

BSE/NSE/PBR/2017-18

October 5, 2017

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 Symbol: FEL / FELDVR

Re: BSE Debt Scrip Codes: 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 / 955100-101-140-141-371-373-454-456-749-750-957-958 / 956012-13 / 956243-268-69 / 956310-11

**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 Wednesday, October 4, 2017.
- d) The Scrutinizer has submitted his report for the postal ballot, result whereof is announced today, i.e. Thursday, October 5, 2017.
- 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	$\#(3) = [(2)/(1)] * 100$	4	5	$(6) = [(4)/(2)] * 100$	$(7) = [(5)/(2)] * 100$
Promoter and Promoter Group	Shares	23,02,19,979	0	0.0000	0	0	0.00	0.00
	Voting Rights	22,31,10,834						
Public - Institutions	Shares	2,29,92,724	92,55,752	40.2551	72,17,283	20,38,469	77.9762	22.0238
	Voting Rights	2,29,47,351						
Public – Non-Institutions	Shares	21,96,21,812	10,53,33,533	47.9613	10,53,16,330	17,203	99.9837	0.0163
	Voting Rights	21,69,32,660						
<b>Total</b>	Shares	47,28,34,515	11,45,89,285	24.2345	11,25,33,613	20,55,672	98.2061	1.7939
	Voting Rights	46,29,90,845						

# 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 G. Bhatt

Company Secretary

Office :

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Pinnacle Corporate Park,  
BKC CST Link Rd., MMRDA Area,  
Bandra Kurla Complex,  
Bandra East, Mumbai - 400 051.

Tel. : 022 - 2652 9367

Mobile : +91 - 98200 48670

e-mail : bhattvirendra1945@yahoo.co.in

Date: 05<sup>th</sup> October, 2017

To,

**Future Enterprises Limited**

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

The Committee of Directors of Future Enterprises Limited (hereinafter referred to as the “**Company**”) at its meeting held on 21<sup>st</sup> August, 2017 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 18<sup>th</sup> August, 2017 (Physical & E-mail) and as on that date, there were 62,438 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 45,849 members whose E-mail ID was registered with the Company/RTA. In respect of 12,658 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 4<sup>th</sup> September, 2017.
- 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 18<sup>th</sup> August, 2017.



- The remote e-voting facility was kept open from Monday, 4<sup>th</sup> September, 2017 (9:00 a.m.) to Wednesday, 4<sup>th</sup> October, 2017 (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', in Marathi language all dated 5<sup>th</sup> September, 2017. 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 04<sup>th</sup> October, 2017 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 Wednesday, 04<sup>th</sup> October, 2017, 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 04<sup>th</sup> October, 2017 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
<b>Number of member who cast their votes</b>	404	44	219	14	623	58
<b>Total number of shares held by them</b>	114454376	60832	84787	5154	114539163	65986
<b>Valid votes</b>	As per instructions provided in the Postal Ballot Form.					
<b>Invalid votes</b>	As per instructions provided in the Postal Ballot Form.					

Note: Computation of votes have made after including both the class of shares i.e. Equity and Class B (Series 1) Shares. Equity share has 1 vote for each share held and Class B (Series 1) Shares have 3 vote for 4 shares held.



**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.	Nos.	Percentage	Nos.	Percentage
Remote E-Voting	114515208	0	114515208	112466271	---	2048937	---
Physical Voting	89941	15864	74077	67342	---	6735	---
<b>Total</b>	<b>114605149</b>	<b>15864</b>	<b>114589285</b>	<b>112533613</b>	<b>98.21</b>	<b>2055672</b>	<b>1.79</b>

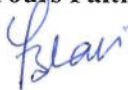
*Table showing Bifurcations of Promoters, Financial Institutions and Others - As per Annexure A*

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: 05<sup>th</sup> October, 2017

Place: Mumbai

## Future Enterprises Limited

### Annexure - A

1 - Issue of Corporate Guarantee										
Resolution Required : (As a special Resolution)										
Whether promoter/ promoter group are interested in the agenda/resolution?										
Yes										
Category	Mode of Voting	No. of shares held [1]	No. of votes polled [2]	% of Votes Polled on outstanding shares [3]={[2]/[1]}*100	No. of Votes - in favour [4]	No. of Votes -Against [5]	% of Votes in favour on votes polled [6]={[4]/[2]}*100	% of Votes against on votes polled [7]={[5]/[2]}*100		
Promoter and Promoter Group	E-Voting		0	0.0000	0	0	0.0000	0.0000		
	Poll		0	0.0000	0	0	0.0000	0.0000		
	Postal Ballot	230219979		0.0000	0	0	0.0000	0.0000		
	<b>Total</b>		<b>0</b>	<b>0.0000</b>	<b>0</b>	<b>0</b>	<b>0.0000</b>	<b>0.0000</b>		
Public Institutions	E-Voting		9255752	40.2551	7217283	2038469	77.9762	22.0238		
	Poll		0	0.0000	0	0	0.0000	0.0000		
	Postal Ballot	22992724		0.0000	0	0	0.0000	0.0000		
	<b>Total</b>		<b>9255752</b>	<b>40.2551</b>	<b>7217283</b>	<b>2038469</b>	<b>77.9762</b>	<b>22.0238</b>		
Public Non Institutions	E-Voting		105259456	47.9276	105248988	10468	99.9901	0.0099		
	Poll		0	0.0000	0	0	0.0000	0.0000		
	Postal Ballot	219621812	74077	0.0337	67342	6735	90.9081	9.0919		
	<b>Total</b>		<b>105333533</b>	<b>47.9613</b>	<b>105316330</b>	<b>17203</b>	<b>99.9837</b>	<b>0.0163</b>		
<b>Total</b>		<b>472834515</b>	<b>114589285</b>	<b>24.2345</b>	<b>112533613</b>	<b>2055672</b>	<b>98.2061</b>	<b>1.7939</b>		

