

FUTURE RETAIL



19th March, 2018

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 (E),
Mumbai- 400 051

Scrip Code : 540064

Symbol : FRETAIL

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,

- 1) Pursuant to Section 110 of the Companies Act, 2013 ("the Act"), read with the Companies (Management and Administration) Rules, 2014 (as amended from time to time) and other applicable provisions of the Act, the consent of the Members of the Company was sought by Postal Ballot for the matter as mentioned in the Postal Ballot Notice dated 09th February, 2018.
- 2) Mr. Anant Gude, Practicing Company Secretary was appointed as the Scrutinizer for conducting the Postal Ballot process in a fair and transparent manner.
- 3) The last date for casting votes electronically through e-voting and for receipt of the physical ballot form(s) from the Members was Sunday, 18th March, 2018.
- 4) The Scrutinizer has submitted his report for the Postal Ballot, result whereof is announced today, i.e. Monday, 19th March, 2018.
- 5) In terms of Regulation 44(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**Listing 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 ballot is also enclosed herewith.

Pursuant to the aforesaid, a Special Resolution with regard to the approval of sale of equity shares of Hypercity Retail (India) Limited ("HRIL"), a wholly owned subsidiary of the Company has 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 and all other applicable provision of the Listing Regulations.

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

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

Mode of Voting: Postal Ballot and E-voting

Resolution Required : (Special)			1 - Approval of sale of equity shares of Hypercity Retail (India) Limited ("HRIL"), a wholly owned subsidiary of the Company					
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	23,37,40,436	23,37,40,436	100.000	23,37,40,436	0	100.0000	0.0000
	Poll		Not Applicable					
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		23,37,40,436	100.0000	23,37,40,436	0	100.0000	0.0000
Public Institutions	E-Voting	10,95,93,463	7,88,07,285	71.9087	7,84,15,402	3,91,883	99.5027	0.4973
	Poll		Not Applicable					
	Postal Ballot		18,35,620	1.6749	18,35,620	0	100.0000	0.0000
	Total		8,06,42,905	73.5836	8,02,51,022	3,91,883	99.5141	0.4859
Public Non Institutions	E-Voting	15,86,41,255	12,47,91,730	78.6628	12,47,90,541	1,189	99.9990	0.0010
	Poll		Not Applicable					
	Postal Ballot		3,52,735	0.2227	3,49,870	2,865	99.1878	0.8122
	Total		12,51,44,465	78.8855	12,51,40,411	4,054	99.9968	0.0032
Total		50,19,75,154	43,95,27,806	87.5598	43,91,31,869	3,95,937	99.9099	0.0901





Anant Gude & Associates

B.Com., LL.B., ACS

COMPANY SECRETARIES

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REPORT OF SCRUTINIZER IN RESPECT OF POSTAL BALLOT

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

Date : 19th March, 2018

To,
The Chairman
Future Retail Limited
Knowledge House, Shyam Nagar,
Off. Jogeshwari - Vikhroli Link Road,
Jogeshwari (East), Mumbai – 400 060

Dear Sir,

Subject: Scrutinizer's Report on Postal Ballot 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 as amended.

The Board of Directors of Future Retail Limited (hereinafter referred to as the "Company") at its meeting held on 06th December, 2017 had 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 in respect of the matter as set out in the Postal Ballot Notice dated 09th February, 2018 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 e-voting to the Members of the Company through their website www.evoting.nsdl.com.
- ❖ M/s. Link Intime India Private Limited is the Registrar and Share Transfer Agent of the Company ("RTA").
- ❖ The cut-off date for determining Members for the dispatch of the Notice of the postal ballot was 09th February, 2018 (Physical & E-mail) and as on that date, there were 53,816 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 43,037 Members whose E-mail ID were registered with the Company / RTA. In respect of 10,779 Members, the Company had sent the notice of the postal ballot, postal ballot form along with self-addressed pre-paid postage Business Reply Envelope in physical form through speed post.
- ❖ The Company completed the dispatch of the postal ballot notices in physical form & E-mail to the eligible Members on 16th February, 2018.





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- ❖ 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 resolution placed for approval of the Members was 09th February, 2018.
- ❖ The e-voting facility was kept open from 17th February, 2018 (9:00 a.m.) till 18th March, 2018 (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 and in 'Nav Shakti' Newspaper in Marathi language both dated 17th February, 2018. The notice published in the Newspapers 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, 18th March, 2018 after 5:00 p.m. (IST) in the presence of two witnesses who are not in the employment of the Company and the details containing the list of Members who voted "for" or "against" the resolution was downloaded from the e-voting website of NSDL.
- ❖ All postal ballot forms received up to Sunday, 18th March, 2018, being the last date fixed by the Company for the receipt of the physical forms, were considered for my scrutiny. All votes casted on NSDL e-voting platform up to 5:00 p.m. on Sunday, 18th March, 2018 were considered for my scrutiny.
- ❖ The postal ballot forms which were incomplete and / or which were 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 e-voting and votes cast through postal ballot forms, the combined result of the voting is given below:

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

Approval of sale of equity shares of Hypercity Retail (India) Limited ("HRIL"), a wholly owned subsidiary of the Company

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	266	21,85,490	99.87
E-Voting	297	43,69,46,379	99.91
Total	563	43,91,31,869	99.91





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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	17	2,865	0.13
E-Voting	27	3,93,072	0.09
Total	44	3,95,937	0.09

iii. Invalid / Abstain Votes / Less Voted:

Type of Voting	Total no. of Members whose votes were declared invalid	Total no. of votes cast by them
Ballot Voting	15	5,905
E-Voting	02	12
Total	17	5,917

Resolution mentioned in the notice as per the details given above stand passed with the requisite majority. You may accordingly declare the result of the voting.

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 e-voting and voting conducted by physical ballot by the Members of the Company. The postal ballot papers and all other relevant records relating to e-voting and physical voting is under my safe custody and is being handed to the Company Secretary/Authorised Person of the Company for safe keeping.

Thanking You,

Yours Faithfully

FOR ANANT GUDE & ASSOCIATES
COMPANY SECRETARY

ANANT GUDE

C. P. NO. 18623 / ACS NO. 7219

