

FUTURE RETAIL



Ref: FRL/SE/Postal Ballot/2015-16

July 10, 2015

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

**Fax Nos.: 22723121 / 22722037 / 22722039
22722041 / 22722061 / 22723719/ 22721082**

Fax Nos. 26598237 / 26598238

Scrip Code : 523574 / 570002

Scrip Code : FRL / FRLDVR

**Scrip Code of Debt : 947649 / 949020 / 946840 /
949039 / 952008 / 952009 / 952010 / 952045 /
952046 / 952053 / 952054 / 952074 / 952075 /
952089 / 952090 / 952097 / 952098**

Dear Sir/Madam,

Subject: Result of Postal Ballot (including Electronic Votes)

We wish to inform you that, following resolution was passed by the Members with requisite majority as provided in the Postal Ballot notice issued pursuant to Section 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014

(i) Issue of Securities on private placement basis

Please note that as proposed in the Notice of Postal Ballot, Members voted in the Postal Ballot (including electronic voting). Accordingly, the result of the Postal Ballot (including electronic voting) is based on the votes casted by Members.

The result of Postal Ballot is enclosed herewith as Annexure A. Disclosure as regards result of Postal Ballot pursuant to Clause 35A of the Listing Agreement is also enclosed herewith as Annexure B.

Thanking you,

Yours faithfully
for Future Retail Limited

Deepak Tanna
Company Secretary

Encl: As above



RESULT OF POSTAL BALLOT (INCLUDING ELECTRONIC VOTES)

Pursuant to Section 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, the approval of members was sought by Postal Ballot (including electronic voting) for the following Special Resolution:

The last date for casting of vote through e-Voting and to receive the Postal Ballot Forms, duly completed and signed by the shareholders was July 8, 2015 before 5.00 pm

Mr. Virendra Bhatt, Practising Company Secretary, who is Scrutinizer of the Postal Ballot has submitted his report dated July 10, 2015, the Result of the Postal Ballot was declared on the same day at the Registered Office of the Company, as follows:

Resolution 1 (Special Resolution)

Issue of Securities on private placement basis:

Particulars	No. of valid Postal Ballots (including electronic votes)	No. of Votes	Percentage
Valid Postal Ballots (including electronic votes)	796	27,69,07,283	100.00
Votes cast in favour of the Resolution	703	27,68,86,005	99.99
Votes cast against of the Resolution	90	21,033	0.01
Not Voted / Neutral	3	245	0.00

Notes: Computation of votes have made after including both the class of shares i.e., each Equity share has 1 vote and every 4 Class B (Series 1) shares have 3 votes.

Accordingly, the above resolutions have been approved by the Members with requisite majority.

Yours faithfully

for Future Retail Limited



Vijay Biyani
Wholetime Director
DIN: 00005827

Place: Mumbai
Date: July 10, 2015



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Annexure B

In terms of clause 35A of the Listing Agreement, the details of business transacted by the Company through Postal Ballot (including electronic voting) are given below:

Date of declaration of result for Postal Ballot	: July 10, 2015
Total number of shareholders on record date	: 57,313 shareholders as on May 29, 2015

Resolution 1 – Issue of securities on Private Placement basis

Resolution Required: Special Resolution

Mode of Voting: Postal ballot /E-voting

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							
	1	2	3	4	5	6	7	
				$\#(3) = [(2)/(1)] * 100$			$(6) = [(4)/(2)] * 100$	$(7) = [(5)/(2)] * 100$
Promoter and Promoter Group	Shares	21,09,42,293	20,72,14,422	99.99	20,72,14,422	0	100.00	0.00
	Voting Rights	20,72,14,475						
Public Institutional holders	Shares	8,25,87,359	1,48,17,215	17.96	1,48,17,215	0	100.00	0.00
	Voting Rights	8,24,99,154						
Public Others	Shares	12,06,68,050	5,48,75,401	46.50	5,48,54,368	21,033	99.96	0.04
	Voting Rights	11,80,14,979						
Total	Shares	414197702	276907038	67.91	27,68,86,005	21,033	99.99	0.01
	Voting Rights	407728607						

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



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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