



## FUTURE RETAIL LIMITED

**Regd. Off.:** Knowledge House, Shyam Nagar, Off Jogeshwari-Vikhroli Link Road, Jogeshwari (East), Mumbai 400060.

Tel. No.: +91 22 3084 2336; Fax No.: +91 22 3084 2502

CIN: L52399MH1987PLC044954; Website : www.futureretail.co.in; Email: investorrelations@futureretail.in

### NOTICE OF POSTAL BALLOT

(Notice pursuant to Section 110 of the Companies Act, 2013)

Dear Shareholder(s),

Notice is hereby given to the members pursuant to Section 110 and the applicable provisions of the Companies Act, 2013 read together with the Companies (Management and Administration) Rules, 2014 (including any statutory modification or re-enactment thereof) ("the Rules"), as amended from time to time, for seeking consent of the members, by way of Special Resolution through postal ballot/e-voting ("Postal Ballot"):

Accordingly, the draft special resolution together with the Statement pursuant to Section 102 of the Companies Act, 2013, is being sent to the members, along with Postal Ballot Form so as to enable the members for sending their assent or dissent in writing by Postal Ballot means.

The Board has appointed Mr. Virendra Bhatt, Practicing Company Secretary as Scrutinizer for conducting the voting by way of Postal Ballot in a fair and transparent manner. Members are requested to carefully read the instructions printed for voting by "postal ballot" or through "e-voting", namely by-

- (i) returning the postal ballot form duly completed, as per the instructions contained in the postal ballot form, in the attached self addressed postage pre-paid envelope, so as to reach the Scrutinizer not later than 5:00 P.M. on 8th July, 2015; or
- (ii) casting their votes electronically from 9th June, 2015 (9:00 a.m.) to 8th July, 2015 (5:00 p.m.) by following the procedures as explained in the Notes.

The Scrutinizer will submit his report on the results of voting by "postal ballot" and through "e-voting" to the Director of the Company, after completion of the scrutiny, postal ballot forms and e-voting.

The results of the Postal Ballot shall be announced by a Director of the Company on the completion of the scrutiny and displayed on the Notice Board at the Registered Office of the Company at "Knowledge House", Shyam Nagar, Off Jogeshwari-Vikhroli Link Road, Jogeshwari (East), Mumbai-400060 at 5:00 pm on 10th July, 2015.

### **1. ISSUE OF SECURITIES ON PRIVATE PLACEMENT BASIS**

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

**"RESOLVED THAT** pursuant to the provisions of section 42, 71 and all other applicable provisions, if any, of the Companies Act, 2013 ("the Act"), and Rules made there under (including any statutory modifications, clarifications, exemptions or re-enactment thereof, from time to time), and pursuant to the provisions of SEBI (Issue and Listing of Debt Securities) Regulations, 2008 as amended up to date and other applicable SEBI regulations and guidelines, the provisions of Memorandum and Articles of Association of the Company and subject to such applicable laws, rules and regulations and guidelines, approval of the members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as "the Board" which term shall deemed to include any Committee thereof which the Board may have constituted / reconstituted or hereinafter constitute/ reconstitute to exercise its powers including the powers conferred by this Resolution) to offer, issue and allot, in one or more tranches Secured / Unsecured / Redeemable Non-convertible Debentures (NCDs) including but not limited to subordinate debentures, bonds, and/or other debt securities etc. on private placement basis, during the period of one year from the date of passing of the Special Resolution by the members, for an amount not exceeding Rs. 1,500 Crore (Rupees One Thousand Five Hundred Crore only) on such terms and conditions and at such times at par or at such premium, as may be decided by the Board to such person(s), including one or more company(ies), bodies corporate, statutory corporations, commercial banks, lending agencies, financial institutions, insurance companies, mutual funds, pension/provident funds and individuals, as the case may be or such other person(s) as the Board/Committee of Directors may decide so, however, that the aggregate amount of funds to be raised by issue of NCDs, subordinate debentures, bonds, and/or other debt securities etc shall not exceed the overall borrowing limits of the Company, as may be approved by the Members from time to time.

**RESOLVED FURTHER THAT** in connection with the above, the Board be and is hereby authorized to do all such acts, deeds, matters and things as may be deemed necessary, desirable, proper or expedient for the purpose of giving effect to this Resolution and for matters connected therewith or incidental thereto."

By Order of the Board of Directors  
for Future Retail Limited

**Deepak Tanna**  
Company Secretary

Place : Mumbai

Date : 25th May, 2015

**Registered office:**

Knowledge House, Shyam Nagar,  
Off Jogeshwari-Vikhroli Link Road,  
Jogeshwari (East), Mumbai 400060.

**NOTES:**

1. The Statement pursuant to Section 102 of the Companies Act, 2013 read with Section 110 of the Companies Act, 2013 and other applicable provisions, if any, of the Companies Act, 2013 along with the Rules as may be prescribed therein, setting out the material facts thereto is annexed hereto.
2. The Notice is being sent by prescribed mode to all the members of the Company whose name appears on the Register of Members/list of Beneficial Owners as received from National Securities Depository Limited ("NSDL") / Central Depository Services (India) Limited ("CDSL") as on 29th May, 2015 (Cut-off date). Each Member's voting rights shall be in proportion to his/her/its share of the paid up equity share capital of the Company as on Cut-off date, which will only be considered for voting.

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 type 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. Investors have to vote electronically for each class of shares separately.

3. Kindly note that the members can opt for only one mode of voting i.e. either by way of physical Postal Ballot or e-voting. If you are opting for e-voting, then do not vote in physical Postal Ballot also and vice versa. However, in case members cast their vote by both physical Postal Ballot and e-voting, then e-voting shall prevail and voting done through physical Postal Ballot shall be treated as invalid.
4. Members are requested to read the instructions printed on the reverse of the Postal Ballot Form and return the Form duly completed in the attached self addressed and postage pre-paid envelope so as to reach the Scrutinizer on or before 8th July, 2015, at the following address:

Mr. Virendra Bhatt, Scrutinizer  
Future Retail Limited  
Knowledge House, Shyam Nagar  
Off Jogeshwari - Vikhroli Link Road,  
Jogeshwari (East), Mumbai – 400 060

5. As per Companies (Management and Administration) Rules, 2014, Notice of Postal Ballot may be served on the members through electronic transmission. Members who have registered their e-mail IDs with depositories or with the Company are being sent Notice of Postal Ballot by e-mail and members who have not registered their e-mail IDs will receive Notice of Postal Ballot along with Postal Ballot Form through post/courier. Members who have received Postal Ballot Notice by e-mail and who wish to vote through physical Postal Ballot Form may download the Postal Ballot Form from the 'Investors' section on the Company's website [www.futureretail.co.in](http://www.futureretail.co.in)

**6.1. VOTING THROUGH ELECTRONIC MEANS**

- l. In compliance with the provisions of Section 110 of the Companies Act, 2013 read with (Management and Administration) Rules, 2014, and Clause 35B of the listing agreement, the Company also offers e-voting option to all the members. For this purpose, the Company has signed an agreement with NSDL for facilitating e-voting and is pleased to offer e-voting facility for the members to enable them to cast their votes electronically. Members have option to vote either through e-voting or through Ballot Form.

The instructions for Members for e-voting are as under:

- A In case of Members' receiving e-mail from NSDL [for members whose email IDs are registered with the Company/Depository Participants(s)]:
- (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](mailto:bhattvirendra1945@yahoo.co.in) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).
- B In case of Members receiving Postal Ballot Form by Post [for members whose email IDs are not registered with the Company/ Depository Participants(s) or requesting physical copy]:
- (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.
- II. 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](http://www.evoting.nsd.com) or contact NSDL at the following Toll Free No. 1800 222 990 or Telephone No: 022-24994600
- III. If you are already registered with NSDL for e-voting, then you can use your existing user ID and password for casting your vote.
- IV. You can also update your mobile number and e-mail id in the user provides details of the folio which may be used for sending future communication(s).
- V. The e-voting period commences on 9th June, 2015 (9:00 a.m.) to 8th July, 2015 (5:00 p.m.). During this period members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 29th May, 2015, 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.
2. Members are requested to send all communications relating to shares to Company's Registrar & Share Transfer Agent (R & T Agent) at the following address:

LINKINTIME INDIA PRIVATE LIMITED  
C-13, Pannalal Silk Mills Compound, LBS Marg, Bhandup (West), Mumbai 400078  
Phone No. (022) 25963838 Fax No. 022 – 25946969  
email : [rnt.helpdesk@linkintime.co.in](mailto:rnt.helpdesk@linkintime.co.in)

## STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Statement pursuant to Section 102 (1) of the Companies Act, 2013 setting out the material facts concerning of special business mentioned in the accompanying Postal Ballot Notice dated 25th May, 2015.

### Item No. 1

The Company has recently concluded issuance of Rs.1,500 Crore issue Non-convertible Debentures to willing investors on private placement basis in multiple tranches. As proposed at the time of mobilisation of these funds, major part of the fund raised above is being utilised for debt reduction, reducing overall debt as well as finance cost of the Company, thereby improving its debt equity and debt servicing coverage ratio. This would also help the Company to improve its balance sheet and credit profile resulting in improved credit rating and hence capability to obtain credit facilities at better terms and reduced rate of interest. Further, with overall reduction in base lending rate by banking sector, there is further scope to borrow at reduced rate of interest. While mobilisation of the funds, the Company felt willingness of the investors to subscribe for debt non-convertible securities of the Company. Further, on analysis of the present debt profile, it was felt that the Company can further replace few of its current or near term maturity debts as well as some more high cost debts with fresh mobilisation of funds. Accordingly it is proposed to seek consent of the members for issuance of further non-convertible debentures of Rs.1,500 crore. The present borrowing initiative would also help the Company to replace some of its present high cost near term maturity debts with lower cost and long term maturity debts and further reducing overall cost of funding and improving debt maturity profile of the Company. The Company also propose to borrow for certain general corporate purpose such as (a) brand building and other marketing expenses (b) acquiring assets such as furniture and fixtures vehicles and spend on lease improvements, and (c) meeting any expenses incurred in ordinary course of business of our company, including salary, rent, administration expenses, insurance related expenses and payment of taxes and duties and such other expenses as may be approved by the Board. Accordingly, the Company, subject to the approval of Members proposed to issue Non-convertible Debentures to various person(s) on private placement basis, at such terms and conditions and at such price(s) in compliance with the requirements of regulatory authorities, if any and as may be finalized by the Board and/or Committee of Directors. The amount to be raised by way of issue of Non-convertible Debentures on a private placement basis however shall not exceed Rs. 1,500 crore (Rupees One Thousand Five Hundred Crore) in aggregate. The aforesaid borrowings is within overall borrowing limits authorized by Members. It may be noted that pursuant to Rule 14(2) of the Companies (Prospectus and Allotment of Securities) Rules, 2014 read with Section 42 of the Companies Act, 2013, a Company shall obtain previous approval of shareholders by a special resolution for all the offer or invitation for non-convertible debentures to be made through a private placement basis in one or more tranches and validity of such approvals would be one year from the date of passing of such resolution. Consent of the Members is therefore sought in connection with the aforesaid issue of debentures/bonds from time to time and they are requested to authorize the Board (including any Committee of the Board) for fresh issue Non-convertible Debentures on private placement basis upto Rs.1,500 crore as stipulated above, in one or more tranches, during the period of one year from the date of passing of the Resolution at Item No.1, within the overall borrowing limits of the Company, as approved by the Members from time to time.

Accordingly, the proposed Resolution in Item No.1 of the Notice is placed for your approval by way of a Special Resolution to comply with the provisions of Section 42 & 71 of the Companies Act, 2013 to enable the Company to avail the aforesaid powers as and when required.

The Board recommends the Special Resolution set forth in Item No. 1 of the Notice for approval of the members.

None of the Directors or Key Managerial Personnel of the Company including their relatives are interested or concerned in the Resolution except to the extent of their shareholding, if any, in the Company.

By Order of the Board of Directors  
for Future Retail Limited

**Deepak Tanna**  
Company Secretary

Place : Mumbai

Date : 25th May, 2015

### Future Retail Limited

**Registered Office:** Knowledge House,  
Shyam Nagar, Off Jogeshwari Vikhroli Link Road,  
Jogeshwari (East), Mumbai 400060.  
Tel. Nos. 30842336 Fax: 30842502  
Website: [www.futureretail.co.in](http://www.futureretail.co.in)

# FUTURE RETAIL

## Future Retail Limited

**Registered Office:** Knowledge House, Shyam Nagar, Off Jogeshwari Vikhroli Link Road, Jogeshwari (East),

Mumbai 400060. Tel. Nos. +91 22 30842336, Fax No. + 91 22 30842502

CIN:L52399MH1987PLC044954 **Website:** [www.futureretail.co.in](http://www.futureretail.co.in); **Email:** [investorrelations@futureretail.in](mailto:investorrelations@futureretail.in)

### POSTAL BALLOT FORM

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

Serial No.:

1. Name and registered address of the sole/ first named shareholder			
2. Name(s) of Joint shareholder(s)			
3. Registered Folio No. / DP Id No./Client Id No.* (*applicable to investors holding shares in dematerialised form)			
4. Number of shares held	<b>Type of Equity Shares</b>	<b>No. of Shares</b>	<b>Votes entitled #</b>
	Equity Shares		
	Class B (Series 1)		
	<b>Total</b>		

# 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 Resolution 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	Issue of Securities on private placement basis.			

Place:

Date:

Signature of the Shareholder

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

### ELECTRONIC VOTING PARTICULARS

Type of Equity Shares	<b>EVEN</b> (E-Voting Event Number)	<b>USER ID</b>	<b>PASSWORD/PIN</b>
Equity Shares	101857		
Class B (Series 1)	101858		

## INSTRUCTIONS

1. A member desiring to exercise vote by postal ballot may complete this postal ballot form and send it to the Scrutinizer in the attached self-addressed 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.
2. 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.
3. Voting rights of the members shall be reckoned on the paid up value of the shares registered. In the name of the shareholder on the cut-off date i.e. 29th May, 2015.
4. Voting Rights: Shareholders holding equity shares shall have one vote per one equity share as shown against their holding and shareholders holding Class B Shares (Series 1) shall have three votes for four Class B Shares (Series 1) 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 type 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. Investors have to vote electronically for each class of shares separately.
5. This 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 absence, by the next named member.
6. The votes of a member will be considered invalid on any of the following grounds:
  - a. unsigned 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 unsigned, incomplete or incorrectly filled;
  - e. if the Postal Ballot Form is received torn or defaced or mutilated such that it is difficult for the Scrutinizer 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
7. Duly completed and signed Postal Ballot Form should reach the Company not later than the close of working hours on Wednesday, 8th July, 2015. All postal ballot forms received after this date will be strictly treated as if reply from such members has not been received.
8. 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 Scrutinizer not later than the date specified at item 7 above.
9. 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 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 registration 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.
10. Members 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 the Scrutinizer and the Company would not be able to act on the same.
11. 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. Linkintime 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 in the attached self-addressed envelope.