

FUTURE RETAIL



Ref: FRL/EGM/2018-19

05th March, 2019

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

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

Scrip Code: 540064

Symbol: FRETAIL

Dear Sir,

Sub: Proceedings of Extraordinary General Meeting of Shareholders of the Company held on 05th March, 2019.

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

This is to inform that an Extraordinary General Meeting of Shareholders of the Company was held on Tuesday, 05th March, 2019 at 10:30 AM at Rangaswar, Fourth Floor, Y. B. Chavan Centre, Gen. Jagannath Bhosale Marg, Mumbai – 400 021 ("EGM") to consider and approve issue of Warrants on Preferential basis and issue of Securities on Private Placement basis.

In this regard, we enclose herewith the following:

1. Summary of proceedings as required under Regulation 30, Part – A of Schedule – III of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as **Annexure – I**;
2. Voting results as required under Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as **Annexure – II**;
3. Report of Scrutinizer dated 05th March, 2019 on remote e-voting and voting conducted through Ballot Papers at the EGM.

The above reports are also being uploaded on the Company's website.

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

Thanking you,

Yours faithfully,
For Future Retail Limited


Virendra Samani
Company Secretary



Encl: as above.

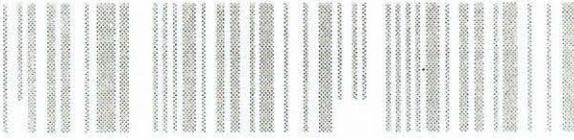
Future Retail Limited (Formerly known as Bharti Retail Limited)

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

P +91 22 6644 2200, F + 91 22 6644 2201, www.futureretail.co.in

CIN : L51909MH2007PLC268269

FUTURE RETAIL



Annexure – I

Summary of the proceedings of the Extraordinary General Meeting of the Shareholders of Future Retail Limited (“the Company”)

The Extraordinary General Meeting of Shareholders of the Company was held on Tuesday, 05th March, 2019 at 10:30 AM at Rangaswar, Fourth Floor, Y. B. Chavan Centre, Gen. Jagannath Bhosale Marg, Mumbai – 400 021 and concluded at 11:00 AM (“EGM” / “Meeting”).

Mr. Kishore Biyani, Chairman & Managing Director chaired the Meeting. Since the requisite quorum was present, the Chairman called the Meeting to order. Total 109 (One Hundred and Nine) Members were present in person or through proxy at the Meeting. Due to sudden travel plans, Mr. Rakesh Biyani - Jt. Managing Director and Mr. Rahul Garg – Non Executive Director expressed their inability to attend this Meeting. With the consent of the members present, the notice convening the Meeting along with explanatory statement were taken as read. The quorum was present throughout the Meeting.

The Chairman informed that the facility of remote e-voting was made available from Saturday, 02nd March, 2019 from 9:00 AM to Monday, 04th March, 2019 till 5:00 PM and the facility of voting through Ballot Paper was provided at the Meeting venue to those who did not cast their votes through remote e-voting.

The Chairman also informed that the Board of Directors of the Company have appointed Ms. Bindu Darshan Shah, Proprietor M/s. K. Bindu & Associates, Company Secretaries in Practice, Mumbai as a Scrutinizer to supervise the remote e-voting and voting through Ballot Paper at the Meeting.

The Chairman explained the subject matter of the resolutions. Certain clarifications / responses were provided to various queries raised by the Members at the Meeting.

The Chairman informed that since the Item no. 1 of the Notice was relating to a transaction involving the promoter group, he requested Mr. Ravindra Dhariwal - Independent Director to occupy the Chair for the said Item No.1 of the Notice. With consent of the Members, Mr. Ravindra Dhariwal occupied the Chair. The Chairperson then moved the resolution at item No.1 contained in the Notice of the Meeting which was proposed and seconded by the Members.

Mr. Kishore Biyani – Chairman & Managing Director, then again occupied the Chair. He then moved resolution at Item No.2 of the Notice of the Meeting which was proposed and seconded by the Members.

The Chairman then requested for conducting of voting through Ballot Papers by those members who had not cast their vote through remote e-voting. On request of the Chairman, the Scrutinizer verified the ballot boxes at the satisfaction of the Members present. The Members present then cast their vote through Ballot papers. The Chairman authorised the Company Secretary to declare result of voting conducted through remote e-voting and through Ballot Papers at the Meeting. The Chairman then thanked the Members for participating in the Meeting.

As per the Scrutinizer's Report received by the Company, the Special Resolutions as set out in the Notice of the said Meeting has been passed by the Members of the Company with requisite majority.



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Annexure – II

Details of Voting Results

(Combined results of votes cast by Remote E-voting as provided by NSDL and the polling process at the Meeting)

Day & Date of the Meeting	Tuesday, 05th March, 2019 (Extraordinary General Meeting of the Shareholders of the Company)
Total number of shareholders on record date	26th February, 2019 (Cut-Off date for reckoning the voting rights of the Shareholders) Total Number of Shareholders : 56,038
No. of shareholders present in the meeting either in person or through proxy: Promoters and Promoter Group: Public:	11 (Eleven) 98 (Ninety Eight)
No. of Shareholders attended the meeting through Video Conferencing Promoters and Promoter Group: Public:	No Video Conferencing facility was provided
Mode of voting:	Remote e-voting and the Poll voting at the Meeting



Annexure – II continued

Resolution No. 1								
Resolution Required : (Special)			Issue of Warrants on Preferential basis					
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	236190668	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	147628104	115895174	78.5048	108256294	7638880	93.4088	6.5912
	Poll		4043272	2.7388	4043272	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		119938446	81.2436	112299566	7638880	93.6310	6.3690
Public Non Institutions	E-Voting	118779667	89536979	75.3807	89536797	182	99.9998	0.0002
	Poll		1696899	1.4286	1696741	158	99.9907	0.0093
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		91233878	76.8093	91233538	340	99.9996	0.0004
Total		502598439	211172324	42.0161	203533104	7639220	96.3825	3.6175



Resolution No. 2								
Resolution Required : (Special)			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	236190668	236190668	100.0000	236190668	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		236190668	100.0000	236190668	0	100.0000	0.0000
Public Institutions	E-Voting	147628104	115895174	78.5048	115895174	0	100.0000	0.0000
	Poll		4043272	2.7388	4043272	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		119938446	81.2436	119938446	0	100.0000	0.0000
Public Non Institutions	E-Voting	118779667	89537064	75.3808	89536862	202	99.9998	0.0002
	Poll		1696899	1.4286	1696741	158	99.9907	0.0093
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		91233963	76.8094	91233603	360	99.9996	0.0004
Total		502598439	447363077	89.0100	447362717	360	99.9999	0.0001



Off.: Panchsheel 3A/101, Raheja Township, Malad (East), Mumbai 400097.
Mailing Address: Panchsheel 1A/203, Raheja Township, Malad (East), Mumbai 400097.

Date: 05-03-2019

SCRUTINIZER'S REPORT

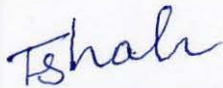
To,
The Chairperson of
Extraordinary General Meeting ("EGM") of the Members of
Future Retail Limited
held on Tuesday, 05th March, 2019 at 10:30 am at
Rangaswar, Fourth Floor, Y. B. Chavan Centre,
Gen. Jagannath Bhosale Marg,
Mumbai – 400 021

Dear Sir,

1. The Board of Directors of the Company, at its meeting held on 04th February, 2019 has appointed me as the Scrutinizer for the purpose of scrutinizing the remote e-voting process and conducting the ballot voting at the EGM in a fair and transparent manner for resolution(s) as set out in the Notice of the EGM.
2. In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and in pursuance of Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**SEBI Listing Regulations**") read with applicable Secretarial Standards, the Company had provided its Members the remote e-voting facility as provided by National Securities Depository Limited ("**NSDL**") for resolutions as set out in the Notice of the said EGM.
3. Further, the facility for voting through Ballot Paper was also made available at the EGM for those Members / proxy holders who attended the EGM and have not cast their vote by remote e-voting.
4. I submit my report as under:
 - 4.1 The Company has given the ballot papers to the Members who were present at the EGM held on Tuesday, 05th March, 2019 at 10:30 am at Rangaswar, Fourth Floor, Y. B. Chavan Centre, Gen. Jagannath Bhosale Marg, Mumbai - 400 021;
 - 4.2 Particulars of all the ballot papers received from the Members and the votes cast by electronic mode have been entered in register maintained for the purpose;
 - 4.3 The Ballot papers were kept under my safe custody in sealed and tamper proof ballot boxes before commencing the scrutiny of such ballot papers;
 - 4.4 The ballot boxes were opened in my presence;



- 4.5 The ballot papers were duly opened in my presence and scrutinized and the shareholding was matched / confirmed with the Register of Members of the Company as on 26th February, 2019 ("**cut-off date**");
- 4.6 I did not find any defaced or mutilated Ballot Papers;
- 4.7 The remote e-voting period had commenced on Saturday, 02nd March, 2019 (9:00 am) and ended on Monday, 04th March, 2019 (5:00 pm);
- 4.8 I have also received a complete record from NSDL, the agency appointed for providing and supervising electronic platform, of votes cast through electronic mode upto 5:00 pm on 04th March, 2019. The votes cast were unblocked on 05th March, 2019 at 11.05 am. in the presence of two witnesses, Ms. Forum Shah and Ms. Dimple Shah who are not in the employment of the Company. They have signed below in confirmation of the votes being unblocked in their presence.



Name: Ms. Forum Shah

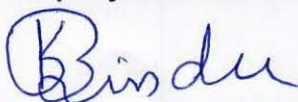


Name: Ms. Dimple Shah

- 4.9 The remote e-voting data was scrutinized by me for verification of votes cast in favour and against resolutions, as set out in the Notice of the EGM.
5. A summary of the combined voting results of the votes cast through ballot papers received and remote e-voting is given as Annexure A.
6. I have handed over the ballot papers and other related papers/registers and records for the safe custody to the Chairperson who has been authorized by the Board to supervise the Ballot process.
7. On the basis of the scrutiny of the ballot papers and remote e-voting, resolutions as set out in the Notice of the EGM have been passed by the Shareholders of the Company with requisite majority.
8. You may accordingly declare the result of voting by Ballot process (including votes cast through remote e-voting).

Thanking you.

For K BINDU & ASSOCIATES
Company Secretaries



BINDU DARSHAN SHAH
Proprietor
ACS-20066, COP-7378



Annexure "A"

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

Issue of Warrants on Preferential basis.

i. Voted in favour of the resolution:

Type of Voting	No. of Members Voting	No. of votes cast by them	% of total no. of valid votes cast
Ballot Voting	50	57,40,013	2.7182
E-Voting	294	19,77,93,091	93.6643
Total	344	20,35,33,104	96.3825

ii. Voted against the resolution:

Type of Voting	No. of Members Voting	No. of votes cast by them	% of total no. of valid votes cast
Ballot Voting	5	158	0.0001
E-Voting	10	76,39,062	3.6175
Total	15	76,39,220	3.6175

iii. Invalid / Abstain Votes / Less Voted:

Type of Voting	Total no. of Members whose votes were declared invalid / abstain votes / less voted	No. of shares
Ballot Voting	Nil	Nil
E-Voting	Nil	Nil
Total	Nil	Nil



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

Issue of Securities on Private Placement basis.

i. Voted in favour of the resolution:

Type of Voting	No. of Members Voting	No. of votes cast by them	% of total no. of valid votes cast
Ballot Voting	50	57,40,013	1.2831
E-Voting	328	44,16,22,704	98.7168
Total	378	44,73,62,717	99.9999

ii. Voted against the resolution:

Type of Voting	No. of Members Voting	No. of votes cast by them	% of total no. of valid votes cast
Ballot Voting	5	158	0.0093
E-Voting	8	202	0.0002
Total	13	360	0.0001

iii. Invalid / Abstain Votes / Less Voted:

Type of Voting	Total no. of Members whose votes were declared invalid / abstain votes / less voted	No. of shares
Ballot Voting	Nil	Nil
E-Voting	Nil	Nil
Total	Nil	Nil

