

July 31, 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,

Sub.: Proceedings of Annual 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 31st Annual General Meeting of the Company held on Tuesday, 30th July, 2019 at 04.30 pm at Rangaswar Hall, 4th Floor, Y. B. Chavan Centre, Gen. Jagannath Bhosale Marg, Mumbai - 400 021 ("**AGM**") 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 AGM as **Annexure - 2**.

Report submitted by the Scrutinizer, Mr. Virendra Bhatt, Practicing Company Secretary, for E-voting and voting done through physical ballot paper at the AGM 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



Summary of the proceedings of the 31st Annual General Meeting

The 31st Annual General Meeting (“AGM”) of the Members of Future Enterprises Limited (“the Company”) was convened on Tuesday, 30th July, 2019 at 04:30 pm at Rangaswar Hall, 4th Floor, Y. B. Chavan Centre, Gen. Jagannath Bhosale Marg, Mumbai - 400 021 and concluded at 05.20 pm.

- Mr. Kishore Biyani, Vice Chairman of the Company chaired the Annual General Meeting. The businesses to be transacted at the Meeting were taken up as the requisite quorum was present 109 Members were present in person or through proxy at the Meeting. Requisite quorum was present throughout the Meeting. For the business listed at serial no. 2, 3 & 14 Mr. Anil Harish has occupied the Chair, as same were pertaining to re-appointment of Mr. Vijay Biyani, as Director, payment of remuneration of Mr. Vijay Biyani as Managing Director and related party transaction(s).
- The Chairman for the Meeting took up the items of Ordinary Business and Special Business before the Meeting, as listed under Serial Nos. 1 to 14 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 9.00 am on 26th July, 2019 to 5.00 pm on 29th July, 2019. Facility for voting was also provided at the Meeting through physical ballot paper.

The following items as set out in the Notice convening 31st AGM were transacted at the Meeting:

Sr. No.	Details of the Items	Resolution required (Ordinary / Special)
1	To receive, consider and adopt the Standalone and Consolidated Audited Financial Statements of the Company for the financial year ended March 31, 2019 together with the reports of the Board of Directors and Auditors thereon;	Ordinary
2	To appoint a Director in place of Mr. Vijay Biyani (DIN: 00005827), who retires by rotation and being eligible, offers himself for re-appointment;	Ordinary
3	Approval for payment of remuneration to Mr. Vijay Biyani, Managing Director of the Company in terms of regulation 17(6)(e) of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015;	Special
4	Appointment of Mr. Haresh Chawla (DIN:00029828) as a Director of the Company;	Ordinary
5	Re-appointment of Mr. V. K. Chopra (DIN:02103940) as an Independent Director of the Company;	Special
6	Re-appointment of Ms. Bala Despande (DIN:00020130) as an Independent Director of the Company;	Special
7	Re-appointment of Mr. Dinesh Maheshwari as Executive Director & Chief Financial Officer of the Company and payment of remuneration thereof;	Special
8	Issue of Securities on Private Placement Basis;	Special



9	Approval of Future Enterprises Limited Employee Stock Option Plan, 2019 and Grant of Employees Stock Options / Restricted Stock Units to the employees of the Company thereunder;	Special
10	Grant of Employees Stock Option / Restricted Stock Units to the employees of the Subsidiary Company(ies) of the Company under Future Enterprises Limited Employee Stock Option Plan, 2019;	Special
11	Grant of Employees Stock Option / Restricted Stock Units to the Employees of the Company and that of the Subsidiary Company(ies) by way of secondary acquisition under Future Enterprises Limited Employee Stock Option Plan, 2019;	Special
12	Approval of Trust Route for implementations of Future Enterprises Limited Employee Stock Option Plan, 2019;	Special
13	Provision of money by the Company for purchase of its own shares by the trust/ trustees for benefit of employees under Future Enterprises Limited Employee Stock Option Plan, 2019;	Special
14	Approval for entering into Material Related Party Transaction(s).	Ordinary

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

The Chairman thanked the Members for attending and participating in the Meeting. All the Resolutions as contained in the Notice calling the said AGM 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

Date of the Annual General Meeting	30th July,2019
Total number of shareholders on record date	66,812 (as on 23rd July, 2019)
No. of shareholders present in the meeting either in person or through proxy	
Promoters and Promoter Group	15
Public	94
Total	109
No. of Shareholders attended the meeting through Video Conferencing	
Promoters and Promoter Group	None
Public	None
Total	-

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



Resolution Required : (Ordinary)			1 - To receive, consider and adopt the Standalone and Consolidated Audited Financial Statements of the Company for the Financial Year ended March 31, 2019 together with the reports of the Board of Directors and of Auditors thereon.					
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	249337999	97.2278	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
	Total		249337999	97.2278	249337999	0	100.0000	0.0000
Public Institutions	E-Voting	20648608	9309258	45.0842	9309258	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		9309258	45.0842	9309258	0	100.0000	0.0000
Public Non Institutions	E-Voting	216496187	91902661	42.4500	91900736	1925	99.9979	0.0021
	Poll		1182621	0.5463	1182621	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		93085282	42.9963	93083357	1925	99.9979	0.0021
Total		493591947	351732539	71.2598	351730614	1925	99.9995	0.0005



Resolution Required : (Ordinary)		2 - To appoint a Director in place of Mr. Vijay Biyani (DIN: 00005827), who retires by rotation and being eligible, offers himself for re-appointment.						
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	249337999	97.2278	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
	Total		249337999	97.2278	249337999	0	100.0000	0.0000
Public Institutions	E-Voting	20648608	9513174	46.0717	9513174	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		9513174	46.0717	9513174	0	100.0000	0.0000
Public Non Institutions	E-Voting	216496187	91962703	42.4777	91960378	2325	99.9975	0.0025
	Poll		1182621	0.5463	1182621	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		93145324	43.0240	93142999	2325	99.9975	0.0025
Total		493591947	351996497	71.3133	351994172	2325	99.9993	0.0007



Resolution Required : (Special)			3 - Approval for payment of remuneration to Mr. Vijay Biyani, Managing Director of the Company in terms of regulation 17(6)(e) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.					
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	249337999	97.2278	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
	Total		249337999	97.2278	249337999	0	100.0000	0.0000
Public Institutions	E-Voting	20648608	9513174	46.0717	9513174	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		9513174	46.0717	9513174	0	100.0000	0.0000
Public Non Institutions	E-Voting	216496187	91962633	42.4777	91957303	5330	99.9942	0.0058
	Poll		1182621	0.5463	1182621	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		93145254	43.0240	93139924	5330	99.9943	0.0057
Total		493591947	351996427	71.3132	351991097	5330	99.9985	0.0015



Resolution Required : (Ordinary)		4 - Appointment of Mr. Haresh Chawla (DIN: 00029828) 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	249337999	97.2278	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
	Total		249337999	97.2278	249337999	0	100.0000	0.0000
Public Institutions	E-Voting	20648608	9513174	46.0717	9513174	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		9513174	46.0717	9513174	0	100.0000	0.0000
Public Non Institutions	E-Voting	216496187	91962933	42.4779	91958698	4235	99.9954	0.0046
	Poll		1182621	0.5463	1182601	20	99.9983	0.0017
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		93145554	43.0241	93141299	4255	99.9954	0.0046
Total		493591947	351996727	71.3133	351992472	4255	99.9988	0.0012



Resolution Required : (Special)		5 - Re-appointment of Mr. V. K. Chopra (DIN: 02103940) as an Independent 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	249337999	97.2278	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
	Total		249337999	97.2278	249337999	0	100.0000	0.0000
Public Institutions	E-Voting	20648608	9513174	46.0717	8810452	702722	92.6132	7.3868
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		9513174	46.0717	8810452	702722	92.6132	7.3868
Public Non Institutions	E-Voting	216496187	91962433	42.4776	91958039	4394	99.9952	0.0048
	Poll		1182621	0.5463	1182601	20	99.9983	0.0017
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		93145054	43.0239	93140640	4414	99.9953	0.0047
Total		493591947	351996227	71.3132	351289091	707136	99.7991	0.2009



Resolution Required : (Special)			6 - Re-appointment of Ms. Bala Despande (DIN: 00020130) as an Independent 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	249337999	97.2278	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
	Total		249337999	97.2278	249337999	0	100.0000	0.0000
Public Institutions	E-Voting	20648608	9513174	46.0717	8810452	702722	92.6132	7.3868
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		9513174	46.0717	8810452	702722	92.6132	7.3868
Public Non Institutions	E-Voting	216496187	91961503	42.4772	91958709	2794	99.9970	0.0030
	Poll		1182621	0.5463	1182601	20	99.9983	0.0017
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		93144124	43.0234	93141310	2814	99.9970	0.0030
Total		493591947	351995297	71.3130	351289761	705536	99.7996	0.2004



Resolution Required : (Special)			7 - Re-appointment of Mr. Dinesh Maheshwari as Executive Director & Chief Financial Officer of the Company and payment of remuneration thereof.					
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	249337999	97.2278	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
	Total		249337999	97.2278	249337999	0	100.0000	0.0000
Public Institutions	E-Voting	20648608	9513174	46.0717	9513174	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		9513174	46.0717	9513174	0	100.0000	0.0000
Public Non Institutions	E-Voting	216496187	91902760	42.4501	91898630	4130	99.9955	0.0045
	Poll		1182621	0.5463	1182601	20	99.9983	0.0017
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		93085381	42.9963	93081231	4150	99.9955	0.0045
Total		493591947	351936554	71.3011	351932404	4150	99.9988	0.0012



Resolution Required : (Special)			8 - Issue of Securities on Private Placement basis.					
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	249337999	97.2278	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
	Total		249337999	97.2278	249337999	0	100.0000	0.0000
Public Institutions	E-Voting	20648608	9513174	46.0717	9513174	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		9513174	46.0717	9513174	0	100.0000	0.0000
Public Non Institutions	E-Voting	216496187	91962523	42.4777	91959643	2880	99.9969	0.0031
	Poll		1182621	0.5463	1182621	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		93145144	43.0239	93142264	2880	99.9969	0.0031
Total		493591947	351996317	71.3132	351993437	2880	99.9992	0.0008



Resolution Required : (Special)			9 - Approval of Future Enterprises Limited Employee Stock Option Plan, 2019 and Grant of Employee Stock Options/Restricted Stock Units to the employees of the Company thereunder.					
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	249337999	97.2278	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
	Total		249337999	97.2278	249337999	0	100.0000	0.0000
Public Institutions	E-Voting	20648608	9513174	46.0717	4795956	4717218	50.4138	49.5862
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		9513174	46.0717	4795956	4717218	50.4138	49.5862
Public Non Institutions	E-Voting	216496187	91962733	42.4778	91959308	3425	99.9963	0.0037
	Poll		1182621	0.5463	1182621	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		93145354	43.0240	93141929	3425	99.9963	0.0037
Total		493591947	351996527	71.3133	347275884	4720643	98.6589	1.3411



Resolution Required : (Special)			10 - Grant of Employee Stock Options/Restricted Stock Units to the employee of the Subsidiary Company(ies) of the Company under Future Enterprises Limited Employee Stock Option Plan, 2019.					
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	249337999	97.2278	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
	Total		249337999	97.2278	249337999	0	100.0000	0.0000
Public Institutions	E-Voting	20648608	9513174	46.0717	4795956	4717218	50.4138	49.5862
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		9513174	46.0717	4795956	4717218	50.4138	49.5862
Public Non Institutions	E-Voting	216496187	91962733	42.4778	91956403	6330	99.9931	0.0069
	Poll		1182621	0.5463	1182621	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		93145354	43.0240	93139024	6330	99.9932	0.0068
Total		493591947	351996527	71.3133	347272979	4723548	98.6581	1.3419



Resolution Required : (Special)		11 - Grant of Employee Stock Options/Restricted Stock Units to the Employees of Company and that of the Subsidiary Company(ies) by way of secondary acquisition under Future Enterprises Limited Employee Stock Option Plan, 2019.						
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	249337999	97.2278	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
	Total		249337999	97.2278	249337999	0	100.0000	0.0000
Public Institutions	E-Voting	20648608	9513174	46.0717	4795956	4717218	50.4138	49.5862
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		9513174	46.0717	4795956	4717218	50.4138	49.5862
Public Non Institutions	E-Voting	216496187	91962803	42.4778	91957348	5455	99.9941	0.0059
	Poll		1182621	0.5463	1182621	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		93145424	43.0240	93139969	5455	99.9941	0.0059
Total		493591947	351996597	71.3133	347273924	4722673	98.6583	1.3417



Resolution Required : (Special)		12 - Approval of Trust Route for implementations of Future Enterprises Limited Employee Stock Option Plan, 2019.						
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	249337999	97.2278	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
	Total		249337999	97.2278	249337999	0	100.0000	0.0000
Public Institutions	E-Voting	20648608	9513174	46.0717	4795956	4717218	50.4138	49.5862
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		9513174	46.0717	4795956	4717218	50.4138	49.5862
Public Non Institutions	E-Voting	216496187	91962733	42.4778	91959208	3525	99.9962	0.0038
	Poll		1182621	0.5463	1182621	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		93145354	43.0240	93141829	3525	99.9962	0.0038
Total		493591947	351996527	71.3133	347275784	4720743	98.6589	1.3411



Resolution Required : (Special)			13 - Provision of money by the Company for purchase of its own shares by the trust/trustees for the benefit of employees under Future Enterprises Limited Employee Stock Option Plan, 2019.					
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	249337999	97.2278	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
	Total		249337999	97.2278	249337999	0	100.0000	0.0000
Public Institutions	E-Voting	20648608	9513174	46.0717	4795956	4717218	50.4138	49.5862
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		9513174	46.0717	4795956	4717218	50.4138	49.5862
Public Non Institutions	E-Voting	216496187	91962933	42.4779	91960703	2230	99.9976	0.0024
	Poll		1182621	0.5463	1182621	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		93145554	43.0241	93143324	2230	99.9976	0.0024
Total		493591947	351996727	71.3133	347277279	4719448	98.6592	1.3408



Resolution Required : (Ordinary)			14 - 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	20648608	9513174	46.0717	9513174	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		9513174	46.0717	9513174	0	100.0000	0.0000
Public Non Institutions	E-Voting	216496187	91962933	42.4779	91960703	2230	99.9976	0.0024
	Poll		1182621	0.5463	1182621	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		93145554	43.0241	93143324	2230	99.9976	0.0024
Total		493591947	102658728	20.7983	102656498	2230	99.9978	0.0022

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

For Future Enterprises Limited



Deepak Tanna
Company Secretary



Virendra Bhatt

Company Secretary

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To,
The Chairman
Future Enterprises Limited

31st Annual 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 Tuesday, 30th July, 2019 at 4:30 p.m.

Sub: Passing of the Resolution(s) through remote e-voting and Ballot papers pursuant to Section 108 and 109 of the Companies Act, 2013 read with Rule 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 27th May, 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 Annual General Meeting pursuant to Section 108 and 109 of the Companies Act, 2013 read with Rule 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 & 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 (both Ordinary and Special business) sought to be transacted at the 31st Annual General Meeting of the Company, which was held on Tuesday, 30th July, 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 Annual General Meeting on the website of the Company and also on NSDL website 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 Annual General Meeting was 28th June, 2019 (Physical & E-mail) and as on that date, there were 60303 members of the Company. The Company had sent the notices of the Annual General Meeting along with Annual Report 2018-19 and e-voting process by E-mail to 53836 members out of whom transmission of 3639-Equity and 1079-Class B E-mail had bounced back and hence the same were sent to them through speed post. In respect of 11185 members, E-mail IDs were not available, the Annual Report 2018-19 and Notices were sent by speed post. Please note that for 47 cases, the Company had sent the Notice along with Annual Report both by E-mail and physical form as per the requisition of members.
- The Company completed the dispatch of the Notices and Annual Reports in physical form & Email to the members on 4th July, 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 23rd July, 2019.
- As prescribed in the aforesaid Rules, the Remote e-voting facility was kept open for four days from Friday, 26th July, 2019 at 9:00 a.m. (IST) to Monday, 29th July, 2019 till 5:00 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 more than 21 days before the date of the Annual General Meeting in English language in 'Free Press Journal' newspapers dated 6th July, 2019 having country-wide circulation and in Marathi language in 'Navshakti' newspaper dated 6th July, 2019. The notice published in the newspaper 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 29th July, 2019 at 5:00 p.m., the voting period portal of the NSDL was blocked herewith.
- At the venue of the 31st Annual General Meeting of the Company held on 30th July, 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.

- On 30th July, 2019, after counting of the votes conducted at the venue of the Annual General Meeting through Ballot papers, the votes cast through Remotes e-voting facility was duly unblocked by me as a Scrutinizer in the presence of Mr. Parbat Chaudhari 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.
- After the voting at the Annual General Meeting was concluded, the locked ballot box was subsequently opened in the presence of two persons as witnesses, as mentioned above, and Poll papers were diligently scrutinized. The poll 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.
- 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 Annual 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 Annual General Meeting by way of Ballot papers are as under:

Details	Remote e-voting	Voting through Ballot paper at Annual General Meeting	Total voting
	Equity & Class B (Series 1) Shares	Equity & Class B (Series1) Shares	Equity & Class B (Series 1) Shares
Number of member who cast their votes	187	64	251
Total number of shares held by them	357948595	1182636	359131231
Valid votes	As per details provided in each one of the Resolution(s) mentioned hereunder.		
Invalid votes	As mentioned under each Resolution		

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.



• **ORDINARY BUSINESS**

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

To receive, consider and adopt the Standalone and Consolidated Audited Financial Statements of the Company for the Financial Year ended 31st March, 2019 together with the reports of the Board of Directors and of Auditors thereon;

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

Manner of Voting	Total Votes	Invalid/ Not Voted	Valid Votes
	Nos.	Nos.	Nos.
E-Voting	357948595	264188	357684407
Ballots	1182636	15	1182621
Total	359131231	264203	358867028

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	249337999	97.2278	249337999	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Total		249337999	97.2278	249337999	0	100.0000	0.0000
Public Institutions	E-Voting	20648608	9309258	45.0842	9309258	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Total		9309258	45.0842	9309258	0	100.0000	0.0000
Public Non Institutions	E-Voting	216496187	91902661	42.4500	91900736	1925	99.9979	0.0021
	Poll		1182621	0.5463	1182621	0	100.0000	0.0000
	Total		93085282	42.9963	93083357	1925	99.9979	0.0021
Total		493591947	351732539	71.2598	351730614	1925	99.9995	0.0005



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

To appoint a Director in place of Mr. Vijay Biyani (DIN: 00005827), who retires by rotation and being eligible, offers himself for re-appointment;

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

Manner of Voting	Total Votes	Invalid/ Not Voted	Valid Votes
	Nos.	Nos.	Nos.
E-Voting	357948595	30	357948565
Ballots	1182636	15	1182621
Total	359131231	45	359131186

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 outstandin g shares	No. of Votes - in favour	No. of Votes - Agains t	% 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	249337999	97.2278	249337999	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Total		249337999	97.2278	249337999	0	100.0000	0.0000
Public Institutions	E-Voting	20648608	9513174	46.0717	9513174	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Total		9513174	46.0717	9513174	0	100.0000	0.0000
Public Non Institutions	E-Voting	216496187	91962703	42.4777	91960378	2325	99.9975	0.0025
	Poll		1182621	0.5463	1182621	0	100.0000	0.0000
	Total		93145324	43.0240	93142999	2325	99.9975	0.0025
Total		493591947	351996497	71.3133	351994172	2325	99.9993	0.0007



• **SPECIAL BUSINESS**

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

Approval for payment of remuneration to Mr. Vijay Biyani, Managing Director of the Company in terms of regulation 17(6)(e) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

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

Manner of Voting	Total Votes	Invalid/ Not Voted	Valid Votes
	Nos.	Nos.	Nos.
E-Voting	357948595	0	357948595
Ballots	1182636	15	1182621
Total	359131231	15	359131216

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	249337999	97.2278	249337999	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Total		249337999	97.2278	249337999	0	100.0000	0.0000
Public Institutions	E-Voting	20648608	9513174	46.0717	9513174	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Total		9513174	46.0717	9513174	0	100.0000	0.0000
Public Non Institutions	E-Voting	216496187	91962633	42.4777	91957303	5330	99.9942	0.0058
	Poll		1182621	0.5463	1182621	0	100.0000	0.0000
	Total		93145254	43.0240	93139924	5330	99.9943	0.0057
Total		493591947	351996427	71.3132	351991097	5330	99.9985	0.0015



4. Item No. 4 of the Notice (As an Ordinary Resolution)

Appointment of Mr. Haresh Chawla (DIN: 00029828) 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	357948595	0	357948595
Ballots	1182636	15	1182621
Total	359131231	15	359131216

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	249337999	97.2278	249337999	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Total		249337999	97.2278	249337999	0	100.0000	0.0000
Public Institutions	E-Voting	20648608	9513174	46.0717	9513174	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Total		9513174	46.0717	9513174	0	100.0000	0.0000
Public Non Institutions	E-Voting	216496187	91962933	42.4779	91958698	4235	99.9954	0.0046
	Poll		1182621	0.5463	1182601	20	99.9983	0.0017
	Total		93145554	43.0241	93141299	4255	99.9954	0.0046
Total		493591947	351996727	71.3133	351992472	4255	99.9988	0.0012



5. Item No. 5 of the Notice (As a Special Resolution)

Re-appointment of Mr. V. K. Chopra (DIN: 02103940) as an Independent 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	357948595	0	357948595
Ballots	1182636	15	1182621
Total	359131231	15	359131216

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	249337999	97.2278	249337999	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Total		249337999	97.2278	249337999	0	100.0000	0.0000
Public Institutions	E-Voting	20648608	9513174	46.0717	8810452	702722	92.6132	7.3868
	Poll		0	0.0000	0	0	0.0000	0.0000
	Total		9513174	46.0717	8810452	702722	92.6132	7.3868
Public Non Institutions	E-Voting	216496187	91962433	42.4776	91958039	4394	99.9952	0.0048
	Poll		1182621	0.5463	1182601	20	99.9983	0.0017
	Total		93145054	43.0239	93140640	4414	99.9953	0.0047
Total		493591947	351996227	71.3132	351289091	707136	99.7991	0.2009



6. Item No. 6 of the Notice (As a Special Resolution)

Re-appointment of Ms. Bala Despande (DIN: 00020130) as an Independent 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	357948595	1130	357947465
Ballots	1182636	15	1182621
Total	359131231	1145	359130086

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	249337999	97.2278	249337999	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Total		249337999	97.2278	249337999	0	100.0000	0.0000
Public Institutions	E-Voting	20648608	9513174	46.0717	8810452	702722	92.6132	7.3868
	Poll		0	0.0000	0	0	0.0000	0.0000
	Total		9513174	46.0717	8810452	702722	92.6132	7.3868
Public Non Institutions	E-Voting	216496187	91961503	42.4772	91958709	2794	99.9970	0.0030
	Poll		1182621	0.5463	1182601	20	99.9983	0.0017
	Total		93144124	43.0234	93141310	2814	99.9970	0.0030
Total		493591947	351995297	71.3130	351289761	705536	99.7996	0.2004



7. Item No. 7 of the Notice (As a Special Resolution)

Re-appointment of Mr. Dinesh Maheshwari as Executive Director & Chief Financial Officer of the Company and payment of remuneration thereof.

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

Manner of Voting	Total Votes	Invalid/ Not Voted	Valid Votes
	Nos.	Nos.	Nos.
E-Voting	357948595	60185	357888410
Ballots	1182636	15	1182621
Total	359131231	60200	359071031

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	249337999	97.2278	249337999	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Total		249337999	97.2278	249337999	0	100.0000	0.0000
Public Institutions	E-Voting	20648608	9513174	46.0717	9513174	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Total		9513174	46.0717	9513174	0	100.0000	0.0000
Public Non Institutions	E-Voting	216496187	91902760	42.4501	91898630	4130	99.9955	0.0045
	Poll		1182621	0.5463	1182601	20	99.9983	0.0017
	Total		93085381	42.9963	93081231	4150	99.9955	0.0045
Total		493591947	351936554	71.3011	351932404	4150	99.9988	0.0012



8. Item No. 8 of the Notice (As a Special Resolution)

Issue of Securities on Private Placement Basis.

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

Manner of Voting	Total Votes	Invalid/ Not Voted	Valid Votes
	Nos.	Nos.	Nos.
E-Voting	357948595	10	357948585
Ballots	1182636	15	1182621
Total	359131231	25	359131206

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	249337999	97.2278	249337999	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Total		249337999	97.2278	249337999	0	100.0000	0.0000
Public Institutions	E-Voting	20648608	9513174	46.0717	9513174	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Total		9513174	46.0717	9513174	0	100.0000	0.0000
Public Non Institutions	E-Voting	216496187	91962523	42.4777	91959643	2880	99.9969	0.0031
	Poll		1182621	0.5463	1182621	0	100.0000	0.0000
	Total		93145144	43.0239	93142264	2880	99.9969	0.0031
Total		493591947	351996317	71.3132	351993437	2880	99.9992	0.0008



9. Item No. 9 of the Notice (As a Special Resolution)

Approval of Future Enterprises Limited Employee Stock Option Plan, 2019 and Grant of Employee Stock Options/Restricted Stock Units to the employees of the Company thereunder.

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

Manner of Voting	Total Votes	Invalid/ Not Voted	Valid Votes
	Nos.	Nos.	Nos.
E-Voting	357948595	0	357948595
Ballots	1182636	15	1182621
Total	359131231	15	359131216

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	249337999	97.2278	249337999	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Total		249337999	97.2278	249337999	0	100.0000	0.0000
Public Institutions	E-Voting	20648608	9513174	46.0717	4795956	4717218	50.4138	49.5862
	Poll		0	0.0000	0	0	0.0000	0.0000
	Total		9513174	46.0717	4795956	4717218	50.4138	49.5862
Public Non Institutions	E-Voting	216496187	91962733	42.4778	91959308	3425	99.9963	0.0037
	Poll		1182621	0.5463	1182621	0	100.0000	0.0000
	Total		93145354	43.0240	93141929	3425	99.9963	0.0037
Total		493591947	351996527	71.3133	347275884	4720643	98.6589	1.3411



10. Item No. 10 of the Notice (As a Special Resolution)

Grant of Employee Stock Options/Restricted Stock Units to the employee of the Subsidiary Company(ies) of the Company under Future Enterprises Limited Employee Stock Option Plan, 2019.

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

Manner of Voting	Total Votes	Invalid/ Not Voted	Valid Votes
	Nos.	Nos.	Nos.
E-Voting	357948595	0	357948595
Ballots	1182636	15	1182621
Total	359131231	15	359131216

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	249337999	97.2278	249337999	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Total		249337999	97.2278	249337999	0	100.0000	0.0000
Public Institutions	E-Voting	20648608	9513174	46.0717	4795956	4717218	50.4138	49.5862
	Poll		0	0.0000	0	0	0.0000	0.0000
	Total		9513174	46.0717	4795956	4717218	50.4138	49.5862
Public Non Institutions	E-Voting	216496187	91962733	42.4778	91956403	6330	99.9931	0.0069
	Poll		1182621	0.5463	1182621	0	100.0000	0.0000
	Total		93145354	43.0240	93139024	6330	99.9932	0.0068
Total		493591947	351996527	71.3133	347272979	4723548	98.6581	1.3419



11. Item No. 11 of the Notice (As a Special Resolution)

Grant of Employee Stock Options/Restricted Stock Units to the Employees of Company and that of the Subsidiary Company(ies) by way of secondary acquisition under Future Enterprises Limited Employee Stock Option Plan, 2019.

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

Manner of Voting	Total Votes	Invalid/ Not Voted	Valid Votes
	Nos.	Nos.	Nos.
E-Voting	357948595	0	357948595
Ballots	1182636	15	1182621
Total	359131231	15	359131216

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 outstandin g 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	249337999	97.2278	249337999	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Total		249337999	97.2278	249337999	0	100.0000	0.0000
Public Institutions	E- Voting	20648608	9513174	46.0717	4795956	4717218	50.4138	49.5862
	Poll		0	0.0000	0	0	0.0000	0.0000
	Total		9513174	46.0717	4795956	4717218	50.4138	49.5862
Public Non Institutions	E- Voting	216496187	91962803	42.4778	91957348	5455	99.9941	0.0059
	Poll		1182621	0.5463	1182621	0	100.0000	0.0000
	Total		93145424	43.0240	93139969	5455	99.9941	0.0059
Total		493591947	351996597	71.3133	347273924	4722673	98.6583	1.3417



12. Item No. 12 of the Notice (As a Special Resolution)

Approval of Trust Route for implementations of Future Enterprises Limited Employee Stock Option Plan, 2019.

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

Manner of Voting	Total Votes	Invalid/ Not Voted	Valid Votes
	Nos.	Nos.	Nos.
E-Voting	357948595	12	357948583
Ballots	1182636	15	1182621
Total	359131231	27	36981204

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	249337999	97.2278	249337999	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Total		249337999	97.2278	249337999	0	100.0000	0.0000
Public Institutions	E-Voting	20648608	9513174	46.0717	4795956	4717218	50.4138	49.5862
	Poll		0	0.0000	0	0	0.0000	0.0000
	Total		9513174	46.0717	4795956	4717218	50.4138	49.5862
Public Non Institutions	E-Voting	216496187	91962733	42.4778	91959208	3525	99.9962	0.0038
	Poll		1182621	0.5463	1182621	0	100.0000	0.0000
	Total		93145354	43.0240	93141829	3525	99.9962	0.0038
Total		493591947	351996527	71.3133	347275784	4720743	98.6589	1.3411



13. Item No. 13 of the Notice (As a Special Resolution)

Provision of money by the Company for purchase of its own shares by the trust/trustees for the benefit of employees under Future Enterprises Limited Employee Stock Option Plan, 2019.

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

Manner of Voting	Total Votes	Invalid/ Not Voted	Valid Votes
	Nos.	Nos.	Nos.
E-Voting	357948595	0	357948595
Ballots	1182636	15	1182621
Total	359131231	15	359131216

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 outstandin g 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	249337999	97.2278	249337999	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Total		249337999	97.2278	249337999	0	100.0000	0.0000
Public Institutions	E-Voting	20648608	9513174	46.0717	4795956	4717218	50.4138	49.5862
	Poll		0	0.0000	0	0	0.0000	0.0000
	Total		9513174	46.0717	4795956	4717218	50.4138	49.5862
Public Non Institutions	E-Voting	216496187	91962933	42.4779	91960703	2230	99.9976	0.0024
	Poll		1182621	0.5463	1182621	0	100.0000	0.0000
	Total		93145554	43.0241	93143324	2230	99.9976	0.0024
Total		493591947	351996727	71.3133	347277279	4719448	98.6592	1.3408



14. Item No. 14 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	357948595	256447152	101501443
Ballots	1182636	15	1182621
Total	359131231	256447167	102684064

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	20648608	9513174	46.0717	9513174	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Total		9513174	46.0717	9513174	0	100.0000	0.0000
Public Non Institutions	E-Voting	216496187	91962933	42.4779	91960703	2230	99.9976	0.0024
	Poll		1182621	0.5463	1182621	0	100.0000	0.0000
	Total		93145554	43.0241	93143324	2230	99.9976	0.0024
Total		493591947	102658728	20.7983	102656498	2230	99.9978	0.0022

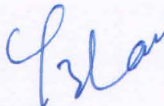
All the Resolutions mentioned in the notice of Annual General Meeting as per the details given above stand passed under Remote e-voting and voting conducted at Annual General Meeting by way of Ballot papers with the requisite majority and hence deemed to be passed as on date of the Annual General Meeting.



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 Annual General Meeting by way of Poll papers by the Members of the Company. The Poll 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 signatures of the Chairman on Minutes of the Annual General Meeting.

Thanking You,

Yours Faithfully



Virendra Bhatt
ACS- 1157
COP-124



Date:31st July, 2019
Place: Mumbai

Witnesses:



Parbat Chaudhari



Ruchita Panchal