

FUTURE RETAIL

Ref: FRL/NCLTCM/2017-18

26th September, 2017

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

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

Scrip Code: 540064

Symbol: FRETAIL

Dear Sir,

Sub: Proceedings of the Meeting of Equity Shareholders of the Company held on 26th September, 2017 as per the directions of National Company Law Tribunal, Mumbai Bench

Ref.: Disclosure pursuant to Regulation 30 and 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

This is to inform that pursuant to the Order dated 17th August, 2017 of the Mumbai Bench of National Company Law Tribunal ("NCLT") the Meeting of Equity Shareholders of the Company was held on Tuesday, 26th September, 2017 at 10:00 AM at Rangaswar, Fourth Floor, Y. B. Chavan Centre, Gen. Jagannath Bhosale Marg, Mumbai - 400 021 ("Meeting") to consider and approve the Composite Scheme of Arrangement between Future Retail Limited, Bluerock eServices Private Limited and Praxis Home Retail Limited and their respective Shareholders.

In this regard, we enclose herewith the following:

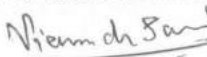
1. Summary of proceedings as required under Regulation 30, Part - A of Schedule - III of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as **Annexure - I**;
2. Voting results as required under Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as **Annexure - II**;
3. Report of Scrutinizer dated 26th September, 2017 on Remote e-voting and voting conducted through Polling Papers at the Meeting.

The above reports are also being uploaded on the Company's website.

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 : L51909MH2007PLC268269

FUTURE RETAIL

Annexure – I

Summary of the proceedings of the National Company Law Tribunal ("NCLT") Convened Meeting of the Equity Shareholders of Future Retail Limited ("the Company")

As per the Order dated 17th August, 2017 of the Mumbai Bench of National Company Law Tribunal, the Meeting of Equity Shareholders of the Company was held on Tuesday, 26th September, 2017 at 10:00 AM at Rangaswar, Fourth Floor, Y. B. Chavan Centre, Gen. Jagannath Bhosale Marg, Mumbai – 400 021 and concluded at 10:30 AM ("Meeting").

Since Mr. Kishore Biyani, the first appointed Chairman for the Meeting was travelling, Mr. Rakesh Biyani, Joint Managing Director Chaired the Meeting. Total 67 (Sixty Seven) Members were present in person or through proxy at the Meeting. Due to prior commitment and sudden travel plans, the other Directors have expressed their inability to attend this Meeting. The notice convening meeting along with explanatory statement was taken as read. Since, requisite quorum was present, the Chairperson called the Meeting in order. Requisite quorum was present throughout the Meeting.

The Chairperson informed the Meeting that the facility of remote e-voting was made available from Saturday, 23rd September, 2017 (9:00 AM) to Monday, 25th September, 2017 (5:00 PM) and the facility of voting through Ballot Paper has been provided at the Meeting venue to those who did not cast their votes through remote e-voting.

The Chairperson also informed the Meeting that as per the Order of the Hon'ble NCLT, Ms. Bindu Darshan Shah, Prop: M/s. k Bindu & Associates, Practicing Company Secretaries, Mumbai was appointed as a Scrutinizer to supervise the remote e-voting and voting through Ballot Paper at the Meeting.

Business as set out in the Notice of Meeting relating to arrangement embodied in the Composite Scheme of Arrangement among Future Retail Limited and Bluerock eServices Private Limited and Praxis Home Retail Limited and their respective Shareholders was transacted at the Meeting. Clarifications / Response were provided to various queries raised by the Members at the Meeting.

As per the Scrutinizer's Report received by the Company, the Resolution as set out in the Notice of the said Meeting has been passed by the Members of the Company with requisite majority.



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Annexure – II

Details of Voting Results

(Combined results of votes cast by Remote E-voting as provided by NSDL and the polling process at the Meeting)

Day & Date of the Meeting	Tuesday, 26th September, 2017 (National Company Law Tribunal convened Meeting of the Equity Shareholders of the Company)
Total number of shareholders on record date	20th September, 2017 was cut-off date for reckoning the voting rights of the Shareholders Total Number of Shareholders: 44,871
No. of shareholders present in the meeting either in person or through proxy: Promoters and Promoter Group: Public:	14 53
No. of Shareholders attended the meeting through Video Conferencing Promoters and Promoter Group: Public:	No Video Conferencing facility was provided
Mode of voting:	Remote e-voting and the Poll voting at the Meeting



Annexure – II continued

Resolution Required : (Special)			Approval of Composite Scheme of Arrangement between Future Retail Limited and Bluerock eServices Private Limited and Praxis Home Retail Limited and their respective Shareholders and related matters thereto.					
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] = {[2]/[1]}*100	[4]	[5]	[6] = {[4]/[2]}*100	[7] = {[5]/[2]}*100
Promoter and Promoter Group	E-Voting	233740436	233740436	100.0000	233740436	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		233740436	100.0000	233740436	0	100.0000	0.0000
Public Institutions	E-Voting	110388223	82204372	74.4684	82204372	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		82204372	74.4684	82204372	0	100.0000	0.0000
Public Non Institutions	E-Voting	145683122	113662251	78.0202	113662150	101	99.9999	0.0001
	Poll		316404	0.2172	316404	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		113978655	78.2374	113978554	101	99.9999	0.0001
Total		489811781	429923463	87.7732	429923362	101	100.0000	100.0000



Date: 26-09-2017

SCRUTINIZER'S REPORT

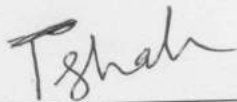
To,
The Chairperson of
NCLT convened Meeting of the Equity Shareholders of
Future Retail Limited
held on Tuesday, 26th September, 2017 at 10:00 am at
Rangaswar, Fourth Floor, Y. B. Chavan Centre,
Gen. Jagannath Bhosale Marg,
Mumbai – 400 021

Dear Sir,

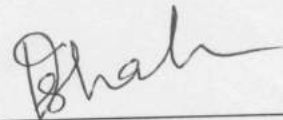
1. The Mumbai Bench of National Company Law Tribunal has appointed me as the Scrutinizer as provided in the Order dated 17th August, 2017 for conducting the ballot voting and remote e-voting process at the Meeting of Equity Shareholders of Future Retail Limited ("**the Company**") held on Tuesday, 26th September, 2017 at 10:00 am at Rangaswar, Fourth Floor, Y.B. Chavan Centre, Gen. Jagannath Bhosale Marg, Mumbai – 400 021 ("**Meeting**") in a fair and transparent manner for the resolution as set out in the Notice of the Meeting.
2. In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and in pursuance of Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**SEBI Listing Regulations**") read with applicable Secretarial Standards, the Company had provided its Members the Remote e-voting facility as provided by National Securities Depository Limited ("**NSDL**") for the Resolution as set out in the Notice of the said Meeting.
3. Further, the facility for voting through Ballot Paper was also made available at the Meeting for those Members / proxy holders who attended the Meeting 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 Meeting held on Tuesday, 26th September, 2017 at 10:00 am at Rangaswar, 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 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 20th September, 2017 ("**cut-off date**");
- 4.6 I did not find any defaced or mutilated Ballot Papers;
- 4.7 The remote e-voting period had commenced on Saturday, 23rd September, 2017 (9.00 am) and ended on Monday, 25th September, 2017 (5.00 pm);
- 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 pm on 25th September, 2017. The votes cast were unblocked on 26th September, 2017 at 10:30 a.m. (IST) in the presence of two witnesses, Ms. Forum Shah and Ms. Dimple Shah who are not in the employment of the Company. They have signed below in confirmation of the votes being unblocked in their presence.



Name: Ms. Forum Shah



Name: Ms. Dimple Shah

- 4.9 The remote 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 the Meeting.
5. A summary of the voting through ballot forms received/e-Voting is given as per Annexure A.
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 Mumbai Bench of National Company Law Tribunal to supervise the Ballot process.



K Bindu & Associates

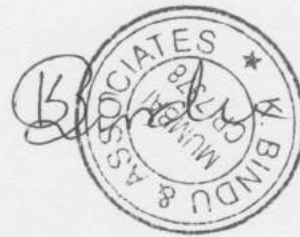
7. On the basis of the scrutiny of the ballot forms and votes cast through electronic mode, the Resolution as set out in the Notice of the Meeting have been passed by the Shareholders of the Company unanimously.
8. You may accordingly declare the result of voting by Ballot process (including votes cast through remote e-voting).

Thanking you.

For K BINDU & ASSOCIATES
Company Secretaries

Bindu

BINDU DARSHAN SHAH
Proprietor
ACS-20066, COP-7378



K Bindu & Associates

Company Secretaries

Tel.: (O) 022 28784043 (R) 022 28779546

Mobile: +91 9892349554

E-mail: kbindudshah@gmail.com

Off.: Panchsheel 3A/101, Raheja Township, Malad (East), Mumbai 400097.
Mailing Address: Panchsheel 1A/203, Raheja Township, Malad (East), Mumbai 400097.

Annexure "A"

Resolution: Approval of Composite Scheme of Arrangement among Future Retail Limited and Bluerock eServices Private Limited and Praxis Home Retail Limited and their respective Shareholders related matters thereto

Particulars	Remote E-Voting		Polling at the Meeting		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	429606958	429606958	316404	316404	429923362	429923362	99.99998
Voted against the Resolution	101	101	0	0	101	101	0.00002
Invalid Votes	0	0	0	0	0	0	0

