

FUTURE RETAIL



Ref.: BSE/NSE/AGM/2016-17

30th August, 2016

To,

Department of Corporate Services
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

Scrip Symbol : FRETAIL

Dear Sir,

Sub.: Disclosure pursuant to Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Further to our letter dated 29th August, 2016 and in pursuance of the provisions of Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith details of voting results in respect of the matters transacted at Ninth Annual General Meeting ("AGM") of the Company held on Monday, 29th August, 2016 at 09:30 am at Fourth Floor, Y.B. Chavan Centre, Gen. Jagannath Bhosale Marg, Mumbai – 400 021.

Report submitted by the Scrutinizer, Ms. Bindu Shah, Practicing Company Secretary, for E-voting and voting done through physical ballot paper at the AGM is also enclosed herewith.

Kindly take the aforesaid on records and acknowledge receipt of the same.

Thanking you,

Yours faithfully,

for Future Retail Limited

Virendra Samani
Dy. Company Secretary

Encl.: as above

Future Retail Limited (Formerly known as Bharti Retail Limited)

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

P +91 22 6644 2200, F + 91 22 6644 2201, www.futureretail.co.in

CIN : U51909MH2007PLC268269



Annexure

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

| | |
|--|----------------------------------|
| Date of the Annual General Meeting | 29th August, 2016 |
| Total number of shareholders on record date | 45,521 (as on 22nd August, 2016) |
| No. of shareholders present in the meeting either in person or through proxy | |
| Promoters and Promoter Group | 26 |
| Public | 94 |
| No. of Shareholders attended the meeting through Video Conferencing | |
| Promoters and Promoter Group | |
| Public | |
| Total | |

Mode of voting: E-voting and voting done through ballot paper at the AGM



Future Retail Limited (Formerly known as Bharti Retail Limited)

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CIN : U51909MH2007PLC268269

| Future Retail Limited | | | | | | | | |
|---|----------------|--------------------|--|---|--------------------------|-----------------------|--------------------------------------|------------------------------------|
| Resolution Required : (Ordinary) | | | 1 - To receive, consider and adopt the Financial Statements of the Company for the financial year ended March 31, 2016 together with the reports of Board of Directors and Auditors thereon; | | | | | |
| Whether promoter/ promoter group are interested in the agenda/resolution? | | | | | | | | |
| 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]={[2]/[1]}*100 | [4] | [5] | [6]={[4]/[2]}*100 | [7]={[5]/[2]}*100 |
| Promoter and Promoter Group | E-Voting | 230115436 | 230115436 | 100.0000 | 230115436 | 0 | 100.0000 | 0.0000 |
| | Poll | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| | Postal Ballot | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| | Total | | 230115436 | 100.0000 | 230115436 | 0 | 100.0000 | 0.0000 |
| Public Institutions | E-Voting | 105499383 | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| | Poll | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| | Postal Ballot | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| | Total | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| Public Non Institutions | E-Voting | 135723738 | 105308331 | 77.5902 | 105308254 | 77 | 99.9999 | 0.0001 |
| | Poll | | 40549 | 0.0299 | 40549 | 0 | 100.0000 | 0.0000 |
| | Postal Ballot | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| | Total | | 105348880 | 77.6201 | 105348803 | 77 | 99.9999 | 0.0001 |
| Total | | 471338557 | 335464316 | 71.1727 | 335464239 | 77 | 100.0000 | 0.0000 |



| Future Retail Limited | | | | | | | | |
|---|----------------|--------------------|---|---|--------------------------|-----------------------|--------------------------------------|------------------------------------|
| Resolution Required : (Ordinary) | | | 2 - To appoint Statutory Auditors and fix their remuneration. | | | | | |
| Whether promoter/ promoter group are interested in the agenda/resolution? | | | | | | | | |
| 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]={[2]/[1]}*100 | [4] | [5] | [6]={[4]/[2]}*100 | [7]={[5]/[2]}*100 |
| Promoter and Promoter Group | E-Voting | 230115436 | 230115436 | 100.0000 | 230115436 | 0 | 100.0000 | 0.0000 |
| | Poll | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| | Postal Ballot | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| | Total | | 230115436 | 100.0000 | 230115436 | 0 | 100.0000 | 0.0000 |
| Public Institutions | E-Voting | 105499383 | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| | Poll | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| | Postal Ballot | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| | Total | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| Public Non Institutions | E-Voting | 135723738 | 105308331 | 77.5902 | 105308254 | 77 | 99.9999 | 0.0001 |
| | Poll | | 40549 | 0.0299 | 40549 | 0 | 100.0000 | 0.0000 |
| | Postal Ballot | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| | Total | | 105348880 | 77.6201 | 105348803 | 77 | 99.9999 | 0.0001 |
| Total | | 471338557 | 335464316 | 71.1727 | 335464239 | 77 | 100.0000 | 0.0000 |



| Future Retail Limited | | | | | | | | |
|---|----------------|--------------------|--|---|--------------------------|-----------------------|--------------------------------------|------------------------------------|
| Resolution Required : (Ordinary) | | | 3 - To consider appointment of Mr. Kishore Biyani as a Director; | | | | | |
| Whether promoter/ promoter group are interested in the agenda/resolution? | | | | | | | | |
| 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]={[2]/[1]}*100 | [4] | [5] | [6]={[4]/[2]}*100 | [7]={[5]/[2]}*100 |
| Promoter and Promoter Group | E-Voting | 230115436 | 230113315 | 99.9991 | 230113315 | 0 | 100.0000 | 0.0000 |
| | Poll | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| | Postal Ballot | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| | Total | | 230113315 | 99.9991 | 230113315 | 0 | 100.0000 | 0.0000 |
| Public Institutions | E-Voting | 105499383 | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| | Poll | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| | Postal Ballot | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| | Total | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| Public Non Institutions | E-Voting | 135723738 | 105307731 | 77.5898 | 105307454 | 277 | 99.9997 | 0.0003 |
| | Poll | | 40549 | 0.0299 | 40549 | 0 | 100.0000 | 0.0000 |
| | Postal Ballot | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| | Total | | 105348280 | 77.6197 | 105348003 | 277 | 99.9997 | 0.0003 |
| Total | | 471338557 | 335461595 | 71.1721 | 335461318 | 277 | 99.9999 | 0.0001 |



| Future Retail Limited | | | | | | | | |
|---|----------------|--------------------|---|---|--------------------------|-----------------------|--------------------------------------|------------------------------------|
| Resolution Required : (Ordinary) | | | 4 - To consider appointment of Mr. Rakesh Biyani as a Director; | | | | | |
| Whether promoter/ promoter group are interested in the agenda/resolution? | | | | | | | | |
| 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]={[2]/[1]}*100 | [4] | [5] | [6]={[4]/[2]}*100 | [7]={[5]/[2]}*100 |
| Promoter and Promoter Group | E-Voting | 230115436 | 230113315 | 99.9991 | 230113315 | 0 | 100.0000 | 0.0000 |
| | Poll | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| | Postal Ballot | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| | Total | | 230113315 | 99.9991 | 230113315 | 0 | 100.0000 | 0.0000 |
| Public Institutions | E-Voting | 105499383 | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| | Poll | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| | Postal Ballot | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| | Total | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| Public Non Institutions | E-Voting | 135723738 | 105308331 | 77.5902 | 105308187 | 144 | 99.9999 | 0.0001 |
| | Poll | | 40549 | 0.0299 | 40549 | 0 | 100.0000 | 0.0000 |
| | Postal Ballot | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| | Total | | 105348880 | 77.6201 | 105348736 | 144 | 99.9999 | 0.0001 |
| Total | | 471338557 | 335462195 | 71.1722 | 335462051 | 144 | 100.0000 | 0.0000 |



| Future Retail Limited | | | | | | | | |
|---|----------------|--------------------|---|---|--------------------------|-----------------------|--------------------------------------|------------------------------------|
| Resolution Required : (Ordinary) | | | 5 - To consider appointment of Mr. Rajan Bharti Mittal as a Director; | | | | | |
| Whether promoter/ promoter group are interested in the agenda/resolution? | | | | | | | | |
| 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]={[2]/[1]}*100 | [4] | [5] | [6]={[4]/[2]}*100 | [7]={[5]/[2]}*100 |
| Promoter and Promoter Group | E-Voting | 230115436 | 230115436 | 100.0000 | 230115436 | 0 | 100.0000 | 0.0000 |
| | Poll | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| | Postal Ballot | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| | Total | | 230115436 | 100.0000 | 230115436 | 0 | 100.0000 | 0.0000 |
| Public Institutions | E-Voting | 105499383 | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| | Poll | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| | Postal Ballot | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| | Total | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| Public Non Institutions | E-Voting | 135723738 | 61830076 | 45.5558 | 61829917 | 159 | 99.9997 | 0.0003 |
| | Poll | | 40549 | 0.0299 | 40549 | 0 | 100.0000 | 0.0000 |
| | Postal Ballot | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| | Total | | 61870625 | 45.5857 | 61870466 | 159 | 99.9997 | 0.0003 |
| Total | | 471338557 | 291986061 | 61.9483 | 291985902 | 159 | 99.9999 | 0.0001 |



| Future Retail Limited | | | | | | | | |
|---|----------------|--------------------|--|---|--------------------------|-----------------------|--------------------------------------|------------------------------------|
| Resolution Required : (Ordinary) | | | 6 - To consider appointment of Mr. Ravindra Dhariwal as an Independent Director; | | | | | |
| Whether promoter/ promoter group are interested in the agenda/resolution? | | | | | | | | |
| 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]={[2]/[1]}*100 | [4] | [5] | [6]={[4]/[2]}*100 | [7]={[5]/[2]}*100 |
| Promoter and Promoter Group | E-Voting | 230115436 | 227525186 | 98.8744 | 227525186 | 0 | 100.0000 | 0.0000 |
| | Poll | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| | Postal Ballot | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| | Total | | 227525186 | 98.8744 | 227525186 | 0 | 100.0000 | 0.0000 |
| Public Institutions | E-Voting | 105499383 | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| | Poll | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| | Postal Ballot | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| | Total | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| Public Non Institutions | E-Voting | 135723738 | 105308331 | 77.5902 | 105308185 | 146 | 99.9999 | 0.0001 |
| | Poll | | 40549 | 0.0299 | 40549 | 0 | 100.0000 | 0.0000 |
| | Postal Ballot | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| | Total | | 105348880 | 77.6201 | 105348734 | 146 | 99.9999 | 0.0001 |
| Total | | 471338557 | 332874066 | 70.6231 | 332873920 | 146 | 100.0000 | 0.0000 |



Future Retail Limited

Resolution Required : (Ordinary)

7 - To consider appointment of Mr. Shailendra Bhandari as an Independent Director;

Whether promoter/ promoter group are interested in the agenda/resolution?

| 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]={[2]/[1]}*100 | [4] | [5] | [6]={[4]/[2]}*100 | [7]={[5]/[2]}*100 |
| Promoter and Promoter Group | E-Voting | 230115436 | 230115436 | 100.0000 | 230115436 | 0 | 100.0000 | 0.0000 |
| | Poll | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| | Postal Ballot | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| | Total | | 230115436 | 100.0000 | 230115436 | 0 | 100.0000 | 0.0000 |
| Public Institutions | E-Voting | 105499383 | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| | Poll | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| | Postal Ballot | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| | Total | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| Public Non Institutions | E-Voting | 135723738 | 105308331 | 77.5902 | 105308252 | 79 | 99.9999 | 0.0001 |
| | Poll | | 40549 | 0.0299 | 40549 | 0 | 100.0000 | 0.0000 |
| | Postal Ballot | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| | Total | | 105348880 | 77.6201 | 105348801 | 79 | 99.9999 | 0.0001 |
| Total | | 471338557 | 335464316 | 71.1727 | 335464237 | 79 | 100.0000 | 0.0000 |



Future Retail Limited

Resolution Required : (Ordinary)

8 - To consider appointment of Ms. Gagan Singh as an Independent Director;

Whether promoter/ promoter group are interested in the agenda/resolution?

| 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]={[2]/[1]}*100 | [4] | [5] | [6]={[4]/[2]}*100 | [7]={[5]/[2]}*100 |
| Promoter and Promoter Group | E-Voting | 230115436 | 230115436 | 100.0000 | 230115436 | 0 | 100.0000 | 0.0000 |
| | Poll | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| | Postal Ballot | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| | Total | | 230115436 | 100.0000 | 230115436 | 0 | 100.0000 | 0.0000 |
| Public Institutions | E-Voting | 105499383 | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| | Poll | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| | Postal Ballot | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| | Total | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| Public Non Institutions | E-Voting | 135723738 | 105308228 | 77.5901 | 105308032 | 196 | 99.9998 | 0.0002 |
| | Poll | | 40549 | 0.0299 | 40549 | 0 | 100.0000 | 0.0000 |
| | Postal Ballot | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| | Total | | 105348777 | 77.6200 | 105348581 | 196 | 99.9998 | 0.0002 |
| Total | | 471338557 | 335464213 | 71.1727 | 335464017 | 196 | 99.9999 | 0.0001 |



| Future Retail Limited | | | | | | | | |
|---|----------------|--------------------|--|---|--------------------------|-----------------------|--------------------------------------|------------------------------------|
| Resolution Required : (Special) | | | 9 - To consider and approve Related Party Transaction. | | | | | |
| Whether promoter/ promoter group are interested in the agenda/resolution? | | | | | | | | |
| 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]={[2]/[1]}*100 | [4] | [5] | [6]={[4]/[2]}*100 | [7]={[5]/[2]}*100 |
| Promoter and Promoter Group | Poll | 230115436 | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| | Postal Ballot | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| | Total | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| | E-Voting | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| Public Institutions | Poll | 105499383 | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| | Postal Ballot | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| | Total | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| | E-Voting | | 105308331 | 77.5902 | 105308277 | 54 | 99.9999 | 0.0001 |
| Public Non Institutions | Poll | 135723738 | 40549 | 0.0299 | 40549 | 0 | 100.0000 | 0.0000 |
| | Postal Ballot | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| | Total | | 105348880 | 77.6201 | 105348826 | 54 | 99.9999 | 0.0001 |
| | | | 105348880 | 22.3510 | 105348826 | 54 | 99.9999 | 0.0001 |



Date: 30th August, 2016

SCRUTINIZER'S REPORT

To,
The Chairperson of
Ninth Annual General Meeting of the Members of
Future Retail Limited
held on Monday, 29th August, 2016 at 9:30 a.m. at
Fourth Floor, Y. B. Chavan Centre,
Gen.Jagannath Bhosale Marg,
Mumbai – 400021

Dear Sir,

1. The Board of Directors of the Company, at its meeting held on 25th May, 2016, has appointed me as the Scrutinizer for conducting the ballot voting and e-Voting process conducted at the AGM in a fair and transparent manner for all the resolutions as set out in the Notice of the AGM.
2. In compliance with the provisions of section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), the Company had provided its Members the Remote e-voting facility as provided by National Securities Depository Limited (NSDL) for all the Resolutions as set out in the Notice of the said AGM.
3. Further, the facility for voting through Ballot Paper was also made available at the AGM for those Members / proxy holders who attended the AGM and have not cast their vote by Remote e-voting.
4. I submit my report as under:
 - 4.1 The Company has given the ballot forms to the members who were present at the Ninth Annual General Meeting held on Monday, the 29th August, 2016 at 09:30 a.m. at Fourth Floor, Y. B. Chavan Centre, Gen. Jagannath Bhosale Marg, Mumbai - 400 021.
 - 4.2 Particulars of all the ballot forms received from the Members and the votes cast by electronic mode have been entered in register maintained for the purpose.



- 4.3 The ballot forms/papers were kept under my safe custody in sealed and tamper proof ballot boxes before commencing the scrutiny of such ballot forms.
- 4.4 The ballot box was opened in my presence.
- 4.5 The ballot forms were duly opened in my presence and scrutinized and the shareholding was matched / confirmed with the Register of Members of the Company as on 22nd August, 2016.
- 4.6 I did not find any defaced or mutilated Ballot Papers.
- 4.7 The E-Voting period had commenced on Friday, 26th August, 2016 (9.00 a.m.) and ended on Sunday, 28th August, 2016 (5.00 p.m.).
- 4.8 I have also received a complete record from NSDL, the agency appointed for providing and supervising electronic platform, of votes cast through electronic mode upto 5:00 p.m. on 28th August, 2016. The votes cast were unblocked on 29th August, 2016 at 11:00 a.m. (IST) in the presence of two witnesses, Ms. Forum Shah and Ms. Sharmila Sharma who are not in the employment of the Company. They have signed below in confirmation of the votes being unblocked in their presence.

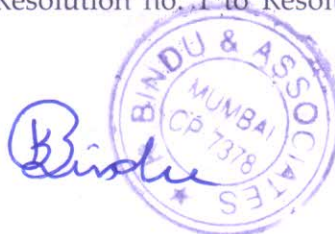


Name: Forum Shah



Name: Sharmila Sharma

- 4.9 The e-voting data was scrutinized by me for verification of votes cast in favour and against the Resolution, as set out in the Notice of AGM.
5. A summary of the voting through ballot forms received/e-voting is given as as per Annexure I.
6. I have handed over the ballot forms and other related papers/ registers and records for the safe custody to the Chairperson who has been authorized by the Board of Directors to supervise the Ballot process.
7. On the basis of the scrutiny of the ballot forms and votes cast through electronic mode, the Resolution no. 1 to Resolution no. 9 as set out in the



Notice of AGM have been passed by the Shareholders of the Company with requisite majority.

8. You may accordingly declare the result of voting by Ballot process (including votes cast through e-voting).

Thanking you.

For K BINDU & ASSOCIATES
Company Secretaries



K BINDU
Proprietor
ACS-20066, COP 7378



Annexure I

Resolution 1 - To receive, consider and adopt the Financial Statements of the Company for the financial year ended March 31, 2016 together with the reports of Board of Directors and Auditors thereon;

| Particulars | Remote E-voting | | Polling at the AGM | | Consolidated voting Results | | |
|-----------------------------------|----------------------|-------------------------|------------------------------|-------------------------|-----------------------------|---------------------------|---------------------------------------|
| | No. of Members voted | No. of valid votes cast | No. of Members / Proxy voted | No. of Valid votes cast | Total No. of Members voted | Total No. of votes casted | % of total number of valid votes cast |
| Voted in favour of the Resolution | 74 | 335423690 | 63 | 40549 | 137 | 335464239 | 99.99997% |
| Voted against the Resolution | 2 | 77 | 0 | 0 | 2 | 77 | 0.00002% |
| Invalid votes | 0 | 0 | 2 | 12 | | | |

Resolution 2 - To appoint Statutory Auditors and fix their remuneration.

| Particulars | Remote E-voting | | Polling at the AGM | | Consolidated voting Results | | |
|-----------------------------------|----------------------|-------------------------|------------------------------|-------------------------|-----------------------------|---------------------------|---------------------------------------|
| | No. of Members voted | No. of valid votes cast | No. of Members / Proxy voted | No. of Valid votes cast | Total No. of Members voted | Total No. of votes casted | % of total number of valid votes cast |
| Voted in favour of the Resolution | 74 | 335423690 | 63 | 40549 | 137 | 335464239 | 99.99997% |
| Voted against the Resolution | 2 | 77 | 0 | 0 | 2 | 77 | 0.00002% |
| Invalid votes | 0 | 0 | 2 | 12 | | | |

Resolution 3 - To consider appointment of Mr. Kishore Biyani as a Director;

| Particulars | Remote E-voting | | Polling at the AGM | | Consolidated voting Results | | |
|-----------------------------------|----------------------|-------------------------|------------------------------|-------------------------|-----------------------------|---------------------------|---------------------------------------|
| | No. of Members voted | No. of valid votes cast | No. of Members / Proxy voted | No. of Valid votes cast | Total No. of Members voted | Total No. of votes casted | % of total number of valid votes cast |
| Voted in favour of the Resolution | 71 | 335420769 | 63 | 40549 | 134 | 335461318 | 99.99991% |
| Voted against the Resolution | 3 | 277 | 0 | 0 | 3 | 277 | 0.00008% |
| Invalid votes | 0 | 0 | 2 | 12 | | | |



Resolution 4 - To consider appointment of Mr. Rakesh Biyani as a Director;

| Particulars | Remote E-voting | | Polling at the AGM | | Consolidated voting Results | | |
|-----------------------------------|----------------------|-------------------------|------------------------------|-------------------------|-----------------------------|---------------------------|---------------------------------------|
| | No. of Members voted | No. of valid votes cast | No. of Members / Proxy voted | No. of Valid votes cast | Total No. of Members voted | Total No. of votes casted | % of total number of valid votes cast |
| Voted in favour of the Resolution | 71 | 335421502 | 63 | 40549 | 134 | 335462051 | 99.99996% |
| Voted against the Resolution | 4 | 144 | 0 | 0 | 4 | 144 | 0.00004% |
| Invalid votes | 0 | 0 | 2 | 12 | | | |

Resolution 5 - To consider appointment of Mr. Rajan Bharti Mittal as a Director;

| Particulars | Remote E-voting | | Polling at the AGM | | Consolidated voting Results | | |
|-----------------------------------|----------------------|-------------------------|------------------------------|-------------------------|-----------------------------|---------------------------|---------------------------------------|
| | No. of Members voted | No. of valid votes cast | No. of Members / Proxy voted | No. of Valid votes cast | Total No. of Members voted | Total No. of votes casted | % of total number of valid votes cast |
| Voted in favour of the Resolution | 70 | 291945353 | 63 | 40549 | 133 | 291985902 | 99.99995% |
| Voted against the Resolution | 5 | 159 | 0 | 0 | 5 | 159 | 0.00005% |
| Invalid votes | 0 | 0 | 2 | 12 | | | |

Resolution 6 - To consider appointment of Mr. Ravindra Dhariwal as an Independent Director;

| Particulars | Remote E-voting | | Polling at the AGM | | Consolidated voting Results | | |
|-----------------------------------|----------------------|-------------------------|------------------------------|-------------------------|-----------------------------|---------------------------|---------------------------------------|
| | No. of Members voted | No. of valid votes cast | No. of Members / Proxy voted | No. of Valid votes cast | Total No. of Members voted | Total No. of votes casted | % of total number of valid votes cast |
| Voted in favour of the Resolution | 70 | 332833371 | 63 | 40549 | 133 | 332873920 | 99.99996% |
| Voted against the Resolution | 5 | 146 | 0 | 0 | 5 | 146 | 0.00004% |
| Invalid votes | 0 | 0 | 2 | 12 | | | |



Resolution 7 - To consider appointment of Mr. Shailendra Bhandari as an Independent Director;

| Particulars | Remote E-voting | | Polling at the AGM | | Consolidated voting Results | | |
|-----------------------------------|----------------------|-------------------------|------------------------------|-------------------------|-----------------------------|---------------------------|---------------------------------------|
| | No. of Members voted | No. of valid votes cast | No. of Members / Proxy voted | No. of Valid votes cast | Total No. of Members voted | Total No. of votes casted | % of total number of valid votes cast |
| Voted in favour of the Resolution | 73 | 335423688 | 63 | 40549 | 136 | 335464237 | 99.99997% |
| Voted against the Resolution | 3 | 79 | 0 | 0 | 3 | 79 | 0.00002% |
| Invalid votes | 0 | 0 | 2 | 12 | | | |

Resolution 8 - To consider appointment of Ms. Gagan Singh as an Independent Director;

| Particulars | Remote E-voting | | Polling at the AGM | | Consolidated voting Results | | |
|-----------------------------------|----------------------|-------------------------|------------------------------|-------------------------|-----------------------------|---------------------------|---------------------------------------|
| | No. of Members voted | No. of valid votes cast | No. of Members / Proxy voted | No. of Valid votes cast | Total No. of Members voted | Total No. of votes casted | % of total number of valid votes cast |
| Voted in favour of the Resolution | 68 | 335423468 | 63 | 40549 | 131 | 335464017 | 99.9999% |
| Voted against the Resolution | 6 | 196 | 0 | 0 | 6 | 196 | 0.0001% |
| Invalid votes | 0 | 0 | 2 | 12 | | | |

Resolution 9 - To consider and approve Related Party Transaction.

| Particulars | Remote E-voting | | Polling at the AGM | | Consolidated voting Results | | |
|-----------------------------------|----------------------|-------------------------|------------------------------|-------------------------|-----------------------------|---------------------------|---------------------------------------|
| | No. of Members voted | No. of valid votes cast | No. of Members / Proxy voted | No. of Valid votes cast | Total No. of Members voted | Total No. of votes casted | % of total number of valid votes cast |
| Voted in favour of the Resolution | 47 | 105308277 | 63 | 40549 | 110 | 105348826 | 99.99995% |
| Voted against the Resolution | 3 | 54 | 0 | 0 | 3 | 54 | 0.00005% |
| Invalid votes | 0 | 0 | 2 | 12 | | | |

