

Future Retail Limited

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

Tel. Nos. +91 22 30842336, Fax No. + 91 22 30842502 **Website:** www.futureretail.co.in , Email – investorrelations@futureretail.in

CIN: L52399MH1987PLC044954

POSTAL BALLOT FORM

(Kindly refer to the instructions specified overleaf before filling the form)

Serial No.:

1. Name and registered address of the sole/ first named shareholder			
2. Name(s) of Joint shareholder(s)			
3. Registered Folio No. / DP Id No./Client Id No.* (*applicable to investors holding shares in dematerialised form)			
4. Number of shares held	Type of Equity Shares	No. of Shares	Votes entitled #
	Equity Shares		
	Class B (Series 1)		
	Total		

Equity Shareholders – one vote for each share held.

Class B (Series 1) Shareholders - three vote for four shares held (fraction if any to be ignored)

I/ We hereby exercise my / our vote in respect of the Special Resolutions to be passed through postal ballot for the business stated in the notice of the Company by sending my / our consent or dissent to the said resolution by placing tick (√) mark at the appropriate box below.

Sr. No.	Brief particulars of the item	Number of Votes exercised corresponding to the total number of voting rights	I/We assent to the resolution (For)	I/We dissent to the resolution (Against)
1	Approval of Future Retail Limited Employee Stock Option Plan 2015 and grant of employee stock options to the employees of the company there under			
2	Grant of Employee Stock Options to the employee of the subsidiary company(ies) of the company under Future Retail Limited Employee Stock Option Plan 2015			
3	Grant of Employee Stock Options to the employees of the Company & that of subsidiary company(ies) by way of secondary acquisition under Future Retail Limited Employee Stock Option Plan 2015			
4	Approval of trust route for the implementations of Future Retail Limited Employee Stock Option Plan 2015			
5	Provision of money by the company for purchase of its own shares by the trust/trustees for the benefit of employees under Future Retail Limited Employee Stock Option Plan 2015			
6	Issue of Securities on private placement basis.			

Place:

Date:

Signature of the Shareholder

(must be as per specimen signature registered with the company)

ELECTRONIC VOTING PARTICULARS

Type of Equity Shares	EVEN (E-Voting Event Number)	USER ID	PASSWORD/PIN
Equity Shares	101607		
Class B (Series 1)	101608		

INSTRUCTIONS

1. A member desiring to exercise vote by postal ballot may complete this postal ballot form and send it to the Scrutinizer in the attached self-addressed envelope. Postage will be borne by the Company. However envelopes containing postal ballot, if sent by any other mode at the expense of the registered shareholder will also be accepted.
2. Alternatively, a member may vote through electronic mode as per the instructions for voting through electronic means provided in the Postal Ballot Notice sent herewith.
3. Voting rights of the members shall be reckoned on the paid up value of the shares registered. In the name of the shareholder on the cut-off date i.e. 13th February, 2015.
4. Voting Rights: Shareholders holding equity shares shall have one vote per one equity share as shown against their holding and shareholders holding Class B Shares (Series 1) shall have three votes for four Class B Shares (Series 1) as shown against their holding. Fraction, if any in the voting right is to be ignored as per provisions of Article 43B and terms of issue of Class B Shares (Series 1). The shareholders holding both type of shares will have combined voting right as shown in total row. The shareholders can vote for their entire voting rights as per their discretion. Investors have to vote electronically for each class of shares separately.
5. This form should be completed and signed by the member. In case of joint holding, this form should be completed and signed (as per the specimen signature registered with the company) by the first named member and in his absence, by the next named member.
6. The votes of a member will be considered invalid on any of the following grounds:
 - a. unsigned Postal Ballot Forms will be rejected;
 - b. if the member's signature does not tally;
 - c. if the member has marked his/her/its vote both for 'Assent' and also for 'Dissent' to the 'Resolution' in such a manner that the aggregate Shares voted for 'Assent' and 'Dissent' exceeds total number of Shares held;
 - d. if the Postal Ballot Form is unsigned, incomplete or incorrectly filled;
 - e. if the Postal Ballot Form is received torn or defaced or mutilated such that it is difficult for the Scrutinizer to identify either, the member, or the number of votes, or as to whether the votes are for 'Assent' or 'Dissent', or if the signature could not be verified or one or more of the above grounds
7. Duly completed and signed Postal Ballot Form should reach the Company not later than the close of working hours on Saturday, 28th March, 2015. All postal ballot forms received after this date will be strictly treated as if reply from such members has not been received.
8. A member may request for a duplicate postal ballot form, if so required. However, the duly filled in duplicate postal ballot form should reach the Scrutinizer not later than the date specified at item 7 above.
9. In case of shares held by companies, trusts, societies etc. the duly filled in postal ballot form should be accompanied by a certified true copy of the relevant resolution with the specimen signature(s) of the authorized signatory (ies) duly certified/attested. In case of the postal ballot is signed by the holder of power of attorney reference to the power of attorney registration with the Company should be mentioned in the postal ballot form. Where the postal ballot form has been signed by a representative of the President of India or of the Governor of a State, a certified copy of the nomination should accompany the Postal Ballot Form.
10. Members are requested not to send any other paper along with the postal ballot form in the enclosed self-addressed postage prepaid envelope in as much as all such envelopes will be sent to the Scrutinizer and any extraneous paper found in such envelope would be destroyed by the Scrutinizer and the Company would not be able to act on the same.
11. Members who have registered their e-mail ids for receipt of documents in electronic mode under the Green Initiative of MCA have been sent Postal Ballot Notice by e-mail and who wish to vote through Ballot Form can obtain the Ballot Form from Registrar and Share Transfer Agent (R & T Agent), M/s. Linkintime India Private Limited, C-13, Pannalal Silk Mills Compound, LBS Marg, Bhandup, (West), Mumbai – 400 078 or from the Company at its Registered Office and fill in the details and send the same to the Scrutinizer by Post in the attached self-addressed envelope.