

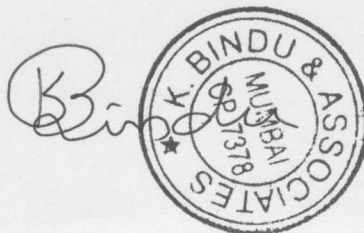
Date: 03-11-2017

SCRUTINIZER'S REPORT

To,
The Chairperson of
Extraordinary General Meeting ("EGM") of the Members of
Future Retail Limited
held on Friday, 03rd November, 2017 at 10:30 am at
Rangaswar, Fourth Floor, Y. B. Chavan Centre,
Gen. Jagannath Bhosale Marg, Mumbai – 400 021

Dear Sir,

1. The Board of Directors of the Company, at its meeting held on 05th October, 2017 has appointed me as the Scrutinizer for the purpose of scrutinizing the remote e-voting process and conducting the ballot voting at the EGM in a fair and transparent manner for the Resolution as set out in the Notice of the EGM.
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 EGM.
3. Further, the facility for voting through Ballot Paper was also made available at the EGM for those Members / proxy holders who attended the EGM 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 papers to the Members who were present at the EGM held on Friday, 03rd November, 2017 at 10:30 am at Rangaswar, Fourth Floor, Y. B. Chavan Centre, Gen. Jagannath Bhosale Marg, Mumbai - 400 021;
 - 4.2 Particulars of all the ballot papers received from the Members and the votes cast by electronic mode have been entered in register maintained for the purpose;
 - 4.3 The Ballot papers were kept under my safe custody in sealed and tamper proof ballot boxes before commencing the scrutiny of such ballot papers;
 - 4.4 The ballot boxes were opened in my presence;



- 4.5 The ballot papers were duly opened in my presence and scrutinized and the shareholding was matched / confirmed with the Register of Members of the Company as on 28th October, 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 Tuesday, 31st October, 2017 (9:00 am) and ended on Thursday, 02nd November, 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 02nd November, 2017. The votes cast were unblocked on 03rd November, 2017 at 11:15 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.

Tshah

Name: Ms. Forum Shah

Dimple

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 EGM.
5. A summary of the combined voting results of the votes cast through ballot papers received and remote e-voting is given as **Annexure A**.
6. I have handed over the ballot papers and other related papers/registers and records for the safe custody to the Chairperson who has been authorized by the Board to supervise the Ballot process.
7. On the basis of the scrutiny of the ballot papers and remote e-voting, the Resolution as set out in the Notice of the EGM 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 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

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Annexure "A"

Resolution: Issue of Equity Shares on Preferential Allotment/Private Placement basis

Particulars	Remote E-Voting		Polling at the EGM		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	196	405663898	70	316074	266	405979972	95.573
Voted against the Resolution	67	18805154	4	126	71	18805280	4.427
Invalid Votes	-	-	1	1			

