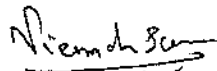


FUTURE RETAIL LIMITED

Compliance Report

It is hereby certified that the draft Scheme of Arrangement involving arrangement between Hypercity Retail (India) Limited ('HRIL' or 'Demerged Company') and Future Retail Limited ('FRL' or 'Resulting Company') and their respective Shareholders ('the Scheme') does not, in any way violate, override or limit the provisions of securities laws or requirements of the Stock Exchange(s) and the same is in compliance with the applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and this circular, including the following:

Sl. No.	Reference	Particulars
1.	Regulations 17 to 27 of LODR Regulations	Corporate governance requirements
2.	Regulation 11 of LODR Regulations	Compliance with securities laws
Requirements of this circular		
(a)	Para (I)(A)(2)	Submission of documents to Stock Exchanges
(b)	Para (I)(A)(3)	Conditions for schemes of arrangement involving unlisted entities
(c)	Para (I)(A)(4) (a)	Submission of Valuation Report
(d)	Para (I)(A)(5)	Auditors certificate regarding compliance with Accounting Standards
(e)	Para (I)(A)(9)	Provision of approval of public shareholders through e-voting



Virendra Samani
Dy. Company Secretary



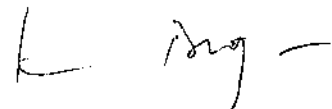
Kishore Biyani
Managing Director

Certified that the transactions / accounting treatment provided in the draft Scheme of Arrangement involving arrangement between Hypercity Retail (India) Limited ('HRIL' or 'Demerged Company') and Future Retail Limited ('FRL' or 'Resulting Company') and their respective Shareholders ('the Scheme') are in compliance with all the Accounting Standards applicable to a listed entity.



C.P. Toshniwal
Chief Financial Officer

Place: Mumbai
Date: 06th December, 2017

Kishore Biyani
Managing Director