

December 30, 2020

Corporate Relationship Department (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

Debt Scrip Code: 952053-54-74-75 / 954328-30-40-43 / 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 / 958501-502-841-842

Dear Sir / Madam,

Sub.: Proceedings of 32nd Annual General Meeting of the Members of the Company

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 32nd Annual General Meeting ("**AGM**") of the Company held on Wednesday, December 30, 2020 at 10.00 am via two-way Video Conferencing ("**VC**") facility or Other Audio Visual Means ("**OAVM**") 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 Scrutiniser, Mr. Virendra Bhatt, Practicing Company Secretary, for e-voting and e-voting conducted 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

Encl.: As above



Future Enterprises Limited

Regd. Off.: Knowledge House, Shyam Nagar, Off Jogeshwari - Vikhroli Link Road, Jogeshwari (East), Mumbai - 400 060
P +91 22 4055 2200, F +91 22 4055 2201, www.felindia.in CIN L52399MH1987PLC044954

Summary of the proceedings of the 32nd Annual General Meeting

The 32nd Annual General Meeting (“AGM”) of the Members of Future Enterprises Limited (“the Company”) was convened on Wednesday, December 30, 2020 at 10:00 am via two-way Video Conferencing (“VC”) facility or Other Audio Visual Means (“OAVM”).

- Mr. V. K. Chopra, 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. At the AGM, 91 Members were present in person and through authorized representatives of the bodies corporate. In view of MCA Circular dated May 12, 2020, requirement of registering proxies was not applicable to this AGM.
- Independent Directors, Chairpersons of the Audit Committee, Stakeholders Relationship Committee and Nomination and Remuneration Committee of the Board and representatives of Statutory Auditors and Secretarial Auditors, were also present at the Meeting through VC.
- The Chairman informed the members that the requisite Statutory Registers were kept open for inspections by any member during the Meeting under a separate link, available at the log in page.
- With consent of the members present, the Notice of the AGM was taken as read. On instructions of the Chairman, the Company Secretary read out the Auditors Reports containing the qualified opinion on Consolidated Financial Statements and relevant explanation by the management thereon.
- On request of Chairman, the Vice-Chairman briefed the meeting about the operational performance, future outlook and updates on the Scheme of Arrangement and on ongoing Amazon matter.
- The Chairman informed the Members that the facility for casting votes by remote e-voting was provided to Members from Saturday, December 26, 2020 (9.00 am) to Tuesday December 29, 2020 (5.00 pm) and the facility for e-voting was also provided during the AGM to those members who did not cast their votes through remote e-voting.
- He further informed the members that, the Board of Directors had appointed Mr. Virendra Bhatt, Practicing Company Secretary, Mumbai as the Scrutiniser to supervise the remote e -voting and e-voting process during the AGM.
- The Chairman then gave the Members an opportunity to ask questions or seek clarifications and thereafter adequate replies were provided to the Members.
- Members who were present at the AGM through VC and had not cast their votes through Remote e-voting, were provided e-voting facility to cast their votes during the AGM. The following business were transacted at the AGM:

**Future Enterprises Limited**

Sr. No.	Details of the Items	Resolution Type (Ordinary / Special)
	Ordinary Business	
1	To receive, consider and adopt the Standalone and Consolidated Audited Financial Statements of the Company for the Financial Year ended March 31, 2020 together with the reports of the Board of Directors and of Auditors thereon.	Ordinary
2	To appoint a Director in place of Mr. Kishore Biyani, (DIN: 00005740) who retires by rotation and being eligible, offers himself for re-appointment	Ordinary
	Special Business	
3	Re-appointment of and payment of remuneration to Mr. Vijay Biyani as Managing Director of the Company	Special
4	Approval for entering into Related Party Transaction(s).	Ordinary

The Chairman announced that the e-voting results along with the consolidated Scrutinizer's Report shall be informed to Stock Exchanges and also be placed on the website of the Company, NSDL and stock exchanges.

Thereafter, the Chairman thanked the Members for attending the AGM and declared the Meeting as concluded. The AGM concluded at 11.05 a.m with vote of thanks to the Chair.

Post completion of AGM, the Scrutinizer submitted their Report after scrutiny of the votes casted through remote e-voting and e-voting during the AGM. As per the report submitted by the Scrutinizer, all the resolutions as contained in the Notice calling the said AGM were passed by the Members with the requisite majority.



Future Enterprises Limited

Details of Voting Result (combined results of votes cast by remote e-voting and e-voting conducted at the AGM as provided by NSDL) in terms of Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015

Day & Date of the Annual General Meeting	Wednesday, December 30, 2020
Total number of shareholders on record date	1,29,906 (as on December 23, 2020)
No. of shareholders present in the meeting either in person or through proxy	
Promoters and Promoter Group	None
Public	None
Total	
No. of Shareholders attended the meeting through Video Conferencing	
Promoters and Promoter Group	14
Public	77
Total	91
Mode of voting:	Remote e-voting and e-voting 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, 2020 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]	$\frac{[3]-[2]}{[1]} \times 100$	[4]	[5]	$\frac{[6]-[4]}{[2]} \times 100$
Promoter and Promoter Group	E-Voting	197187995	190078842	96.3947	190078842	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		190078842	96.3947	190078842	0	100.0000	0.0000
Public Institutions	E-Voting	28072974	756903	2.6962	0	756903	0.0000	100.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		756903	2.6962	0	756903	0.0000	100.0000
Public Non Institutions	E-Voting	269044111	93192244	34.6383	93191626	618	99.9993	0.0007
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		93192244	34.6383	93191626	618	99.9993	0.0007
Total		494305080	284027989	57.4601	283270468	757521	99.7333	0.2667



Future Enterprises Limited

Resolution Required : (Ordinary)			2 - To appoint a Director in place of Mr. Kishore Biyani, (DIN: 00005740) 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]	$[3]=\frac{[2]}{[1]}*100$	[4]	[5]	$[6]=\frac{[4]}{[2]}*100$	$[7]=\frac{[5]}{[2]}*100$
Promoter and Promoter Group	E-Voting	197187995	190078842	96.3947	190078842	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		190078842	96.3947	190078842	0	100.0000	0.0000
Public Institutions	E-Voting	28072974	756903	2.6962	756903	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		756903	2.6962	756903	0	100.0000	0.0000
Public Non Institutions	E-Voting	269044111	93192144	34.6382	93182554	9590	99.9897	0.0103
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		93192144	34.6382	93182554	9590	99.9897	0.0103
Total		494305080	284027889	57.4600	284018299	9590	99.9966	0.0034



Future Enterprises Limited

Regd. Off.: Knowledge House, Shyam Nagar, Off Jogeshwari - Vikhroli Link Road, Jogeshwari (East), Mumbai - 400 060
P +91 22 4055 2200, F +91 22 4055 2201, www.felindia.in

CIN L52399MH1987PLC044954

Resolution Required : (Special)			3 - Re-appointment of and payment of remuneration to Mr. Vijay Biyani as Managing 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]	$[3]=\frac{[2]}{[1]}*100$	[4]	[5]	$[6]=\frac{[4]}{[2]}*100$	$[7]=\frac{[5]}{[2]}*100$
Promoter and Promoter Group	E-Voting	197187995	190078842	96.3947	190078842	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		190078842	96.3947	190078842	0	100.0000	0.0000
Public Institutions	E-Voting	28072974	756903	2.6962	756903	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		756903	2.6962	756903	0	100.0000	0.0000
Public Non Institutions	E-Voting	269044111	93192144	34.6382	93183791	8353	99.9910	0.0090
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		93192144	34.6382	93183791	8353	99.9910	0.0090
Total		494305080	284027889	57.4600	284019536	8353	99.9971	0.0029



Future Enterprises Limited

Regd. Off.: Knowledge House, Shyam Nagar, Off Jogeshwari - Vikhroli Link Road, Jogeshwari (East), Mumbai - 400 060
P +91 22 4055 2200, F +91 22 4055 2201, www.felindia.in

CIN L52399MH1987PLC044954

Resolution Required : (Ordinary)			4 - Approval for entering into 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]	$[3]=\frac{[2]}{[1]}*100$	[4]	[5]	$[6]=\frac{[4]}{[2]}*100$	$[7]=\frac{[5]}{[2]}*100$
Promoter and Promoter Group	E-Voting	197187995	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	28072974	756903	2.6962	756903	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		756903	2.6962	756903	0	100.0000	0.0000
Public Non Institutions	E-Voting	269044111	93192144	34.6382	93186302	5842	99.9937	0.0063
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		93192144	34.6382	93186302	5842	99.9937	0.0063
Total		494305080	93949047	19.0063	93943205	5842	99.9938	0.0062

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



Future Enterprises Limited

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 : bhattvirendra1945@yahoo.co.in

Date: 30th December, 2020

To,

The Chairman

Future Enterprises Limited

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

Dear Sir,

Sub: Consolidated Scrutinizer's Report on remote e-voting and the e-voting process during the Annual General Meeting held on Wednesday, 30th December, 2020 at 10:00 A.M. (IST) through video conferencing ('VC') / other audio visual means ('OAVM').

I, Virendra G. Bhatt, Practicing Company Secretary, was appointed as a Scrutinizer by the Board of Directors of the Future Enterprises Limited pursuant to Section 108 of the Companies Act, 2013 ("the Act") read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended, to conduct the remote e-voting process in respect of the below mentioned resolutions proposed at the 32nd Annual General Meeting ("AGM") of the Future Enterprises Limited held on Wednesday, 30th December, 2020 at 10:00 A.M. (IST) through VC / OAVM.

I was also appointed as Scrutinizer to scrutinize the e-voting process during the said the AGM.

The Company had availed the remote e-voting facility offered by the National Securities Depository Limited (hereinafter referred to as "NSDL") for conducting remote e-voting by the Members of the Company.

The voting period for remote e-voting commenced on Saturday, 26th December, 2020 (9:00 a.m.) and ended on Tuesday, 29th December, 2020 (5:00 p.m.) and the NSDL remote e-voting platform was blocked thereafter.



The Company had also provided e-voting facility to the Members present at the AGM through VC / OAVM only to those Members who had not cast their vote earlier during remote e-voting.

The Members of the Company holding shares as on the "cut-off" date i.e. Wednesday, 23rd December, 2020 were entitled to vote on the resolutions as contained in the Notice of the AGM.

After the closure of e-voting during the AGM, the report on voting done during the AGM and the votes cast under remote e-voting facility prior to the AGM were unblocked in presence of the two witnesses and were counted.

I have scrutinized and reviewed the remote e-voting and e-voting during the AGM and votes cast herein based on the data downloaded from the NSDL e-voting system.

The Management of the Company is responsible to ensure compliance with the requirements of the Act and rules relating to remote e-voting and e-voting during the AGM on the resolutions contained in the notice of the AGM.

My responsibility as a scrutinizer for the remote e-voting and e-voting during the meeting is restricted to making a Scrutinizer's Report of the votes cast in favour or against the resolutions.

I now submit my Consolidated Report as under on the result of the remote e-voting and e-voting during the AGM in respect of the said resolutions.



Ordinary Business:

Resolution No.: 1 - Ordinary Resolution

To receive, consider and adopt the Standalone and Consolidated Audited Financial Statements of the Company for the Financial Year ended 31st March, 2020 together with the reports of the Board of Directors and of Auditors thereon;

Manner of Voting	Total Votes	Not Voted	Valid Votes
	Nos.	Nos.	Nos.
Combined E-Voting#	284027989	0	284027989

The Result of the Remote E - Voting and E- Voting during the AGM is as under:

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 & Promoter Group	Combined E-Voting	197187995	190078842	96.3947	190078842	0	100.0000	0.0000
Public Institutions	Combined E-Voting	28072974	756903	2.6962	0	756903	0.0000	100.0000
Public Non-Institutions	Combined E-Voting	269044111	93192244	34.6383	93191626	618	99.9993	0.0007
Total		494305080	284027989	57.4601	283270468	757521	99.7333	0.2667



Resolution No.: 2 - Ordinary Resolution

To appoint a Director in place of Mr. Kishore Biyani, (DIN: 00005740) who retires by rotation and being eligible, offers himself for re-appointment;

Manner of Voting	Total Votes	Not Voted	Valid Votes
	Nos.	Nos.	Nos.
Combined E-Voting#	284027989	100	284027889

The Result of the Remote E - Voting and E- Voting during the AGM is as under:

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 & Promoter Group	Combined E-Voting	197187995	190078842	96.3947	190078842	0	100.0000	0.0000
Public Institutions	Combined E-Voting	28072974	756903	2.6962	756903	0	100.0000	0.0000
Public Non-Institutions	Combined E-Voting	269044111	93192144	34.6382	93182554	9590	99.9897	0.0103
Total		494305080	284027889	57.4600	284018299	9590	99.9966	0.0034



Special Business:

Resolution No.: 3 - Special Resolution

Re-appointment of and payment of remuneration to Mr. Vijay Biyani as Managing Director of the Company;

Manner of Voting	Total Votes	Not Voted	Valid Votes
	Nos.	Nos.	Nos.
Combined E-Voting#	284027989	100	284027889

The Result of the Remote E - Voting and E- Voting during the AGM is as under:

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 & Promoter Group	Combined E-Voting	197187995	190078842	96.3947	190078842	0	100.0000	0.0000
Public Institutions	Combined E-Voting	28072974	756903	2.6962	756903	0	100.0000	0.0000
Public Non-Institutions	Combined E-Voting	269044111	93192144	34.6382	93183791	8353	99.9910	0.0090
Total		494305080	284027889	57.4600	284019536	8353	99.9971	0.0029



Resolution No.: 4 - Ordinary Resolution

Approval for entering into Related Party Transaction(s).

Manner of Voting	Total Votes	Not Voted	Valid Votes
	Nos.	Nos.	Nos.
Combined E-Voting#	284027989	190078942*	93949047

*Promoters were interested in the Resolution No.: 04 hence they were not voted.

The Result of the Remote E - Voting and E- Voting during the AGM is as under:

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]	$[3]=\frac{[2]}{[1]}*100$	[4]	[5]	$[6]=\frac{[4]}{[2]}*100$	$[7]=\frac{[5]}{[2]}*100$
Promoter & Promoter Group	Combined E-Voting	197187995	0	0.0000	0	0	0	0
Public Institutions	Combined E-Voting	28072974	756903	2.6962	756903	0	100.0000	0.0000
Public Non-Institutions	Combined E-Voting	269044111	93192144	34.6382	93186302	5842	99.9937	0.0063
Total		494305080	93949047	19.0063	93943205	5842	99.9938	0.0062

#Computation of voting rights has 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.



All the Resolutions mentioned in Notice of Annual General Meeting as per the details given above stand passed by requisite majority under Remote E-Voting and voting conducted during the Annual General Meeting by way of E-Voting and hence deemed to be passed on the date of the Annual General Meeting.

I hereby confirm that I am maintaining the registers received from the NSDL electronically, in respect of the votes cast through Remote E-Voting and voting conducted by way of E-Voting during AGM by the members of the Company.

Thanking You,

Yours faithfully,



Virendra G. Bhatt

Practicing Company Secretary

ACS No.: 1157 / COP No.: 124

Place: Mumbai

Date: 30th December, 2020

UDIN: A001157B001745306