

Virendra Bhatt

Company Secretary

Office :

602, Tardeo Airconditioned Market,
Tardeo Main Road, Tardeo,
Mumbai-400 034.

Tel. : 2351 4867 / 2351 2412

Mobile : 98200 48670

e-mail : bhattvirendra1945@yahoo.co.in

To,

The Chairman

FUTURE ENTERPRISES LIMITED

(f/k/a Future Retail Limited)

29th Annual General Meeting of the members of **FUTURE ENTERPRISES LIMITED** (CIN: L52399MH1987PLC044954) held at Rangswar, Fourth Floor, Y. B. Chavan Centre, Gen. Jagannath Bhosale Marg, Mumbai 400 021 on Tuesday, 29th August, 2017 at 2.30 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 19th May, 2017 has appointed me as the Scrutinizer for the remote e-voting process as well as to scrutinize the voting through 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 had 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 29th Annual General Meeting of the company, which was held on Tuesday, 29th August, 2017.
- 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 21st July, 2017 (Physical & E-mail) and as on that date, there were 54,835 members of the Company. The Company had sent the notices of the Annual General Meeting along with Annual Report 2016-17 and E-voting process by E-mail to 41,812 members out of whom transmission of 427 E-mail had bounced back and hence the same were sent to them through courier. In respect of 13,023 members, E-mail IDs were not available, the Annual Report 2016-17 and Notices were sent by speed post. Please note that for 25 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, 2017.
- 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, 2017.
- As prescribed in the aforesaid Rules, the Remote e-voting facility was kept open for three days from Saturday, 26th August, 2017 at 09:00 a.m. (IST) to Monday, 28th August, 2017 till 5:00 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, 2017 having country-wide circulation and in Marathi language in 'Nav Shakti' newspaper dated 6th August, 2017. 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 venue of the 29th Annual General Meeting of the Company held on 29th August, 2017, the facility to vote through Ballot paper 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, 2017, after counting of the votes conducted at the venue of the Annual General Meeting through Ballot paper, 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. Radhika Patil 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 Ballot papers were diligently scrutinized. The Ballot papers, which were incomplete and/or which were otherwise found defective have been treated as invalid and kept separately.
- 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:

Details		Remote E-voting	Voting through polling paper at Annual General Meeting	Total voting
Number of member who cast their votes	Equity	136	65	201
	Class B	35	18	53
	Total	171	83	254
Total number of shares held by them	Equity	275179940	43755733	318935673
	Class B	21358415	35065	21393480
	Total	296538355	43790798	340329153
Valid votes		As per details provided in each one of the Resolution(s) mentioned hereunder.		
Invalid votes/Not Voted		*Various as mentioned under each Resolution		

Note: Percentage of votes cast in favour or against the resolutions are calculated based on the Valid Votes cast through Remote E-Voting or Physical Voting

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

To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31st March, 2017 together with the reports of the Board of Directors and of Auditors thereon

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

Manner of Voting	Votes in favour of the resolution		Votes against the resolution		Total Votes
	Nos.	Percentage	Nos.	Percentage	Nos.
Remote E-Voting	296473289	-	0	-	296473289
Physical Voting	43790713	-	85	-	43790798
TOTAL	340264002	99.99	85	0.01	340264087

*** Invalid votes/Not Voted – 65066**

Table Showing Bifurcations of Promoters, Financial Institutions and Others (for Equity Shares and Class B (Series 1) Shares) is as per Annexure-A.



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

To declare dividend

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

Manner of Voting	Votes in favour of the resolution		Votes against the resolution		Total Votes
	Nos.	Percentage	Nos.	Percentage	Nos.
Remote E-Voting	296538355	-	0	-	296538355
Physical Voting	43790793	-	5	-	43790798
TOTAL	340329148	100	5	0	340329153

*** Invalid votes/Not Voted – Nil**

Table Showing Bifurcations of Promoters, Financial Institutions and Others (for Equity Shares and Class B (Series 1) Shares) is as per Annexure-B.

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

To appoint a Director in place of Mr. Vijay Biyani, (DIN: 00005827) who retires by rotation and being eligible offers himself for re-appointment

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

Manner of Voting	Votes in favour of the resolution		Votes against the resolution		Total Votes
	Nos.	Percentage	Nos.	Percentage	Nos.
Remote E-Voting	296464839	-	73416	-	296538255
Physical Voting	43790792	-	6	-	43790798
TOTAL	340255631	99.97	73422	0.03	340329053

*** Invalid votes/Not Voted – 100**

Table Showing Bifurcations of Promoters, Financial Institutions and Others (for Equity Shares and Class B (Series 1) Shares) is as per Annexure- C.

4. Item no. 4 of the Notice (As an Ordinary Resolution)

To appoint the Statutory Auditors and to fix their remuneration

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

Manner of Voting	Votes in favour of the resolution		Votes against the resolution		Total Votes
	Nos.	Percentage	Nos.	Percentage	Nos.
Remote E-Voting	296537465	-	340	-	296537805
Physical Voting	43790654	-	144	-	43790798
TOTAL	340328119	99.99	484	0.01	340328603

*** Invalid votes/Not Voted – 550**

Table Showing Bifurcations of Promoters, Financial Institutions and Others (for Equity Shares and Class B (Series 1) Shares) is as per Annexure-D.



• **SPECIAL BUSINESS**

5. Item no. 5 of the Notice (As a Special Resolution)

Approval of revision in remuneration of Mr. Vijay Biyani as Managing Director

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

Manner of Voting	Votes in favour of the resolution		Votes against the resolution		Total Votes
	Nos.	Percentage	Nos.	Percentage	Nos.
Remote E-Voting	293531187	-	6897	-	293538084
Physical Voting	43790792	-	6	-	43790798
TOTAL	337321979	99.99	6903	0.01	337328882

* Invalid votes/Not Voted – 3000271

Table Showing Bifurcations of Promoters, Financial Institutions and Others (for Equity Shares and Class B (Series 1) Shares) is as per Annexure-E.

6. Item no. 6 of the Notice (As a Special Resolution)

Re-appointment of and payment of remuneration to Mr. Vijay Biyani as Managing Director of the Company

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

Manner of Voting	Votes in favour of the resolution		Votes against the resolution		Total Votes
	Nos.	Percentage	Nos.	Percentage	Nos.
Remote E-Voting	296534070	-	4149	-	296538219
Physical Voting	43790740	-	58	-	43790798
TOTAL	340324810	99.99	4207	0.01	340329017

* Invalid votes/Not Voted – 136

Table Showing Bifurcations of Promoters, Financial Institutions and Others (for Equity Shares and Class B (Series 1) Shares) is as per Annexure-F.

7. Item no. 7 of the Notice (As a Ordinary Resolution)

Approval for entering into Related Party Transaction(s)

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

Manner of Voting	Votes in favour of the resolution		Votes against the resolution		Total Votes
	Nos.	Percentage	Nos.	Percentage	Nos.
Remote E-Voting	71683366	-	1744047	-	73427413
Physical Voting	43790713	-	85	-	43790798
TOTAL	115474079	98.51	1744132	1.49	117218211

* Invalid votes/Not Voted – 223110942

Table Showing Bifurcations of Promoters, Financial Institutions and Others (for Equity Shares and Class B (Series 1) Shares) is as per Annexure-G.

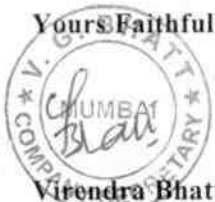


All the Resolutions mentioned in the notice of Annual General Meeting as per the details given above stand passed under Remote E-Voting and voting conducted at Annual General Meeting by way of Ballot papers with the requisite majority and hence deemed to be passed as on date of the Annual General Meeting.

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 Ballot papers by the Members of the Company. The Ballot 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, 2017

Place: Mumbai

Witnesses:

1. Vishwas Salvi

2. Radhika Patil

ANNEXURE A

Future Enterprises Limited (Equity & Class B)

Resolution Required : (Ordinary)		1 - To receive, consider and adopt the Financial Statements of the Company for the Financial Year ended March 31, 2017 together with the reports of Directors' and Auditors thereon.						
Whether promoter/ promoter group are interested in the agenda/resolution?		No						
Category	Mode of Voting	No. of shares held [1]	No. of votes polled [2]	% of Votes Polled on outstanding shares [3] = {[2]/[1]}*100	No. of Votes - in favour [4]	No. of Votes -Against [5]	% of Votes in favour on votes polled [6] = {[4]/[2]}*100	% of Votes against on votes polled [7] = {[5]/[2]}*100
Promoter and Promoter Group	E-Voting		223110826	96.9120	223110826	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot	230219979	0	0.0000	0	0	0.0000	0.0000
	Total		223110826	96.9120	223110826	0	100.0000	0.0000
Public Institutions	E-Voting		11806690	51.3575	11806690	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot	22989227	0	0.0000	0	0	0.0000	0.0000
	Total		11806690	51.3575	11806690	0	100.0000	0.0000
Public Non Institutions	E-Voting		61555773	28.0276	61555773	0	100.0000	0.0000
	Poll		43790798	19.9389	43790713	85	99.9998	0.0002
	Postal Ballot	219625309	0	0.0000	0	0	0.0000	0.0000
	Total		105346571	47.9665	105346486	85	99.9999	0.0001
Total		472834515	340264087	71.9626	340264002	85	99.9999	0.0001



ANNEXURE B

Future Enterprises Limited (Equity & Class B)

Resolution Required : (Ordinary)		2 - To declare Dividend						
Whether promoter/ promoter group are interested in the agenda/resolution?		No						
Category	Mode of Voting	No. of shares held [1]	No. of votes polled [2]	% of Votes Polled on outstanding shares [3]=([2]/[1])*100	No. of Votes - in favour [4]	No. of Votes -Against [5]	% of Votes in favour on votes polled [6]=([4]/[2])*100	% of Votes against on votes polled [7]=([5]/[2])*100
Promoter and Promoter Group	E-Voting		223110826	96.9120	223110826	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot	230219979	0	0.0000	0	0	0.0000	0.0000
	Total		223110826	96.9120	223110826	0	100.0000	0.0000
Public Institutions	E-Voting		11871756	51.6405	11871756	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot	22989227	0	0.0000	0	0	0.0000	0.0000
	Total		11871756	51.6405	11871756	0	100.0000	0.0000
Public Non Institutions	E-Voting		61555773	28.0276	61555773	0	100.0000	0.0000
	Poll		43790798	19.9389	43790793	5	100.0000	0.0000
	Postal Ballot	219625309	0	0.0000	0	0	0.0000	0.0000
	Total		105346571	47.9665	105346566	5	100.0000	0.0000
Total		472834515	340329153	71.9764	340329148	5	100.0000	0.0000



ANNEXURE C

Future Enterprises Limited (Equity & Class B)

Resolution Required : (Ordinary)		3 - To appoint a Director in place of Mr. Vijay Biyani (DIN: 00005824), who retires by rotation and being eligible offers himself for re-appointment						
Whether promoter/ promoter group are interested in the agenda/resolution?		No						
Category	Mode of Voting	No. of shares held [1]	No. of votes polled [2]	% of Votes Polled on outstanding shares [3] = $\frac{[2]}{[1]} \times 100$	No. of Votes – in favour [4]	No. of Votes –Against [5]	% of Votes in favour on votes polled [6] = $\frac{[4]}{[2]} \times 100$	% of Votes against on votes polled [7] = $\frac{[5]}{[2]} \times 100$
Promoter and Promoter Group	E-Voting		223110826	96.9120	223110826	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot	230219979	0	0.0000	0	0	0.0000	0.0000
	Total		223110826	96.9120	223110826	0	100.0000	0.0000
Public Institutions	E-Voting		11871756	51.6405	11801354	70402	99.4070	0.5930
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot	22989227	0	0.0000	0	0	0.0000	0.0000
	Total		11871756	51.6405	11801354	70402	99.4070	0.5930
Public Non Institutions	E-Voting		61555673	28.0276	61552659	3014	99.9951	0.0049
	Poll		43790798	19.9389	43790792	6	100.0000	0.0000
	Postal Ballot	219625309	0	0.0000	0	0	0.0000	0.0000
	Total		105346471	47.9665	105343451	3020	99.9971	0.0029
Total		472834515	340329053	71.9764	340255631	73422	99.9784	0.0216



ANNEXURE D

Future Enterprises Limited (Equity & Class B)

Resolution Required : (Ordinary)		4 - To appointment of M/s. DMKH & Co. Chartered Accountants (Firm Registration No. 116886W) as Statutory Auditors of the Company till Thirty-Fourth Annual General Meeting and to fix their remuneration						
Category	Mode of Voting	No. of shares held [1]	No. of votes polled [2]	% of Votes Polled on outstanding shares [3] = {[2]/[1]}*100	No. of Votes – in favour [4]	No. of Votes –Against [5]	% of Votes in favour on votes polled [6] = {[4]/[2]}*100	% of Votes against on votes polled [7] = {[5]/[2]}*100
Promoter and Promoter Group	E-Voting		223110826	96.9120	223110826	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot	230219979	0	0.0000	0	0	0.0000	0.0000
	Total		223110826	96.9120	223110826	0	100.0000	0.0000
Public Institutions	E-Voting		11871756	51.6405	11871756	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot	22989227	0	0.0000	0	0	0.0000	0.0000
	Total		11871756	51.6405	11871756	0	100.0000	0.0000
Public Non Institutions	E-Voting		61555223	28.0274	61554883	340	99.9994	0.0006
	Poll		43790798	19.9389	43790654	144	99.9997	0.0003
	Postal Ballot	219625309	0	0.0000	0	0	0.0000	0.0000
	Total		105346021	47.9662	105345537	484	99.9995	0.0005
Total		472834515	340328603	71.9763	340328119	484	99.9999	0.0001



ANNEXURE E

Future Enterprises Limited (Equity & Class B)

Resolution Required : (Special)		5 - Approval of revision in remuneration of Mr. Vijay Biyani as Managing Director						
Whether promoter/ promoter group are interested in the agenda/resolution?		No						
Category	Mode of Voting	No. of shares held [1]	No. of votes polled [2]	% of Votes Polled on outstanding shares [3]={[2]/[1]}*100	No. of Votes – in favour [4]	No. of Votes –Against [5]	% of Votes in favour on votes polled [6]={[4]/[2]}*100	% of Votes against on votes polled [7]={[5]/[2]}*100
Promoter and Promoter Group	E-Voting		220110826	95.6089	220110826	0	100.0000	0.0000
	Poll	230219979	0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
		Total		220110826	95.6089	220110826	0	100.0000
Public Institutions	E-Voting		11871756	51.6405	11871756	0	100.0000	0.0000
	Poll	22989227	0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
		Total		11871756	51.6405	11871756	0	100.0000
Public Non Institutions	E-Voting		61555502	28.0275	61548605	6897	99.9888	0.0112
	Poll	219625309	43790798	19.9389	43790792	6	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
		Total		105346300	47.9664	105339397	6903	99.9934
Total		472834515	337328882	71.3418	337321979	6903	99.9980	0.0020



ANNEXURE F

Future Enterprises Limited (Equity & Class B)

Resolution Required : (Special)		6 - Re-appointment of and payment of remuneration to Mr. Vijay Biyani as Managing Director of the Company						
Category	Mode of Voting	No. of shares held [1]	No. of votes polled [2]	% of Votes Polled on outstanding shares [3] = {[2]/[1]}*100	No. of Votes – in favour [4]	No. of Votes –Against [5]	% of Votes in favour on votes polled [6] = {[4]/[2]}*100	% of Votes against on votes polled [7] = {[5]/[2]}*100
Promoter and Promoter Group	E-Voting		223110826	96.9120	223110826	0	100.0000	0.0000
	Poll	230219979	0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		223110826	96.9120	223110826	0	100.0000	0.0000
Public Institutions	E-Voting		11871756	51.6405	11871756	0	100.0000	0.0000
	Poll	22989227	0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		11871756	51.6405	11871756	0	100.0000	0.0000
Public Non Institutions	E-Voting		61555637	28.0276	61551488	4149	99.9933	0.0067
	Poll	219625309	43790798	19.9389	43790740	58	99.9999	0.0001
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		105346435	47.9664	105342228	4207	99.9960	0.0040
Total		472834515	340329017	71.9763	340324810	4207	99.9988	0.0012



Future Enterprises Limited (Equity & Class B)

Resolution Required : (Ordinary)		7 - Approval for entering into Related Party Transaction(s).						
Whether promoter/ promoter group are interested in the agenda/resolution?		Yes						
Category	Mode of Voting	No. of shares held [1]	No. of votes polled [2]	% of Votes Polled on outstanding shares [3] = {[2]/[1]}*100	No. of Votes – in favour [4]	No. of Votes –Against [5]	% of Votes in favour on votes polled [6] = {[4]/[2]}*100	% of Votes against on votes polled [7] = {[5]/[2]}*100
Promoter and Promoter Group	E-Voting		0	0.0000	0	0	0.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot	230219979		0.0000	0	0	0.0000	0.0000
	Total		0	0.0000	0	0	0.0000	0.0000
Public Institutions	E-Voting		11871756	51.6405	10133287	1738469	85.3563	14.6437
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot	22989227		0.0000	0	0	0.0000	0.0000
	Total		11871756	51.6405	10133287	1738469	85.3563	14.6437
Public Non Institutions	E-Voting		61555657	28.0276	61550079	5578	99.9909	0.0091
	Poll		43790798	19.9389	43790713	85	99.9998	0.0002
	Postal Ballot	219625309	0	0.0000	0	0	0.0000	0.0000
	Total		105346455	47.9664	105340792	5663	99.9946	0.0054
Total		472834515	117218211	24.7905	115474079	1744132	98.5121	1.4879