shares

- (i) The Class B Shares allotted on a preferential basis to FCRL, being one of the Company of Promoter Group of the Companies, pursuant to exercise of options against each Class B Warrant, shall be subject to 'lock-in' for a period of three years from the date of trading approval for such Class B Shares in accordance with Regulation 78(1) of the ICDR Regulations.
- (ii) The entire pre-preferential allotment Class B Shareholding of FCRL shall be locked-in from the Relevant Date up to a period of six months from the date of trading approval as per Regulation 78(6) of the ICDR Regulations.

(h) Auditor's certificate

A copy of the certificate from NGS & Co., LLP, Chartered Accountants, the statutory auditors of the Company, certifying that the above preferential issue of Class B Warrants is made in accordance with the applicable provisions of the ICDR Regulations, is open for inspection at the registered office of the Company during the working hours between 9.00 a.m. to 5.00 p.m., except on holidays, up to July 15, 2014.

The Board has already approved the issue and allotment of Class B Warrants on preferential basis to the FCRL, in the manner stated hereinabove.

Regulation 72(1)(a) of the ICDR Regulations provides that preferential issue of specified securities by a listed company would require approval of its shareholders by way of a special resolution. The Board, therefore, recommends the above-mentioned resolutions to be passed as a Special Resolution.

Nature of concern or interest of Promoter/ Directors/Manager/ Key Managerial Personnel:

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 Resolution in Item No. 1, except to the extent of shares held by any of them in the Company. Mr. Kishore Biyani, Managing Director, Mr. Rakesh Biyani, Joint Managing Director and Mr. Vijay Biyani, Wholetime Director of the Company, together with their relatives shall be deemed to be concerned or interested in the proposed Resolutions, by reason of their being part of the promoter group which also includes Future Corporate Resources Limited. Apart from the above, no other Directors, Key Managerial Persons (KMPs) of the Company or any relatives of such Director or KMPs, shall be deemed to be concerned or interested in the proposed Resolutions, except to the extent of shares held by any of them in the Company.

Item no. 2

Issue of Equity Shares, Class B Shares and Securities convertible into, or exchangeable for, Equity Shares or Class B Shares by the Company through a Rights Issue

The Company proposes to raise additional capital aggregating up to Rs. 1600 Crores by way of issue of Equity Shares and Class B (Series 1) shares having differential voting rights (the "Class B Shares") of the Company, on a rights basis, to the Equity Shareholders and Class B Shareholders, respectively (the "Rights Issue") or fully convertible debentures, partly convertible debentures, preference shares convertible into Equity Shares or Class B Shares and any other financial instrument or securities convertible into Equity Shares or Class B Shares or with or without detachable warrants with a right exercisable by the warrant holder to convert or subscribe to Equity Shares or Class B Shares, in registered or bearer form (hereinafter collectively referred to as the "Securities") in accordance with the applicable provisions of the Companies Act, 2013 (the "Companies Act") read with the rules made thereunder, to the extent notified and in effect and Chapter IV of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended (the "ICDR Regulations") and as approved by the Board by way of a resolution passed at its meeting held on June 11, 2014.

The applicable provisions of the Companies Act read with the Companies (Share Capital and Debentures) Rules, 2014 require the Company to seek the approval of the shareholders, by way of an ordinary resolution, for issue Class B Shares. The Board, therefore, recommends the above-mentioned resolution to be passed as an Ordinary Resolution.

The Class B Shares shall be issued and allotted by the Company to the Investor, *inter alia*, subject to the following terms and conditions:

- The articles of association of the Company authorizes the issue of Class B Shares;
- The total number of Class B Shares shall not exceed twenty-six percent of the total post-issue paid up equity share capital including the Class B Shares issued at any point of time;
- The Company has a consistent track record of distributable profits for the last three years;
- The company has not defaulted in filing financial statements and annual returns for three financial years immediately preceding the financial year in which it is decided to issue such Class B Shares;
- The Company has no subsisting default in the payment of a declared dividend to its shareholders or repayment of its matured deposits or redemption of its preference shares or debentures that have become due for redemption or payment of interest on such deposits or debentures or payment of dividend;
- The Company has not defaulted in payment of the dividend on preference shares or repayment of any term loan from a public financial institution or State level financial institution or scheduled bank that has become repayable or interest payable thereon or dues with respect to statutory payments relating to its employees to any authority or default in crediting the amount in Investor Education and Protection Fund to the Central Government;
- The Company has not been penalized by Court or Tribunal during the last three years of any offence under the Reserve Bank of India Act, 1934, the Securities and Exchange Board of India Act, 1992, the Securities Contracts Regulation Act, 1956, the Foreign Exchange Management Act, 1999 or any other special Act, under which the Company is being regulated by sectoral regulators.

- The proposed issue and allotment shall be governed by the applicable provisions of the Companies Act and the rules made thereunder, to the extent notified and in effect and the provisions of the ICDR Regulations.

The other information prescribed under Rule 4(2) of the Companies (Share Capital and Debentures) Rules, 2014 with regard to shares to be issued on differential rights is as follows and shall be read as provided for Item No. 1 & 2 of the accompanying Notice:

(a) the total number of shares to be issued with differential rights;

Such number of Class B Shares that the aggregate value (including premium, if any) of the Class B Shares issued pursuant to such offering (including upon conversion of the Class B Warrants) does not exceed Rs. 100 Crores (Rupees One Hundred Crores only) on Preferential basis.

Such number of Class B Shares that the aggregate value (including premium, if any) of the Class B Shares issued pursuant to such offering (including upon conversion of the convertible securities) together with the Equity Shares issued pursuant to such offering (including upon conversion of the convertible securities) does not exceed Rs. 1600 Crores (Rupees Sixteen Hundred Crores only) on Rights basis.

(b) the details of the differential rights;

The rights, powers and preferences relating to Class B Shares and the qualifications, limitations and restrictions thereof are as set out in Part XIII A of the Articles of Association of the Company. The holders of Class B Shares shall be entitled to differential voting rights as follows:

- In the case where a resolution is put to vote on a poll, 3 votes for every 4 Class B Shares (excluding fractions, if any) will be applicable to holders of Class B Shares; and
- In the case where a resolution is put to vote in the meeting and is to be decided on a show of hands, the holders of Class B Shares shall be entitled to the same number of votes as available to holders of Equity Shares.

The holders of Class B Shares shall be entitled to dividend on each Class B Share at a rate which will be 2% higher than the dividend rate recommended and declared per Equity Share by the Board and members of the Company for each Equity Share.

(c) the percentage of the shares with differential rights to the total post issue paid up equity share capital including equity shares with differential rights issued at any point of time;

At any point of time, the total number of Class B Shares issued and outstanding shall not be in excess of 25% of the total equity shares capital (Equity Shares and Class B Shares taken together) issued and outstanding of the Company.

(d) the reasons or justification for the issue;

In terms of Article 43D of the Articles of Association of the Company, where the Company proposes to make a Rights Issue of Equity Shares or any other securities convertible into Equity Shares, the Company is required simultaneously make an offer to holders of Class B Shares in the same proportion of Class B Shares to Equity Shares prior to the issue. Accordingly, the Company proposes to issue Class B Shares in the Rights Issue. Further issue of convertible warrants on Preferential basis is to enhance the capital base of the company.

(e) the price at which such shares are proposed to be issued either at par or at premium;

The Board of Directors shall determine the price of the Class B Shares (including, the premium, if any, on such Class B Shares) issued pursuant to the Rights Issue at a later date. In case of Class B Warrants exercise price shall be equal to the floor price to be determined in accordance with Chapter VII of the SEBI (ICDR) Regulations on the Relevant Date.

(f) the basis on which the price has been arrived at;

The Board of Directors shall determine the basis of the Class B Shares (including the premium, if any, on such Class B Shares) to be issued pursuant to the Rights Issue at a later date, full justification of the offer price shall be disclosed in the final Letter of Offer. In case of Class B Warrants the issue price shall be determined in accordance with Chapter VII of the SEBI (ICDR) Regulations on the Relevant Date.

(g) the percentage of voting right which the equity share capital with differential voting right shall carry to the total voting right of the aggregate equity share capital;

The voting rights of existing Class B Shares represent 5.24% of the total voting rights of the aggregate equity share capital (Equity Shares and Class B Shares taken together) (excluding the contemplated preferential allotment of equity share and warrants through an Extraordinary General Meeting). Exact percentage of the total voting rights with differential voting rights will be determined post allotment and conversion of warrants.

(h) the scale or proportion in which the voting rights of such class or type of shares shall vary;

The existing voting rights of the Equity Shares and Class B Shares are fixed and are not subject to variation.

(i) the change in control, if any, in the company that may occur consequent to the issue of equity shares with differential voting rights;

As a result of the proposed preferential issue of Class B Shares, and Rights Issue of Class B Shares there will be no change in the control of the Company.

(j) the diluted Earning Per Share pursuant to the issue of such shares, calculated in accordance with the applicable accounting standards;

The number of Class B share to be allotted pursuant to preferential allotment of Warrants will be determined after deemed date of allotment and conversion of convertible Warrants by the warrant holders. In case of Rights Issue the Board of Directors shall determine the number of Class B Shares (including the premium, if any, on such Class B Shares) at a later date. Accordingly, the diluted Earning Per Share pursuant to the issue of Class B Shares cannot be determined at this stage.

(k) the pre and post issue shareholding pattern along with voting rights as per clause 35 of the listing agreement issued by Security Exchange Board of India from time to time.

Sr. No.	Category	Equity Shares		Class B (Series 1)	
		Number of Shares held	Percentage of holding	Number of Shares held	Percentage of holding
A	Promoter's Holding				
1	Indian Promoters	-	0.00	41544	0.26
2	Persons acting in concert	104298089	48.31	8528879	53.55
3	Other persons acting in concert	-	0.00	-	0.00
	Sub-Total	104298089	48.31	8570423	53.81
B	Non-Promoters Holding				
1	Insurance Companies	298363	0.14	36631	0.23
2	Mutual Funds	871266	0.40	50	0.00
3	Banks, Financial Institutions, (Central Govt. State Govt. Institutions / Non-Government Institutions)	8042795	3.73	166342	1.04
4	Foreign Institutional Investors (FIIs)	46172395	21.39	130381	0.82
5	Venture Capital Fund	4068007	1.89	-	0.00
	Sub-Total	59452826	27.55	333404	2.09
C	Others				
1	Other Bodies Corporate	26898360	12.46	2635949	16.55
2	Indian Public	23139153	10.72	4322738	27.13
3	Non Resident Indians	209632	0.10	11394	0.07
4	Clearing Members	1518473	0.70	55244	0.35
5	Trust	354500	0.16	-	0.00
	Sub-Total	52120118	24.14	7025325	44.10
	Grand Total	215871033	100.00	15929152	100.00

Note: The Company has concurrently with this Notice, sought the approval of the Members through an Extraordinary General Meeting, to make a preferential issue of Equity Shares and Equity Warrants, which may be, at the option of the Equity Warrant Holders, convertible into Equity Shares. Based on the number of Equity Shares and Equity Warrants issued and the number of Equity Shares to be issued upon exercise of such Equity Warrants, the pre and post shareholding of Equity Shares will change. Further the number of Class B Shares to be allotted pursuant to preferential allotment of Class B Warrants will be determined after deemed date of allotment and conversion of Class B Warrants by the warrant holders. In case of Rights Issue the Board of Directors shall determine the number of Class B Shares closer to final issue. Accordingly, the exact pre and post shareholding pattern will be determined at a later date subject to conversion of outstanding Equity Warrants.

(l) Details of total number of shares proposed to be allotted to Promoters, Directors and Key Managerial Personnel

Except one of the Promoter, Future Corporate Resources Limited who will be allotted such number of Class B Shares that the aggregate value (including premium, if any) of the Class B Shares issued pursuant to such offering (including upon conversion of the Class B Warrants) does not exceed Rs. 100 Crores (Rupees One Hundred Crore only) on Preferential basis, none of the other Promoters, Directors and Key Managerial Personnel will be allotted any shares or warrants as mentioned in above resolution.

(m) Details of total number of shares proposed to be allotted to persons other than Promoters/ Directors/ and Key Managerial personnel: -

Not applicable

Section 110 of the Companies Act read with Rule 22(16) of the Companies (Management and Administration) Rules, 2014 and Rule 4 of the Companies (Share Capital and Debentures) Rules, 2014 provides that issue of shares with differential rights as to voting or dividend or otherwise would require approval of its shareholders by way of an ordinary resolution through Postal Ballot. The Board, therefore, recommends the above-mentioned resolutions to be passed as an Ordinary Resolution.

Nature of concern or interest of Promoter/ Directors/Manager/ Key Managerial Personnel:

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 Resolutions in Item No. 2, except to the extent of shares held by any of them in the Company. Mr. Kishore Biyani, Managing Director, Mr. Rakesh Biyani, Joint Managing Director and Mr. Vijay Biyani, Wholetime Director of the Company, together with their relatives shall be deemed to be concerned or interested in the proposed Resolution, by reason of their being part of the promoter group which also includes Future Corporate Resources Limited.

Place: Mumbai

Date: June 11, 2014

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

Registered Office:

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

Deepak Tanna
Company Secretary



Future Retail Limited

Registered Office: Knowledge House, Shyam Nagar, Off Jogeshwari Vikhroli Link Road, Jogeshwari (East), Mumbai 400 060. Tel. Nos. +91 22 30842336, Fax No. + 91 22 30842502

Website: www.futureretail.co.in

CIN:L52399MH1987PLC044954

POSTAL BALLOT FORM

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

- Name and registered address of the :
sole/ first named shareholder
- Name(s) of Joint shareholder(s) :
- Registered Folio No. / :
DP Id No./Client Id No.*

(*applicable to investors holding shares in dematerialised form)

- Number of shares held :

Type of Equity Shares	No. of Shares	Votes entitled #
Equity Shares		
Class B (Series 1)		
Total		

Equity Shareholders - one vote for each share held.

Class B (Series 1) Shareholders - three vote for four shares held (fraction if any to be ignored)

- I/ We hereby exercise my / our vote in respect of the Special Resolutions to be passed through postal ballot for the business stated in the notice of the Company by sending my / our consent or dissent to the said resolution by placing tick (✓) mark at the appropriate box below.

Sr. No.	Brief particulars of the item	Number of Votes exercised corresponding to the total number of voting rights	I/We assent to the resolution (For)	I/We dissent to the resolution (Against)
1	Preferential allotment of Class B Shares (Series 1) Warrants of the Company;			
2	Issue of Equity Shares, Class B Shares and Securities convertible into, or exchangeable for, Equity Shares or Class B Shares by the Company through a Rights Issue			

Place:

Date:

Signature of the Shareholder

(must be as per specimen signature registered with the company)

ELECTRONIC VOTING PARTICULARS

Type of Equity Shares	EVEN (E-Voting Event Number)	USER ID	PASSWORD/PIN
Equity Shares			
Class B (Series 1)			

Notes:

1. Explanatory Statement as required under Section 102 of the Companies Act, 2013 in respect to the resolutions is annexed to this Notice.
2. A shareholder desiring to exercise vote by postal ballot may complete this postal ballot form and send it to the company in the attached self-addressed envelope. Postage will be borne by the Company. However, envelope containing postal ballot, if sent by any other mode at the expense of registered shareholder will also be accepted.
3. All documents referred to in the above Notice are open for inspection at the Registered Office of the Company during office hours.
4. The Notice is being sent to all the members by post (and electronically by e-mail to those members who have registered their e-mail ids with the Company), whose names appear in the Register of Members / Record of Depositories as on June 6, 2014.
5. Voting Rights: Shareholders holding equity shares shall have one vote per share as shown against their holding and shareholders holding Class B Shares (Series 1) shall have three votes for four shares as shown against their holding. Fraction, if any, in the voting right is to be ignored as per provisions of Article 43B and terms of issue of Class B Shares (Series 1). The shareholders holding both types of shares will have combined voting right as shown in total row. The shareholders can vote for their entire voting rights as per their discretion. Shareholders have to vote electronically for each class of shares separately.
6. Voting rights shall be reckoned on the paid up value of the shares registered in the names of the members as on June 6, 2014.
7. Resolutions passed by the members through postal ballot are deemed to have been passed effectively at a general meeting of the members. The Special Resolution shall be declared as passed if the number of votes cast in favour of the Special Resolution is not less than three times the number of votes cast against the Special Resolution.
8. Members have the option either to vote through the e-Voting process or through the postal ballot form. A postal ballot form along with self-addressed postage pre-paid envelope is also enclosed. The members voting in physical form are requested to carefully read the instructions printed in the attached postal ballot form. Members who have received the postal ballot notice by email and who wish to vote through postal ballot form can download postal ballot form from the Company's website www.futureretail.co.in or seek duplicate postal ballot form from Registrar and Transfer Agent fill in the requisite details and send the duly completed and signed postal ballot form in the enclosed self-addressed pre-paid envelope to the scrutinizer so as to reach the scrutinizer on or before Monday, July 14, 2014. Any postal ballot form received after July 14, 2014 shall be treated as if the reply from the member has not been received.
9. The date of dispatch of the postal ballot notice and statement along with the postal ballot papers shall be announced through advertisement in (i) Free Press Journal [*English newspaper*], (ii) Navshakti [*vernacular newspaper*], having wide circulation in the district where the registered office of the Company is situated.
10. 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 appropriate Resolution.
11. In case of the postal ballot is signed by the holder of power of attorney reference to the power of attorney registration with the Company should be mentioned in the postal ballot form. In case a postal ballot form has been signed by an authorized representative of a body corporate, a certified copy of the relevant authorisation to vote on the postal ballot should accompany 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. This form should be completed and signed by the shareholder. 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 shareholder and in his absence, by the next named shareholder.
13. Unsigned postal ballot or incomplete postal ballot forms will be rejected.
14. The self addressed envelope contains the address of the scrutinizer appointed by the Board of Directors.
15. Shareholders are requested not to send any other paper along with the postal ballot form in the enclosed self-addressed postage prepaid envelope in as much as all such envelopes will be sent to the Scrutinizer and any extraneous paper found in such envelope would be destroyed by Scrutinizer.
16. The scrutinizer will submit his report to Director after completion of scrutiny of postal ballot forms received. The results of the postal ballot will be declared on Tuesday, July 15, 2014 by uploading it along with the scrutinizer's report on the website of the Company at www.futureretail.co.in and will also be informed to the Stock Exchanges. The date of declaration of the result of the voting will be taken to be the date of passing of the Resolutions.
17. In compliance with provisions of Section 108 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 and Clause 35B of the equity listing agreement, the Company is pleased to offer e-Voting facility for its members to enable them to cast their votes electronically. **Members have option to vote either through e-Voting or through the physical postal ballot form. If a member has opted for e-voting, then he/she should not vote by physical postal ballot form also and vice-versa. However, in case members cast their vote both via physical postal ballot form and e-Voting, then voting through physical postal ballot form shall prevail and voting done by e-Voting shall be treated as invalid. For this purpose, the Company has signed an agreement with National Securities Depository Limited for facilitating e-Voting.**

The instructions for members for voting electronically are as under:-

- (a) In case of Members' receiving e-mail from NSDL:
 - (i) Open e-mail and open PDF file viz; "FRL e-Voting.pdf" with your Client ID or Folio No. as password. The said PDF file contains your User ID and password for e-Voting. Please note that the password is an initial password.
 - (ii) Launch internet browser by typing the following URL: <https://www.evoting.nsd.com>
 - (iii) Click on Member – Login
 - (iv) Put User ID and password as initial password noted in step (i) above. Click Login
 - (v) Password change menu appears. Change the password with new password of your choice with minimum 8 digits/characters or combination thereof. Note the new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
 - (vi) Home page of e-Voting opens. Click on e-Voting: Active Voting Cycles
 - (vii) Select "EVEN" of Future Retail Limited
 - (viii) Now you are ready for e-Voting as Cast Vote page opens
 - (ix) Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
 - (x) Upon confirmation, the message "Vote cast successfully" will be displayed
 - (xi) Once you have voted on the resolution, you will not be allowed to modify your vote
 - (xii) 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 bhattvirendra1945@yahoo.co.in with a copy marked to evoting@nsdl.co.in.
- (b) In case of Members receiving Postal Ballot Form by Post:
 - (i) Initial password is provided at the bottom of the Postal Ballot Form.
 - (ii) Please follow all steps from Sl. No. (ii) to Sl. No. (xii) above to cast vote.
- (c) In case of any queries, you may refer to the Frequently Asked Questions (FAQs) for Members and e-Voting user manual for Members available at the Downloads section of www.evoting.nsd.com or contact NSDL at the following Telephone No: 022-24994600
- (d) If you are already registered with NSDL for e-Voting, then you can use your existing user ID and password for casting your vote.
- (e) You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).

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 Ballot Form can obtain the Ballot Form from Registrar and Share Transfer Agent (R & T Agent), M/s. Link Intime India Private Limited, C-13, Pannalal Silk Mills Compound, LBS Marg, Bhandup, (West), Mumbai – 400 078 or from the Company at its Registered Office and fill in the details and send the same to the Scrutinizer by Post at the Registered Office of the Company.