

FUTURE RETAIL

Details of Voting Results in terms of Clause 35A of the Listing Agreement:

Date of the 27th Annual General Meeting : Wednesday, August 26, 2015 at 10:00 am

Venue of the 27th Annual General Meeting : Rangswar, Fourth Floor, Y. B. Chavan Centre, Gen. Jagannath Bhonsle Marg, Mumbai - 400 021

S. No.	Particulars			
1	Total number of shareholders on record date (cut off date voting) i.e. August 19, 2015	55,366		
2	Number of Shareholders present in the Meeting either in Person or through Proxy	159		
	No. of Shareholders	Present in Person	Present through Proxy / Corporate Representation	Total
	Promoter and Promoter Group	3	18	21
	Public	137	1	138
	Total	140	19	159
3	Number of Shareholders attended the meeting through Video Conferencing			
	Promoter and Promoter Group	Video Conferencing facility was not provided		
	Public			

Resolution No. 1 – To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2015 including audited Balance Sheet as at March 31, 2015 and the Statement of Profit and Loss for the year ended on that date together with the reports of Auditors' and Directors' thereon

Resolution Required: Ordinary Resolution

Mode of Voting: e-Voting & Voting by Ballot

Promoter / Public	No. of shares held		No. of votes casted	% of votes casted on outstanding shares	No. of votes in favour	No. of votes against	% of votes in favour on votes casted	% of votes against on votes casted
	No. of Voting Rights held							
	1	2						
Promoter and Promoter Group	Shares	22,94,85,216	22,23,82,762	99.99%	22,23,82,762	0	100.00%	0.00%
	Voting Rights	22,23,82,823						
Public-Institutional holders	Shares	8,68,68,132	5,38,18,433	62.04%	5,38,18,433	0	100.00%	0.00%
	Voting Rights	8,67,53,743						
Public-Others	Shares	11,13,42,654	2,02,43,408	18.62%	2,02,40,988	2,420	99.99%	0.01%
	Voting Rights	10,87,15,766						
Total	Shares	42,76,96,002	29,64,44,603	70.94%	29,64,42,183	2,420	99.99%	0.01%
	Voting Rights	41,78,52,332						

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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Resolution 2 – Declaration of Dividend of ₹ 0.60 on Equity Shares and ₹ 0.64 on Class B (Series 1) Shares

Resolution Required: Ordinary Resolution

Mode of Voting: e-Voting & Voting by Ballot

Promoter / Public	No. of shares held		No. of votes casted	% of votes casted on outstanding shares	No. of votes in favour	No. of votes against	% of votes in favour on votes casted	% of votes against on votes casted
	No. of Voting Rights held							
	1							
Promoter and Promoter Group	Shares	22,94,85,216	22,23,82,762	99.99%	22,23,82,762	0	100.00%	0.00%
	Voting Rights	22,23,82,823						
Public-Institutional holders	Shares	8,68,68,132	5,81,20,245	66.99%	5,81,20,245	0	100.00%	0.00%
	Voting Rights	8,67,53,743						
Public-Others	Shares	11,13,42,654	2,02,43,408	18.62%	2,02,41,22	2,286	99.99%	0.01%
	Voting Rights	10,87,15,766						
Total	Shares	42,76,96,002	30,07,46,415	71.97%	30,07,44,129	2,286	99.99%	0.01%
	Voting Rights	41,78,52,332						

Resolution 3 – Re-appointment of Mr. Vijay Biyani (DIN: 00005827), as a Director liable to retire by rotation.

Resolution Required: Ordinary Resolution

Mode of Voting: e-Voting & Voting by Ballot

Promoter / Public	No. of shares held		No. of votes casted	% of votes casted on outstanding shares	No. of votes in favour	No. of votes against	% of votes in favour on votes casted	% of votes against on votes casted
	No. of Voting Rights held							
	1							
Promoter and Promoter Group	Shares	22,94,85,216	22,23,81,172	99.99%	22,23,81,172	0	100.00%	0.00%
	Voting Rights	22,23,82,823						
Public-Institutional holders	Shares	8,68,68,132	5,81,20,245	66.99%	5,65,93,350	15,26,895	97.37%	2.63%
	Voting Rights	8,67,53,743						
Public-Others	Shares	11,13,42,654	2,02,43,408	18.62%	2,02,40,392	3,016	99.99%	0.01%
	Voting Rights	10,87,15,766						
Total	Shares	42,76,96,002	30,07,44,825	71.97%	29,92,14,914	15,29,911	99.49%	0.51%
	Voting Rights	41,78,52,332						

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Resolution 4 – Ratification of appointment of M/s. NGS & Co. LLP, Chartered Accountants (ICAI Registration No.) as Statutory Auditors of the Company for period of three years and to fix their remuneration.

Resolution Required: Ordinary Resolution

Mode of Voting: e-Voting & Voting by Ballot

Promoter / Public	No. of shares held		No. of votes casted	% of votes casted on outstanding shares #(3) = [(2)/(1)] * 100	No. of votes in favour	No. of votes against	% of votes in favour on votes casted (6) = [(4)/(2)] * 100	% of votes against on votes casted (7) = [(5)/(2)] * 100
	No. of Voting Rights held							
	1							
Promoter and Promoter Group	Shares	22,94,85,216	22,23,82,762	99.99%	22,23,82,762	0	100.00%	0.00%
	Voting Rights	22,23,82,823						
Public-Institutional holders	Shares	8,68,68,132	5,81,20,245	66.99%	5,20,70,156	60,50,089	89.59%	10.41%
	Voting Rights	8,67,53,743						
Public-Others	Shares	11,13,42,654	2,02,43,408	18.62%	2,02,40,948	2,460	99.99%	0.01%
	Voting Rights	10,87,15,766						
Total	Shares	42,76,96,002	30,07,46,415	71.97%	29,46,93,866	60,52,549	97.99%	2.01%
	Voting Rights	41,78,52,332						

Resolution 5 – Re-appointment and payment of remuneration to Mr. Kishore Biyani (DIN: 00005740), as Managing Director of the Company for a period of three years commencing from April 1, 2015.

Resolution Required: Special Resolution

Mode of Voting: e-Voting & Voting by Ballot

Promoter / Public	No. of shares held		No. of votes casted	% of votes casted on outstanding shares #(3) = [(2)/(1)] * 100	No. of votes in favour	No. of votes against	% of votes in favour on votes casted (6) = [(4)/(2)] * 100	% of votes against on votes casted (7) = [(5)/(2)] * 100
	No. of Voting Rights held							
	1							
Promoter and Promoter Group	Shares	22,94,85,216	22,23,79,582	99.99%	22,23,79,582	0	100.00%	0.00%
	Voting Rights	22,23,82,823						
Public-Institutional holders	Shares	8,68,68,132	5,81,20,245	66.99%	5,81,20,245	0	100.00%	0.00%
	Voting Rights	8,67,53,743						

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Public-Others	Shares	11,13,42,654	2,02,43,263	18.62%	2,02,40,877	2,386	99.99%	0.01%
	Voting Rights	10,87,15,766						
Total	Shares	42,76,96,002	30,07,43,090	71.97%	30,07,40,704	2,386	99.99%	0.01%
	Voting Rights	41,78,52,332						

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

For Future Retail Limited

Deepak Tanna
Company Secretary

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

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Virendra Bhatt

Company Secretary

Office :

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Tardeo Main Road, Tardeo,
Mumbai-400 034.

Tel. : 2351 4867 / 2351 2412

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To,
The Chairman of the Meeting
FUTURE RETAIL LIMITED

27thAnnual General Meeting of the members of FUTURE RETAIL LIMITED(CIN: L52399MH1987PLC044954)held at Rangswar, Fourth Floor, Y. B. Chavan Centre, Gen. Jagannath Bhosale Marg, Mumbai 400 021 on Wednesday, 26th August, 2015 at 10:00 am.

Sub: Passing of Resolution(s) through Remote E-voting and physical voting pursuant to section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management & Administration) Rules, 2014 as amended.

The Board of Directors of Future Retail Limited (hereinafter referred to as the "Company") at its meeting held on 25th May, 2015 has appointed me as the Scrutinizer for the Remote E-voting process as well as to scrutinize the physical Ballot paper forms received from the member at the venue of the AGM pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and in accordance with the Listing Agreement. I say, I am familiar and well versed with the concept of physical voting and e-voting system as prescribed under the said Rules and the SEBI circular Number CIR/CFD/POLICY CELL/2/2014 dated 17th April, 2014 issued in this regard.

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. LINK INTIME INDIA PRIVATE LIMITEDare the Registrar and Share Transfer Agent of the Company.
- The Service Provider 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 27thAnnual General Meeting (AGM) of the company, which was held on Wednesday, 26th August, 2015.
- The Service Provider 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 AGM on the website of the Company and also its Service Provider to facilitate their members to cast their vote through Remote E-Voting.
- The cut-off date for the dispatch of the Notice of the Annual General Meeting (AGM) was 17th July, 2015 (Physical & Email) and as on that date, there were 57,577



members (including Equity & Class B (Series 1) Shares) of the Company. The Service Provider had sent the notices of the AGM along with Annual Report and E-Voting details by email to 36,730 members whose email Id was made available by the Depositories and for those members, holding in physical form, who had registered their email Id with the RTA. In respect of 15,866 members, whose Email Ids are not available, the notices were sent by Speed Post. In respect of 10 members' cases, where transmissions through email had failed, the company had sent the notice of the AGM along with Annual Report and E-Voting details through physical form by Speed Post.

- 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 as amended.
- 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 19th August, 2015.
- As prescribed in the aforesaid Rules, the Remote E-voting facility was kept open for four days from Saturday, 22nd August, 2015 (09:00 am) and ends Tuesday, 25th August, 2015 (5:00 pm).
- The Company completed the dispatch of the notices to the members on (Date) 31st July, 2015.
- 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 in 'Free Press Journal' newspaper dated 2nd August, 2015 having country-wide circulation and in Maharashtra in 'Nav Shakti' newspaper dated 2nd August, 2015. 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.
- At the end of the voting period on 25th August, 2015 at 5.00pm., the voting portal of Service Provider was blocked forthwith.
- At the venue of the 27th Annual General Meeting of the Company held on 26th August, 2015, the facility to vote through Ballot Paper had been provided to facilitate those members present in the meeting but could not participate in the Remote E-voting to record their votes.
- On 25th August, 2015, after counting of the votes conducted at the venue of the AGM through Ballot paper, the votes cast through Remote E-voting facility was duly unblocked by me as a Scrutinizer in the presence of Mr. Vishwas Y. Salvi and Ms. Vidhi S. Shah who acted as the witnesses, as prescribed in Sub Rule 4(xii) of the said Rule 20.



- After the voting at the AGM was concluded, 2 (two) ballot boxes kept for the purpose of casting of votes were locked in my presence with due identification marks placed by me. The locked ballot boxes were subsequently opened in my presence and in presence of two witnesses, as mentioned above, and polling papers were diligently scrutinized. The polling papers were reconciled with records maintained by the Registrar and Transfer Agents of the Company and the authorizations/ proxies lodged with the Company. 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 complied details of Remote E-Voting carried out by the Members and the facility of physical voting was provided at the venue of the AGM by way of Ballot paper, 82 person voted, the details of which are as follows:

The results of the Remote E-voting together with that of the voting conduct at venue of the AGM by way of polling papers are as under:

Details	Remote E-voting		Voting through polling paper at AGM		Total voting	
	EQUITY	CLASS B (SERIES 1) SHARES	EQUITY	CLASS B (SERIES 1) SHARES	EQUITY	CLASS B (SERIES 1) SHARES
Number of member who cast their votes	154	31	79	27	233	58
Total number of shares held by them	293405896	29167029	34330	1933	293440226	29168962
Valid votes	As per details provided in each one of the Resolution(s) mentioned hereunder.					
Invalid votes	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, 2015 including audited Balance Sheet as at 31st March, 2015 and the Statement of Profit and Loss for the year ended on that date together with the reports of the Board of Directors and 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	296408690	-	153	-	296408843
Physical Voting	33493	-	2267	-	35760
TOTAL	296442183	99.99%	2420	0.01%	296444603

The Votes cast in favour are more than the votes cast against the resolution.

Table showing Bifurcations of Promoters, Financial Institutions and Others:

(EQUITY SHARES AND CLASS B (SERIES 1) SHARES)

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							
Promoter & Promoter Group	Shares	229485216	222382762	99.99%	222382762	0	100%	0%
	Voting Rights	222382823						
Financial Institutions	Shares	86868132	53818433	62.04%	53818433	0	100%	0%
	Voting Rights	86753743						
Public- Others	Shares	111342654	20243408	18.62%	20240988	2420	99.99%	0.01%
	Voting Rights	108715766						
TOTAL	Shares	427696002	296444603	70.94%	296442183	2420	99.99%	0.01%
	Voting Rights	417852332						



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	300710502	-	153	-	300710655
Physical Voting	33627		2133		35760
TOTAL	300744129	99.99%	2286	0.01%	300746415

The Votes cast in favour are more than the votes cast against the resolution.

Table showing Bifurcations of Promoters, Financial Institutions and Others:

(EQUITY SHARES AND CLASS B (SERIES 1) SHARES)

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							
Promoter & Promoter Group	Shares	229485216	222382762	99.99%	222382762	0	100%	0%
	Voting Rights	222382823						
Financial Institutions	Shares	86868132	58120245	66.99%	58120245	0	100%	0%
	Voting Rights	86753743						
Public- Others	Shares	111342654	20243408	18.62%	20241122	2286	99.99%	0.01%
	Voting Rights	108715766						
TOTAL	Shares	427696002	300746415	71.97%	300744129	2286	99.99%	0.01%
	Voting Rights	417852332						



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.
	Nos.	Percentage	Nos.	Percentage	
Remote E-Voting	299181287	-	1527778	-	300709065
Physical Voting	33627	-	2133	-	35760
TOTAL	299214914	99.49%	1529911	0.51%	300744825

**The Votes cast in favour are more than the votes cast against the resolution.
Mr. Vijay Biyani votes are not considered in the above Resolution no 3.**

Table showing Bifurcations of Promoters, Financial Institutions and Others:

(EQUITY SHARES AND CLASS B (SERIES 1) SHARES)

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							
Promoter & Promoter Group	Shares	229485216	222381172	99.99%	222381172	0	100%	0%
	Voting Rights	222382823						
Financial Institutions	Shares	86868132	58120245	66.99%	56593350	1526895	97.37%	2.63%
	Voting Rights	86753743						
Public- Others	Shares	111342654	20243408	18.62%	20240392	3016	99.99%	0.01%
	Voting Rights	108715766						
TOTAL	Shares	427696002	300744825	71.97%	299214914	1529911	99.49%	0.51%
	Voting Rights	417852332						



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

To Ratify the appointment Statutory Auditors.

(EQUITY SHARES AND CLASS B (SERIES 1) SHARES)

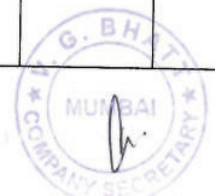
Manner of Voting	Votes in favour of the resolution		Votes against the resolution		Total Votes
	Nos.	Percentage	Nos.	Percentage	
Remote E-Voting	294660373	-	6050089	-	300710462
Physical Voting	33493	-	2460	-	35953
TOTAL	294693866	97.99%	6052549	2.01%	300746415

The Votes cast in favour are more than the votes cast against the resolution.

Table showing Bifurcations of Promoters, Financial Institutions and Others:

(EQUITY SHARES AND CLASS B (SERIES1) SHARES)

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							
Promoter & Promoter Group	Shares	229485216	222382762	99.99%	222382762	0	100%	0%
	Voting Rights	222382823						
Financial Institutions	Shares	86868132	58120245	66.99%	52070156	6050089	89.59%	10.41%
	Voting Rights	86753743						
Public- Others	Shares	111342654	20243408	18.62%	20240948	2460	99.99%	0.01%
	Voting Rights	108715766						
TOTAL	Shares	427696002	300746415	71.97%	294693866	6052549	97.99%	2.01%
	Voting Rights	417852332						



- **SPECIAL BUSINESS**

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

Re-appointment of Mr. Kishore Biyani (holding DIN 00005740), for a period of three years commencing from 01st April, 2015.

(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	
Remote E-Voting	300707122	-	253	-	300707375
Physical Voting	33582	-	2133	-	35715
TOTAL	300740704	99.99%	2386	0.01	300743090

The Votes cast in favour are more than the votes cast against the resolution.

The votes cast by Mr. Kishore Biyani and Mr. Vijay Biyani are not considered in the above Resolution no 5.

Table showing Bifurcations of Promoters, Financial Institutions and Others:

(EQUITY SHARES AND CLASS B (SERIES 1) SHARES)

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							
Promoter & Promoter Group	Shares	229485216	222379582	99.99%	222379582	0	100%	0%
	Voting Rights	222382823						
Financial Institutions	Shares	86868132	58120245	66.99%	58120245	0	100%	0%
	Voting Rights	86753743						
Public- Others	Shares	111342654	20243263	18.62%	20240877	2386	99.99%	0.01%
	Voting Rights	108715766						
TOTAL	Shares	427696002	300743090	71.97%	300740704	2386	99.99%	0.01%
	Voting Rights	417852332						



All the Resolutions mentioned in the AGM Notice as per the details above stand passed under Remote E-Voting and voting conducted at AGM by way of Ballot Papers with the requisite majority and hence deemed to be passed as on date of the AGM.

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 conduct at AGM 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 over the Company Secretary for safe keeping, after the Chairman signs the Minutes.

Thanking You,



Virendra Bhatt
ACS- 1157
COP-124



Date: 28th August, 2015
Place: Mumbai

Witnesses:



1. Mr. Vishwas Y. Salvi



2. Ms. Vidhi S. Shah