

# FUTURE RETAIL



29th August, 2017

To,

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

**BSE Scrip Code: 540064**

**NSE Symbol: FRETAIL**

Dear Sir / Madam,

**Sub.: Proceedings of Tenth Annual General Meeting of the Members of the Company held on 29th August, 2017.**

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

This is to inform that Tenth Annual General Meeting of the Company was held today, i.e. Tuesday, 29th August, 2017 at 09:30 AM at Ranagswar, Fourth Floor, Y. B. Ghavan Centre, Gen. Jagannath Bhosale Marg, Mumbai - 400 021 ("**the Meeting**").

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 Scrutiniser dated 29th August, 2017 on Remote e-voting and voting conducted through Ballot Paper at the Meeting.

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

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CIN : L51909MH2007PLC268269

# FUTURE RETAIL



## Annexure – I

### Summary of the proceedings of the Tenth Annual General Meeting of the Members of Future Retail Limited ("the Company")

The Tenth Annual General Meeting ("AGM") of the Members of the Company was held on Tuesday, 29th August, 2017 at 9:30 AM at Rangaswar, Fourth Floor, Y.B. Chavan Centre, Gen. Jagannath Bhosale Marg, Mumbai – 400 021 and concluded at 10:40 AM.

Mr. Kishore Biyani, Chairman & Managing Director of the Company chaired the Meeting. Since the requisite quorum was present, the Chairperson called the Meeting in order. Total of 124 Members were present in person or through proxy at the AGM. Due to prior commitment, Mr. Rajan Bharti Mittal has expressed their inability to attend this AGM. The Notice convening AGM along with the Statement was taken as read.

The Chairperson delivered his speech to the Members. The Chairperson for the Meeting took up the items of Ordinary Business and Special Business before the Meeting, as listed under Sr. Nos. 1 to 8 below. For the businesses listed at Sr. Nos. 2 to 5 the Notice, Mr. Ravindra Dhariwal occupied the Chair as business at Sr. No. 2 and 5 was related to appointment and revision in remuneration of Mr. Kishore Biyani.

The Chairperson informed the Meeting that the facility of remote e-voting was made available from Saturday, 26th August, 2017 (9:00 AM) till Monday, 28th August, 2017 (5:00 PM) and the facility of voting through Ballot Paper had been provided at the AGM venue to those who did not cast their votes through remote e-voting. The following items of business, as per the Notice of the AGM were transacted at the meeting:

1. Adoption of Audited Financial Statements of the Company for the financial year ended March 31, 2017 together with the Reports of the Board of Directors and Auditors thereon;
2. Appointment of Mr. Kishore Biyani, who retires by rotation and being eligible, offers himself for re-appointment;
3. Ratification of appointment of Statutory Auditors and fix their remuneration;
4. Appointment of Ms. Sridevi Badiga as an Independent Director;
5. Approval for revision in remuneration of Mr. Kishore Biyani as Managing Director;
6. Approval for revision in remuneration of Mr. Rakesh Biyani as Joint Managing Director;
7. Increasing the investment limit in Equity Share capital by Registered Foreign Portfolio Investors ("RFPs") and Foreign Institutional Investors ("FIIs"); and
8. Approval for entering into Related Party Transaction(s).

Clarifications / Response were provided to various queries raised by the Members at the Meeting.

The Board of Directors had appointed Ms. Bindu Darshan Shah, Proprietor M/s. K Bindu & Associates, Practicing Company Secretaries, Mumbai as the Scrutinizer to supervise the Remote e -voting and Polling process at the AGM. As per the Scrutinizer's Report received by the Company, all the Resolutions as set out in the Notice of the said AGM have been passed by the Members with requisite majority.



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, 29th August, 2017 (Tenth Annual General Meeting)
Total number of Shareholders on record date	22nd August, 2017 was cut-off date for reckoning the voting rights of the Shareholders Total Number of Shareholders: 42,850
No. of shareholders present in the meeting either in person or through proxy: Promoters and Promoter Group: Public:	14 110
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 Ballot voting at the Meeting



**Annexure – II continued**

Resolution Required : (Ordinary)

1. Adoption of Audited Financial Statements of the Company for the financial year ended March 31, 2017 together with the Reports of the Board of Directors and Auditors thereon

No

Whether promoter/ promoter group are interested in the agenda/resolution?

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	100.0000	233740436	0	100.0000	0.0000
	Poll	233740436	0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>233740436</b>	<b>100.0000</b>	<b>233740436</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public Institutions	E-Voting		81020391	75.8478	81020391	0	100.0000	0.0000
	Poll	106819662	0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>81020391</b>	<b>75.8478</b>	<b>81020391</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public Non Institutions	E-Voting		53929445	36.1332	53929445	0	100.0000	0.0000
	Poll	149251683	43846730	29.3777	43846730	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>97776175</b>	<b>65.5109</b>	<b>97776175</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
<b>Total</b>		<b>489811781</b>	<b>412537002</b>	<b>84.2236</b>	<b>412537002</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>



Resolution Required : (Ordinary)		2. Appointment of Mr. Kishore Biyani, who retires by rotation and being eligible, offers himself for re-appointment							
Whether promoter/ promoter group are interested in the agenda/resolution?	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]	$[3]=\frac{[2]}{[1]}*100$	[4]	[5]	$[6]=\frac{[4]}{[2]}*100$	$[7]=\frac{[5]}{[2]}*100$
		E-Voting		233740436	100.0000	233740436	0	100.0000	0.0000
	Promoter and Promoter Group	Poll	233740436	0	0.0000	0	0	0.0000	0.0000
		Postal Ballot		0	0.0000	0	0	0.0000	0.0000
		<b>Total</b>		<b>233740436</b>	<b>100.0000</b>	<b>233740436</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
		E-Voting		81020391	75.8478	80737405	282986	99.6507	0.3493
	Public Institutions	Poll	106819662	0	0.0000	0	0	0.0000	0.0000
		Postal Ballot		0	0.0000	0	0	0.0000	0.0000
		<b>Total</b>		<b>81020391</b>	<b>75.8478</b>	<b>80737405</b>	<b>282986</b>	<b>99.6507</b>	<b>0.3493</b>
		E-Voting		53929450	36.1332	53929238	212	99.9996	0.0004
	Public Non Institutions	Poll	149251683	43846730	29.3777	43846730	0	100.0000	0.0000
		Postal Ballot		0	0.0000	0	0	0.0000	0.0000
		<b>Total</b>		<b>97776180</b>	<b>65.5109</b>	<b>97775968</b>	<b>212</b>	<b>99.9998</b>	<b>0.0002</b>
	<b>Total</b>		<b>489811781</b>	<b>412537007</b>	<b>84.2236</b>	<b>41253809</b>	<b>283198</b>	<b>99.9314</b>	<b>0.0686</b>



Resolution Required : (Ordinary)		3. Ratification of appointment of Statutory Auditors and fix their remuneration						
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]	$[3]=\frac{[2]}{[1]}*100$	[4]	[5]	$[6]=\frac{[4]}{[2]}*100$	$[7]=\frac{[5]}{[2]}*100$
Promoter and Promoter Group	E-Voting		233740436	100.0000	233740436	0	100.0000	0.0000
	Poll	233740436	0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>233740436</b>	<b>100.0000</b>	<b>233740436</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public Institutions	E-Voting		76138838	71.2779	43961992	32176846	57.7392	42.2608
	Poll	106819662	0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>76138838</b>	<b>71.2779</b>	<b>43961992</b>	<b>32176846</b>	<b>57.7392</b>	<b>42.2608</b>
Public Non Institutions	E-Voting		53929450	36.1332	53929283	167	99.9997	0.0003
	Poll	149251683	43846730	29.3777	43846730	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>97776180</b>	<b>65.5109</b>	<b>97776013</b>	<b>167</b>	<b>99.9998</b>	<b>0.0002</b>
<b>Total</b>		<b>489811781</b>	<b>407655454</b>	<b>83.2270</b>	<b>375478441</b>	<b>32177013</b>	<b>92.1068</b>	<b>7.8932</b>



Resolution Required : (Ordinary)		4. Appointment of Ms. Sridevi Badiga as an Independent Director						
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]	$[3]=\frac{[2]}{[1]}*100$	[4]	[5]	$[6]=\frac{[4]}{[2]}*100$	$[7]=\frac{[5]}{[2]}*100$
Promoter and Promoter Group	E-Voting		233740436	100.0000	233740436	0	100.0000	0.0000
	Poll	233740436	0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>233740436</b>	<b>100.0000</b>	<b>233740436</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public Institutions	E-Voting		80270391	75.1457	80270391	0	100.0000	0.0000
	Poll	106819662	0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>80270391</b>	<b>75.1457</b>	<b>80270391</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public Non Institutions	E-Voting		53926077	36.1310	53922952	3125	99.9942	0.0058
	Poll	149251683	43846730	29.3777	43846730	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>97772807</b>	<b>65.5087</b>	<b>97769682</b>	<b>3125</b>	<b>99.9968</b>	<b>0.0032</b>
<b>Total</b>		<b>489811781</b>	<b>411783634</b>	<b>84.0698</b>	<b>411780509</b>	<b>3125</b>	<b>99.9992</b>	<b>0.0008</b>



Resolution Required : (Special)		5. Approval for revision in remuneration of Mr. Kishore Biyani as Managing Director						
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]	$[3]=\frac{[2]}{[1]}*100$	[4]	[5]	$[6]=\frac{[4]}{[2]}*100$	$[7]=\frac{[5]}{[2]}*100$
Promoter and Promoter Group	E-Voting		233740436	100.0000	233740436	0	100.0000	0.0000
	Poll	233740436	0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>233740436</b>	<b>100.0000</b>	<b>233740436</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public Institutions	E-Voting		80270391	75.1457	80270391	0	100.0000	0.0000
	Poll	106819662	0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>80270391</b>	<b>75.1457</b>	<b>80270391</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public Non Institutions	E-Voting		53929450	36.1332	53923586	5864	99.9891	0.0109
	Poll	149251683	43846730	29.3777	43846730	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>97776180</b>	<b>65.5109</b>	<b>97770316</b>	<b>5864</b>	<b>99.9940</b>	<b>0.0060</b>
<b>Total</b>		<b>489811781</b>	<b>411787007</b>	<b>84.0705</b>	<b>411781143</b>	<b>5864</b>	<b>99.9986</b>	<b>0.0014</b>





Resolution Required : (Special)		6. Approval for revision in remuneration of Mr. Rakesh Biyani as Joint Managing Director						
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]	$[3]=\frac{[2]}{[1]}*100$	[4]	[5]	$[6]=\frac{[4]}{[2]}*100$	$[7]=\frac{[5]}{[2]}*100$
Promoter and Promoter Group	E-Voting		233740436	100.0000	233740436	0	100.0000	0.0000
	Poll	233740436	0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>233740436</b>	<b>100.0000</b>	<b>233740436</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public Institutions	E-Voting		80270391	75.1457	80243461	26930	99.9665	0.0335
	Poll	106819662	0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>80270391</b>	<b>75.1457</b>	<b>80243461</b>	<b>26930</b>	<b>99.9665</b>	<b>0.0335</b>
Public Non Institutions	E-Voting		53929350	36.1332	53923716	5634	99.9896	0.0104
	Poll	149251683	43846730	29.3777	43846730	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>97776080</b>	<b>65.5109</b>	<b>97770446</b>	<b>5634</b>	<b>99.9942</b>	<b>0.0058</b>
<b>Total</b>		<b>489811781</b>	<b>411786907</b>	<b>84.0704</b>	<b>411754343</b>	<b>32564</b>	<b>99.9921</b>	<b>0.0079</b>



Resolution Required : (Special)		7. Increasing the investment limit in Equity Share capital by Registered Foreign Portfolio Investors ("RFPis") and Foreign Institutional Investors ("FIIs")						
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]	$[3]=\frac{[2]}{[1]}\times 100$	[4]	[5]	$[6]=\frac{[4]}{[2]}\times 100$	$[7]=\frac{[5]}{[2]}\times 100$
Promoter and Promoter Group	E-Voting		233740436	100.0000	233740436	0	100.0000	0.0000
	Poll	233740436	0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>233740436</b>	<b>100.0000</b>	<b>233740436</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public Institutions	E-Voting		81020391	75.8478	81020391	0	100.0000	0.0000
	Poll	106819662	0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>81020391</b>	<b>75.8478</b>	<b>81020391</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public Non Institutions	E-Voting		53929150	36.1330	53929045	105	99.9998	0.0002
	Poll	149251683	43846730	29.3777	43846730	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>97775880</b>	<b>65.5107</b>	<b>97775775</b>	<b>105</b>	<b>99.9999</b>	<b>0.0001</b>
<b>Total</b>		<b>489811781</b>	<b>412536707</b>	<b>84.2235</b>	<b>412536602</b>	<b>105</b>	<b>100.0000</b>	<b>0.0000</b>



Resolution Required : (Ordinary)		8. Approval for entering into Related Party Transaction(s)						
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]	$[3]=\frac{[2]}{[1]}*100$	[4]	[5]	$[6]=\frac{[4]}{[2]}*100$	$[7]=\frac{[5]}{[2]}*100$
Promoter and Promoter Group	E-Voting		0	0.0000	0	0	0.0000	0.0000
	Poll	233740436	0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	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		78504384	73.4924	78504384	0	100.0000	0.0000
	Poll	106819662	0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>78504384</b>	<b>73.4924</b>	<b>78504384</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public Non Institutions	E-Voting		53929450	36.1332	53924868	4582	99.9915	0.0085
	Poll	149251683	43846730	29.3777	43846730	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>97776180</b>	<b>65.5109</b>	<b>97771598</b>	<b>4582</b>	<b>99.9953</b>	<b>0.0047</b>
<b>Total</b>		<b>489811781</b>	<b>176280564</b>	<b>35.9894</b>	<b>176275982</b>	<b>4582</b>	<b>99.9974</b>	<b>0.0026</b>



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

Date: 29th August, 2017

## SCRUTINIZER'S REPORT

To,  
The Chairperson of  
Tenth Annual General Meeting of the Members of  
**Future Retail Limited**  
held on Tuesday, 29th August, 2017 at 9:30 AM  
at 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 23rd May, 2017 has appointed me as the Scrutinizer for conducting the ballot voting and remote e-voting process conducted at the Tenth Annual General Meeting ("AGM") in a fair and transparent manner for all the resolutions as set out in the Notice of the AGM.
2. In compliance with the provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), the Company had provided its Members the Remote e-voting facility which was provided by National Securities Depository Limited ('NSDL') for all the Resolutions as set out in the Notice of the said AGM.
3. Further, the facility for voting through Ballot Paper was also made available at the AGM for those Members / proxy holders who attended the AGM 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 forms to the Members who were present at the Tenth Annual General Meeting held on Tuesday, the 29th August, 2017 at 09:30 AM at Fourth Floor, Y. B. Chavan Centre, Gen. Jagannath Bhosale Marg, Mumbai - 400 021;
  - 4.2 Particulars of all the ballot forms received from the Members and the votes cast by electronic mode have been entered in the register maintained for the purpose;
  - 4.3 The ballot forms/papers were kept under my safe custody in sealed and tamper proof ballot boxes before commencing the scrutiny of such ballot forms;
  - 4.4 The ballot box was opened in my presence;
  - 4.5 The ballot forms were duly opened in my presence and scrutinized and the shareholding was matched / confirmed with the Register of Members of the Company as on 22nd August, 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 Saturday, 26th August, 2017 (9.00 AM) and ended on Monday, 28th August, 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 28th August, 2017. The votes cast were unblocked on 29th August, 2017 at 11:00 AM (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: Forum Shah

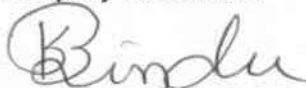


Name: Dimple Shah

- 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 AGM.
5. A summary of the voting through ballot forms received / remote e-voting is given as per **Annexure A**.
6. I have handed over the ballot forms and other related papers / registers and records for the safe custody to the Chairperson who has been authorized by the Board of Directors to supervise the Ballot process.
7. On the basis of the scrutiny of the ballot forms and votes cast through electronic mode, the Resolution no. 1 to Resolution no. 8 as set out in the Notice of AGM 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"

## Resolution No. 1

Adoption of Audited Financial Statements of the Company for the financial year ended March 31, 2017 together with the Reports of the Board of Directors and Auditors thereon

Particulars	Remote E-Voting		Polling at the Meeting		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	230	368690272	68	43846730	298	412537002	100.00000
Voted against the Resolution	0	0	0	0	0	0	0.00000
Invalid Votes	0	0	1	5	1	5	

## Resolution No. 2

Appointment of Mr. Kishore Biyani, who retires by rotation and being eligible, offers himself for re-appointment

Particulars	Remote E-Voting		Polling at the Meeting		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	223	368407079	68	43846730	291	412253809	99.93135
Voted against the Resolution	8	283198	0	0	8	283198	0.06865
Invalid Votes	0	0	1	5	1	5	



## Resolution No. 3

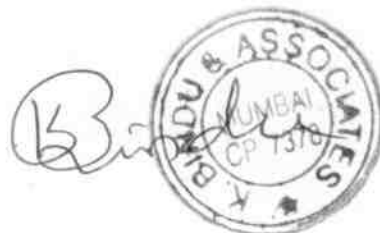
## Ratification of appointment of Statutory Auditors and fix their remuneration

Particulars	Remote E-Voting		Polling at the Meeting		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	219	331631711	68	43846730	287	375478441	92.10681
Voted against the Resolution	6	32177013	0	0	6	32177013	7.89319
Invalid Votes	0	0	1	5	1	5	

## Resolution No. 4

## Appointment of Ms. Sridevi Badiga as an Independent Director

Particulars	Remote E-Voting		Polling at the Meeting		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	226	367933779	68	43846730	294	411780509	99.99924
Voted against the Resolution	3	3125	0	0	3	3125	0.00076
Invalid Votes	0	0	1	5	1	5	



## Resolution No. 5

Approval for revision in remuneration of Mr. Kishore Biyani as Managing Director;

Particulars	Remote E-Voting		Polling at the Meeting		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	214	367934413	68	43846730	282	411781143	99.99858
Voted against the Resolution	16	5864	0	0	16	5864	0.00142
Invalid Votes	0	0	1	5	1	5	

## Resolution No. 6

Approval for revision in remuneration of Mr. Rakesh Biyani as Joint Managing Director;

Particulars	Remote E-Voting		Polling at the Meeting		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	212	367907613	68	43846730	280	411754343	99.99209
Voted against the Resolution	17	32564	0	0	17	32564	0.00791
Invalid Votes	0	0	1	5	1	5	





## Resolution No. 7

Increasing the investment limit in Equity Share capital by Registered Foreign Portfolio Investors ("RFPs") and Foreign Institutional Investors ("FIIs");

Particulars	Remote E-Voting		Polling at the Meeting		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	225	368689872	68	43846730	293	412536602	99.99997
Voted against the Resolution	4	105	0	0	4	105	0.00003
Invalid Votes	0	0	1	5	1	5	

## Resolution No. 8

Approval for entering into Related Party Transaction(s).

Particulars	Remote E-Voting		Polling at the Meeting		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	192	132429252	68	43846730	260	176275982	99.99740
Voted against the Resolution	9	4582	0	0	9	4582	0.00260
Invalid Votes	0	0	1	5	1	5	

