

# FUTURE RETAIL



28th January, 2019

To,  
Dept. of Corporate Services (CRD)  
**BSE Limited**  
Phiroze Jeejeebhoy Towers,  
Dalal Street,  
Mumbai - 400 001

To,  
Listing Department  
**National Stock Exchange of India Limited**  
Exchange Plaza,  
Bandra- Kurla Complex, Bandra (East),  
Mumbai - 400 051

**Scrip Code : 540064**

**Symbol : FRETAIL**

**Sub: Result of Postal Ballot and Disclosure in terms of Regulation 44 (3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.**

Dear Sir/Madam,

With reference to the above, we hereby inform you as under:

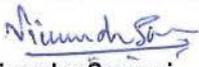
- Pursuant to provisions of Section 110 of the Companies Act, 2013 ("the Act"), read with the Companies (Management and Administration) Rules, 2014 (as amended from time to time) and other applicable provisions of the Act, the consent of the Members of the Company was sought through Postal Ballot for the matter as mentioned in the Postal Ballot Notice dated 24th December, 2018.
- Ms. Bindu Darshan Shah, Practicing Company Secretary was appointed as the Scrutiniser for conducting the Postal Ballot process in a fair and transparent manner.
- The last date for casting votes electronically through e-voting and for receipt of the physical ballot form(s) from the Members was Sunday, 27th January, 2019.
- The Scrutiniser has submitted her report for the Postal Ballot, result whereof is announced today, i.e. Monday, 28th January, 2019.
- In terms of Regulation 44 (3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), please find enclosed herewith details of voting result for the Postal Ballot. The Report submitted by the Scrutiniser for e-voting and voting done through physical ballot is also enclosed herewith.

Pursuant to the aforesaid, a Special Resolution with regard to Acceptance of Deposits from Public and/or Members of the Company has been approved by the Members of the Company with requisite majority.

Kindly also consider this as disclosure in terms of the provisions of Regulation 30 and all other applicable provision of the Listing Regulations.

Thanking you,

Yours faithfully,  
For **Future Retail Limited**

  
**Virendra Samani**  
Company Secretary



Encl.: As above.

**Details of Voting Results**

(Combined results of votes cast by E-voting as provided by NSDL and Physical Ballot Forms)

Day & Date of the Meeting	Postal Ballot Notice dated 24th December, 2018.
Total number of Shareholders on record date	As on the cut off. Date i.e. 21st December, 2018 the total number of Shareholders were 54,631
No. of shareholders present in the meeting either in person or through proxy: Promoters and Promoter Group: Public:	Not Applicable
No. of Shareholders attended the meeting through Video Conferencing Promoters and Promoter Group: Public:	Not Applicable
Mode of voting:	Through E-voting and Physical Postal Ballot Forms



**Details of Voting Result in terms of Regulation 44 of the Securities and Exchange Board of India  
(Listing Obligations and Disclosure Requirements) Regulations, 2015**

**Mode of Voting: Postal Ballot and E-voting**

Resolution Required : (Special)			1 - Acceptance of Deposits from Public and/or Members of the Company					
Whether promoter/ promoter group are interested in the agenda/resolution?			No					
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes – Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	$[3]=\frac{[2]}{[1]}\times 100$	[4]	[5]	$[6]=\frac{[4]}{[2]}\times 100$	$[7]=\frac{[5]}{[2]}\times 100$
Promoter and Promoter Group	E-Voting	23,37,40,436	23,37,40,436	100.000	23,37,40,436	0	100.0000	0.0000
	Poll		Not Applicable					
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>23,37,40,436</b>	<b>100.0000</b>	<b>23,37,40,436</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public Institutions	E-Voting	15,20,73,789	11,44,10,966	75.2338	8,30,47,575	3,13,63,391	72.5871	27.4129
	Poll		Not Applicable					
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>11,44,10,966</b>	<b>75.2338</b>	<b>8,30,47,575</b>	<b>3,13,63,391</b>	<b>72.5871</b>	<b>27.4129</b>
Public Non Institutions	E-Voting	11,67,84,214	7,74,05,815	66.2811	7,74,03,817	1,998	99.9974	0.0026
	Poll		Not Applicable					
	Postal Ballot		31,633	0.0271	31,063	570	99.1981	1.8019
	<b>Total</b>		<b>7,74,37,448</b>	<b>66.3081</b>	<b>7,74,34,880</b>	<b>2,568</b>	<b>99.9977</b>	<b>0.0033</b>
<b>Total</b>		<b>50,25,98,439</b>	<b>42,55,88,850</b>	<b>84.6777</b>	<b>39,42,22,891</b>	<b>3,13,65,959</b>	<b>92.6300</b>	<b>7.3700</b>



# K Bindu & Associates

Company Secretaries

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Mailing Address : Panchsheel 1A/203, Raheja Township, Rani Sati Marg, Malad (E), Mumbai - 400097

## **REPORT OF SCRUTINIZER IN RESPECT OF POSTAL BALLOT**

[Pursuant to Section 110 of the Companies Act, 2013 and Rule 22 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended]

28<sup>th</sup> January, 2019

To,  
The Chairman  
**Future Retail Limited**  
Knowledge House, Shyam Nagar,  
Off. Jogeshwari - Vikhroli Link Road,  
Jogeshwari (East),  
Mumbai – 400 060

Dear Sir / Madam,

**Subject: Scrutinizer's Report on Postal Ballot and E-voting Process conducted pursuant to the provisions of Section 110 of the Companies Act, 2013 ("the Act") read with Rule 22 and Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended.**

The Board of Directors of Future Retail Limited (hereinafter referred to as (the "Company") at its meeting held on 14<sup>th</sup> November, 2018 had appointed me as the Scrutinizer for the Postal Ballot / Remote Electronic Voting ("e-voting") pursuant to Section 108 & 110 of the Act read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 (including any statutory modification or re-enactment thereof for the time being in force) and other applicable provisions, if any and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "Listing Regulations"), for the resolution in respect of the matter as set out in the Postal Ballot Notice dated 24<sup>th</sup> December, 2018 proposed to be transacted by way of postal ballot / e-voting ("Postal Ballot").

### **REPORT ON SCRUTINY**

- ❖ The Company has appointed National Securities Depositories Limited ("NSDL") as the Service Provider, for the purpose of extending the facility of e-voting to the Members of the Company through their website [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
- ❖ M/s. Link Intime India Private Limited is the Registrar and Share Transfer Agent ("RTA") of the Company.
- ❖ The cut-off date for determining Members for the dispatch of the Notice of the postal ballot was 21<sup>st</sup> December, 2018 (Physical & E-mail) and as on that date, there were 54,631 Members of the Company. The Company had sent the Postal Ballot Notice along with postal ballot form and e-voting details by E-mail to 44,850 Members, whose E-mail ID were registered with the Company / RTA. In respect of 9,781 Members, the Company had sent the notice of the postal ballot, postal ballot form along with self-addressed pre-paid postage Business Reply Envelope in physical form through speed post.



- ❖ The Company completed the dispatch of the postal ballot notices in physical form & E-mail to the eligible Members on 28<sup>th</sup> December, 2018.
- ❖ The notices sent (both through e-mail and physical form) contained the detailed procedure to be followed by the Members who were desirous of casting their votes electronically as provided in the Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time.
- ❖ The cut-off date for the purposes of identifying the Members who will be entitled to vote on the resolution placed for approval of the Members was 21<sup>st</sup> December, 2018.
- ❖ The e-voting facility was kept open from 29<sup>th</sup> December, 2018 (9:00 a.m. IST) till 27<sup>th</sup> January, 2019 (5:00 p.m. IST).
- ❖ As prescribed under Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended, the Company also released an advertisement in "The Free Press Journal" Newspaper in English language and in "Nav Shakti" Newspaper in Marathi language both dated 29<sup>th</sup> December, 2018. The notice published in the aforesaid Newspapers carried the required information as specified in the said Rule.
- ❖ The votes were unblocked on Sunday, 27<sup>th</sup> January, 2019 after 5:00 p.m. (IST) in the presence of two witnesses who are not in the employment of the Company and the details containing the list of Members who voted "for" or "against" the resolution was downloaded from the e-voting website of NSDL.
- ❖ All postal ballot forms received up to Sunday, 27<sup>th</sup> January, 2019, being the last date fixed by the Company for the receipt of the physical forms, were considered for my scrutiny. All votes casted on NSDL e-voting platform up to 5:00 p.m. (IST) on Sunday, 27<sup>th</sup> January, 2019 were considered for my scrutiny.
- ❖ The postal ballot forms which were incomplete and / or which were otherwise found defective have been treated as invalid and kept separately.
- ❖ Envelopes containing postal ballot forms returned undelivered were also not opened and they are separately kept.
- ❖ Thereafter, considering votes through e-voting and votes cast through postal ballot forms, the combined result of the voting is given below:

**Item no. 1 of the Notice (As a Special Resolution)**

**Acceptance of Deposit from Public and/or Members of the Company.**

**i. Voted in favour of the resolution:**

Type of Voting	No. of Members Voting	No. of votes cast by them	% of total no. of valid votes cast
Ballot Voting	162	31063	0.0073
E-Voting	371	394191828	92.6227
<b>Total</b>	<b>533</b>	<b>394222891</b>	<b>92.6300</b>



## ii. Voted against the resolution:

Type of Voting	No. of Members Voting	No. of votes cast by them	% of total no. of valid votes cast
Ballot Voting	2	570	0.0001
E-Voting	106	31365389	7.3699
<b>Total</b>	<b>108</b>	<b>31365959</b>	<b>7.3700</b>

## iii. Invalid / Abstain Votes / Less Voted:

Type of Voting	Total no. of Members whose votes were declared invalid / abstain votes / less voted	No. of shares
Ballot Voting	20	3,443
E-Voting	1	1
<b>Total</b>	<b>21</b>	<b>3,444</b>

Resolution mentioned in the postal ballot notice as per the details given above stand passed with the requisite majority. You may accordingly declare the result of the voting.

I, hereby confirm that I am maintaining the registers received from the Service Provider both electronically and manually, in respect of the votes cast through e-voting and voting conducted through physical ballot for the Members of the Company. The postal ballot papers and all other relevant records relating to e-voting and physical voting is under my safe custody and is being handed to the Company Secretary/Authorised Person of the Company for safe keeping.

Thanking You,

**FOR K BINDU & ASSOCIATES  
COMPANY SECRETARIES**

*Bindu*

**BINDU DARSHAN SHAH  
PROPRIETOR  
ACS NO. : 20066  
CP NO.: 7378**

