



## FUTURE 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

### **POSTAL BALLOT NOTICE**

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

Dear Member(s),

**NOTICE** is hereby given to the Members of **Future Retail Limited** (the “**Company**”) that the draft Special Resolution set out in notice shall be passed through Postal Ballot pursuant to Section 110 and other applicable provisions of the Companies Act, 2013 (the “**Act**”) read with Companies (Management and Administration) Rules, 2014 as amended from time to time (the “**Rules**”) (including any statutory modification(s) or amendment(s) or re-enactment thereof for the time being in force).

Accordingly, the draft Special Resolution together with the Statement setting out the material facts in respect of the proposed resolution as required under Section 102 and 110 of the Act is annexed to this Notice along with Postal Ballot Form for consideration of Members and to enable the Members for sending their assent or dissent in writing by Postal Ballot means or through e-voting.

Members are requested to carefully read the instructions, while casting their votes electronically or physically through Postal Ballot Form and return the form duly completed in the enclosed self-addressed postage pre-paid Business Reply Envelope so as to reach the Scrutiniser on or before the close of the business hours (i.e. 05:00 P.M.) of 27th January, 2019.

In accordance with the provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**Listing Regulations**”) and that of the Rules, the Company has provided e-voting facility to its Members and has engaged National Securities Depository Limited (“**NSDL**”), an agency authorised by the Ministry of Corporate Affairs (“**MCA**”) for providing e-voting platform. The procedure for e-voting is explained under the Notes provided with this Postal Ballot Notice.

The resolution shall be deemed to have been passed on the last date specified by the Company for receipt of duly completed Postal Ballot Forms and Electronic Votes, if approved by the Members with requisite majority.

### **Special Business:**

The Members are requested to consider and, if thought fit, pass the following resolution as a **Special Resolution**:

#### **1. Acceptance of Deposits from Public and/or Members of the Company**

“**RESOLVED THAT** pursuant to the provisions of Section 73 and 76 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Acceptance of Deposits) Rules, 2014 and such others rules and regulations made thereunder (including any amendments, statutory modification(s) and/or re-enactment thereof for the time being in force) (the “**Act**”), the provisions of the Memorandum and Articles of Association of the Company, and any other rules, regulations, guidelines, notifications, circulars and clarifications issued by the Government of India, Ministry of Corporate Affairs (“**MCA**”), Reserve Bank of India or such other agencies / authorities read together with other applicable rules, regulations, guidelines, notifications and circulars issued by any other concerned statutory or regulatory authority(ies) from time to time, as amended, and rules and regulations framed thereunder, to the extent applicable and subject to necessary approvals, permissions, sanctions and consents (including any alterations, modifications, corrections, changes and variations, if any, that may be stipulated while granting such approvals, permissions, sanctions and consents) as may be required from any government and/or regulatory authorities and subject to provisions of all other statutes, rules, regulations, guidelines, notifications, circulars and clarifications as may be applicable by any other regulatory authorities which may be agreed to and/or accepted by the Board of Directors of the Company (hereinafter referred to as “**Board**” which term shall be deemed to include any duly constituted / to be constituted Committee of Directors thereof to exercise its powers including powers conferred under this resolution), the approval of the Members of the Company be and is hereby accorded to the Board to invite / accept / renew from time to time unsecured Deposits from Members of the Company and/or Public to such extent that the deposits outstanding and the deposits to be accepted shall be upto the permissible limits as prescribed under the Act read with relevant provisions of the Companies (Acceptance of Deposits) Rules, 2014 and other regulations as applicable and amended from time to time.

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to prepare a circular or a circular in form of advertisement in form as prescribed under the Act read with rules made thereunder and to file or submit the same with the office of the Registrar of Companies / MCA duly signed by the majority of the Directors of the Company or Authorised Signatories as permitted therein for inviting and accepting the deposits from Members of the Company and/or Public and further authorised to issue the circular or circular in form of an advertisement in English and in vernacular newspaper having wide circulation in the State of Maharashtra wherein the Registered Office of the Company is situated and a copy of the same be uploaded on the website of the Company.

**RESOLVED FURTHER THAT** in the event of any revision in the limits prescribed under the applicable provisions of the Act, and/or related rules thereto in connection with or for acceptance of deposits from Members of the Company and/or Public, this approval by Members shall be deemed to include any such revisions, as if it was originally approved by the Members.

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to take all necessary actions and to do and perform all such acts, deeds, matters and thing as it may, in its absolute discretion, deem necessary, desirable, incidental or expedient for such purpose, including without limitation to vary, modify or alter any of the relevant terms and conditions, including size of the deposits, time of issue, number and/or value of deposits to be offered, tenor, interest rate, etc. as may be required or deemed necessary and to settle all questions, difficulties or doubts that may arise in this regard, without being required to seek any further consent or approval

of the Members or otherwise to the end and intent that they shall be deemed to have given their approval thereto and further authorised to appoint / engage any intermediaries, advisors, bankers, consultants, advocates and other agencies and finalise their fees / charges and also to enter into and execute all such arrangements, agreements, memoranda, documents etc. with them and make requisite filing with concerned regulatory / government authorities / depository(ies), and/or any other regulatory authorities and to take all others steps which may be incidental, consequential, relevant or ancillary in this connection.

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to delegate all or any of its powers to any officer(s) or authorised signatory(ies) to give effect to this resolution including execution of any documents on behalf of the Company and to represent the Company before any governmental or regulatory authorities and further all actions taken by the Board or any other Director(s) or Officer(s) or any other authorised signatory of the Company with any matter(s) referred to or contemplated in any of the foregoing resolutions be and are hereby approved, ratified and confirmed in all respects."

Place: Mumbai  
Date: 24th December, 2018

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

**Registered Office:**

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

**Virendra Samani**  
Company Secretary

**NOTES:**

1. The Statement pursuant to Section 102 read with Section 110 of the Companies Act, 2013 (the "**Act**") and other applicable provisions, if any, of the Act along with the Rules as may be prescribed therein (including any statutory modification(s) or amendment or re-enactment thereof for the time being in force), in relation to resolution as set out in the Notice is annexed hereto.

2. The Notice is being sent by prescribed mode to all the Members whose name appears in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories / RTAs on 21st December, 2018 ("**Cut-off Date**").

Voting Rights: The voting rights of Members shall be in proportion to their shares of the paid up equity share capital of the Company as on the Cut-off Date, which will only be considered for voting. Members can vote for their entire voting rights as per their discretion.

3. Pursuant to the provisions of Section 108 of the Act and all other applicable provisions, if any, read with related Rules thereto, e-voting option is provided to all the Members of the Company. Members have an option to vote either through e-voting or physically through Postal Ballot Form. Members opting for e-voting, should not vote through Postal Ballot Form. Similarly, Members opting to vote through Postal Ballot Form should not exercise the option for e-voting. However, in case Members cast their vote exercising both the options, i.e. through Postal Ballot Form and e-voting, then votes cast through e-voting shall only be taken into consideration and votes cast by Postal Ballot Form shall be treated as invalid.

4. Only a Member who is entitled to vote is entitled to exercise his/her/its vote through Postal Ballot or e-voting. The date of completion of dispatch of the Notice will be announced through Notice in newspapers and any recipient of this Notice who has no voting rights as on the date mentioned in point 2 above should treat the same as intimation only.

5. A Member cannot exercise his vote by proxy on Postal Ballot.

6. The Board has appointed Ms. Bindu Darshan Shah (Membership No. A 20066 / CP No. 7378), Proprietor - M/s. K. Bindu & Associates, Practicing Company Secretaries, as the Scrutiniser to scrutinise the e-voting process and 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 Business Reply Envelope, so as to reach the Scrutiniser not later than 05:00 P.M. on 27th January, 2019; or
- (ii) casting their votes electronically from 29th December, 2018 (09:00 A.M.) till 27th January, 2019 (5:00 P.M.) by following the procedures as explained in the Notes.

The Scrutiniser will submit her report to the Chairman or any person authorised by him after the completion of scrutiny and the result will be announced by the Chairman or any other person authorised by him on 28th January, 2019. The results of postal ballot along with Scrutiniser Report will be placed on the website of the Company [www.futureretail.co.in](http://www.futureretail.co.in). and on the website of NSDL and shall also be communicated to BSE Limited and National Stock Exchange of India Limited.

7. Members are requested to return the Postal Ballot Form duly completed in the attached self-addressed and postage pre-paid Business Reply Envelope so as to reach the Scrutiniser on or before 27th January, 2019 at the following address failing which, it will be strictly treated as if no reply has been received from the Member:

**Ms. Bindu Darshan Shah, Scrutiniser**  
**Future Retail Limited**  
**Knowledge House, Shyam Nagar,**  
**Off Jogeshwari - Vikhroli Link Road,**  
**Jogeshwari (East), Mumbai - 400 060.**

8. As per Companies (Management and Administration) Rules, 2014 as amended from time to time and applicable provisions of Secretarial Standards, issued by Institute of Company Secretaries of India ("ICSI") from time to time, 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 permitted mode. The Postal Ballot Form for casting vote physically can also be obtained from the Company's Registrar and Share Transfer Agent viz, M/s. Link Intime India Private Limited, C-101, 247 Park, L.B.S. Marg, Vikhroli (West), Mumbai - 400 083 or from the Company. 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).

## 8.1. VOTING THROUGH ELECTRONIC MEANS

- I. In compliance with the provisions of Section 110 of the Act read with (Management and Administration) Rules, 2014, as amended from time to time, Regulation 44 of the (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and Secretarial Standards issued by ICSI and from time to time, 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:

Step 1 : Log-in to NSDL e-voting system at <https://www.evoting.nsdl.com/>

Step 2 : Cast your vote electronically on NSDL e-voting system.

### Details on Step 1 is mentioned below:

How to Log-in to NSDL e-voting website?

- Visit the e-voting website of NSDL. Open web browser by typing following URL: <https://www.evoting.nsdl.com/> either on a personal computer or on a mobile phone.
- Once the home page of e-voting system is launched, click on the icon "Login" which is available under 'Shareholders' section.
- A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen.

*Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-voting and you can proceed to Step 2 i.e. Cast your vote electronically.*

- D. Your User ID details are given below:

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID
b) For Members who hold shares in demat account with CDSL	16 Digit Beneficiary ID
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the Company

- E. Your password details are given below:

- If you are already registered for e-voting, then you can use your existing password to login and cast your vote.
- If you are using NSDL e-voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password'.
- How to retrieve your 'initial password'?
  - If your e-mail ID is registered in your demat account or with the Company, your 'initial password' is communicated to you on your e-mail ID. Trace the e-mail sent to you from NSDL from your mailbox. Open the e-mail and open the attachment i.e. .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
  - If your e-mail ID is not registered, your 'initial password' is communicated to you on your postal address.
- If you are unable to retrieve or have not received the 'initial password' or have forgotten your password:
  - Click on 'Forgot User Details/Password?' (If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - Physical 'User Reset Password?' (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).

If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) mentioning your demat account number/folio number, your PAN, your name and your registered address.

- After entering your password, tick on Agree to 'Terms and Conditions' by selecting on the check box.
- Now, you will have to click on 'Login' button.
- After you click on the 'Login' button, Home page of e-voting will open.

### Details on Step 2 is given below:

How to cast your vote electronically on NSDL e-voting system?

- After successful login at Step 1, you will be able to see the Home page of e-voting. Click on e-voting. Then, click on Active Voting Cycles.
- After click on Active Voting Cycles, you will be able to see all the companies 'EVEN' in which you are holding shares and whose voting cycle is in active status.
- Select 'EVEN' of the Company.
- Now you are ready for e-voting as the Voting page opens.
- Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on 'Submit' and also 'Confirm' when prompted.
- Upon confirmation, the message 'Vote cast successfully' will be displayed.
- You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
- Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

#### General Guidelines for Members

- 1) 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. with attested specimen signature of the duly authorised signatory(ies) who are authorised to vote, to the Scrutiniser by e-mail to kbindushah@gmail.com or with a copy marked to evoting@nsdl.co.in.
  - 2) It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the 'Forgot User Details/Password?' or 'Physical User Reset Password?' option available on www.evoting.nsdl.com to reset the password.
  - 3) In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and remote e-voting user manual for Members available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990 or contact Ms. Pallavi Mhatre, Assistant Manager, National Securities Depository Limited, Trade World, 'A' Wing, Fourth Floor, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai - 400 013, at the designated e-mail id: pallavid@nsdl.co.in / evoting@nsdl.co.in or at Tel. No.: +91 22 2499 4545 who will also address the grievances connected with the e-voting. Members may also write to the Company Secretary at the e-mail address: investorrelations@futurairetail.in.
- I. If you are already registered with NSDL for e-voting, then you can use your existing user ID and password for casting your vote.
  - II. You can also update your mobile number and e-mail id in the user provide details of the folio which may be used for sending future communication(s).
  - III. The e-voting period commences on 29th December, 2018 (09:00 A.M.) till 27th January, 2019 (05:00 P.M.). During this period Members of the Company, holding shares either in physical form or in dematerialised form, as on the Cut-off Date of 21st December, 2018 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.

- 8.2. Members are requested to send all communications relating to shares and this notice to Company's Registrar & Share Transfer Agent (R & T Agent) at the following address:

**LINK INTIME INDIA PRIVATE LIMITED**

C-101, 247 Park, L.B.S. Marg,  
Vikhroli (West), Mumbai - 400 083  
Tel. No.: +91 22 4918 6000; Fax No.: +91 22 2594 6060  
E-mail: rnt.helpdesk@linkintime.co.in

9. All documents referred to in the accompanying Notice and the Statement shall be open for inspection at the Registered Office of the Company during normal business hours (11:00 A.M. to 01:00 P.M.) on all working days (except Saturday, Sunday and Public Holidays) upto 27th January, 2019.

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#### **Statement Pursuant to Section 102 read with 110 of the Act**

As required under Section 102 read with 110 of the Act, the following statement sets out the material facts concerning Special Resolution as mentioned in the accompanying Notice dated 24th December, 2018.

##### **ITEM NO. 1**

##### **Acceptance of Public Deposits from Public and/or Members of the Company**

Considering the capital requirement for CAPEX for opening / renovating / developing of the small stores formats and to meet its working capital requirements and for general corporate purpose the management is of view to broaden the mode of financing.

Accordingly, the Board of Directors of the Company at their meeting held on 14th November, 2018 *inter-alia* considered, approved and recommended a proposal for inviting and accepting of fixed deposits from the Members of the Company and/or Public.

The Members are hereby apprised that the deposits are governed by the provisions of Sections 73 to 76 of the Act read with rules made thereunder. It is further informed that the Company being Eligible Company can accept or renew the unsecured / secured deposits upto 10% of aggregate of the paid-up capital, free reserve and securities premium account from the Members of the Company and upto 25% of aggregate of the paid-up capital, free reserve and securities premium account from the Public.

The Members may kindly note that under the provisions of the Act, the Company is required to obtain credit rating (which shall not be below the investment grade rating as prescribed by RBI) from a recognised credit rating agency each year during the tenure of the deposits. Accordingly, CARE Ratings Limited (*formerly known as Credit Analysis and Research Limited*) has assigned CARE AA- rating to the Fixed Deposit Programme, which indicates stable regarding timely servicing of financial obligation.

The Board of Directors of your Company recommend the Special Resolution as set out in Item No. 1 in the accompanying notice for the approval of the Members of the Company.

None of the Directors or Key Managerial Personnel(s) of the Company or their relatives is concerned or interested financially or otherwise in the Resolution except to the extent of their shareholding in the Company, if any.

Place : Mumbai  
Date : 24th December, 2018

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

##### **Registered Office:**

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

**Virendra Samani**  
Company Secretary