

**Before the National Company Law Tribunal Bench
At Mumbai**

In the matter of the Companies Act, 2013

And

In the matter of Heritage Foods Limited ('HFL' or 'Transferor Company') and Heritage Foods Retail Limited ('HFRL' or 'Transferee Company' or 'Demerged Company') and Future Retail Limited ('FRL' or 'Resulting Company' or 'The Company')

And

In the Matter of Sections 391 to 394 and Sections 100 to 103 of the Companies Act, 1956 and / or Sections 230 to 232 and Section 66 of the Companies Act, 2013 (as applicable) and Section 52 of the Companies Act, 2013

M/s Future Retail Limited

..... the Applicant Company / the Company

PROXY FORM

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 Future Retail Limited, hereby appoint –

1. Name: _____
Address: _____
E-mail ID: _____ Signature: _____ Or failing him/her
2. Name: _____
Address: _____
E-mail ID: _____ Signature: _____ Or failing him/her
3. Name: _____
Address: _____
E-mail ID: _____ Signature: _____

as my/our proxy and whose signature(s) are appended below to attend and vote (on Poll & Ballot) for me/us and on my/our behalf at the National Company Law Tribunal convened meeting of the Equity Shareholders of the Company to be held on Thursday, 06th April, 2017 at 10:30 AM at Rangaswar, Fourth Floor, Y. B. Chavan Centre, Gen. Jagannath Bhosale Marg, Mumbai – 400 021 and at any adjournment or adjournments thereof in respect of such resolution and in such manner as are indicated below:

Sl. No.	Particulars
1.	Approval of Scheme of Arrangement among Heritage Foods Limited and Heritage Foods Retail Limited and Future Retail Limited and their respective Shareholders and Creditors and related matters thereto

Signed this _____ day of _____, 2017

Affix
Revenue
Stamp

Signature of Shareholder(s)

Signature of Proxy: _____

NOTES:

1. This form in order to be effective should be duly completed and deposited at the Registered Office of the Company at Knowledge House, Shyam Nagar, Off. Jogeshwari - Vikhroli Link Road, Jogeshwari (East), Mumbai – 400 060 not less than 48 hours before the commencement of the Meeting. Proxy need not be the shareholder of the Company.
2. Alterations, if any, made in the Form of Proxy should be signed.
3. In case of multiple proxies, the proxy later in time shall be accepted.
4. Body Corporate and FPI/FII Equity Shareholder(s) would be required to deposit certified copies of Board/Custodial Resolutions/Power of Attorney in original, as the case may be, authorizing the individuals named therein, to attend and vote at the meeting on its behalf. These documents must be deposited at the Registered Office of Company at Knowledge House, Shyam Nagar, Off. Jogeshwari - Vikhroli Link Road, Jogeshwari (East), Mumbai – 400 060 at least 48 hours before the time of commencement of the meeting.