

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

**Re: Scrip Code: 523574/ 570002**

**Re: Scrip Code: FEL / FELDVR**

**Re: Debt Scrip Code: 947649-9020-9039 / 952008-9-10-45-46-53-54-74-75-89-90-97-98 / 952715-717-718-721-879-880-881-882-883 / 954326-28-30-34-35-40-43-955100-101-140-141**

**Sub: Result of Postal Ballot and Disclosure in terms of Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015**

Dear Sir/Madam,

- a) Pursuant to Section 110 of the Companies Act, 2013, read with the Companies (Management and Administration) Rules, 2014, as amended from time to time, consent of the Shareholders of the Company was sought by postal ballot for Issue of Corporate Guarantee.
- b) Mr. Virendra Bhatt, Practicing Company Secretary was appointed as the Scrutinizer for conducting the Postal Ballot process in a fair and transparent manner.
- c) The last date for casting votes electronically through e-voting and for receipt of the physical postal ballot form(s) from the Members was Sunday, 6th November, 2016.
- d) The Scrutinizer has submitted his report for the postal ballot, result whereof is announced today, i.e. Monday, 7th November, 2016.
- e) In terms of Regulation 44(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Regulations"), please find enclosed herewith details of voting result for the postal ballot. The Report submitted by the Scrutinizer for e-voting and voting done through physical postal ballot form is also enclosed herewith.

Pursuant to the aforesaid, the Special Resolution for Issue of Corporate Guarantee have been approved by the Members of the Company with requisite majority, subject to such compliances as may be required.

Kindly also consider this as disclosure in terms of the provisions of Regulation 30 of the SEBI Regulations.

Thanking you,

Yours faithfully,  
For **Future Enterprises Limited**

  
**Deepak Tanna**  
Company Secretary

Encl.: As above



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

Resolution Required : (Special)			Issue of Corporate Guarantee					
Whether promoter/ promoter group are interested in the agenda/resolution?			Yes					
Mode of Voting			E-Voting and Postal Ballot					
Promoter / Public	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
	No. of Voting Rights held							
	1	2						
Promoter and Promoter Group	Shares	23,01,15,436	Nil	Nil	Nil	Nil	Nil	Nil
	Voting Rights	22,30,13,043						
Public Institutional holders	Shares	7,86,47,709	5,12,52,271	65.22	4,97,07,143	15,45,128	96.99	3.01
	Voting Rights	7,85,88,970						
Public Others	Shares	16,25,75,412	9,60,58,496	60.08	9,60,46,190	12,306	99.99	0.01
	Voting Rights	15,98,92,874						
Total	Shares	47,13,38,557	14,73,10,767	31.92	14,57,53,333	15,57,434	98.94	1.06
	Voting Rights	46,14,94,887						

# since the shares includes differential voting rights shares, 'percentages of votes polled have been derived on the voting rights polled to voting rights held.





# Virendra Bhatt

Company Secretary

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Mumbai-400 034.

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## Report of Scrutinizer in Respect of Postal Ballot Process

[Pursuant to Section 110 of the Companies Act, 2013 and Rule 22 read with Rule 20 of the Companies (Management and Administration) Rules, 2014]

Date : 07th November, 2016

To,

The Chairman

**Future Enterprises Limited**

Knowledge House, Shyam Nagar,  
Off.Jogeshwari-Vikhroli Link Road,  
Jogeshwari (E), Mumbai - 400060

*Dear Sir,*

**SUB: Scrutinizer's Report on Postal Ballot Voting Process and E-voting Process conducted pursuant to the provisions of Section 110 of the Companies Act, 2013 ('the Act') read with Rule 22 and Rule 20 of the Companies (Management and Administration) Rules, 2014**

Future Enterprises Limited(hereinafter referred to as the “Company”) at its meeting held on 29th September, 2016 has appointed me as the Scrutinizer for the Postal Ballot/Remote Electronic Voting (e-voting) pursuant to Section 108 & 110 of the Companies Act, 2013 (the “Act”) read with Rule 20 & 22 of the Companies (Management and Administration) Rules, 2014 (including any statutory modification or re-enactment thereof for the time being in force) and other applicable provisions, if any and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the “Listing Regulations”),for the Resolution(s) in respect of the matter(s) as set out in the Postal Ballot Notice proposed to be transacted by way of postal ballot / e-voting (“Postal Ballot”).

### Report on Scrutiny

- The Company has appointed National Securities Depositories Limited (NSDL) as the service provider, for the purpose of extending the facility of remote e-voting to the Members of the Company through their website [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
- Link Intime India Private Limited is the Registrar and Share Transfer Agent of the Company.
- The cut-off date for determining members for the dispatch of the Notice of the postal ballot was 30th September, 2016 (Physical & E-mail) and as on that date, there were 61,543 members of the Company. The Company had sent the Postal Ballot Notice along with postal ballot form and e-voting details by E-mail to 42,053 members whose E-mail ID was registered with the Company/RTA. In respect of 19,490 member's cases, the Company had sent the notice of the postal ballot, postal ballot form along with self-addressed pre-paid postage in physical form by speed post.
- The Company completed the dispatch of the postal ballot notices in physical form & E-mail to the members on 8th October, 2016.



- The notices sent (both through e-mail 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, as amended from time to time.
- 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 30<sup>th</sup> September, 2016.
- The remote e-voting facility was kept open from 8th October, 2016 (9:00 a.m.) to 6th November, 2016 (5:00 p.m.).
- As prescribed in clause (v) of sub rule 4 of the Rule 20, the Company also released an advertisement in 'The Free Press Journal' Newspaper; in English language having country-wide circulation and in 'Nav Shakti' Newspaper in Marathi language all dated 9th October, 2016. 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.
- The votes were unblocked on Sunday, 06<sup>th</sup> November, 2016 after 5.00 p.m. (IST) in the presence of two witnesses who are not in the employment of the Company.
- All postal ballot forms received up to Sunday, 06<sup>th</sup> November, 2016, being the last date fixed by the Company for the receipt of the forms, were considered for my scrutiny. All votes cast on NSDL remote e-voting platform up to 5.00 p.m. on Sunday, 06<sup>th</sup> November, 2016 were considered for my scrutiny.
- The postal ballot forms which are incomplete and/or which are otherwise found defective have been treated as invalid and kept separately.
- Envelopes containing postal ballot forms returned undelivered were also not opened and they are separately kept.
- Thereafter considering votes through remote e-voting and votes cast through postal ballot forms, the combined result of the voting is given below:

Details	Remote E-voting		Postal Ballot		Total voting	
	Equity	Class B (Series 1) Shares	Equity	Class B (Series 1) Shares	Equity	Class B (Series 1) Shares
Number of member who cast their votes	239	35	187	61	426	96
Total number of shares held by them	14,69,12,744	3,51,044	44,545	2,434	14,69,57,289	3,53,478
Valid votes	As per details provided in the Resolution mentioned hereunder.					
Invalid votes	Various as mentioned under Resolution					

**Notes:** Computation of votes have made after including both the class of shares i.e., each Equity share has 1 vote and every 4 Class B (Series 1) shares have 3 votes.





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

**Issue of Corporate Guarantee**

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

Manner of Voting	Total Votes	Invalid / Not Voted	Valid Votes	Votes in favour of the resolution		Votes against the resolution	
	Nos.			Nos.	Nos.	Percentage	Nos.
Remote E-Voting	14,72,63,788	0	14,72,63,788	14,57,08,560	-	15,55,228	-
Physical Voting	46,979	0	46,979	44,773	-	2,206	-
<b>Total</b>	<b>14,73,10,767</b>	<b>0</b>	<b>14,73,10,767</b>	<b>14,57,53,333</b>	<b>98.94%</b>	<b>15,57,434</b>	<b>1.06</b>

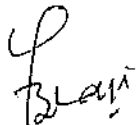
**Table showing Bifurcations of Promoters, Financial Institutions and Others - As per Annexure A**

The resolution mentioned in the notice as per the details given above stand passed under remote e-voting and voting conducted by postal ballot with the requisite majority and hence deemed to be passed.

I hereby confirm that I am maintaining the registers received from the Service Provider both electronically and manually, in respect of the votes cast through remote e-voting and voting conducted by postal ballot by the members of the Company. The postal ballot papers and all other relevant records relating to remote e-voting and physical voting is under my safe custody and will be handed to the Company Secretary for safe keeping.

**Thanking You,**

**Yours Faithfully**



**Virendra Bhatt**  
ACS- 1157  
COP-124

**Date: 7th November, 2016**

**Place: Mumbai**

## Annexure-A

Future Enterprises Limited

Resolution Required : (Special)			Issue of Corporate Guarantee					
Whether promoter/ promoter group are interested in the agenda/resolution?			Yes					
Mode of Voting			E-Voting and Postal Ballot					
Promoter / Public	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
	No. of Voting Rights held							
	1	2	3	4	5	6	7	
Promoter and Promoter Group	Shares	23,01,15,436	Nil	Nil	Nil	Nil	Nil	Nil
	Voting Rights	22,30,13,043						
Public Institutional holders	Shares	7,86,47,709	5,12,52,271	65.22	4,97,07,143	15,45,128	96.99	3.01
	Voting Rights	7,85,88,970						
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