

Virendra Bhatt

Company Secretary

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Date: November 18, 2015

To,
The Chairman,
Knowledge House,
Shyam Nagar,
Off Jogeshwari-Vikhroli Link Road,
Jogeshwari (East),
Mumbai 400 060

Dear Sir,

I have scrutinized the Voting (including electronic voting ("E-voting"/ "E-Votes") Process of Extraordinary General Meeting of the members of Future Retail Limited (Equity Shareholders & Class B (Series 1) shareholders) which was held at Rangswar, 4th Floor, Y. B. Chavan Centre, Gen. Jagannath Bhosale Marg, Mumbai 400 021 on Wednesday, 18th November, 2015 at 11:30 am or immediately after conclusion of the Court Convened Meeting of the members. Approval of the shareholders needs to be obtained by way of special resolution.

Details	Remote E-voting		Voting through polling paper at EGM	Total voting
	EQUITY	CLASS B (SERIES 1) SHARES		
Number of member who cast their votes	144	24	77	245
Total number of shares held by them	283738439	28878213	5929	312622581
Valid votes	As per details provided in each one of the Resolution(s) mentioned hereunder.			
Invalid votes	Various as mentioned under each Resolution			

RESOLUTION-1

UTILISATION OF SECURITIES PREMIUM ACCOUNT

Resolution Required: Special Resolution

"RESOLVED THAT pursuant to the provisions of Sections 100 to 104 read with Section 52 of the Companies Act, 1956, (including any amendment or re-enactment of the said provisions or corresponding provisions of the Companies Act, 2013 which may be brought in force before the resolution hereto given effect to) Article 13 of the Articles of Association of the Company and subject to the sanction of Composite Scheme of Arrangement between Future Retail Limited ('FRL') and Bharti Retail Limited ('BRL') and their respective shareholders and creditors ('the Scheme') by the Hon'ble High Court of Judicature at Bombay under Sections 391 to 394 or by any of the regulatory



or other authorities, the consent of the Company be and is hereby accorded for the utilization of Securities Premium Account, if any, for an amount not exceeding Rs 2200 crores, in accordance with the Scheme.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board (including its Committee(s) thereof and/or any Director or any individual delegated with powers necessary for the purpose) be and is hereby authorized to do all such acts, deeds, matters and things, as may be necessary, proper or expedient without being required to seek any further consent or approval of the Company or otherwise to the end and intent that they shall be deemed to have been given all necessary approval thereto expressly by the authority of this resolution. "

(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	305396910	99.99	175	0.01	305397085
Physical Voting	4990	84.16	939	15.14	5929
TOTAL	305401900	99.99	1114	0.01	305403014

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	229615489	220711445	99.19	220711445	0	100.00	0.00
	Voting Rights	222513096						
Financial Institutions	Shares	102303307	58505085	57.27	58505085	0	100.00	0.00
	Voting Rights	102154718						
Public- Others	Shares	95777206	26186484	28.10	26185370	1114	99.99	0.01
	Voting Rights	93184519						
TOTAL	Shares	427696002	305403014	73.09	305401900	1114	99.99	0.01
	Voting Rights	417852332						



RESOLUTION-2

CHANGE OF NAME

Resolution Required: Special Resolution

“RESOLVED THAT subject to the approval of the Central Government, Registrar of Companies, Maharashtra, Mumbai under Ministry of Corporate Affairs and other authorities as may be applicable and pursuant to Sections 13 and 14 other applicable provisions, if any, of the Companies Act, 2013, the name of the Company be changed from “Future Retail Limited” to 'Future Enterprises Limited' or such other name as may be approved by the Ministry of Corporate Affairs.

RESOLVED FURTHER THAT pursuant to Section 21 and other applicable provisions, if any, of the Companies Act, 2013, (including any modification or re-enactment thereof) the name 'Future Retail Limited' wherever it appears in the Memorandum and Articles of Association of the Company be substituted by the new name 'Future Enterprises Limited' or such other name as may be approved by the Ministry of Corporate Affairs.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board (including its Committee(s) thereof and/or any Director or any individual delegated with powers necessary for the purpose) be and is hereby authorized to do all such acts, deeds, matters and things, as may be necessary, proper or expedient without being required to seek any further consent or approval of the Company or otherwise to the end and intent that they shall be deemed to have been given all necessary approval thereto expressly by the authority of this resolution.”

(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	305395964	99.99	1121	0.01	305397085
Physical Voting	4990	84.16	939	15.14	5929
TOTAL	305400954	99.99	2060	0.01	305403014

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
	Shares	No. of Voting Rights held						
Promoter & Promoter Group	Shares	229615489	220711445	99.19	220711445	0	100.00	0.00
	Voting Rights	222513096						
Financial Institutions	Shares	102303307	58505085	57.27	58505085	0	100.00	0.00
	Voting Rights	102154718						



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							
Public- Others	Shares	95777206	26186484	28.10	26184424	2060	99.99	0.01
	Voting Rights	93184519						
TOTAL	Shares	427696002	305403014	73.09	305400954	2060	99.99	0.01
	Voting Rights	417852332						

RESOLUTION-3

CHANGE OF OBJECT CLAUSE

Resolution Required: Special Resolution

“**RESOLVED THAT** pursuant to provisions of Section 13 of the Companies Act, 2013, (including any modification or reenactment thereof) and other applicable provisions of the Act, the main object clause of the Memorandum of Association of the Company shall be altered and amended, without any further act or deed, to include the objects as required for the purpose of carrying on the business activities of Retail Infrastructure Business Undertaking pursuant to the Scheme.

RESOLVED FURTHER THAT following clause shall be added to the Memorandum of Association of the Company and Memorandum of Association of the Company shall be altered and amended and necessary revisions in numbering of the clauses inserted shall be carried out:

2B. To carry on the business of any or all of the infrastructure activities such as development, maintenance and operations of all types of infrastructural projects or facilities including Transportation, Storage & warehousing infrastructure & facilities, rendering all kinds of support services required by the retail outlets/industry of all formats like management and assisting in the maintenance of inventory control, purchase orders, product sourcing, invoicing, maintenance of day to day accounts and the like to all kinds of retail entities whether companies, firms, proprietorship concerns, individuals and others in whatever form and retailing all kind of products, act as agents, distributors and dealers of all kinds of products for the retail industry and especially relating to fashion and general garments, general merchandise, different types of services and such others type of products or services which can be undertaken by retail formats of any types, undertake designing, establishing and developing on a turn key basis retail outlets for all kinds of products including franchisee outlets of all types of products or any specialized products and the like for and on behalf of third parties and anywhere in India as the Company may deem fit, in such manner or methods for the purpose of carrying out the foregoing objects and to obtain from them the rights of all sorts for assistance, privileges, charters, licenses and concessions, as may be necessary or incidental to the business of the Company.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board (including its Committee(s) thereof and/or any Director or any individual delegated with powers necessary for the purpose) be and is hereby authorized to do all such acts, deeds, matters and things, as may be necessary, proper or expedient without being required to seek any further consent or approval of the Company or otherwise to the end and intent that they shall be deemed to have been given all necessary approval thereto expressly by the authority of this resolution. ”



(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	305395840	99.99	1245	0.01	305397085
Physical Voting	4990	84.16	939	15.14	5929
TOTAL	305400830	99.99	2184	0.01	305403014

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	229615489	220711445	99.19	220711445	0	100.00	0.00
	Voting Rights	222513096						
Financial Institutions	Shares	102303307	58505085	57.27	58505085	0	100.00	0.00
	Voting Rights	102154718						
Public- Others	Shares	95777206	26186484	28.10	26184300	2184	99.99	0.01
	Voting Rights	93184519						
TOTAL	Shares	427696002	305403014	73.09	305400830	2184	99.99	0.01
	Voting Rights	417852332						

I have to further report that total numbers of shareholders were 56839 representing 417852332 votes entitled on November 11, 2015 Equity Shares (including Class B (Series 1) shares).



Virendra S. Bhatt
A. C. S. No. 124
C. P. No: 124