

FUTURE RETAIL

8th November, 2019

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

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

Scrip Code: 540064

Symbol: FRETAIL

Scrip Code of Debt : 958809 & 958810

Dear Sir/Madam,

Ref.: Disclosure pursuant to Regulation 30 and 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Sub: Proceedings of Extraordinary General Meeting.

This is to inform that an Extraordinary General Meeting of Shareholders of the Company was held today i.e. on Friday, 8th November, 2019 at 02:00 PM at Rangaswar, Fourth Floor, Y. B. Chavan Centre, Gen. Jagannath Bhosale Marg, Mumbai - 400 021 ("EGM") for considering and approve the resolution pertaining to entering into Material Related Party Transaction(s).

In this regard, we enclose herewith the following:

1. Summary of proceedings as required under Regulation 30, Part - A of Schedule - III of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as **Annexure - I**;
2. Voting results as required under Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as **Annexure - II**;
3. Report of Scrutiniser dated 8th November, 2019 on remote e-voting and voting conducted through ballot papers at the EGM.

The above reports are also being uploaded on the Company's website. Kindly take the aforesaid on record and acknowledge receipt of the same.

Thanking you,

Yours faithfully,
For Future Retail Limited

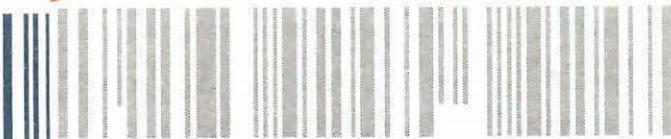
Virendra Samani

Virendra Samani
Company Secretary



Encl: as above.

FUTURE RETAIL



Annexure - I

Summary of the proceedings of the Extraordinary General Meeting of the Shareholders of Future Retail Limited ("the Company")

The Extraordinary General Meeting of Shareholders of the Company was held on Friday, 8th November, 2019 at 02:00 PM at Rangaswar, Fourth Floor, Y. B. Chavan Centre, Gen. Jagannath Bhosale Marg, Mumbai - 400 021 and concluded at 02:25 PM ("EGM" / "Meeting").

Mr. Kishore Biyani, Chairman & Managing Director chaired the Meeting. Since the requisite quorum was present, the Chairman called the Meeting to order. Total 119 (One Hundred and Nineteen only) Members were present in person or through proxy at the Meeting. Due to sudden travel plans, Mr. Rakesh Biyani, Jt. Managing Director, Mr. Ravindra Dhariwal, Ms. Gagan Singh - Independent Directors and Mr. Rahul Garg - Non-Executive Director expressed their inability to attend the Meeting. With the consent of the Shareholders present, the Notice convening the Meeting along with explanatory statement were taken as read. The quorum was present throughout the Meeting.

It was informed to the Meeting that the facility of remote e-voting was made available from Monday, 4th November, 2019 (9:00 AM) till Thursday, 7th November, 2019 (5:00 PM) and the facility of voting through Ballot Paper had been provided at the Meeting to those who have not cast their votes through remote e-voting.

The Chairman also informed that the Board of Directors of the Company have appointed Ms. Bindu Darshan Shah, Proprietor M/s. K. Bindu & Associates, Practicing Company Secretaries, Mumbai as a Scrutiniser to supervise the remote e-voting and voting through ballot paper at the Meeting.

Mr. Kishore Biyani informed the meeting and requested Mr. Shailendra Bhandari to be Chairperson for the resolution related to material related party transaction(s) with Future Enterprises Limited as he was interested in the said resolution. The Chairperson explained the subject matter of the resolution to Shareholders. Further, necessary clarifications / responses were provided in response to queries raised by the Shareholders. The Chairperson then moved the resolution as contained in the Notice of the Meeting which was proposed and seconded by the Shareholders.

As per the Scrutiniser's Report received by the Company, the resolution as set out in the Notice of the said Meeting has been passed by the Members of the Company with the requisite majority.



Future Retail Limited (Formerly known as Bharti Retail Limited)

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

P +91 22 6644 2200, F + 91 22 6644 2201, www.futureretail.co.in

CIN : L51909MH2007PLC268269

Annexure – II

Details of Voting Results

(Combined results of votes cast by Remote E-voting as provided by NSDL and the polling process at the Meeting)

Day & Date of the Meeting	Friday, 8th November, 2019 (Extraordinary General Meeting of the Shareholders of the Company)
Total number of shareholders on record date	1st November, 2019 (Cut-Off date for reckoning the voting rights of the Shareholders) Total Number of Shareholders : 52,469
No. of shareholders present in the meeting either in person or through proxy: Promoters and Promoter Group: Public:	 11 (Eleven) 108 (One Hundred and Eight)
No. of Shareholders attended the meeting through Video Conferencing Promoters and Promoter Group: Public:	 No Video Conferencing facility was provided
Mode of voting:	Remote e-voting and Ballot voting at the Meeting



Annexure – II continued

Resolution No. 1			Approval for entering into Material Related Party Transaction(s)					
Resolution Required : (Ordinary)			Yes					
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	236307631	0	0.0000	0	0	0.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		0	0.0000	0	0	0.0000	0.0000
Public Institutions	E-Voting	140120782	110576488	78.9151	86908395	23668093	78.5957	21.4043
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		110576488	78.9151	86908395	23668093	78.5957	21.4043
Public Non Institutions	E-Voting	126170026	94523368	74.9175	94521794	1574	99.9983	0.0017
	Poll		35694	0.0283	35694	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		94559062	74.9458	94557488	1574	99.9983	0.0017
Total		502598439	205135550	40.8150	181465883	23669667	88.4615	11.5385



Off.: Panchsheel 3A/101, Raheja Township, Malad (East), Mumbai 400097.
Mailing Address: Panchsheel 1A/203, Raheja Township, Malad (East), Mumbai 400097.

Date: 08-11-2019

SCRUTINIZER'S REPORT

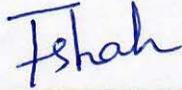
To,
The Chairperson of
Extraordinary General Meeting ("EGM") of the Members of
Future Retail Limited
held on Friday, 8th November, 2019 at 02:00 pm at
Rangaswar, Fourth Floor, Y. B. Chavan Centre,
Gen. Jagannath Bhosale Marg,
Mumbai - 400 021

Dear Sir,

1. The Board of Directors of the Company, at its meeting held on 12th October, 2019 has appointed me as the Scrutinizer for the purpose of scrutinizing the remote e-voting process and conducting the ballot voting at the EGM in a fair and transparent manner for resolution as set out in the Notice of the EGM.
2. In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and in pursuance of Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**SEBI Listing Regulations**") read with applicable Secretarial Standards, the Company had provided its Members the remote e-voting facility as provided by National Securities Depository Limited ("**NSDL**") for resolution as set out in the Notice of the said EGM.
3. Further, the facility for voting through ballot paper was also made available at the EGM for those Members / proxy holders who attended the EGM and have not cast their vote by remote e-voting.
4. I submit my report as under:
 - 4.1 The Company has given the ballot papers to the Members who were present at the EGM held on Friday, 8th November, 2019 at 02:00 pm at Rangaswar, Fourth Floor, Y. B. Chavan Centre, Gen. Jagannath Bhosale Marg, Mumbai - 400 021;
 - 4.2 Particulars of all the ballot papers received from the Members and the votes cast by electronic mode have been entered in register maintained for the purpose;
 - 4.3 The ballot papers were kept under my safe custody in sealed and tamper proof ballot boxes before commencing the scrutiny of such ballot papers;
 - 4.4 The ballot boxes were opened in my presence;




- 4.5 The ballot papers were duly opened in my presence and scrutinized and the shareholding was matched / confirmed with the Register of Members of the Company as on 1st November, 2019 ("**cut-off date**");
- 4.6 I did not find any defaced or mutilated ballot papers;
- 4.7 The remote e-voting period had commenced on Monday, 4th November, 2019 (9:00 am) and ended on Thursday, 7th November, 2019 (5:00 pm);
- 4.8 I have also received a complete record from NSDL, the agency appointed for providing and supervising electronic platform, of votes cast through electronic mode upto 5:00 pm on 7th November, 2019. The votes cast were unblocked on 8th November, 2019 at 02:38 pm in the presence of two witnesses, Ms. Forum Shah and Mr. Nayan Chavan who are not in the employment of the Company. They have signed below in confirmation of the votes being unblocked in their presence.



Name: Ms. Forum Shah



Name: Mr. Nayan Chavan

- 4.9 The remote e-voting data was scrutinized by me for verification of votes cast in favour and against resolutions, as set out in the Notice of the EGM.
5. A summary of the combined voting results of the votes cast through ballot papers received and remote e-voting is given as **Annexure A**.
6. I have handed over the ballot papers and other related papers/registers and records for the safe custody to the Chairperson who has been authorized by the Board to supervise the ballot process.
7. On the basis of the scrutiny of the ballot papers and remote e-voting, the resolution as set out in the Notice of the EGM has been passed by the Shareholders of the Company with requisite majority.
8. You may accordingly declare the result of voting by ballot process (including votes cast through remote e-voting).

Thanking you.

For K BINDU & ASSOCIATES
Company Secretaries



BINDU DARSHAN SHAH
Proprietor
ACS-20066, COP-7378



UDIN : A020066A000221291

K Bindu & Associates

Company Secretaries

Tel.: (O) 022 28784043 (R) 022 28779546

Mobile: +91 9892349554

E-mail: kbindudshah@gmail.com

Off.: Panchsheel 3A/101, Raheja Township, Malad (East), Mumbai 400097.
Mailing Address: Panchsheel 1A/203, Raheja Township, Malad (East), Mumbai 400097.

Annexure "A"

Resolution: Approval for entering into Material Related Party Transaction(s)

Particulars	Remote E-Voting		Polling at the EGM		Consolidated Voting Results		
	No. of Members Voted	No. of Valid votes cast	No. of Members / Proxy Voted	No. of Valid votes cast	Total No. of Members Voted	Total No. of Votes casted	% of total number of valid votes cast
Voted in favour of the Resolution	226	18,14,30,189	54	3,5694	280	18,14,65,883	88.4615
Voted against the Resolution	63	2,36,69,667	Nil	Nil	63	2,36,69,667	11.5385
Invalid Votes	Nil	Nil	Nil	Nil	Nil	Nil	Nil

