

BSE/NSE/PBR/2018-19

December 29, 2018

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

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

**Scrip Code: 523574 / 570002**

**Scrip Symbol: FEL / FELDVR**

**BSE Debt Scrip Codes: 952009-10-53-54-74-75-97-98 / 952715-17-18-21-879-880-881-882-883 / 954326-28-30-34-35-40-43 / 955100-101-140-141-371-373-454-456-749-750-957-958 / 956012-13 / 956243-268-69 / 956310-11 / 956954-55 / 957077-263-264-711-712-713 / 957875-76-89 / 958303-04**

**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,**

- a) Pursuant to Section 108 and 110 of the Companies Act, 2013, read with the Companies (Management and Administration) Rules, 2014, as amended from time to time, consent of the Shareholders of the Company was sought by postal ballot for
- i) Approval for Acceptance of Deposits from Public and Members of the Company.
  - ii) Alteration of Object Clause of Memorandum of Association of the Company
  - iii) Alteration of Articles of Association of the Company
- b) Mr. Virendra Bhatt, Practicing Company Secretary was appointed as the Scrutiniser for conducting the Postal Ballot process in a fair and transparent manner.
- c) The last date for casting votes electronically through e-voting and for receipt of the physical postal ballot form(s) from the Members was Friday, December 28, 2018.
- d) The Scrutiniser has submitted his report for the postal ballot, result whereof is announced today, i.e. Saturday, December 29, 2018.
- e) In terms of Regulation 44(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Regulations"), please find enclosed herewith details of voting result for the postal ballot. The Report submitted by the Scrutinizer for e-voting and voting done through physical postal ballot form is also enclosed herewith.

Pursuant to the aforesaid, the Special Resolutions for above matters have been approved by the Members of the Company with requisite majority, subject to such compliances as may be required.

Kindly also consider this as disclosure in terms of the provisions of Regulation 30 of the SEBI Regulations.

Thanking you,

Yours faithfully,  
For **Future Enterprises Limited**



**Deepak Tanna**  
**Company Secretary**  
Encl.: As above



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

Resolution Required : (Special)				1 - Approval for Acceptance of Deposits from Public and 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 VR 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	256447152	249338007	249337999	100.0000	249337999	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
	<b>Total</b>			<b>249337999</b>	<b>100.0000</b>	<b>249337999</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public Institutions	E-Voting	20206141	20163031	5239646	25.9864	456250	4783396	8.7076	91.2924
	Poll			0	0.0000	0	0	0.0000	0.0000
	Postal Ballot			0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>			<b>5239646</b>	<b>25.9864</b>	<b>456250</b>	<b>4783396</b>	<b>8.7076</b>	<b>91.2924</b>
Public Non Institutions	E-Voting	216938654	214247239	96367954	44.9798	96282447	85507	99.9113	0.0887
	Poll			0	0.0000	0	0	0.0000	0.0000
	Postal Ballot			445177	0.2078	444996	181	99.9593	0.0407
	<b>Total</b>			<b>96813131</b>	<b>45.1876</b>	<b>96727443</b>	<b>85688</b>	<b>99.9115</b>	<b>0.0885</b>
<b>Total</b>		<b>493591947</b>	<b>483748277</b>	<b>351390776</b>	<b>72.6392</b>	<b>346521692</b>	<b>4869084</b>	<b>98.6143</b>	<b>1.3857</b>



Resolution Required : (Special)			2 - Alteration of Object Clause of Memorandum of Association of the Company						
Whether promoter/ promoter group are interested in the agenda/resolution?			No						
Category	Mode of Voting	No. of shares held	No. of VR 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]	$[3]=\frac{[2]}{[1]}*100$	[4]	[5]	$[6]=\frac{[4]}{[2]}*100$	$[7]=\frac{[5]}{[2]}*100$
Promoter and Promoter Group	E-Voting	256447152	249338007	249337999	100.0000	249337999	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
	<b>Total</b>			<b>249337999</b>	<b>100.0000</b>	<b>249337999</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public Institutions	E-Voting	20206141	20163031	5239646	25.9864	5239646	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
	<b>Total</b>			<b>5239646</b>	<b>25.9864</b>	<b>5239646</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public Non Institutions	E-Voting	216938654	214247239	96367554	44.9796	96359418	8136	99.9916	0.0084
	Poll			0	0.0000	0	0	0.0000	0.0000
	Postal Ballot			443940	0.2072	443739	201	99.9547	0.0453
	<b>Total</b>			<b>96811494</b>	<b>45.1868</b>	<b>96803157</b>	<b>8337</b>	<b>99.9914</b>	<b>0.0086</b>
<b>Total</b>		<b>493591947</b>	<b>483748277</b>	<b>351389139</b>	<b>72.6388</b>	<b>351380802</b>	<b>8337</b>	<b>99.9976</b>	<b>0.0024</b>





Resolution Required : (Special)				3 - Alteration of Articles of Association of the Company					
Whether promoter/ promoter group are interested in the agenda/resolution?				No					
Category	Mode of Voting	No. of shares held	No. of VR 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	256447152	249338007	249337999	100.0000	249337999	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
	<b>Total</b>			<b>249337999</b>	<b>100.0000</b>	<b>249337999</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public Institutions	E-Voting	20206141	20163031	5239646	25.9864	156250	5083396	2.9821	97.0179
	Poll			0	0.0000	0	0	0.0000	0.0000
	Postal Ballot			0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>			<b>5239646</b>	<b>25.9864</b>	<b>156250</b>	<b>5083396</b>	<b>2.9821</b>	<b>97.0179</b>
Public Non Institutions	E-Voting	216938654	214247239	96369555	44.9805	96281867	87688	99.9090	0.0910
	Poll			0	0.0000	0	0	0.0000	0.0000
	Postal Ballot			443940	0.2072	443739	201	99.9547	0.0453
	<b>Total</b>			<b>96813495</b>	<b>45.1877</b>	<b>96725606</b>	<b>87889</b>	<b>99.9092</b>	<b>0.0908</b>
<b>Total</b>		<b>493591947</b>	<b>483748277</b>	<b>351391140</b>	<b>72.6393</b>	<b>346219855</b>	<b>5171285</b>	<b>98.5283</b>	<b>1.4717</b>

# since the shares includes differential voting rights shares, percentages of votes polled have been derived on the voting rights polled to voting rights held.



# Virendra Bhatt

Company Secretary

Office :

Office No. 03, A Wing, 9th Floor,  
Pinnacle Corporate Park,  
BKC CST Link Rd., MMRDA Area,  
Bandra Kurla Complex,  
Bandra East, Mumbai - 400 051.

Tel. : 022 - 2652 9367 / 68

Mobile : +91 - 98200 48670

E-mail : bhattivirendra1945@yahoo.co.in

Date:29<sup>th</sup> December, 2018

To,

**THE DIRECTOR**

**Future Enterprises Limited**

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

**Subject: Scrutinizer's Report under Sections 108 and 110 of the Companies Act, 2013 for voting by Shareholders [Equity and Class B (Series 1)] through Postal Ballot & Remote e-voting.**

The Board of Directors of **Future Enterprises Limited** (hereinafter referred to as the '**Company**') at its meeting held on 2<sup>nd</sup> November, 2018 had appointed me as the Scrutinizer for the Postal Ballot/Remote Electronic Voting ('Remote e-voting') pursuant to Sections 108 and 110 of the Companies Act, 2013 (the '**Act**') read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, 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(s) in respect of the matter(s) as set out in the Notice of Postal Ballot proposed to be transacted by way of postal ballot / e-voting.

## **Report on Scrutiny**

- The Company had appointed National Securities Depository Limited ('NSDL') as the Service Provider, for the purpose of extending the facility of remote e-voting to the Members of the Company through their website [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
- Link Intime India Private Limited is the Registrar and Transfer Agents of the Company.
- The cut-off date for determining Members for the dispatch of the Notice of Postal Ballot was 23<sup>rd</sup> November, 2018 (Physical & E-mail) and as on that date, there were 67873 Members of the Company. The Company had sent the Notice of





Postal Ballot along with Postal Ballot Form and e-voting details by e-mail to 55807 cases whose e-mail ID were registered with the Company/RTA and in respect of 12066 cases, the Company had sent Notice of the Postal Ballot, Postal Ballot Form along with self-addressed pre-paid Business Reply Envelope in physical form by speed post / registered post.

- The Company completed the dispatch of the Notice of Postal Ballot through/by email and physical form to the members on 28<sup>th</sup> November, 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 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 23<sup>rd</sup> November, 2018.
- The remote e-voting facility was kept open from Thursday, 29<sup>th</sup> November, 2018 (9:00 a.m.) to Friday, 28<sup>th</sup> December, 2018 (5:00 p.m.)
- As prescribed in clause (v) of sub-rule (4) of Rule 20 read with sub-rule (3) of Rule 22 of the Companies (Management and Administration Rules), 2014, as amended from time to time, the Company also released an advertisement in 'Free Press Journal' in English language having country-wide circulation dated 29<sup>th</sup> November, 2018 and in 'Nav Shakti, in Marathi language dated 29<sup>th</sup> November, 2018. The notice published in the Newspapers carried the information as specified under the said Rules.
- The votes were unblocked on Friday, 28<sup>th</sup> December, 2018 after 5.00 p.m. (IST) in the presence of two witnesses who are not in the employment of the Company.
- All postal ballot forms received up to Friday, 28<sup>th</sup> December, 2018, being the last date fixed by the Company for the receipt of the forms, were considered for my scrutiny. All votes cast on NSDL remote e-voting platform up to 5.00 p.m. on Friday, 28<sup>th</sup> December, 2018 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 were kept separately.



**The combined results of the Remote e-voting together with voting conducted by Postal Ballot are as under:**

Details	Remote E-voting		Postal Ballot		Total voting	
	Equity	Class B (Series 1) Shares	Equity	Class B (Series 1) Shares	Equity	Class B (Series 1) Shares
Number of members who cast their votes	224	66	91	39	315	105
Total number of shares held by them	329557215	21389985	460649	2209	330017864	21392194
Valid votes	<b>As per details provided in the Resolution mentioned hereunder.</b>					
Invalid votes	<b>As per details provided in the Resolution mentioned hereunder.</b>					

Note: Computation of voting rights have made after including both the class of shares i.e. Equity and Class B (Series 1) Shares. Equity Shares has 1 vote for each share held and Class B (Series 1) shares have 3 votes for 4 shares held.



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

Approval for acceptance of Deposits from public and members of the company.

**Equity Shares and Class B (Series 1) Shares**

Manner of Voting	Total Votes	Invalid/ Not Voted	Valid Votes
	Nos.	Nos.	Nos.
E-Voting	350947200	1601	350945599
Ballots	462858	17681	445177
<b>Total</b>	<b>351410058</b>	<b>19282</b>	<b>351390776</b>

Resolution Required : (Special)				1 - Approval for Acceptance of Deposits from Public and 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 VR 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]	$[3]=\frac{[2]}{[1]}*100$	[4]	[5]	$[6]=\frac{[4]}{[2]}*100$	$[7]=\frac{[5]}{[2]}*100$
Promoter and Promoter Group	E-Voting	256447152	249338007	249337999	100.0000	249337999	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
	<b>Total</b>			<b>249337999</b>	<b>100.0000</b>	<b>249337999</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public Institutions	E-Voting	20206141	20163031	5239646	25.9864	456250	4783396	8.7076	91.2924
	Poll			0	0.0000	0	0	0.0000	0.0000
	Postal Ballot			0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>			<b>5239646</b>	<b>25.9864</b>	<b>456250</b>	<b>4783396</b>	<b>8.7076</b>	<b>91.2924</b>
Public Non Institutions	E-Voting	216938654	214247239	96367954	44.9798	96282447	85507	99.9113	0.0887
	Poll			0	0.0000	0	0	0.0000	0.0000
	Postal Ballot			445177	0.2078	444996	181	99.9593	0.0407
	<b>Total</b>			<b>96813131</b>	<b>45.1876</b>	<b>96727443</b>	<b>85688</b>	<b>99.9115</b>	<b>0.0885</b>
<b>Total</b>		<b>493591947</b>	<b>483748277</b>	<b>351390776</b>	<b>72.6392</b>	<b>346521692</b>	<b>4869084</b>	<b>98.6143</b>	<b>1.3857</b>





**2. Item No. 2 of the Notice (As a Special Resolution)**

Alteration of Object clause of Memorandum of Association of the company.

**Equity Shares and Class B (Series 1) Shares**

Manner of Voting	Total Votes	Invalid/ Not Voted	Valid Votes
	Nos.	Nos.	Nos.
E-Voting	350947200	2001	350945199
Ballots	462858	18918	443940
<b>Total</b>	<b>351410058</b>	<b>20919</b>	<b>351389139</b>

Resolution Required : (Special)				2 - Alteration of Object Clause of Memorandum of Association of the Company					
Whether promoter/ promoter group are interested in the agenda/resolution?				No					
Category	Mode of Voting	No. of shares held	No. of VR 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]	$[3]=\frac{[2]}{[1]}*100$	[4]	[5]	$[6]=\frac{[4]}{[2]}*100$	$[7]=\frac{[5]}{[2]}*100$
Promoter and Promoter Group	E-Voting	256447152	249338007	249337999	100.0000	249337999	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
	<b>Total</b>			<b>249337999</b>	<b>100.0000</b>	<b>249337999</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public Institutions	E-Voting	20206141	20163031	5239646	25.9864	5239646	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
	<b>Total</b>			<b>5239646</b>	<b>25.9864</b>	<b>5239646</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public Non Institutions	E-Voting	216938654	214247239	96367554	44.9796	96359418	8136	99.9916	0.0084
	Poll			0	0.0000	0	0	0.0000	0.0000
	Postal Ballot			443940	0.2072	443739	201	99.9547	0.0453
	<b>Total</b>			<b>96811494</b>	<b>45.1868</b>	<b>96803157</b>	<b>8337</b>	<b>99.9914</b>	<b>0.0086</b>
<b>Total</b>		<b>493591947</b>	<b>483748277</b>	<b>351389139</b>	<b>72.6388</b>	<b>351380802</b>	<b>8337</b>	<b>99.9976</b>	<b>0.0024</b>



### 3. Item No. 3 of the Notice (As a Special Resolution)

Alteration of Articles of Association of the company

#### Equity Shares and Class B (Series 1) Shares

Manner of Voting	Total Votes	Invalid/ Not Voted	Valid Votes
	Nos.	Nos.	Nos.
E-Voting	350947200	0	350947200
Ballots	462858	18918	443940
<b>Total</b>	<b>351410058</b>	<b>18918</b>	<b>351391140</b>

Resolution Required : (Special)				3 - Alteration of Articles of Association of the Company					
Whether promoter/ promoter group are interested in the agenda/resolution?				No					
Category	Mode of Voting	No. of shares held	No. of VR 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	256447152	249338007	249337999	100.0000	249337999	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
	<b>Total</b>			<b>249337999</b>	<b>100.0000</b>	<b>249337999</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public Institutions	E-Voting	20206141	20163031	5239646	25.9864	156250	5083396	2.9821	97.0179
	Poll			0	0.0000	0	0	0.0000	0.0000
	Postal Ballot			0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>			<b>5239646</b>	<b>25.9864</b>	<b>156250</b>	<b>5083396</b>	<b>2.9821</b>	<b>97.0179</b>
Public Non Institutions	E-Voting	216938654	214247239	96369555	44.9805	96281867	87688	99.9090	0.0910
	Poll			0	0.0000	0	0	0.0000	0.0000
	Postal Ballot			443940	0.2072	443739	201	99.9547	0.0453
	<b>Total</b>			<b>96813495</b>	<b>45.1877</b>	<b>96725606</b>	<b>87889</b>	<b>99.9092</b>	<b>0.0908</b>
<b>Total</b>		<b>493591947</b>	<b>483748277</b>	<b>351391140</b>	<b>72.6393</b>	<b>346219855</b>	<b>5171285</b>	<b>98.5283</b>	<b>1.4717</b>




The Resolution mentioned in the Notice as per the details given above stand passed under remote e-voting and voting conducted by postal ballot with the requisite majority.

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 remote e-voting and voting conducted by postal ballot by the Members of the Company. The postal ballot papers and all other relevant records relating to remote e-voting and physical Postal Ballot are under my safe custody and will be handed to the Company Secretary / Authorized Person of the Company for safe keeping.

Thanking You,


Yours Faithfully

  
Virendra G. Bhatt  
ACS- 1157  
COP-124



Date: 29<sup>th</sup> December, 2018  
Place: Mumbai


Witnesses:

  
Parbat V. Chaudhari

  
Vishwas Y Salvi

Countersigned and received the Report

For Future Enterprises Limited

  
Company Secretary

Date: 29<sup>th</sup> December, 2018  
Place: Mumbai