

FUTURE RETAIL

22nd April 2022

To,

Dept. of Corporate Services (CRD)

BSE Limited

Phiroze Jeejeebhoy Towers,

Dalal Street,

Mumbai - 400 001

Scrip Code: 540064

Scrip Code of Debt: 958809, 958810 & 959518

Listing Department

National Stock Exchange of India Limited

Bandra Kurla Complex,

Bandra East,

Mumbai - 400 051

Symbol: FRETAIL

Dear Sir / Madam,

Ref. : Regulations 30, 44 and other applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('the Listing Regulations')

Sub. : Disclosure of voting results of Meeting of Equity Shareholders of Future Retail Limited convened pursuant to the order passed by the Hon'ble National Company Law Tribunal, Mumbai Bench

Further to our letter dated 20th April, 2022, wherein we had provided the proceedings of meeting of equity shareholders of Future Retail Limited which was held on Wednesday, 20th April, 2022 at 12:00 noon through Video Conference (VC) / Other Audio-Visual means ("Meeting") pursuant to the directions issued by the Hon'ble National Company Law Tribunal, Mumbai Bench vide its order dated 28th September, 2021 read with order dated 28th February, 2022.

In this regard, we enclose herewith the following:

- 1) The details of the combined voting results (remote e-voting prior to Meeting and e-voting at the Meeting), as required under Regulation 44 of the Listing Regulations - **Annexure A**;
- 2) Report of Scrutinizer dated 22nd April, 2022 on remote e-voting prior to the Meeting and e-voting at the Meeting - **Annexure B**;
- 3) Report of Scrutinizer dated 22nd April, 2022 on remote e-voting prior to the Meeting and e-voting at the Meeting considering the provisions circular No. CFD/DIL3/CIR/2017/21 dated 10th March 2017 and circular No. SEBI/HO/CFD/DIL1/CIR/P/2021/0000000665 dated 23rd November 2021 of SEBI - **Annexure C**.

The above reports are also being uploaded on the Company's website and also on the website of National Securities Depository Limited. You are kindly requested to take note of the above.

Thanking you,

Yours faithfully,

For Future Retail Limited


C P Toshniwal
Chief Financial Officer

Encl. : as above

CC : Singapore Exchange Securities Trading Limited
2, Shenton Way, #02-02, SGX Centre 1.
Singapore -068 804



Details of Voting Results

Combined results of votes cast through Remote e-voting prior to the Meeting and e-voting at the Meeting of Shareholders of Future Retail Limited convened pursuant to the order passed by the Hon'ble National Company Law Tribunal, Mumbai Bench (Meeting)

Date of the Meeting	20th April, 2022
Total number of Shareholders on record date	13th April, 2022 was cut-off date for reckoning the voting rights of the Shareholders. Total Number of Shareholders: 426,177
No. of Shareholders present in the Meeting either in person or through proxy: Promoters and Promoter Group: Public:	N.A. N.A.
No. of Shareholders attended the Meeting through Video Conferencing Promoters and Promoter Group: Public:	Audio / Video Conferencing facility was provided 10 105
Mode of voting:	Remote e-voting and e-voting at the Meeting

FUTURE RETAIL



Resolution Required : (Special)			To consider and approve the Composite Scheme of Arrangement between the Company, other Transferor companies and the Transferee company of Future Group and Reliance Group entities and their respective shareholders and creditors.					
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	77590160	0	0.0000	0	0	0.0000	0.0000
	Poll (voting at Meeting)		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	44467470	44130148	99.2414	42065681	2064467	95.3219	4.6781
	Poll (voting at Meeting)		100000	0.2249	100000	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		44230148	99.4663	42165681	2064467	95.3324	4.6676
Public Non Institutions	E-Voting	420226449	172793652	41.1192	142555299	30238353	82.5003	17.4997
	Poll (voting at Meeting)		12746335	3.0332	12746335	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		185539987	44.1524	155301634	30238353	83.7025	16.2975
Total		542284079	229770135	42.3708	197467315	32302820	85.9412	14.0588

Future Retail Limited (Formerly known as Bharti Retail Limited)

Registered Office: 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.futureretail.co.in

CIN: L51909MH2007PLC268269

Office: Panchsheel 3A/101, Raheja Township, Malad (East), Mumbai - 400097

Report of Scrutinizer

[Pursuant to section 109 of the Companies Act, 2013 and rule 21 (2) of the Companies (Management and Administration) Rules, 2014 and other applicable provisions]

To,

The Chairperson

NCLT, Mumbai Bench convened Meeting of Equity Shareholders of

FUTURE RETAIL LIMITED**(CIN: L51909MH2007PLC268269)**

Knowledge House, Shyam Nagar,

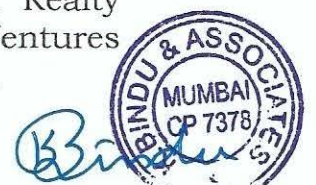
Off. Jogeshwari- Vikhroli Link Road,

Jogeshwari (E), Mumbai – 400 060.

Dear Sir,

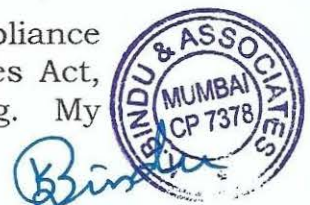
Subject: Scrutinizer's Report for the Hon'ble National Company Law Tribunal, Mumbai Bench (NCLT) convened Meeting of Equity Shareholders of Future Retail Limited ("the Company") pursuant to the order of Hon'ble National Company Law Tribunal, Mumbai Bench, ("NCLT") on 28th September 2021 read with the order dated 28th February 2022 (collectively referred to as "the Order") held on Wednesday, 20th April 2022 at 12:00 p.m. (Meeting) through Video Conferencing (VC) / Other Audio-Visual Means (OAVM):

I, Bindu Darshan Shah - Proprietor of M/s. K Bindu & Associates, Company Secretaries, Mumbai, appointed as Scrutinizer, by the Hon'ble National Company Law Tribunal, Mumbai Bench, ("NCLT") vide order pronounced on 28th September 2021 read with the order of Hon'ble NCLT dated 28th February 2022 (collectively referred to as "the Order") for the purpose of e-voting process prior to the Meeting and at the Meeting conducted as per the said Order, seeking approval of the Equity Shareholders for the Composite Scheme of Arrangement between Future Consumer Limited ("Transferor Company 1"), Future Lifestyle Fashions Limited ("Transferor Company 2"), Future Market Networks Limited ("Transferor Company 3"), Future Retail Limited ("Transferor Company 4"), Future Supply Chain Solutions Limited ("the Transferor Company 5"), Future bazaar India Limited ("Transferor Company 6"), Acute Retail Infra Private Limited ("Transferor Company 7"), Basuti Sales and Trading Private Limited ("Transferor Company 8"), Brattle Foods Private Limited ("Transferor Company 9"), Chirag Operating Lease Co. Private Limited ("Transferor Company 10"), Hare Krishna Operating Lease Private Limited ("Transferor Company 11"), Nice Texcot Trading & Agency Private Limited ("Transferor Company 12"), Nishta Mall Management Company Private Limited ("Transferor Company 13"), Ojas Tradelease and Mall Management Private Limited ("Transferor Company 14"), Precision Realty Developers Private Limited ("Transferor Company 15"), Rivaaz Trade Ventures



Private Limited ("Transferor Company 16"), Syntex Trading & Agency Private Limited ("Transferor Company 17"), Taquito Lease Operators Private Limited ("Transferor Company 18"), Unique Malls Private Limited ("Transferor Company 19") and Future Enterprises Limited ("Transferee Company" or "FEL") & their respective shareholders and creditors ("Part 1") And Future Enterprises Limited ("FEL") and Reliance Retail Ventures Limited ("RRVL") & their respective shareholders and creditors ("Part 2") And Future Enterprises Limited ("FEL") and Reliance Retail and Fashion Lifestyle Limited ("RRVL WOS") and their respective shareholders and creditors ("Part 3") ('the Scheme' or 'this Scheme') pursuant to the provisions of Sections 230 - 232 of the Companies Act, 2013 and other applicable provisions of the Companies Act, 2013 and Rule 6 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 and submit my report as under:

1. Pursuant to the above Order, the Company has confirmed that the copy of the Notice dated 8th October 2021 ("Original Notice") and Addendum to the Original Notice dated 11th March 2022 ("Addendum Notice") (collectively referred to as "the Notice") convening the Meeting along with the process of e-voting were sent to the equity shareholders whose e-mail addresses were registered with the Company/Depository Participant(s). The Company has also confirmed that the copy of the Notice of the Meeting was also sent through courier to all the equity shareholders of the Company whose email addresses were not available with the Company/Depository Participant(s). The Company has also confirmed that the copy of the Notice of the Meeting was also hosted on its website.
2. The Company had appointed National Securities Depository Limited (NSDL) for conducting the electronic voting by the equity shareholders of the Company;
3. The Company has provided e-voting facility to the equity shareholders to cast their votes either through remote e-voting or through e-voting at the Meeting.
4. The equity shareholders of the Company holding shares on the Cut off date i.e., 13th April 2022 were entitled to vote on the resolution as set out in the Notice of the Meeting
5. The remote e-voting period was commenced on Saturday, 16th April 2022 at 9:00 a.m. and ended on Tuesday, 19th April 2022 at 5:00 p.m.;
6. the e-voting was also conducted at the Meeting and kept open for the next 15 minutes after the conclusion of the Meeting;
7. After the closure of the e-voting process, the votes cast through remote e-Voting and e-Voting at the Meeting were unblocked by me and reconciled with the records maintained by the Company and Registrar and Transfer Agent of the Company - Link Intime India Private Limited.
8. The management of the Company is responsible to ensure the compliance with the requirements of the relevant provisions of the Companies Act, 2013 and the Rules made thereunder relating to e-voting. My



responsibility as a scrutinizer is restricted to report on the votes cast in favour or against the resolution based on the details provided to me and/ or I have access to.

9. I, Bindu Darshan Shah, submit my report as under:

The results of the votes cast by equity shareholders of the Company on the resolution as provided in notice convening the Meeting (by way of remote e-voting prior to the Meeting and e-voting at the Meeting), are as under:

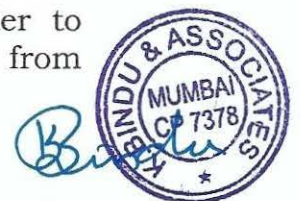
a) Voted in favour of Resolution: -

Particulars	Remote E-Voting	E-Voting at the Meeting	Total
Number of shareholders	4,820	18	4,838
Number of votes cast	12,75,98,888	6,98,68,427	19,74,67,315
Invalid votes	0	0	0
% of total number of votes cast	55.53	30.41	85.94

b) Voted against the Resolution: -

Particulars	Remote E-Voting	E-Voting at the Meeting	Total
Number of shareholders	73	0	73
Number of votes cast	3,23,02,820	0	3,23,02,820
Invalid votes	0	0	0
% of total number of votes cast	14.06	0	14.06

It may be noted that one of the shareholder, Vistra ITCL (India) Limited acting in their capacity as a Debenture trustee for two different sets of debenture holders, was holding in aggregate 6,34,32,692 shares of Future Retail Limited, which has been invoked based on the directions received from these two different sets of debenture holders. As per the letter submitted by them to me with a copy to the Company, they had exercised first part of their vote in respect of 64,10,600 shares for one set of debenture holders as per the instruction received from such debenture holder. However, while casting its vote for balance 5,70,22,092 shares as per instructions received from the other set of debenture holder, they faced a technical glitch and were not able to complete their voting, since NSDL system do not allow voting for same folio two times and further do not allow to vote differently for same folio, which right is available to any shareholder as provided in Section 106(3) of the Companies Act, 2013. In order to conclude exercise of their voting rights as per the directions received from



the different sets of debenture holders, they have communicated to me as a Scrutinizer to consider that they have voted for the above mentioned shares as stated in their duly signed letter. Accordingly, since I had been satisfied with the rights available to the said shareholder, the votes cast by this shareholder in the e-voting system and further votes cast pursuant to the duly signed letter submitted for the balance shares, has been included in the data mentioned in the table above.

10. The complete details of the voting and other relevant electronic records have been provided to the Company.

Thanking you,

Yours faithfully,

**For K Bindu & Associates
Company Secretaries**



**Bindu Darshan Shah
Proprietor**

Membership No. 20066: C.P. No. 7378

Place: Mumbai

Date: 22nd April 2022

UDIN: **A020066D000188949**

Peer Review No. 1561/2021

Office: Panchsheel 3A/101, Raheja Township, Malad (East), Mumbai - 400097

Report of Scrutinizer

[Pursuant to section 109 of the Companies Act, 2013 and rule 21 (2) of the Companies (Management and Administration) Rules, 2014 and other applicable provisions]

To,

The Chairperson

NCLT, Mumbai Bench convened Meeting of Equity Shareholders of

FUTURE RETAIL LIMITED**(CIN: L51909MH2007PLC268269)**

Knowledge House, Shyam Nagar,

Off. Jogeshwari- Vikhroli Link Road,

Jogeshwari (E), Mumbai - 400 060.

Dear Sir,

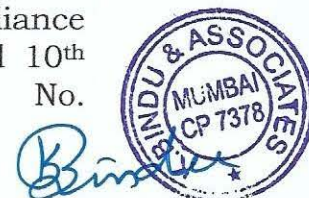
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I, Bindu Darshan Shah - Proprietor of M/s. K Bindu & Associates, Company Secretaries, Mumbai, appointed as Scrutinizer, by the Hon'ble National Company Law Tribunal, Mumbai Bench, ("NCLT") vide order pronounced on 28th September 2021 read with the order of Hon'ble NCLT dated 28th February 2022 (collectively referred to as "the Order") for the purpose of e-voting process prior to the Meeting and at the Meeting, conducted as per the said Order, seeking approval of equity shareholders for , the Composite Scheme of Arrangement between Future Consumer Limited ("Transferor Company 1"), Future Lifestyle Fashions Limited ("Transferor Company 2"), Future Market Networks Limited ("Transferor Company 3"), Future Retail Limited ("Transferor Company 4"), Future Supply Chain Solutions Limited ("the Transferor Company 5"), Future bazaar India Limited ("Transferor Company 6"), Acute Retail Infra Private Limited ("Transferor Company 7"), Basuti Sales and Trading Private Limited ("Transferor Company 8"), Brattle Foods Private Limited ("Transferor Company 9"), Chirag Operating Lease Co. Private Limited ("Transferor Company 10"), Hare Krishna Operating Lease Private Limited ("Transferor Company 11"), Nice Texcot Trading & Agency Private Limited ("Transferor Company 12"), Nishta Mall Management Company Private Limited ("Transferor Company 13"), Ojas Tradelease and Mall Management Private Limited ("Transferor Company 14"), Precision Realty Developers Private Limited ("Transferor Company 15"), Rivaaz Trade Ventures



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2. The Company had appointed National Securities Depository Limited (NSDL) for conducting the electronic voting by the equity shareholders of the Company;
3. The Company has provided e-voting facility to the equity shareholders to cast their votes either through remote e-voting or through e-voting during at the Meeting.
4. The equity shareholders of the Company holding shares on the Cut off date i.e., 13th April 2022 were entitled to vote on the resolution as set out in the Notice of the Meeting.
5. The remote e-voting was commenced on Saturday, 16th April 2022 at 9:00 a.m. and was ended on Tuesday, 19th April 2022 at 05:00 p.m.;
6. the e-voting was also conducted at the Meeting and kept open for the next 15 minutes after the conclusion of the Meeting;
7. After the closure of the e-voting process, the votes cast through remote e-Voting and e-Voting at the Meeting were unblocked by me and reconciled with the records maintained by the Company and Registrar and Transfer Agent of the Company - Link Intime India Private Limited.
8. The management of the Company is responsible to ensure the compliance with the provisions of circular No. CFD/DIL3/CIR/2017/21 dated 10th March 2017 and circular No.



SEBI/HO/CFD/DIL1/CIR/P/2021/0000000665 dated 23rd November 2021 issued by the Securities and Exchange Board of India (collectively referred to as "**SEBI Circulars**"). My responsibility as a scrutinizer is restricted to report on the votes cast in requirements of SEBI Circulars based on the details provided to me and/ or I have access to.

9. I, Bindu Darshan Shah, submit my report as under:

In terms of the SEBI Circulars, the results of the votes cast by equity shareholders of the Company, holding shares under public category, on the resolution as provided in notice convening the Meeting (by way of remote e-voting prior to the Meeting and e-voting at the Meeting), are as under:

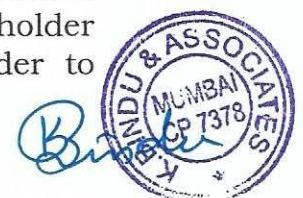
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Number of votes cast	12,75,98,888	6,98,68,427	19,74,67,315
Invalid votes	0	0	0
% of total number of votes cast	55.53	30.41	85.94

b) Voted against the Resolution: -

Particulars	Remote E-Voting	E-Voting at the Meeting	Total
Number of shareholders	73	0	73
Number of votes cast	3,23,02,820	0	3,23,02,820
Invalid votes	0	0	0
% of total number of votes cast	14.06	0	14.06

It may be noted that one of the shareholder, Vistra ITCL (India) Limited acting in their capacity as a Debenture trustee for two different sets of debenture holders, was holding in aggregate 6,34,32,692 shares of Future Retail Limited, which has been invoked based on the directions received from these two different sets of debenture holders. As per the letter submitted by them to me with a copy to the Company, they had exercised first part of their vote in respect of 64,10,600 shares for one set of debenture holders as per the instruction received from such debenture holder. However, while casting its vote for balance 5,70,22,092 shares as per instructions received from the other set of debenture holder, they faced a technical glitch and were not able to complete their voting, since NSDL system do not allow voting for same folio two times and further do not allow to vote differently for same folio, which right is available to any shareholder as provided in Section 106(3) of the Companies Act, 2013. In order to



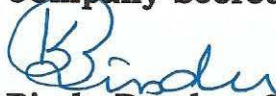
conclude exercise of their voting rights as per the directions received from the different sets of debenture holders, they have communicated to me as a Scrutinizer to consider that they have voted for the above mentioned shares as stated in their duly signed letter. Accordingly, since I had been satisfied with the rights available to the said shareholder, the votes cast by this shareholder in the e-voting system and further votes cast pursuant to the duly signed letter submitted for the balance shares, has been included in the data mentioned in the table above.

10. In view of the SEBI Circulars, the above voting does not include voting done by the promoter/ promoter group of the Company;
11. The complete details of the voting and other relevant electronic records have been provided to the Company.

Thanking you,

Yours faithfully,

**For K Bindu & Associates
Company Secretaries**


**Bindu Darshan Shah
Proprietor**

Membership No. 20066: C.P. No. 7378



Place: Mumbai

Date: 22nd April 2022

UDIN: **A020066D000188949**

Peer Review No. 1561/2021