

November 08, 2019

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

BSE Scrip Code: 523574 / 570002

NSE Scrip Symbol: FEL / FELDVR

BSE Debt Scrip Codes: 952009-10-53-54-74-75-97-98 / 952715-717-718-721-880-881-883 / 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 / 958501-02, 841-842

Dear Sir / Madam,

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

Sub: Proceedings of Extraordinary General Meeting.

Pursuant to provisions of Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**SEBI Regulations**"), please find enclosed herewith a summary of the proceedings of the Extraordinary General Meeting of the Company held on Friday, November 08, 2019 at 03:00 P.M. at Rangaswar Hall, Fourth Floor, Y. B. Chavan Centre, Gen. Jagannath Bhosale Marg, Mumbai - 400 021 ("**EGM**") as **Annexure - 1**.

Further, in terms of Regulation 44(3) of the SEBI Regulations, please find enclosed herewith details of voting results in respect of the matters transacted at the said EGM as **Annexure - 2**.

Report submitted by the Scrutiniser, Mr. Virendra Bhatt, Practicing Company Secretary, for E-voting and voting done through physical ballot paper at the EGM is also enclosed herewith as **Annexure - 3**.

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

Thanking you,

Yours faithfully,

For Future Enterprises Limited



Deepak Tanna
Company Secretary

Encl: as above



Summary of the proceedings of the Extraordinary General Meeting

The Extraordinary General Meeting (“EGM”) of the Members of Future Enterprises Limited (“the Company”) was convened on Friday, November 08, 2019 at 03:00 P.M. at Rangaswar, Fourth Floor, Y. B. Chavan Centre, Gen. Jagannath Bhosale Marg, Mumbai - 400 021 and concluded at 03:45 P.M.

- Mr. V. K. Chopra, Chairman of the Company chaired the Extraordinary General Meeting. The businesses to be transacted at the Meeting were taken up as the requisite quorum was present. 107 Members were present in person or through proxy at the Meeting. Requisite quorum was present throughout the Meeting.
- Due to sudden travel plans, Mr. Haresh Chawla, Ms. Bala C Deshpande and Mr. Anandakrishnan Chandrasekaran expressed their inability to attend the Meeting. With the consent of the Members present, the Notice convening the Meeting along with explanatory statement were taken as read.
- The Chairman for the Meeting took up the items of Special Business before the Meeting, as listed under Serial No. 1 to 3 below. He gave the Members an opportunity to ask questions or seek clarifications on the Agenda items and responded to the queries raised.
- Facility for casting votes by remote e-voting was provided to Members from Monday, November 04, 2019 (09.00 A.M.) to Thursday, November 07, 2019 (05.00 P.M.). Facility for voting was also provided at the Meeting through physical ballot paper.
- The Chairman also informed that the Board of Directors of the Company has appointed Mr. Virendra Bhatt, Practicing Company Secretary as a Scrutiniser to supervise the remote e-voting and voting through ballot paper at the Meeting.

The following items as set out in the Notice convening EGM were transacted at the Meeting:

Sr. No.	Details of the Items	Resolution required (Ordinary / Special)
1	Appointment of Mr. Anandakrishnan Chandrasekaran (DIN: 08535001) as a Director of the Company;	Ordinary
2	Approval for entering into Material Related Party Transaction(s);	Ordinary
3	Approval to Sell / transfer the Assets of the Company to Future Retail Limited.	Special

The Chairman authorised the Company Secretary to carry out the process of voting at the EGM through Physical Ballot Paper.

The Chairman thanked the Members for attending and participating in the Meeting. All the Resolutions as contained in the Notice calling the said EGM were passed by the Members with the requisite majority.



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

Day & Date of the Extraordinary General Meeting	Friday, November 08, 2019
Total number of Members on record date	November 01, 2019 (Cut-off date for reckoning the voting rights of the Members) Total number of Members: 65712
No. of Members present in the meeting either in person or through proxy	
Promoters and Promoter Group	15
Public	92
Total	107
No. of Members attended the meeting through Video Conferencing	
Promoters and Promoter Group	None
Public	None
Total	None

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



Resolution Required : (Ordinary)			1 - Appointment of Mr. Anandkrishnan Chandrasekaran (DIN: 08535001) as a Director 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]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100
Promoter and Promoter Group	E-Voting	256447152	249336409	97.2272	249336409	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		249336409	97.2272	249336409	0	100.0000	0.0000
Public Institutions	E-Voting	20784901	4178356	20.1028	4178356	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		4178356	20.1028	4178356	0	100.0000	0.0000
Public Non Institutions	E-Voting	216359894	111058372	51.3304	111056881	1491	99.9987	0.0013
	Poll		268711	0.1242	268711	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		111327083	51.4546	111325592	1491	99.9987	0.0013
Total		493591947	364841848	73.9157	364840357	1491	99.9996	0.0004

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



Resolution Required : (Ordinary)			2 - Approval for entering into Material Related Party Transaction(s).					
Whether promoter/ promoter group are interested in the agenda/resolution?			Yes					
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	256447152	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 Institutions	E-Voting	20784901	4178356	20.1028	20530	4157826	0.4913	99.5087
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		4178356	20.1028	20530	4157826	0.4913	99.5087
Public Non Institutions	E-Voting	216359894	111058372	51.3304	111051719	6653	99.9940	0.0060
	Poll		268711	0.1242	268711	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		111327083	51.4546	111320430	6653	99.9940	0.0060
Total		493591947	115505439	23.4010	111340960	4164479	96.3946	3.6054

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



Resolution Required : (Special)			3 - Approval to Sell /transfer the Assets of the Company to Future Retail Limited.					
Whether promoter/ promoter group are interested in the agenda/resolution?			Yes					
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	256447152	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 Institutions	E-Voting	20784901	4178356	20.1028	20530	4157826	0.4913	99.5087
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		4178356	20.1028	20530	4157826	0.4913	99.5087
Public Non Institutions	E-Voting	216359894	111058372	51.3304	111050269	8103	99.9927	0.0073
	Poll		268711	0.1242	268711	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		111327083	51.4546	111318980	8103	99.9927	0.0073
Total		493591947	115505439	23.4010	111339510	4165929	96.3933	3.6067

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



Virendra Bhatt

Company Secretary

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Bandra Kurla Complex,
Bandra East, Mumbai - 400 051.

Tel. : 022 - 2652 9367 / 68

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To,
The Chairman
Future Enterprises Limited

Extraordinary General Meeting of the members of **Future Enterprises Limited**(CIN: L52399MH1987PLC044954) held at Rangaswar, Fourth Floor, Y. B. Chavan Centre, Gen. Jagannath Bhosale Marg, Mumbai - 400 021 on Friday, November 08, 2019 at 3:00 P.M.

Sub.: Passing of the Resolution(s) through remote e-voting and ballot papers pursuant to Sections 108 and 109 of the Companies Act, 2013 read with Rules 20 and 21 of the Companies (Management and Administration) Rules, 2014, as amended and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The Board of Directors of Future Enterprises Limited (hereinafter referred to as "the Company") at its meeting held on October 12, 2019 has appointed me as the Scrutinizer for the remote e-voting process as well as to scrutinize the voting through Physical ballot papers received from the members at the venue of the Extraordinary General Meeting pursuant to Sections 108 and 109 of the Companies Act, 2013 read with Rules 20 and 21 of the Companies (Management and Administration) Rules, 2014, as amended and in accordance with the Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. I say, I am familiar and well versed with the concept of electronic voting system as prescribed under the said Rules.

Report on Scrutiny:

- The Company has 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.
- M/s Link Intime India Private Limited is the Registrar and Share Transfer Agent of the Company.
- NSDL has provided a system for recording the votes of the Members electronically on all items of the business (Special business) sought to be transacted at the Extraordinary General Meeting of the Company, which was held on Friday, November 08, 2019.



- NSDL had set up electronic voting facility on their website <https://www.evoting.nsdl.com>. The Company has uploaded all the items of the business to be transacted at the Extraordinary General Meeting on the website of the Company and also on website of NSDL to facilitate their members to cast their vote through remote e-voting.
- The Cut-off date for determining members for the dispatch of the Notice of the Extraordinary General Meeting was October 11, 2019 (Physical & E-mail) and as on that date, there were 66,250 members of the Company. The Company had sent the notices of the Extraordinary General Meeting and e-voting process by E-mail and by post to 66,250 members.
- The Company has completed the dispatch of the Notices in physical form and Email to the members on October 15, 2019.
- The Notices sent (both through email 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.
- The Cut-off date for the purposes of identifying the Members who will be entitled to vote on the resolutions placed for approval of the Members was November 01, 2019.
- As prescribed in the aforesaid Rules, the remote e-voting facility was kept open for four days from Monday, November 04, 2019 at 09:00 A.M. (IST) to Thursday, November 07, 2019 till 05:00 P.M. (IST).
- As prescribed in clause (v) of sub-rule 4 of the Rule 20, the Company also released an advertisement, which was published atleast 21 days before the date of the Extraordinary General Meeting in English language in 'The Free Press Journal' Newspaper dated October 16, 2019 having country-wide circulation and in Marathi language in 'Navshakti' Newspaper dated October 16, 2019. The Notice published in the Newspapers carried the required information as specified in sub-rule 4 (v) (a) to (h) of the said Rule 20 of the Companies (Management and Administration) Rules, 2014.
- At the end of e-voting period on November 07, 2019 at 5:00 P.M., the voting period portal of the NSDL was blocked herewith.
- At the venue of the Extraordinary General Meeting of the Company held on November 08, 2019, the facility to vote through ballot papers was made available to facilitate those members present in the meeting but could not participate in the remote e-voting to cast their votes.
- After the voting at the Extraordinary General Meeting was concluded, the locked



ballot box was subsequently opened in the presence of two persons as witnesses, as mentioned above, and ballot papers were diligently scrutinized. The ballot papers were reconciled with the records maintained by the Company / Registrar and Transfer Agents of the Company and the authorizations / proxies lodged with the company.

- On November 08, 2019 after counting of the votes conducted at the venue of the Extraordinary General Meeting through ballot papers, the votes cast through remote e-voting facility was duly unblocked by me as a Scrutinizer in the presence of Mr. Vishwas Salvi and Ms. Ruchita Panchal who acted as the witnesses, as prescribed in sub-rule 4 (xii) of the said Rule 20 of the Companies (Management and Administration) Rules, 2014.
- Thereafter, I as a Scrutinizer, duly compiled the details of remote e-voting and the facility of voting through ballot papers provided at the venue of the Extraordinary General Meeting the details of which are as follows:

The combined result of the remote e-voting together with that of the voting concluded at the Extraordinary General Meeting by way of ballot papers are as under:

Details	Remote E-voting		Voting through ballot papers at the Extraordinary General Meeting		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	133	47	25	4	158	51
Total number of shares held by them	343055359	21517778	268696	15	343324055	21517793
Valid votes	As per details provided in the Resolution mentioned hereunder.					
Invalid votes	As per details provided in the Resolution mentioned hereunder.					

Note: Computation of voting rights have been 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.



• **SPECIAL BUSINESS**

1. Item No. 1 of the Notice (As an Ordinary Resolution)

Appointment of Mr. Anandkrishnan Chandrasekaran (DIN: 08535001) as a Director 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	364573137	0	364573137
Ballots	268711	0	268711
Total	364841848	0	364841848

The Result of the E voting and Poll is as under:								
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	256447152	249336409	97.2272	249336409	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Total		249336409	97.2272	249336409	0	100.0000	0.0000
Public Institutions	E-Voting	20784901	4178356	20.1028	4178356	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Total		4178356	20.1028	4178356	0	100.0000	0.0000
Public Non Institutions	E-Voting	216359894	111058372	51.3304	111056881	1491	99.9987	0.0013
	Poll		268711	0.1242	268711	0	100.0000	0.0000
	Total		111327083	51.4546	111325592	1491	99.9987	0.0013
Total		493591947	364841848	73.9157	364840357	1491	99.9996	0.0004



2. Item No. 2 of the Notice (As an Ordinary Resolution)

Approval for entering into Material Related Party Transaction(s).

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

Manner of Voting	Total Votes	Invalid/ Not Voted	Valid Votes
	Nos.	Nos.	Nos.
E-Voting	115236728	0	115236728
Ballots	268711	0	268711
Total	115505439	0	115505439

The Result of the E voting and Poll is as under:								
Whether promoter/ promoter group are interested in the agenda/resolution?			YES					
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	256447152	0	0.0000	0	0	0.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Total		0	0.0000	0	0	0.0000	0.0000
Public Institutions	E-Voting	20784901	4178356	20.1028	20530	4157826	0.4913	99.5087
	Poll		0	0.0000	0	0	0.0000	0.0000
	Total		4178356	20.1028	20530	4157826	0.4913	99.5087
Public Non Institutions	E-Voting	216359894	111058372	51.3304	111051719	6653	99.9940	0.0060
	Poll		268711	0.1242	268711	0	100.0000	0.0000
	Total		111327083	51.4546	111320430	6653	99.9940	0.0060
Total		493591947	115505439	23.4010	111340960	4164479	96.3946	3.6054



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

Approval to Sell /transfer the Assets of the Company to Future Retail Limited

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

Manner of Voting	Total Votes	Invalid/ Voted	Not	Valid Votes
	Nos.	Nos.		Nos.
E-Voting	364573137	249336409		115236728
Ballots	268711	0		268711
Total	364841848	249336409		115505439

The Result of the E voting and Poll is as under:

Whether promoter/ promoter group are interested in the agenda/resolution?			YES					
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	256447152	0	0.0000	0	0	0.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Total		0	0.0000	0	0	0.0000	0.0000
Public Institutions	E-Voting	20784901	4178356	20.1028	20530	4157826	0.4913	99.5087
	Poll		0	0.0000	0	0	0.0000	0.0000
	Total		4178356	20.1028	20530	4157826	0.4913	99.5087
Public Non Institutions	E-Voting	216359894	111058372	51.3304	111050269	8103	99.9927	0.0073
	Poll		268711	0.1242	268711	0	100.0000	0.0000
	Total		111327083	51.4546	111318980	8103	99.9927	0.0073
Total		493591947	115505439	23.4010	111339510	4165929	96.3933	3.6067





All the Resolutions mentioned in the notice of Extraordinary General Meeting as per the details given above stand passed under remote e-voting and voting conducted at Extraordinary General Meeting by way of ballot papers with the requisite majority and hence deemed to be passed as on date of the Extraordinary General Meeting.

I hereby confirm that I am maintaining the Registers received from the NSDL both electronically and manually, in respect of the votes cast through remote e-voting and voting conduct at Extraordinary General Meeting by way of ballot papers by the Members of the Company. The ballot papers and all other relevant records relating to e-voting and physical voting is under my safe custody and will be handed to the Company Secretary for safe keeping, after the Chairman signs the Minutes of the Extraordinary General Meeting.

Thanking You,

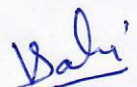
Yours Faithfully



Virendra G. Bhatt
ACS No.: 1157
COP No.: 124


Date: 08th November, 2019

Place: Mumbai

Witnesses:



Mr. Vishwas Salvi



Ms. Ruchita Panchal

Countersigned

For Future Enterprises Limited


Chairman/Company Secretary