

FUTURE RETAIL

03rd November, 2017

Ref: FRL/EGM/2017-18

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

To,
Listing Department
The 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 the Extraordinary General Meeting of Shareholders of the Company held on 03rd November, 2017.

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 Friday, 03rd November, 2017 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 Equity Shares on a Preferential Allotment / Private Placement Basis.

In this regard, we enclose herewith the following:

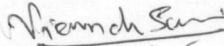
1. Summary of proceedings as required under Regulation 30, Part – A of Schedule – III of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as **Annexure – I**;
2. Voting results as required under Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as **Annexure – II**;
3. Report of Scrutinizer dated 03rd November, 2017 on remote e-voting and voting conducted through Polling Papers at the EGM.

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

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

Thanking you,

Yours faithfully,
For Future Retail Limited


Virendra Samani
Dy. 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 Friday, 03rd November, 2017 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”).

Since Mr. Kishore Biyani, Chairman and Managing Director of the Company was not present, the Directors present themselves have elected Ms. Gagan Singh as a Chairperson for this Meeting. Thereafter, Ms. Gagan Singh occupied the Chair and welcomed all Members present at the Meeting. Total 116 (One Hundred Sixteen) Members were present in person or through proxy at the Meeting. Due to prior commitment and sudden travel plans, other Board members viz, Mr. Rakesh Biyani, Mr. Rajan Mittal, Mr. Ravindra Dhariwal and Ms. Sridevi Badiga have expressed their inability to attend this Meeting. The notice convening meeting along with explanatory statement was taken as read. Since, requisite quorum was present, the Chairperson called the Meeting in order. Requisite quorum was present throughout the Meeting.

The Chairperson informed the Meeting that the facility of remote e-voting was made available from Tuesday, 31st October, 2017 (9:00 AM) to Thursday, 02nd November, 2017 (5:00 PM) and the facility of voting through Ballot Paper has been provided at the Meeting venue to those who did not cast their votes through remote e-voting.

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

Business as set out in the Notice of Meeting relating to the Issue of Equity Shares on a Preferential Allotment / Private Placement basis was transacted at the Meeting. Clarifications / Responses were provided to various queries raised by the Members at the Meeting.

As per the Scrutinizer’s Report received by the Company, the Special Resolution 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	Friday, 03rd November, 2017 (Extraordinary General Meeting of the Shareholders of the Company)
Total number of shareholders on record date	28th October, 2017 was cut-off date for reckoning the voting rights of the Shareholders Total Number of Shareholders: 49,920
No. of shareholders present in the meeting either in person or through proxy: Promoters and Promoter Group: Public:	14 102
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 Required : (Special)			Issue of Equity Shares on Preferential Allotment / 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	233740436	233740436	100.0000	233740436	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		233740436	100.0000	233740436	0	100.0000	0.0000
Public Institutions	E-Voting	111029545	77258448	69.5837	58454106	18804342	75.6605	24.3395
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		77258448	69.5837	58454106	18804342	75.6605	24.3395
Public Non Institutions	E-Voting	145041800	113470168	78.2327	113469356	812	99.9993	0.0007
	Poll		316200	0.2180	316074	126	99.9602	0.0398
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		113786368	78.4507	113785430	938	99.9992	0.0008
Total		489811781	424785252	86.7242	405979972	18805280	95.5730	4.4270

* Excludes 28,52,386 equity shares allotted on 31st October, 2017 to M/s. Cedar Support Services Limited, consequent to conversion of Optionally Convertible Debentures for which application for listing and trading permission is being submitted to stock exchanges. Accordingly, these shares have not been considered for voting or arriving at % of votes polled on outstanding shares, as same were allotted after the cut-off date (i.e. 28th October, 2017) determined for voting eligibility.



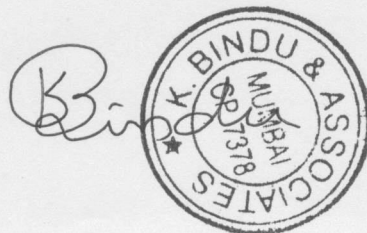
Date: 03-11-2017

SCRUTINIZER'S REPORT

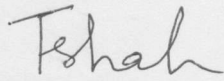
To,
The Chairperson of
Extraordinary General Meeting ("EGM") of the Members of
Future Retail Limited
held on Friday, 03rd November, 2017 at 10:30 am at
Rangaswar, Fourth Floor, Y. B. Chavan Centre,
Gen. Jagannath Bhosale Marg, Mumbai – 400 021

Dear Sir,

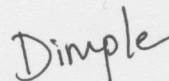
1. The Board of Directors of the Company, at its meeting held on 05th October, 2017 has appointed me as the Scrutinizer for the purpose of scrutinizing the remote e-voting process and conducting the ballot voting at the EGM in a fair and transparent manner for the Resolution as set out in the Notice 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 the Resolution 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 Friday, 03rd November, 2017 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 28th October, 2017 ("**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 Tuesday, 31st October, 2017 (9:00 am) and ended on Thursday, 02nd November, 2017 (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 02nd November, 2017. The votes cast were unblocked on 03rd November, 2017 at 11:15 a.m. (IST) 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

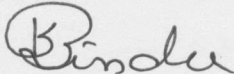


Name: Ms. Dimple Shah

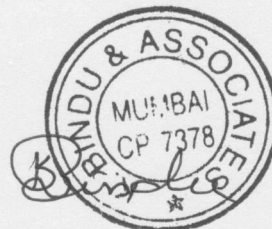
- 4.9 The remote e-voting data was scrutinized by me for verification of votes cast in favour and against the Resolution, as set out in the Notice of the EGM.
5. A summary of the combined voting results of the votes cast through ballot papers received and remote e-voting is given as **Annexure A**.
6. 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, the Resolution 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



K Bindu & Associates

Company Secretaries

Tel.: (O) 022 28784043 (R) 022 28779546

Mobile: +91 9892349554

E-mail: kbindudshah@gmail.com

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

Annexure "A"

Resolution: Issue of Equity Shares on Preferential Allotment/Private Placement basis

Particulars	Remote E-Voting		Polling at the EGM		Consolidated Voting Results		
	No. of Members Voted	No. of Valid votes cast	No. of Members / Proxy Voted	No. of Valid votes cast	Total No. of Members Voted	Total No. of Votes casted	% of total number of valid votes cast
Voted in favour of the Resolution	196	405663898	70	316074	266	405979972	95.573
Voted against the Resolution	67	18805154	4	126	71	18805280	4.427
Invalid Votes	-	-	1	1			

