

30th August, 2016

To,
BSE Limited
PhirozeJeejeebhoy Towers,
Dalal Street, Fort,
Mumbai - 400 001

Scrip Code: 523574 / 570002

**Debt Scrip Code: 947649-9020-9039 / 952008-9-10-45-
46-53-54-74-75-89-90-97-98 / 952715-717-718-721-879-
880-881-882-883 / 954326-28-30-34-35-40-43**

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

Re.: NSE Symbol – FEL / FEL DVR

Dear Sir / Madam,

Sub.: Proceedings of Annual General Meeting.

Pursuant to provisions of Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**SEBI Regulations**"), please find enclosed herewith a summary of the proceedings of the 28th Annual General Meeting of the Company held on Monday, 29th August, 2016 at 11.30 am at Rangswar Hall, 4th Floor, Y. B. Chavan Centre, Gen. Jagannath Bhosale Marg, Mumbai - 400 021 ("**AGM**")

Further, in terms of Regulation 44(3) of the SEBI Regulations, please find enclosed herewith details of voting results in respect of the matters transacted at the said AGM.

Report submitted by the Scrutinizer, Mr. Virendra Bhatt, Practicing Company Secretary, for E-voting and voting done through physical ballot paper at the AGM is also enclosed herewith.

Kindly take the aforesaid on records and acknowledge receipt of the same.

Thanking you,

Yours faithfully,

For **Future Enterprises Limited**



Deepak Tanna
Company Secretary



Summary of the proceedings of the 28th Annual General Meeting

The 28th Annual General Meeting ("AGM") of the Members of Future Enterprises Limited ("the Company") was convened on Monday, 29th August, 2016 at 11:30 am at Rangswar Hall, 4th Floor, Yashwant Chavan Centre, Gen. Jagannath Bhosale Marg, Mumbai – 400 021 and concluded at 12:45 pm.

- Mr. Kishore Biyani informed the members present that Mr. V. K. Chopra, Chairman of the Company had conveyed his inability to attend the AGM due to his personal emergency and in his absence the Directors present elected Mr. Kishore Biyani, Vice Chairman of the Company as the Chairman for the AGM. Accordingly, Mr. Kishore Biyani chaired the Meeting. The businesses to be transacted at the Meeting were taken up as the requisite quorum was present. 170 Members were present in person or through proxy at the Meeting. Requisite quorum was present throughout the Meeting. For the business listed at serial no. 3, 4 and 5 Mr. Anil Harish has occupied the Chair, as same was pertaining to appointment of Mr. Kishore Biyani, ratification of appointment of Auditors and appointment of Mr. Vijay Biyani as Managing Director.
- The Chairman for the Meeting took up the items of Ordinary Business and Special Business before the Meeting, as listed under Serial Nos. 1 to 9 below. He gave the Members an opportunity to ask questions or seek clarifications on the Agenda items and thereafter, Mr. Kishore Biyani responded to the queries of the Members.
- Facility for casting votes by remote e-voting was provided to Members from 9.00 a.m. on 26th August, 2016 to 5.00 p.m. on 28th August, 2016. Facility for voting was also provided at the Meeting through physical ballot paper.

The following items as set out in the Notice convening 28th AGM were transacted at the Meeting:

Sr. No.	Details of the Items	Resolution required (Ordinary / Special)
1	To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2016 together with the reports of the Board of Directors and Auditors thereon;	Ordinary
2	To declare dividend	Ordinary
3	To appoint Mr. Kishore Biyani as a Director, who retires by rotation and being eligible offers himself for re-appointment;	Ordinary
4	To ratify the appointment of Auditors;	Ordinary
5	Re-designation of and Payment of remuneration to Mr. Vijay Biyani as Managing Director;	Special
6	Appointment and Payment of Mr. Dinesh Maheshwari as Executive Director and Chief Financial Officer;	Special
7	Re-classification of Authorised Capital;	Special
8	Approval for entering into Related Party Transaction.	Special
9	Issue of Securities on Private Placement Basis.	Special



The Chairman authorised the Company Secretary to carry out the process of voting at the AGM through Ballot Polling Paper.

The Chairman thanked the Members for attending and participating in the Meeting. All the Resolutions as contained in the Notice calling the said AGM were passed by the Members with the requisite majority.

Details of Voting Result in terms of Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015

Date of the Annual General Meeting	29 th August, 2016
Total number of shareholders on record date	59,887 (as on 22 nd August, 2016)
No. of shareholders present in the meeting either in person or through proxy	
Promoters and Promoter Group	42
Public	128
Total	
No. of Shareholders attended the meeting through Video Conferencing	
Promoters and Promoter Group	None
Public	None
Total	-

Mode of voting: E-voting and voting done through ballot paper at the AGM

Resolution Required : (Ordinary)			1 - To receive, consider and adopt the Financial Statements of the Company for the financial year ended March 31, 2016 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	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]	$\frac{[3]}{[1]} \times 100$	[4]	[5]	$\frac{[6]}{[2]} \times 100$	$\frac{[7]}{[2]} \times 100$
Promoter and Promoter Group	E-Voting	230115436	223013035	96.9135	223013035	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Total		223013035	96.9135	223013035	0	100.0000	0.0000
Public Institutions	E-Voting	94457434	34690848	36.8437	34690848	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Total		34690848	36.8437	34690848	0	100.0000	0.0000
Public Non Institutions	E-Voting	146765687	105212507	77.0838	105212507	0	100.0000	0.0000
	Poll		9738980	6.6357	9738980	0	100.0000	0.0000

	Total		114951487	78.3231	114951487	0	100.0000	0.0000
Total		471338557	372655370	79.0632	372655370	0	100.0000	0.0000

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	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	230115436	223013035	96.9135	223013035	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Total		223013035	96.9135	223013035	0	100.0000	0.0000
Public Institutions	E-Voting	94457434	34755914	36.9128	34755914	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Total		34755914	36.9128	34755914	0	100.0000	0.0000
Public Non Institutions	E-Voting	146765687	105212507	77.0838	105212507	0	100.0000	0.0000
	Poll		9738980	6.6357	9738980	0	100.0000	0.0000
	Total		114951487	78.3231	114951487	0	100.0000	0.0000
Total		471338557	372720436	79.0770	372720436	0	100.0000	0.0000

Resolution Required : (Ordinary)			3 - To appoint a Director in place of Mr. Kishore Biyani, 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	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	230115436	223011445	96.9129	223011445	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Total		223011445	96.9129	223011445	0	100.0000	0.0000



Public Institutions	E-Voting	94457434	34755914	36.9128	32693315	2062599	94.0655	5.9345
	Poll		0	0.0000	0	0	0.0000	0.0000
	Total		34755914	36.9128	32693315	2062599	94.0655	5.9345
Public Non Institutions	E-Voting	146765687	105212507	77.0838	105212507	0	100.0000	0.0000
	Poll		9738980	6.6357	9738980	0	100.0000	0.0000
	Total		114951487	78.3231	114951487	0	100.0000	0.0000
Total		471338557	372718846	79.0767	370656247	2062599	99.4466	0.5534

Resolution Required : (Ordinary)			4 - To ratify the appointment of M/s. NGS & Co. LLP, Chartered Accountants (ICAI Registration No. 119850W) as Statutory Auditors of the Company till next annual general meeting and to fix their remuneration.					
Whether promoter / promoter group are interested in the agenda / resolution?			NO					
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]	$\frac{[3]}{[1]} \times 100$	[4]	[5]	$\frac{[6]}{[4]} \times 100$	$\frac{[7]}{[5]} \times 100$
Promoter and Promoter Group	E-Voting	230115436	223013035	96.9135	223013035	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Total		223013035	96.9135	223013035	0	100.0000	0.0000
Public Institutions	E-Voting	94457434	34755914	36.9128	28727625	6028289	82.6554	17.3446
	Poll		0	0.0000	0	0	0.0000	0.0000
	Total		34755914	36.9128	28727625	6028289	82.6554	17.3446
Public Non Institutions	E-Voting	146765687	105212507	71.6874	105212505	2	100.0000	0.0000
	Poll		9738980	6.6357	9738980	0	100.0000	0.0000
	Total		114951487	78.3231	114951485	2	100.0000	0.0000
Total		471338557	372720436	79.0770	366692145	6028291	98.3826	1.6174



Resolution Required : (Special)			5 - To consider re-designation of and payment of remuneration to Mr. Vijay Biyani as Managing Director of the Company					
Whether promoter / promoter group are interested in the agenda / resolution?			NO					
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	230115436	162394267	70.5708	162394267	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Total		162394267	70.5708	162394267	0	100.0000	0.0000
Public Institutions	E-Voting	94457434	34755914	36.9128	34685512	70402	99.7974	0.2026
	Poll		0	0.0000	0	0	0.0000	0.0000
	Total		34755914	36.9128	34685512	70402	99.7974	0.2026
Public Non Institutions	E-Voting	146765687	105212507	71.6874	105212265	242	99.9998	0.0002
	Poll		9738980	6.6357	9738980	0	100.0000	0.0000
	Total		114951487	78.3231	114951245	242	99.9998	0.0002
Total		471338557	312101668	66.2160	312031024	70644	99.9774	0.0226

Resolution Required : (Special)			6 - To consider appointment of Mr. Dinesh Maheshwari as Executive Director & Chief Financial Officer of the Company					
Whether promoter / promoter group are interested in the agenda / resolution?			NO					
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	230115436	223013035	96.9135	223013035	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Total		223013035	96.9135	223013035	0	100.0000	0.0000



Public Institutions	E-Voting	94457434	34755914	36.9128	32861497	1894417	94.5494	5.4506
	Poll		0	0.0000	0	0	0.0000	0.0000
	Total		34755914	36.9128	32861497	1894417	94.5494	5.4506
Public Non Institutions	E-Voting	146765687	105212507	71.6874	105212389	118	99.9999	0.0001
	Poll		9738980	6.6357	9738980	0	100.0000	0.0000
	Total		114951487	78.3231	114951369	118	99.9999	0.0001
Total		471338557	372720436	79.0770	370825901	1894535	99.4917	0.5083

Resolution Required : (Special)			7 - To approve re-classification of Authorised Share Capital and amendment of the Capital Clause of Memorandum of Association;					
Whether promoter / promoter group are interested in the agenda / resolution?			NO					
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]	$\frac{[3]-[2]}{[1]} \times 100$	[4]	[5]	$\frac{[6]-[4]}{[2]} \times 100$	$\frac{[7]-[5]}{[2]} \times 100$
Promoter and Promoter Group	E-Voting	230115436	223013035	96.9135	223013035	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Total		223013035	96.9135	223013035	0	100.0000	0.0000
Public Institutions	E-Voting	94457434	34755914	36.9128	34539947	215967	99.3786	0.6214
	Poll		0	0.0000	0	0	0.0000	0.0000
	Total		34755914	36.9128	34539947	215967	99.3786	0.6214
Public Non Institutions	E-Voting	146765687	105212377	71.6873	105212175	202	99.9998	0.0002
	Poll		9738980	6.6357	9738980	0	100.0000	0.0000
	Total		114951357	78.3230	114951155	202	99.9998	0.0002
Total		471338557	372720306	79.0770	372504137	216169	99.9420	0.0580



Resolution Required : (Special)			8 - To consider and approve Related Party Transaction					
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	230115436	0	0.0000	0	0	0.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Total		0	0.0000	0	0	0.0000	0.0000
Public Institutions	E-Voting	94457434	34755914	36.9128	34755914	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Total		34755914	36.9128	34755914	0	100.0000	0.0000
Public Non Institutions	E-Voting	146765687	105212377	71.6873	105212375	2	100.0000	0.0000
	Poll		9738980	6.6357	9738980	0	100.0000	0.0000
	Total		114951357	78.3230	114951355	2	100.0000	0.0000
Total		471338557	149707271	31.7622	149707269	2	100.0000	0.0000

Resolution Required : (Special)			9 - To Issue of Securities on Private Placement basis					
Whether promoter / promoter group are interested in the agenda / resolution?			NO					
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	230115436	223013035	96.9135	223013035	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Total		223013035	96.9135	223013035	0	100.0000	0.0000
Public Institutions	E-Voting	94457434	34755914	36.9128	34742755	13159	99.9621	0.0379
	Poll		0	0.0000	0	0	0.0000	0.0000
	Total		34755914	36.9128	34742755	13159	99.9621	0.0379



Public Non Institutions	E-Voting	146765687	105212377	71.6873	105211097	1280	99.9988	0.0012
	Poll		9738980	6.6357	9738925	55	99.9994	0.0006
	Total		114951357	78.3230	114950022	1335	99.9988	0.0012
Total		471338557	372720306	79.0770	372705812	14494	99.9961	0.0039

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

For Future Enterprises Limited



Deepak Tanna
Company Secretary



Virendra Bhatt

Company Secretary

Office :

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

Tel. : 2351 4867 / 2351 2412

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To,

The Chairman

FUTURE ENTERPRISES LIMITED

(f/k/a Future Retail Limited)

28th 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 Monday, 29th August, 2016 at 11:30 am.

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 28th May, 2016 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 AGM 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.
- 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 28th Annual General Meeting (AGM) of the company, which was held on Monday, 29th August, 2016.
- 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 determining members for the dispatch of the Notice of the AGM was 22nd July, 2016 (Physical & E-mail) and as on that date, there were 59,471 members (including Equity & Class B (Series 1) Shares) of the Company. The Company / Service Provider had sent the notices of the AGM along with Annual Report and E-voting details by E-mail to 39,711 members whose E-mail ID was made available by the Depositories and for those members, holding in physical form, who had registered their E-mail ID with the RTA. In respect of 13,082 members, who's Email-ID are not available, the notices were sent by speed post. In respect of 84 member's cases, where transmissions through E-mail ID 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 Company completed the dispatch of the Notices and Annual Reports in physical form & Email to the members on 4th August, 2016.
- 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 22nd August, 2016.
- As prescribed in the aforesaid Rules, the Remote e-voting facility was kept open for three days from Friday, 26th August, 2016 at 09:00 a.m. (IST) to Sunday, 28th August, 2016 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 in 'Free Press Journal' Newspaper dated 6th August, 2016 having country-wide circulation and in 'Navashakti' dated 6th August, 2016. 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 venue of the 28th AGM of the Company held on 29th August, 2016, 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, 2016, after counting of the votes conducted at the venue of the AGM through Ballot paper, the votes cast through Remotes e-voting facility was duly unblocked by me as a Scrutinizer in the presence of Ms. Meghna S. Mistry and Ms. Rishi Jaiswal 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, 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 AGM the details of which are as follows:

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	155	83	238
Total number of shares held by them	362981456	9738980	372720436
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, 2016 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	362916390	-	0	-	362916390
Physical Voting	9738980	-	0	-	9738980
TOTAL	372655370	100%	0	0%	372655370

Table Showing Bifurcations of Promoters, Financial Institutions And Others (Equity Shares And Class B (Series 1) Shares)

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	362981456	-	0	-	362981456
Physical Voting	9738980	-	0	-	9738980
TOTAL	372720436	100%	0	0%	372720436

Table showing Bifurcations of Promoters, Financial Institutions and Others:
(Equity Shares And Class B (Series 1) Shares)

As per Annexure-B

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

To appoint a Director in place of Mr. Kishore Biyani, 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	360917267	-	2062599	-	362979866
Physical Voting	9738980	-	0	-	9738980
TOTAL	370656247	99.45%	2062599	0.55%	372718846

Table showing Bifurcations of Promoters, Financial Institutions and Others:
(Equity Shares And Class B (Series 1) Shares)

As per Annexure-C

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

To ratify the appointment 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	Nos.
Remote E-Voting	356953165	-	6028291	-	362981456
Physical Voting	9738980	-	0	-	9738980
TOTAL	366692145	98.38%	6028291	1.62%	372720436

Table showing Bifurcations of Promoters, Financial Institutions and Others:
(Equity Shares And Class B (Series1) Shares)

As per Annexure-D



• **SPECIAL BUSINESS**

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

Re-designation 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	302292044	-	70644	-	302362688
Physical Voting	9738980	-	0	-	9738980
TOTAL	312031024	99.98%	70644	0.02%	312101668

Table showing Bifurcations of Promoters, Financial Institutions and Others:
(Equity Shares And Class B (Series 1) Shares)

As per Annexure-E

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

Appointment of and payment of remuneration to Mr. Dinesh Maheshwari as Executive Director and Chief Financial Officer 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	361086921	-	1894535	-	362981456
Physical Voting	9738980	-	0	-	9738980
TOTAL	370825901	99.49%	1894535	0.51%	372720436

Table showing Bifurcations of Promoters, Financial Institutions and Others:
(Equity Shares And Class B (Series 1) Shares)

As per Annexure-F

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

Re-classification of Authorised Capital.

(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	362765157	-	216169	-	362981326
Physical Voting	9738980	-	0	-	9738980
TOTAL	372504137	99.94%	216169	0.06%	372720306



**Table showing Bifurcations of Promoters, Financial Institutions and Others:
(Equity Shares And Class B (Series 1) Shares)**

As per Annexure-G

8. Item no. 8 of the Notice (As an Special Resolution)

Approval for entering into Related Party Transaction

(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	139968289	-	2	-	139968291
Physical Voting	9738980	-	0	-	9738980
TOTAL	149707269	100%	2	0%	149707271

**Table showing Bifurcations of Promoters, Financial Institutions and Others:
(Equity Shares And Class B (Series 1) Shares)**

As per Annexure-H

9. Item no. 9 of the Notice (As a Special Resolution)

Issue of Securities on Private Placement Basis.

(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	362966887	-	14439	-	362981326
Physical Voting	9738925	-	55	-	9738980
TOTAL	372705812	99.99%	14494	0.01%	372720306

**Table showing Bifurcations of Promoters, Financial Institutions and Others:
(Equity Shares And Class B (Series 1) Shares)**

As per Annexure-I

All the Resolutions mentioned in the AGM Notice as per the details given 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 to the Company Secretary for safe keeping, after the signatures of the Chairman on the AGM Minutes.

Thanking You,

Yours Faithfully



Virendra Bhatt

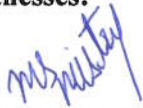
ACS- 1157

COP-124

Date: 30.08.2016

Place: Mumbai

Witnesses:



1. Meghna S. Mistry



2. Rishi Jaiswal

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, 2016 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	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
Promoter and Promoter Group	E-Voting		[2]	[3]={([2]/[1])*100}	[4]	[5]	[6]={([4]/[2])*100}	[7]={([5]/[2])*100}
	Poll	230115436	0	0.0000	0	0	0.0000	0.0000
	Total		223013035	96.9135	223013035	0	100.0000	0.0000
	E-Voting		34690848	36.8437	34690848	0	100.0000	0.0000
Public Institutions	Poll	94457434	0	0.0000	0	0	0.0000	0.0000
	Total		34690848	36.8437	34690848	0	100.0000	0.0000
	E-Voting		105212507	77.0838	105212507	0	100.0000	0.0000
Public Non Institutions	Poll	146765687	9738980	6.6357	9738980	0	100.0000	0.0000
	Total		114951487	78.3231	114951487	0	100.0000	0.0000
	Total		471338557	372655370	79.0632	372655370	0	100.0000



[Signature]

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	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
Promoter and Promoter Group	E-Voting		[2]	[3]={([2]/[1])*100	[4]	[5]	[6]={([4]/[2])*100	[7]={([5]/[2])*100
	Poll	230115436	223013035	96.9135	223013035	0	100.0000	0.0000
	Total		0	0.0000	0	0	0.0000	0.0000
Public Institutions	E-Voting		223013035	96.9135	223013035	0	100.0000	0.0000
	Poll	94457434	34755914	36.9128	34755914	0	100.0000	0.0000
	Total		0	0.0000	0	0	0.0000	0.0000
Public Non Institutions	E-Voting		34755914	36.9128	34755914	0	100.0000	0.0000
	Poll	146765687	105212507	77.0838	105212507	0	100.0000	0.0000
	Total		9738980	6.6357	9738980	0	100.0000	0.0000
Total	E-Voting		114951487	78.3231	114951487	0	100.0000	0.0000
	Poll	471338557	372720436	79.0770	372720436	0	100.0000	0.0000
	Total							



Annexure C

Future Enterprises Limited (Equity & Class B)

Resolution Required : (Ordinary)		3 - To appoint a Director in place of Mr. Kishore Biyani, 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	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		223011445	96.9129	223011445	0	100.0000	0.0000
	Poll	230115436	0	0.0000	0	0	0.0000	0.0000
	Total		223011445	96.9129	223011445	0	100.0000	0.0000
Public Institutions	E-Voting		34755914	36.9128	32693315	2062599	94.0655	5.9345
	Poll	94457434	0	0.0000	0	0	0.0000	0.0000
	Total		34755914	36.9128	32693315	2062599	94.0655	5.9345
Public Non Institutions	E-Voting		105212507	77.0838	105212507	0	100.0000	0.0000
	Poll	146765687	9738980	6.6357	9738980	0	100.0000	0.0000
	Total		114951487	78.3231	114951487	0	100.0000	0.0000
Total		471338557	372718846	79.0767	370656247	2062599	99.4466	0.5534



Future Enterprises Limited (Equity & Class B)

Resolution Required : (Ordinary)			4 - To ratify the appointment of M/s. NGS & Co. LLP, Chartered Accountants (ICAI Registration No. 119850W) as Statutory Auditors of the Company till next annual general meeting and to fix their remuneration.					
Whether promoter/ promoter group are interested in the agenda/resolution?			NO					
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
Promoter and Promoter Group	E-Voting	230115436	223013035	96.9135	223013035	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Total		223013035	96.9135	223013035	0	100.0000	0.0000
Public Institutions	E-Voting	94457434	34755914	36.9128	28727625	6028289	82.6554	17.3446
	Poll		0	0.0000	0	0	0.0000	0.0000
	Total		34755914	36.9128	28727625	6028289	82.6554	17.3446
Public Non Institutions	E-Voting	146765687	105212507	71.6874	105212505	2	100.0000	0.0000
	Poll		9738980	6.6357	9738980	0	100.0000	0.0000
	Total		114951487	78.3231	114951485	2	100.0000	0.0000
Total		471338557	372720436	79.0770	366692145	6028291	98.3826	1.6174



Future Enterprises Limited (Equity & Class B)

Resolution Required : (Special)		5 - To consider re-designation of and payment of remuneration to Mr. Vijay Blyani as Managing Director of the Company						
Whether promoter/ promoter group are interested in the agenda/resolution?		NO						
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
Promoter and Promoter Group	E-Voting		[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100
	Poll	230115436	162394267	70.5708	162394267	0	100.0000	0.0000
	Total		0	0.0000	0	0	0.0000	0.0000
Public Institutions	E-Voting		162394267	70.5708	162394267	0	100.0000	0.0000
	Poll	94457434	34755914	36.9128	34685512	70402	99.7974	0.2026
	Total		0	0.0000	0	0	0.0000	0.0000
Public Non Institutions	E-Voting		34755914	36.9128	34685512	70402	99.7974	0.2026
	Poll	146765687	105212507	71.6874	105212265	242	99.9998	0.0002
	Total		9738980	6.6357	9738980	0	100.0000	0.0000
Total		471338557	114951487	78.3231	114951245	242	99.9998	0.0002
			312101668	66.2160	312031024	70644	99.9774	0.0226



Future Enterprises Limited (Equity & Class B)

Resolution Required : (Special)			6 - To consider appointment of Mr. Dinesh Maheshwari as Executive Director & Chief Financial Officer of the Company						
Whether promoter/ promoter group are interested in the agenda/resolution?			NO						
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	
Promoter and Promoter Group	E-Voting	230115436	[1]	[2]	[3]={([2]/[1])*100	[4]	[5]	[6]={([4]/[2])*100	[7]={([5]/[2])*100
	Poll		223013035	96.9135	223013035	0	100.0000	0.0000	
			0	0.0000	0	0	0.0000	0.0000	
	Total		223013035	96.9135	223013035	0	100.0000	0.0000	
Public Institutions	E-Voting	94457434	34755914	36.9128	32861497	1894417	94.5494	5.4506	
	Poll		0	0.0000	0	0	0.0000	0.0000	
	Total		34755914	36.9128	32861497	1894417	94.5494	5.4506	
	E-Voting		105212507	71.6874	105212389	118	99.9999	0.0001	
Public Non Institutions	Poll	146765687	9738980	6.6357	9738980	0	100.0000	0.0000	
			114951487	78.3231	114951369	118	99.9999	0.0001	
	Total		372720436	79.0770	370825901	1894535	99.4917	0.5083	
	Total		471338557						



Future Enterprises Limited (Equity & Class B)

Resolution Required : (Special)		7 - To approve re-classification of Authorised Share Capital and amendment of the Capital Clause of Memorandum of Association;						
Whether promoter/ promoter group are interested in the agenda/resolution?		NO						
Category	Mode of Voting	No. of shares held [1]	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
			[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100
Promoter and Promoter Group	E-Voting		223013035	96.9135	223013035	0	100.0000	0.0000
	Poll	230115436	0	0.0000	0	0	0.0000	0.0000
	Total		223013035	96.9135	223013035	0	100.0000	0.0000
Public Institutions	E-Voting		34755914	36.9128	34539947	215967	99.3786	0.6214
	Poll	94457434	0	0.0000	0	0	0.0000	0.0000
	Total		34755914	36.9128	34539947	215967	99.3786	0.6214
Public Non Institutions	E-Voting		105212377	71.6873	105212175	202	99.9998	0.0002
	Poll	146765687	9738980	6.6357	9738980	0	100.0000	0.0000
	Total		114951357	78.3230	114951155	202	99.9998	0.0002
Total		471338557	372720306	79.0770	372504137	216169	99.9420	0.0580



Future Enterprises Limited (Equity & Class B)

Resolution Required : (Special)		8 - To consider and approve Related Party Transaction						
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
Promoter and Promoter Group	E-Voting	[1]	[2]	[3]={([2]/[1])*100	[4]	[5]	[6]={([4]/[2])*100	[7]={([5]/[2])*100
	Poll	230115436	0	0.0000	0	0	0.0000	0.0000
	Total		0	0.0000	0	0	0.0000	0.0000
Public Institutions	E-Voting		34755914	36.9128	34755914	0	100.0000	0.0000
	Poll	94457434	0	0.0000	0	0	0.0000	0.0000
	Total		34755914	36.9128	34755914	0	100.0000	0.0000
Public Non Institutions	E-Voting		105212377	71.6873	105212375	2	100.0000	0.0000
	Poll	146765687	9738980	6.6357	9738980	0	100.0000	0.0000
	Total		114951357	78.3230	114951355	2	100.0000	0.0000
	Total	471338557	149707271	31.7622	149707269	2	100.0000	0.0000



Future Enterprises Limited (Equity & Class B)

Resolution Required : (Special)		9 - To Issue of Securities on Private Placement basis						
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	230115436	223013035	96.9135	223013035	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Total		223013035	96.9135	223013035	0	100.0000	0.0000
Public Institutions	E-Voting	94457434	34755914	36.9128	34742755	13159	99.9621	0.0379
	Poll		0	0.0000	0	0	0.0000	0.0000
	Total		34755914	36.9128	34742755	13159	99.9621	0.0379
Public Non Institutions	E-Voting	146765687	105212377	71.6873	105211097	1280	99.9988	0.0012
	Poll		9738980	6.6357	9738925	55	99.9994	0.0006
	Total		114951357	78.3230	114950022	1335	99.9988	0.0012
Total		471338557	372720306	79.0770	372705812	14494	99.9961	0.0039

