

BSE/NSE/PBR/2017-18

March 20, 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 (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 / 956310-311-954-955 / 957077-263-264

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 108 and 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 Securities on private placement basis.
- 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 Monday, March 19, 2017.
- d) The Scrutinizer has submitted his report for the postal ballot, result whereof is announced today, i.e. Tuesday, March 20, 2018.
- 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 Securities on private placement basis 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 Securities on Private Placement Basis					
Whether promoter / promoter group are interested in the agenda / resolution?			No					
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							
Promoter and Promoter Group	Shares	23,37,91,229	22,65,00,449	99.9169	22,65,00,449	0	100.0000	0.0000
	Voting Rights	22,66,88,836						
Public - Institutions	Shares	2,22,85,491	72,89,455	32.7967	72,89,455	0	100.0000	0.0000
	Voting Rights	2,22,26,151						
Public – Non-Institutions	Shares	23,72,95,027	11,41,87,891	48.6707	11,41,72,822	15,069	99.9868	0.0132
	Voting Rights	23,46,13,090						
Total	Shares	49,33,71,747	34,79,77,795	71.9664	34,79,62,726	15,069	99.9957	0.0043
	Voting Rights	48,35,28,077						

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

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

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Mobile : +91 - 98200 48670

e-mail : bhattivirendra1945@yahoo.co.in

Date:20th March, 2018

To,
THE MANAGING DIRECTOR
Future Enterprises Limited
Knowledge House, Shyam Nagar,
Off Jogeshwari Vikhroli Link Road,
Jogeshwari (East), Mumbai 400 060.

Subject: Scrutinizer's Report under Sections 108 and 110 of the Companies Act, 2013 for voting by Shareholders [Equity and Class B (Series 1)] through Postal Ballot & Remote e-voting.

The Board of Directors of Future Enterprises Limited (hereinafter referred to as the 'Company') at its meeting held on 12th February, 2018 had appointed me as the Scrutinizer for the Postal Ballot/Remote Electronic Voting ('Remote e-voting') pursuant to Sections 108 and 110 of the Companies Act, 2013 (the 'Act') read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, 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 Notice of Postal Ballot proposed to be transacted by way of postal ballot / e-voting.

Report on Scrutiny

- The Company had appointed National Securities Depository 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.
- Link Intime India Private Limited is the Registrar and Transfer Agents of the Company.
- The cut-off date for determining Members for the dispatch of the Notice of Postal Ballot was 9th February, 2018 (Physical & E-mail) and as on that date, there were 77,739 Members of the Company. The Company had sent the Notice of Postal Ballot along with Postal Ballot Form and e-voting details by e-mail to 61,175 cases whose e-mail ID were registered with the Company/RTA and In respect of 13,507 cases, the Company had sent Notice of the Postal Ballot, Postal Ballot Form along with self-addressed pre-paid Business Reply Envelope in physical form by speed post / registered post.



- The Company completed the dispatch of the Notice of Postal Ballot through/by email and physical form to the members on 17th February, 2018.
- 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 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 9th February, 2018.
- The remote e-voting facility was kept open from Sunday, 18th February, 2018 (9:00 a.m.) to Monday, 19th March, 2018 (5:00 p.m.)
- As prescribed in clause (v) of sub-rule (4) of Rule 20 read with sub-rule (3) of Rule 22 of the Companies (Management and Administration Rules), 2014, as amended from time to time, the Company also released an advertisement in 'Free Press Journal' in English language having country-wide circulation dated 18th February, 2018 and in 'Nav Shakti, in Marathi language dated 18th February, 2018. The notice published in the Newspapers carried the information as specified under the said Rules.
- The votes were unblocked on Monday, 19th March, 2018 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 Monday, 19th March, 2018, 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 Monday, 19th 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 were kept separately.



The combined results of the Remote e-voting together with voting conducted by Postal Ballot are as under:

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 members who cast their votes	181	37	281	106	462	143
Total number of shares held by them	326709584	21122981	147117	7694	326856701	21130675
Valid votes	As per details provided in the Resolution mentioned hereunder.					
Invalid votes	As per details provided in the Resolution mentioned hereunder.					

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

Item of the Notice (As a Special Resolution)

Issue of securities on private placement basis for an amount not exceeding Rs.1500 Crore (Rupees One Thousand Five Hundred Crore only).

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.
E-Voting	347832565	0	347832565	347824857	-	7708	-
Postal Ballot	154811	9581	145230	137869	-	7361	-
Total	347987376	9581	347977795	347962726	99.99	15069	0.01

Table showing Bifurcations of Promoters, Financial Institutions and Others for Item of Notice - 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.

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 Postal Ballot are under my safe custody and will be handed to the Company Secretary / Authorized Person of the Company for safe keeping.

Thanking You,

Yours Faithfully



Virendra Bhatt
ACS- 1157
COP-124



Date: 20th March, 2018
Place: Mumbai

Witnesses:



Vishwas Y Salvi

P.V. Chaudhari
Parbat V. Chaudhari

Countersigned and received the Report

For Future Enterprises Limited



Director / Company Secretary

Date: 20th March, 2018
Place: Mumbai

Annexure-A

Future Enterprises Limited

Resolution Required :			Special Resolution					
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	233791229	226500449	-	226500449	0	-	-
	Postal Ballot		0	-	0	0	-	-
	Total		226500449	96.88	226500449	0	100	0
Public Institutions	E-Voting	22285491	7289455	-	7289455	0	-	-
	Postal Ballot		0	-	0	0	-	-
	Total		7289455	32.70	7289455	0	100	0
Public Non-Institutions	E-Voting	237295027	114042661	-	114034953	7708	-	-
	Postal Ballot		145230	-	137869	7361	-	-
	Total		114187891	48.12	114172822	15069	99.98	0.02
Total		493371747	347977795	70.53	347962726	15069	99.99	0.01

