

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: 952009-10-45-46-53-54-74-75-97-98 / 952715-17-18-21-879-880-881-882-883 / 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 / 956954-55 / 957077-263-264-711-712-713 / 957875-76 / 957889

**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,

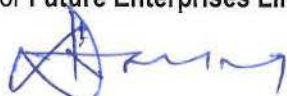
- a) Pursuant to Section 108 and 110 of the Companies Act, 2013, read with the Companies (Management and Administration) Rules, 2014, as amended from time to time, consent of the Shareholders of the Company was sought by postal ballot for Issue of Securities on private placement basis.
- b) Mr. Virendra 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 Thursday, June 28, 2018.
- d) The Scrutinizer has submitted his report for the postal ballot, result whereof is announced today, i.e. Saturday, June 30, 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 #(3) = [(2)/(1)] x 100	No. of votes in favour	No. of votes against	% of votes in favour on votes polled (6) = [(4)/(2)] x 100	% of votes against on votes polled (7) = [(5)/(2)] x 100
	No. of Voting Rights held							
	1							
Promoter and Promoter Group	Shares	23,41,97,152	22,70,87,899	100.0000	22,70,87,899	0	100.0000	0.0000
	Voting Rights	22,70,88,007						
Public - Institutions	Shares	2,00,86,895	52,01,184	25.9491	52,01,184	0	100.0000	0.0000
	Voting Rights	2,00,43,785						
Public – Non-Institutions	Shares	23,90,87,700	5,23,82,962	22.1590	5,23,68,961	14,001	99.9733	0.0267
	Voting Rights	23,63,96,285						
Total	Shares	49,33,71,747	28,46,72,145	58.8740	28,46,58,144	14,001	99.9951	0.0049
	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

Office :

Office No. 03, A Wing, 9th Floor,  
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: 30<sup>th</sup> June, 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 25<sup>th</sup> May, 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](http://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 18th May, 2018 (Physical & E-mail) and as on that date, there were 77167 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 60749 cases whose e-mail ID were registered with the Company/RTA and in respect of 13399 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 29<sup>th</sup> May, 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 18<sup>th</sup> May, 2018.
- The remote e-voting facility was kept open from Wednesday, 30<sup>th</sup> May, 2018 (9:00 a.m.) to Thursday, 28<sup>th</sup> June, 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 30<sup>th</sup> May, 2018 and in 'Nav Shakti, in Marathi language dated 30<sup>th</sup> May, 2018. The notice published in the Newspapers carried the information as specified under the said Rules.
- The votes were unblocked on Thursday, 28<sup>th</sup> June, 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 Thursday, 28<sup>th</sup> June, 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 Thursday, 28<sup>th</sup> June, 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	295	74	236	80	531	154
Total number of shares held by them	263218319	21332517	131396	4189	263349715	21336706
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.	Nos.	Percentage	Nos.	Percentage
E-Voting	284550836	15	284550821	284539939	-	10882	-
Postal Ballot	135585	14261	121324	118205	-	3119	-
<b>Total</b>	<b>284686421</b>	<b>14276</b>	<b>284672145</b>	<b>284658144</b>	<b>99.99</b>	<b>14001</b>	<b>0.01</b>

**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,

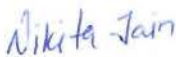
Yours Faithfully

  
  
Virendra Bhatt  
ACS- 1157  
COP-124

Date: 30<sup>th</sup> June, 2018

Place: Mumbai

Witnesses:

  
\_\_\_\_\_  
Nikita Jain

  
\_\_\_\_\_  
Vishwas Y Salvi

Countersigned and received the Report

For Future Enterprises Limited

  
\_\_\_\_\_  
Company Secretary

Date: 30<sup>th</sup> June, 2018

Place: Mumbai

## Annexure A

## Future Enterprises Limited (Equity &amp; Class B)

Resolution Required : (Special)		1 - Issue of Securities on Private Placement							
Whether promoter/ promoter group are interested in the agenda/resolution?		No							
Category	Mode of Voting	No. of shares held	No. of VR 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			227087999	0	227087999	0	0	0
	Poll			0	0	0	0	0	0
	Postal Ballot			0	0	0	0	0	0
	<b>Total</b>	234197152	227088007	<b>227087999</b>	<b>100.00</b>	<b>227087999</b>	<b>0</b>	<b>100</b>	<b>0</b>
Public Institutions	E-Voting			5201184	0	5201184	0	0	0
	Poll			0	0	0	0	0	0
	Postal Ballot			0	0	0	0	0	0
	<b>Total</b>	20086895	20043785	<b>5201184</b>	<b>25.95</b>	<b>5201184</b>	<b>0</b>	<b>100</b>	<b>0</b>
Public Non Institutions	E-Voting			52261638	0	52250756	10882	0	0
	Poll			0	0	0	0	0	0
	Postal Ballot			121324	0	118205	3119	0	0
	<b>Total</b>	239087700	236396285	<b>52382962</b>	<b>22.16</b>	<b>52368961</b>	<b>14001</b>	<b>99.97</b>	<b>0.03</b>
<b>Total</b>		<b>493371747</b>	<b>483528077</b>	<b>284672145</b>	<b>58.87</b>	<b>284658144</b>	<b>14001</b>	<b>99.99</b>	<b>0.01</b>

