

FUTURE RETAIL

Ref: FRL/SE/Postal Ballot/2014-15

15th July, 2014

Dept. of Corporate Services (CRD)
BSE Limited
Phiroze Jeejeebhoy Towers
Dalal Street
Mumbai- 400 001

Listing Department
The National Stock Exchange of India
Limited
Exchange Plaza
Bandra- Kurla Complex, Bandra (East)
Mumbai- 400 051

**Fax Nos.: 22723121 / 22722037 / 22722039
22722041 / 22722061 / 22723719/ 22721082**

Fax Nos. 26598237 / 26598238

Scrip Code : 523574 / 570002

**Scrip Code of Debt : 946288 / 947649 / 949020 /
949530 / 946840 / 949039**

Scrip Code : FRL / FRLDVR

Dear Sir/Madam,

Subject: Result of Postal Ballot (including Electronic Votes)

We wish to inform you that, resolutions approving the (i) Preferential allotment of Class B shares (Series 1) Warrants of the Company and (ii) Issue of Equity Shares, Class B Shares and Securities convertible into, or exchangeable for, Equity Shares or Class B Shares by the Company through a Rights Issue were passed by the Members with requisite majority as provided in the Postal Ballot notice issued pursuant to Section 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014.

Please note that as proposed in the Notice of Postal Ballot, Members voted in the Postal Ballot (including electronic voting). Accordingly, the result of the Postal Ballot (including electronic voting) is based on the votes casted by Members.

The result of Postal Ballot is enclosed herewith as Annexure A. Disclosure as regards result of Postal Ballot pursuant to Clause 35A of the Listing Agreement is also enclosed herewith as Annexure B.

Thanking you,

yours faithfully
for Future Retail Limited



Deepak Tanna
Company Secretary

Encl: As above



Future Retail Limited (Formerly Pantaloon Retail (India) Limited)

Registered Office: Knowledge House, Shyam Nagar, Jogeshwari Vikhroli Link Road, Jogeshwari (East), Mumbai - 400 060

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CIN : L52399MH1987PLC044954

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Annexure A

RESULT OF POSTAL BALLOT (INCLUDING ELECTRONIC VOTES)

Pursuant to Section 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, the approval of members were sought by Postal Ballot (including electronic voting) in respect of the resolutions approving the Preferential allotment of Class B shares (Series 1) Warrants of the Company and Issue of Equity Shares, Class B Shares and Securities convertible into, or exchangeable for, Equity Shares or Class B Shares by the Company through a Rights Issue.

Mr. Virendra Bhatt, Practising Company Secretary, who is Scrutinizer of the Postal Ballot has submitted his report dated 15th July, 2014, the Result of the Postal Ballot was declared on the same day at the Registered Office of the Company, as follows:

Resolution 1

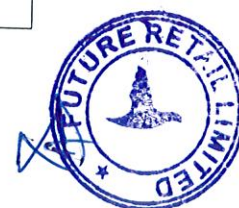
Approval of Members for Preferential allotment of Class B shares (Series 1) Warrants of the Company:

Particulars	No. of valid Postal Ballots (including electronic votes)	No. of Votes	Percentage
Valid Postal Ballots (including electronic votes)	829	123194107	100
Votes cast in favour of the Resolution	712	113147287	91.845
Votes cast against of the Resolution	117	10046820	8.155

Resolution 2

Approval of Members for Issue of Equity Shares, Class B Shares and Securities convertible into, or exchangeable for, Equity Shares or Class B Shares by the Company through a Rights Issue:

Particulars	No. of valid Postal Ballots (including electronic votes)	No. of Votes	Percentage
Valid Postal Ballots (including electronic votes)	820	123192697	100
Votes cast in favour of the Resolution	704	121537206	98.656
Votes cast against of the Resolution	116	1655491	1.344



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Notes: Computation of votes have made after including both the class of shares i.e., each Equity share has 1 vote and every 4 Class B (Series 1) shares have 3 votes.

Accordingly, the above resolutions have been approved by the Members with requisite majority.

yours faithfully
for Future Retail Limited

Place: Mumbai
Date: 15th July, 2014

Sd/-
Vijay Biyani
Whole time Director

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Annexure B

In terms of clause 35A of the Listing Agreement, the details of business transacted by the Company through Postal Ballot (including electronic voting) are given below:

Date of declaration of result for Postal Ballot	: 15th July, 2014
Total number of shareholders on record date	: 60,715 shareholders as on 6th June, 2014

Resolution 1 – Preferential allotment of Class B shares (Series 1) Warrants of the Company

Resolution Required: Special Resolution

Mode of Voting: Postal ballot /E-voting

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	112868163	110725555	100.00%	110725555	0	100.00%	0.00%
	Voting Rights	11072555						
Public Institutional holders	Shares	59786230	12217364	20.46%	2192364	10025000	17.94%	82.06%
	Voting Rights	59702881						
Public Others	Shares	59145792	251188	0.44%	229368	21820	91.31%	8.69%
	Voting Rights	57389461						
Total	Shares	231800185	123194107	54.08%	113147287	10046820	91.84%	8.16%
	Voting Rights	227817897						

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Resolution 2 – Issue of Equity Shares, Class B Shares and Securities convertible into, or exchangeable for, Equity Shares or Class B Shares by the Company through a Rights Issue

Resolution Required: Ordinary Resolution

Mode of Voting: Postal ballot /E-voting

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	112868163	110725555	100.00%	110725555	0	100.00%	0.00%
	Voting Rights	110725555						
Public Institutional holders	Shares	59786230	12217364	20.46%	10575800	1641564	86.56%	13.44%
	Voting Rights	59702881						
Public - Others	Shares	59145792	249778	0.44%	235851	13927	94.42%	5.58
	Voting Rights	57389461						
Total	Shares	231800185	123192697	54.08%	121537206	1655491	98.66%	1.34%
	Voting Rights	227817897						

since the shares includes differential voting rights shares, 'percentages of votes polled have been derived on the voting rights polled to voting rights held.

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