

Virendra G. Bhatt

Company Secretary

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To,

The Chairman

FUTURE ENTERPRISES LIMITED

30th Annual General Meeting of the members of **FUTURE ENTERPRISES LIMITED** (CIN: L52399MH1987PLC044954) held at Rangaswar, Fourth Floor, Y. B. Chavan Centre, Gen. Jagannath Bhosale Marg, Mumbai 400 021 on Wednesday, 29th August, 2018 at 4.00 pm.

Sub: Passing of the Resolution(s) through remote e-voting and Ballot papers pursuant to Section 108 and 109 of the Companies Act, 2013 read with Rule 20 and 21 of the Companies (Management and Administration) Rules, 2014, as amended and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The Board of Directors of Future Enterprises Limited (hereinafter referred to as the "Company") at its meeting held on 25th May, 2018 has appointed me as the Scrutinizer for the remote e-voting process as well as to scrutinize the voting through Physical Ballot papers received from the members at the venue of the Annual General Meeting pursuant to Section 108 and 109 of the Companies Act, 2013 read with Rule 20 and 21 of the Companies (Management and Administration) Rules, 2014, as amended and in accordance with the Regulation 44 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015. I say, I am familiar and well versed with the concept of electronic voting system as prescribed under the said Rules.

Report on Scrutiny:

- The company has 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.
- M/s Link Intime India Private Limited is the Registrar and Share Transfer Agent of the Company.
- NSDL has provided a system for recording the votes of the Members electronically on all items of the business (both Ordinary and Special business) sought to be transacted in the 30th Annual General Meeting of the company, which was held on Wednesday, 29th August, 2018.
- NSDL had set up electronic voting facility on their website, <https://www.evoting.nsdl.com>. The Company has uploaded all the items of the business to be transacted at the Annual General Meeting on the website of the Company and also on NSDL website to facilitate their members to cast their vote through Remote E-Voting.



- The Cut-off date for determining members for the dispatch of the Notice of the Annual General Meeting was 20th July, 2018 (Physical & E-mail) and as on that date, there were 73,737 members of the Company. The Company had sent the notices of the Annual General Meeting along with Annual Report 2017-18 and E-voting process by E-mail to 60,650 members out of whom transmission of 1250 E-mail had bounced back and hence the same were sent to them through speed post. In respect of 13,087 members, E-mail IDs were not available, the Annual Report 2017-18 and Notices were sent by speed post. Please note that for 38 cases, the Company had sent the Notice along with Annual Report both by E-mail and physical form as per the requisition of members.
- The Company completed the dispatch of the Notices and Annual Reports in physical form & Email to the members on 4th August, 2018.
- The Notices sent (both through email 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.
- The Cut-off date for the purposes of identifying the Members who will be entitled to vote on the resolutions placed for approval of the Members was 22nd August, 2018.
- As prescribed in the aforesaid Rules, the Remote e-voting facility was kept open for three days from Sunday, 26th August, 2018 at 09:00 a.m. (IST) to Tuesday, 28th August, 2018 till 05:00 p.m. (IST).
- As prescribed in clause (v) of sub rule 4 of the Rule 20, the Company also released an advertisement, which was published more than 21 days before the date of the AGM in English language in 'Free Press Journal newspapers dated 6th August, 2018 having country-wide circulation and in Marathi language in 'Nav Shakti' newspaper dated 6th August, 2018. The notice published in the newspaper carried the required information as specified in Sub Rule 4 (v) (a) to (h) of the said Rule 20 of the Companies (Management and Administration) Rules, 2014.
- At the end of E-voting period on 28th August, 2018 at 05.00 p.m., the voting period portal of the NSDL was blocked herewith.
- At the venue of the 30th Annual General Meeting of the Company held on 29th August, 2018, the facility to vote through Ballot papers was made available to facilitate those members present in the meeting but could not participate in the Remote e-voting to cast their votes.
- On 29th August, 2018, after counting of the votes conducted at the venue of the Annual General Meeting through Ballot papers, the votes cast through Remotes e-voting facility was duly unblocked by me as a Scrutinizer in the presence of Mr. Vishwas Salvi and Ms. Amruta Samant who acted as the witnesses, as prescribed in sub-rule 4 (xii) of the said Rule 20 of the Companies (Management and Administration) Rules, 2014.



- After the voting at the Annual General Meeting was concluded, the locked ballot box was subsequently opened in the presence of two persons as witnesses, as mentioned above, and Poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Company / Registrar and Transfer Agents of the Company and the authorizations / proxies lodged with the company.
- I did not find any poll papers invalid.
- Thereafter, I as a Scrutinizer, duly compiled the details of Remote e-voting and the facility of voting through Ballot papers provided at the venue of the Annual General Meeting the details of which are as follows:

The combined result of the remote E-voting together with that of the voting concluded at the Annual General Meeting by way of Ballot papers are as under:

Details	Remote E-voting	Voting through Ballot paper at Annual General Meeting	Total voting
	Equity & Class B (Series 1) Shares	Equity & Class B (Series1) Shares	Equity & Class B (Series 1) Shares
Number of member who cast their votes	270	109	379
Total number of shares held by them	346588390	1371488	347959878
Valid votes	As per details provided in each one of the Resolution(s) mentioned hereunder.		
Invalid votes	As mentioned under each Resolution		

Note: Computation of voting rights have been 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.



1. Item no. 1 of the Notice (As an Ordinary Resolution)

To receive, consider and adopt the Audited Standalone and Consolidated Financial Statements of the Company for the financial year ended 31st March, 2018 together with the reports of the Board of Directors and of Auditors thereon

(Equity Shares and Class B (Series 1) Shares)

Manner of Voting	Total Votes	Invalid/ Not Voted	Valid Votes
	Nos.	Nos.	Nos.
E-Voting	346588390	0	346588390
Ballots	1371488	0	1371488
Total	347959878	0	347959878

The Result of the E voting and Poll is as under:

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	256447152	249337999	97.2278	249337999	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0	0.0000
	Total		249337999	97.2278	249337999	0	100.0000	0.0000
Public Institutions	E-Voting	20524080	5430990	26.6858	5430990	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0	0.0000
	Total		5430990	26.6858	5430990	0	100.0000	0.0000
Public Non Institutions	E-Voting	216620715	91819401	42.3872	91819240	161	99.9998	0.0002
	Poll		1371488	0.6331	1371488	0	100.0000	0.0000
	Total		93190889	43.0203	93190728	161	99.9998	0.0002
Total		493591947	347959878	70.4955	347959717	161	100.0000	0.0000



2. Item no. 2 of the Notice (As an Ordinary Resolution)

To appoint a Director in place of Mr. Dinesh Maheshwari (DIN: 00088451) who retires by rotation and being eligible, offers himself for re-appointment

(Equity Shares and Class B (Series 1) Shares)

Manner of Voting	Total Votes	Invalid/ Not Voted	Valid Votes
	Nos.	Nos.	Nos.
E-Voting	346588390	0	346588390
Ballots	1371488	0	1371488
Total	347959878	0	347959878

The Result of the E voting and Poll is as under:

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	256447152	249337999	97.2278	249337999	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Total		249337999	97.2278	249337999	0	100.0000	0.0000
Public Institutions	E-Voting	20524080	5430990	26.6858	4041641	1389349	74.4181	25.5819
	Poll		0	0.0000	0	0	0.0000	0.0000
	Total		5430990	26.6858	4041641	1389349	74.4181	25.5819
Public Non Institutions	E-Voting	216620715	91819401	42.3872	91817278	2123	99.9977	0.0023
	Poll		1371488	0.6331	1371488	0	100.0000	0.0000
	Total		93190889	43.0203	93188766	2123	99.9977	0.0023
Total		493591947	347959878	70.4955	346568406	1391472	99.6001	0.3999



- **SPECIAL BUSINESS**

3. Item no. 3 of the Notice (As an Ordinary Resolution)

Approval for entering into Related Party Transaction(s)

(Equity Shares and Class B (Series 1) Shares)

Manner of Voting	Total Votes	Invalid/ Not Voted	Valid Votes
	Nos.	Nos.	Nos.
E-Voting	97250391	1070	97249321
Ballots	1371488	0	1371488
Total	98621879	1070	98620809

Note: The Promoters remain abstained from Voting for this resolution.

The Result of the E voting and Poll is as under:

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]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100
Promoter and Promoter Group	E-Voting	256447152	0	0.0000	0	0	0.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Total		0	0.0000	0	0	0.0000	0.0000
Public Institutions	E-Voting	20524080	5430990	26.6858	5430990	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Total		5430990	26.6858	5430990	0	100.0000	0.0000
Public Non Institutions	E-Voting	216620715	91818331	42.3867	91815895	2436	99.9973	0.0027
	Poll		1371488	0.6331	1371488	0	100.0000	0.0000
	Total		93189819	43.0198	93187383	2436	99.9974	0.0026
Total		493591947	98620809	19.9802	98618373	2436	99.9975	0.0025



All the Resolutions mentioned in the notice of Annual General Meeting as per the details given above stand passed under Remote E-Voting and voting conducted at Annual General Meeting by way of Ballot papers with the requisite majority and hence deemed to be passed as on date of the Annual General Meeting.

I hereby confirm that I am maintaining the Registers received from the NSDL both electronically and manually, in respect of the votes cast through Remote e-voting and voting conduct at Annual General Meeting by way of Poll papers by the Members of the Company. The Poll papers and all other relevant records relating to e-voting and physical voting is under my safe custody and will be handed to the Company Secretary for safe keeping, after the signatures of the Chairman on Minutes of the Annual General Meeting.

Thanking You,


Yours Faithfully




Virendra Bhatt
ACS- 1157
COP-124

Date: 29th August, 2018
Place: Mumbai

Witnesses:



1. Vishwas Salvi



2. Amruta Samant