

FUTURE RETAIL

Future Retail Limited

(Formerly known as Bharati Retail Limited)

CIN: L51908MH2007PLC268269

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

Tel No.: 022 - 6844 2200, Fax No.: 022 - 68442201

Email: investorrelations@futureretail.in Website: www.futureretail.co.in

Company Scheme Application No. 163 of 2017

Future Retail Limitedthe Applicant Company

**NOTICE AND ADVERTISEMENT OF NOTICE OF THE
MEETING OF EQUITY SHAREHOLDERS**

NOTICE is hereby given that by an order dated 23rd February, 2017, the Mumbai Bench of the National Company Law Tribunal has directed a meeting to be held of the Equity Shareholders of the said Company for the purpose of considering, and if thought fit, approving with or without modification, the arrangement embodied in the Composite Scheme of Arrangement among Heritage Foods Limited ('HFL' or 'the Transferor Company') and Heritage Foods Retail Limited ('HFRL' or 'the Transferee Company' or 'Demerged Company') and Future Retail Limited ('FRL' or 'the Resulting Company' or 'the Company') and their respective Shareholders and Creditors ('the Scheme').

In pursuance of the said Order and as directed therein further notice is hereby given that a meeting of the Equity Shareholders of the said Company will be held at Rangaswar, Fourth Floor, Y. B. Chavan Centre, Gen. Jagannath Bhosale Marg, Mumbai - 400 021 on Thursday, the 06th April, 2017 at 10:30AM at which time and place the said Equity Shareholders are requested to attend.

Copies of the said Scheme and of the statement under Section 230 read with Section 102 of the Companies Act, 2013 can be obtained free of charge at the Registered Office of the Company or at the office of its advocates, M/s Hemant Sethi & Co. at 1602, A Wing, Nav Parmanu, Behind Amar Cinema, Chembur, Mumbai - 400 071. Persons entitled to attend and vote at the meeting, may vote in person or by proxy, provided that all proxies in the prescribed form are deposited at the Registered Office of the Company at Knowledge House, Shyam Nagar, Off. Jogeshwari - Vikhroli Link Road, Jogeshwari (East), Mumbai - 400 060 not later than 48 hours before the meeting.

Forms of Proxy can be had at the Registered Office of the Company.

The Tribunal has appointed Mr. Kishore Biyani, Chairman and Managing Director of the Applicant Company, and failing him, Mr. Rakesh Biyani, Joint Managing Director of the Applicant Company and failing him, Ms. Gagan Singh, Independent Director of the Applicant Company as the Chairperson of the said meeting. The abovementioned Scheme, if approved by the meeting, will be subject to the subsequent approval of the Tribunal.

Sd/-

Kishore Biyani
DIN : 00005740

Chairperson appointed for the meeting

Date : 03rd March, 2017
Place : Mumbai