

# Virendra Bhatt

Company Secretary

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## Report of Scrutinizer

[Pursuant to section 109 of the Companies Act, 2013 and rule 21 (2) of the Companies (Management and Administration) Rules, 2014 and other applicable provisions]

To,

**The Chairman**

NCLT, Mumbai Bench convened Meeting of Members of

**Future Enterprises Limited**

(CIN: L52399MH1987PLC044954)

Knowledge House, Shyam Nagar,

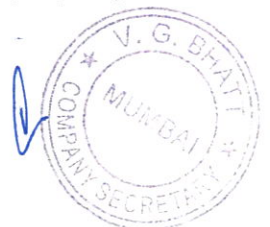
Off. Jogeshwari- Vikhroli Link Road,

Jogeshwari (E), Mumbai – 400 060.

Dear Sir,

**Subject: Scrutinizer's Report for the Hon'ble National Company Law Tribunal, Mumbai Bench (NCLT) Convened Meeting of the Members [comprising of Equity Shareholders and Class B (Series 1) Shareholders] of Future Enterprises Limited ("the Company") pursuant to the order made by NCLT on 28<sup>th</sup> September 2021 read with the order dated 28<sup>th</sup> February 2022 (collectively referred to as "the Order") held on Wednesday, 20<sup>th</sup> April 2022 at 4:30 p.m. () through Video Conferencing (VC) / Other Audio-Visual Means (Meeting):**

I, Virendra G. Bhatt, Proprietor, Practicing Company Secretary, Mumbai, was appointed as Scrutinizer by the Hon'ble National Company Law Tribunal, Mumbai Bench, ("NCLT") vide its order dated 28<sup>th</sup> September 2021 read with the order dated 28<sup>th</sup> February 2022 (collectively referred to as "the Order") at the meeting of the Members of Future Enterprises Limited convened and held on 20<sup>th</sup> April, 2022 conducted as per the said Order, seeking their approval to the Composite Scheme of Arrangement between Future Consumer Limited ("Transferor Company 1"), Future Lifestyle Fashions Limited ("Transferor Company 2"), Future Market Networks Limited ("Transferor Company 3"),



Future Retail Limited ("Transferor Company 4"), Future Supply Chain Solutions Limited ("the Transferor Company 5"), Future bazaar India Limited ("Transferor Company 6"), Acute Retail Infra Private Limited ("Transferor Company 7"), Basuti Sales and Trading Private Limited ("Transferor Company 8"), Brattle Foods Private Limited ("Transferor Company 9"), Chirag Operating Lease Co. Private Limited ("Transferor Company 10"), Hare Krishna Operating Lease Private Limited ("Transferor Company 11"), Nice Texcot Trading & Agency Private Limited ("Transferor Company 12"), Nishta Mall Management Company Private Limited ("Transferor Company 13"), Ojas Tradelease and Mall Management Private Limited ("Transferor Company 14"), Precision Realty Developers Private Limited ("Transferor Company 15"), Rivaaz Trade Ventures Private Limited ("Transferor Company 16"), Syntex Trading & Agency Private Limited ("Transferor Company 17"), Taquito Lease Operators Private Limited ("Transferor Company 18"), Unique Malls Private Limited ("Transferor Company 19") and Future Enterprises Limited ("Transferee Company" or "FEL") & their respective shareholders and creditors ("Part 1") and Future Enterprises Limited ("FEL") and Reliance Retail Ventures Limited ("RRVL") & their respective shareholders and creditors ("Part 2") And Future Enterprises Limited ("FEL") and Reliance Retail and Fashion Lifestyle Limited ("RRVL WOS") and their respective shareholders and creditors ("Part 3") ('the Scheme' or 'this Scheme') pursuant to the provisions of Sections 230 - 232 of the Companies Act, 2013 and other applicable provisions of the Companies Act, 2013 and Rule 6 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 for verifying voting carried through remote e-voting and e-voting at the Meeting and submit my report as under:

1. Pursuant to the Order, the Company has confirmed that the copy of the Notice dated 08<sup>th</sup> October 2021 ("Original Notice") and Addendum to the Original Notice dated 11<sup>th</sup> March 2022 ("Addendum Notice") (collectively referred to as "the Notice") of the Meeting along with the process of voting were sent to the Members whose e-mail addresses were registered with the Company / Depository Participant(s). The Company has also confirmed that the copy of the Notice of the Meeting was sent through courier to all the Members of the Company whose email addresses were not available. The Company has also confirmed that the copy of the Notice of the Meeting was hosted on its website.
2. The Company has provided a facility to the Members to cast their votes either through remote e-voting or through e-voting during the Meeting.
3. The remote e-voting commenced at 9:00 a.m. on 16<sup>th</sup> April 2022 and concluded at 5:00 p.m. on 19<sup>th</sup> April 2022;
4. The e-voting conducted during the Meeting;



5. The Company had appointed National Securities Depository Limited ('NSDL') for conducting the remote e-voting and also for electronic voting by the Members of the Company at the Meeting;
6. After the closure of the Meeting, the votes cast were unblocked by me and reconciled / verified with the records maintained by the Company and Registrar and Transfer Agent of the Company - Link Intime India Private Limited.
7. The management of the Company is responsible to ensure the compliance with the provisions of circular No.: CFD/DIL3/CIR/2017/21 dated 10<sup>th</sup> March 2017 and circular No.: SEBI/HO/CFD/DIL1/CIR/P/2021/0000000665 dated 23<sup>rd</sup> November 2021 issued by the Securities and Exchange Board of India (collectively referred as "**SEBI Circulars**"). My responsibility as a scrutinizer is restricted to report on the votes cast in requirements of SEBI Circulars based on the details provided to me and / or I have access to.
8. I, Virendra G. Bhatt, submit my report as under:

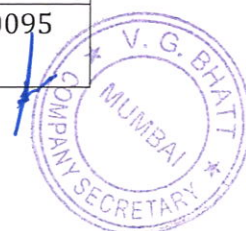
The results of the voting by Members of the Company on the resolution as provided in notice convening the Meeting (by way of remote e-voting prior to the Meeting and e-voting during the Meeting), in terms of the SEBI Circulars, are as under:

a) Voted in favour of Resolution: -

Particulars	Remote E-Voting	E-Voting at the Meeting	Total
Number of Members	1206	12	1218
Number of votes cast	130732724	58836932	189569656
Invalid votes	0	0	0
% of total number of votes cast	99.9862	100.0000	99.9905

b) Voted against the Resolution: -

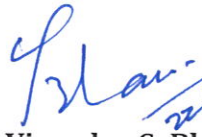
Particulars	Remote E-Voting	E-Voting at the Meeting	Total
Number of Members	21	0	21
Number of votes cast	18051	0	18051
Invalid votes	0	0	0
% of total number of votes cast	0.0138	0	0.0095



9. In view of the SEBI Circulars, the above voting does not include voting done by the promoter / promoter group of the Company;
10. The complete details of the voting and other relevant electronic records have been provided to the Company.
11. Computation of voting rights has 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.

Thanking you,

Yours faithfully,



**Virendra G. Bhatt**

**Proprietor**

**Practicing Company Secretary**

Membership No.: A1157

COP No.: 124

Peer Review Cert. No.: 1439/2021

Date: 22<sup>nd</sup> April, 2022

Place: Mumbai

UDIN: A001157D000187244