



Future Retail Limited

(Formerly known as Bharti Retail Limited)

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

Tel. No.: +91 22 6644 2200; Fax No.: +91 22 6644 2201; CIN: L51909MH2007PLC268269

Website: www.futureretail.co.in; E-mail: investorrelations@futureretail.in

Addendum to the Notice of the Eleventh Annual General Meeting of Future Retail Limited

Addendum to the Notice of the Eleventh Annual General Meeting of the Members of Future Retail Limited to be held on Wednesday, August 29, 2018 at 09:30 AM at Rangaswar, Fourth Floor, Y. B. Chavan Centre, Gen. Jagannath Bhosale Marg, Mumbai – 400 021 (“Addendum to the Notice”).

Pursuant to Section 160 and other applicable provisions of the Companies Act, 2013 (“the Act”) read with Rule 13 of the Companies (Appointment and Qualifications of Directors) Rules, 2014 (including any statutory modification(s), amendment(s), clarification(s), re-enactment(s) or substitution(s) thereof for the time being in force), Notice is hereby given that the Company has received a notice under Section 160 of the Act from a Member of the Company, proposing candidature of Mr. Rahul Garg (DIN: 06939695) for election to the office of Director at the ensuing Eleventh Annual General Meeting (“AGM”) of the Company, scheduled to be held on Wednesday, August 29, 2018 at 09:30 AM at Rangaswar, Fourth Floor, Y. B. Chavan Centre, Gen. Jagannath Bhosale Marg, Mumbai – 400 021. As the notice was received from Member subsequent to circulation of Notice of the Eleventh AGM, an Addendum to the Notice of Eleventh AGM is being circulated to the Members in terms of aforesaid applicable provisions of the Act.

NOTICE is further given that the following resolution shall be included as Addendum to the Eleventh AGM Notice dated May 21, 2018 and will be taken up for consideration by the Members in the AGM as part of **Special Business** as set forth below:

SPECIAL BUSINESS:

7. Appointment of Mr. Rahul Garg (DIN: 06939695) as a Director of the Company

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

“**RESOLVED THAT** pursuant to the provisions of Sections 152, 160 and all other applicable provisions of the Companies Act, 2013 (“the Act”) read with Companies (Appointment and Qualifications of Directors) Rules, 2014 (“the Rules”) (including any statutory modification(s), amendment(s), clarification(s), re-enactment(s) or substitution(s) thereof for the time being in force), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any modification(s) thereof or supplement(s) thereto) (“Listing Regulations”) and subject to such other approvals, permissions and sanctions, as may be required, Mr. Rahul Garg (DIN: 06939695), who was appointed as an Additional Director of the Company by the Board of Directors with effect from August 09, 2018 in terms of provisions of Section 161 of the Act and relevant provisions of Articles of Association of the Company and who holds office upto the date of ensuing Annual General Meeting (“AGM”) and in respect of whom the Company has received a Notice in writing under Section 160 of the Act from a Member proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company, liable to retire by rotation.

RESOLVED FURTHER THAT anyone of the Directors or the Company Secretary of the Company be and is hereby authorised to do all such acts, matters, deeds and things as may be necessary, expedient or desirable to give effect to the above resolution including filing of necessary forms / returns with the Registrar of Companies / Ministry of Corporate Affairs and other regulatory authorities from time to time.”

NOTES:

- 1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.** A person can act as proxy on behalf of Members not exceeding 50 (Fifty) and holding in aggregate not more than 10% (Ten percent) of the total share capital of the Company. Proxies submitted on behalf of Corporate Members must be supported by an appropriate resolution / authority, as applicable.
- A Member holding more than 10% (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 a proxy for any other person or shareholders.
- The Statement pursuant to Section 102 of the Companies Act, 2013 (“the Act”), relating to the Special Business as proposed above to be transacted at the Annual General Meeting (“AGM”) is annexed hereto.
- Electronic copy of the Addendum to Notice of AGM, along with revised Proxy Form (including the resolution proposed herein above as Item No. 7) are being sent to all the Members whose e-mail id are registered with the Company / Depository Participant(s) for communication purposes unless any Member has requested for hard copies of the same. For Members who have not registered their e-mail id, physical copies of the aforesaid documents are being sent through permitted mode.
- Proxy in the prescribed Form No. MGT-11 as enclosed herewith, in order to be effective, should be deposited at the Registered Office of the Company, duly completed, signed and stamped, not less than 48 (Forty Eight) hours before the commencement of the AGM.

6. Members may also note that the Addendum to the Notice of Eleventh AGM is also available on the Company's website www.futureretail.co.in and also on website of NSDL at <https://www.evoting.nsdl.com/> for download. The physical copy of Addendum to Notice along with other documents referred to therein will also be available at the Company's Registered Office for inspection during normal business hours (09:00 AM to 05:00 PM) on all working days upto and including the date of the AGM 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 request to the Company's investor relations e-mail id: investorrelations@futureretail.in.
7. The remote e-voting period commences on Sunday, August 26, 2018 (09:00 AM) and ends on Tuesday, August 28, 2018 (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 August 22, 2018, 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.
8. The voting rights of Members shall be in proportion to their shares in the paid-up equity share capital of the Company as on the cut-off date i.e. August 22, 2018.
9. Any person, who acquires shares of the Company and become Member of the Company after dispatch of Addendum to the Notice and holding shares as on the cut-off date i.e. August 22, 2018, may obtain the login ID and password by sending a request at evoting@nsdl.co.in or Issuer / R & T Agents. 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.
10. All other processes, notes and instructions relating to e-voting, voting by Poll at AGM and other matters set out for and applicable to the ensuing Eleventh AGM shall mutatis-mutandis apply to the e-voting, voting by Poll at AGM and other matters for the resolution proposed in this Addendum to the Notice. Furthermore, Scrutinizer appointed for the ensuing Eleventh AGM will act as a Scrutinizer for the Resolution proposed in this Addendum to the Notice.
11. The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company at www.futureretail.co.in and on the website of NSDL immediately after the declaration of results by the Chairperson or a person authorized by him in writing. The Results shall also be immediately forwarded to BSE Limited and National Stock Exchange of India Limited.
12. The route map to the AGM venue is given herein. The prominent landmark near the venue is Mantralaya, Mumbai.

By order of the Board of Directors
For Future Retail Limited

Place : Mumbai
Date : August 09, 2018

Virendra Samani
Company Secretary

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

Statement Pursuant to Section 102 of the Companies Act, 2013

Item No. 7

In pursuance of Section 161 of the Companies Act, 2013 ("the Act") read with applicable rules thereto, the Board of Directors, on the recommendation of the Nomination and Remuneration Committee, has appointed Mr. Rahul Garg (DIN: 06939695), as an Additional Director on the Board of the Company in its Meeting held on August 09, 2018 to hold office upto the date of ensuing Eleventh Annual General Meeting ("AGM") of the Company and who shall be liable to retire by rotation.

In terms of provisions of Section 160 of the Act read with applicable rules thereto, the Company has received a notice in writing from a Member of the Company signifying intention to propose his candidature for the office of Director of the Company.

Mr. Rahul Garg holds a B.E. (Mechanical) from Delhi College of Engineering (1993-1997) and a Management degree from Management Development Institute (MDI), Gurgaon (1997-1999).

Mr. Garg is the Partner and Co-Head India Private Equity strategy of Premji Invest. He leads investments in BFSI (Banking, Financial Services and Insurance) and Consumer / Retail sectors. Prior to Premji Invest, he was associated with ICICI Bank Limited, and worked across the entire financial services spectrum covering private equity, convertibles, investment banking, corporate banking, structured finance, forex and project finance.

The Company has received necessary consent and declaration from Mr. Garg to act as a Director of the Company and a confirmation that he is not disqualified from being appointed as Director of the Company and is not debarred from holding the office of Director by virtue of any order of Securities and Exchange Board of India or any other such authority.

A brief profile of Mr. Rahul Garg, including nature of his expertise, as required under Regulation 36 of Listing Regulations and Secretarial Standard on General Meetings ("SS-2") is provided in the Annexure - I to this Addendum to the Notice.

As required under the provisions of the Act, the approval of the Members is sought to regularize the appointment of Mr. Rahul Garg as a Director of the Company. The Board of Directors recommends the Ordinary Resolution as set out in this Addendum to the Notice for the approval by the Members of the Company.

Except Mr. Rahul Garg and his relatives, none of the Directors and Key Managerial Personnel(s) of the Company and their respective relatives are in anyway, concerned or interested, financially or otherwise, in the passing of the above proposed Resolution.

Annexure I

Information as required pursuant to Regulation 36 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings (“SS-2”), in respect of Director seeking appointment at the Annual General Meeting (as provided in the Addendum to the Notice):

Name of Director	Mr. Rahul Garg
DIN	06939695
Date of Birth	August 18, 1975
Age	42 Years
Date of First Appointment on Board	Mr. Rahul Garg has been appointed as an Additional Director in the Board Meeting held on August 09, 2018.
Qualifications	Mr. Rahul Garg holds a B.E. (Mechanical) from Delhi College of Engineering and a Management degree from Management Development Institute (MDI).
Experience and Expertise in Specific Functional Area	Mr. Garg is the Partner and Co-Head India Private Equity strategy of Premji Invest. He leads investments in BFSI (Banking, Financial Services and Insurance) and Consumer / Retail sectors. Prior to Premji Invest, He was also associated with ICICI Bank Limited and worked across the entire financial services spectrum covering private equity, convertibles, investment banking, corporate banking, structured finance, forex and project finance.
Terms and Conditions of Appointment	It is proposed to appoint Mr. Rahul Garg as Director of the Company as provided in the resolution at Item No. 7 mentioned above.
Remuneration Last Drawn	Not Applicable
Remuneration proposed to be paid	Mr. Rahul Garg being a Director shall be paid sitting fees for attending Board and/or Committee meetings and the Commission, as approved by Board and Members of the Company from time to time.
Number of Board Meetings attended during the year 2017-18	Not Applicable
Directorship held in other Listed companies (As on March 31, 2018)	Future Supply Chain Solutions Limited
Directorship in other Companies (excluding foreign companies & Section 8 companies) (As on March 31, 2018)	<ul style="list-style-type: none"> • Id Fresh Food (India) Private Limited; • Hygienic Research Institute Private Limited; • Financial Software And Systems Private Limited; • Shubham Housing Development Finance Company Limited; • FabIndia Overseas Private Limited; • Vulcan Express Private Limited
Chairmanship / Membership of Committees of the Board of Directors of other Companies (As on March 31, 2018)	Future Supply Chain Solutions Limited <ul style="list-style-type: none"> • Audit Committee – Member; • Nomination and Remuneration Committee – Member
Shareholding as on March 31, 2018	Nil
Relationship with other Directors / Key Managerial Personnel(s)	Not related to any other Directors / Key Managerial Personnel(s)

By order of the Board of Directors
For Future Retail Limited

Place : Mumbai
Date : August 09, 2018

Virendra Samani
Company Secretary

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

Route map of the venue to the AGM



THIS PAGE IS INTENTIONALLY KEPT BLANK

FUTURE RETAIL

Future Retail Limited

(Formerly known as Bharti Retail Limited)

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

Tel. No.: +91 22 6644 2200; Fax No.: +91 22 6644 2201; CIN: L51909MH2007PLC268269

Website: www.futureretail.co.in; E-mail: investorrelations@futureretail.in

FORM NO. MGT - 11

PROXY FORM

[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:

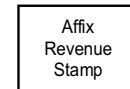
I / We, being the Member(s) of Shares of the above named Company, hereby appoint:

- 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 (on a poll) for me/us and on my/our behalf at the Eleventh Annual General Meeting of the Company to be held at Rangaswar, Fourth Floor, Y. B. Chavan Centre, Gen. Jagannath Bhosale Marg, Mumbai – 400 021 on Wednesday, August 29, 2018 at 09:30 AM and at any adjournment thereof in respect of such resolutions as are indicated below:

Sl. No.	Resolutions	Optional*	
		For	Against
Ordinary Business			
1.	To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2018 together with the Reports of the Board of Directors and Auditors thereon		
2.	To appoint a Director in place of Mr. Rakesh Biyani (DIN: 00005806), who retires by rotation and being eligible, offers himself for re-appointment		
Special Business			
3.	Approval for revision in remuneration of Mr. Kishore Biyani as Managing Director		
4.	Approval for revision in remuneration of Mr. Rakesh Biyani as Jt. Managing Director		
5.	Approval for payment of Commission to Non-Executive / Independent Directors		
6.	Approval for entering into Related Party Transaction(s)		
7.	Appointment of Mr. Rahul Garg (DIN: 06939695) as a Director of the Company		

Signed this day of 2018



.....
Signature of Proxy Holder(s)

.....
Signature of Member(s)

Notes:

- * It is optional to indicate your preference in the appropriate column. 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.

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 AGM. A proxy need not be a member of the Company.

