

# Virendra Bhatt

Company Secretary

Office :  
602, Tardeo Airconditioned Market,  
Tardeo Main Road, Tardeo,  
Mumbai-400 034.  
Tel. : 2351 4867 / 2351 2412  
Mobile : 98200 48670  
e-mail : bhattivirendra1945@yahoo.co.in

Date: 30/03/2015

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

Dear Sir,

Total No.of Shareholders as on 13/02/2015 - 57667

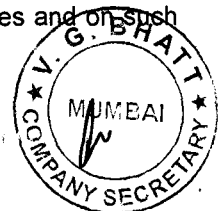
I have scrutinized the Postal Ballot (including electronic voting ("E-voting"/ "E-Votes")) Voting Process of Future Retail Limited at the Registered Office of the Company situated at Knowledge House, Shyam Nagar, Off Jogeshwari-Vikhroli Link Road, Jogeshwari (East), Mumbai 400 060. Approval of the shareholders needs to be obtained by way of special resolution.

## RESOLUTION-1

### APPROVAL OF FUTURE RETAIL LIMITED EMPLOYEE STOCK OPTION PLAN 2015 AND GRANT OF EMPLOYEE STOCK OPTIONS TO THE EMPLOYEES OF THE COMPANY THEREUNDER

#### Resolution Required: Special Resolution

"RESOLVED THAT pursuant to the provisions of Section 62(1)(b) and all other applicable provisions, if any, of the Companies Act, 2013 read with Rules framed there under (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the Memorandum and Articles of Association of the Company, Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014, as amended from time to time (hereinafter referred to as "**SEBI SBEB Regulations**") and subject to such other approvals, permissions and sanctions as may be necessary and subject to such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions, which may be accepted by the Board of Directors of the Company (hereinafter referred to as the "**Board**" which term shall be deemed to include any Committee, including the Nomination and Remuneration Committee, which the Board has constituted to exercise its powers, including the powers, conferred by this resolution), approval and consent of the Shareholders of the Company ("**Shareholders**") be and is hereby accorded respectively to the 'Future Retail Limited Employee Stock Option Plan 2015 (hereinafter referred to as the "**FRL ESOP 2015**")/ "**Plan**") and to the Board to create, offer and grant from time to time upto 75,00,000 (Seventy Five Lac) Employee Stock Options ("**ESOPs**") being not exceeding 2% (Two percent) of the paid-up equity share capital of the Company as on the date of passing the resolution, to the permanent employees including Directors of the Company (other than Promoter(s) or belonging to the Promoter Group of the Company, Independent Directors and Directors holding directly or indirectly more than 10% of the outstanding equity shares of the Company), whether whole time or otherwise, whether working in India or out of India (hereinafter referred to as an "**Employee(s)**"), as may be decided solely by the Board under the Plan, exercisable into not more than 75,00,000 ( Seventy Five Lac) fully paid-up equity shares in the Company in aggregate of face value of Rs. 2/- (Rupees Two) each, through an Employee Welfare Trust (herein after referred to as "**Trust**") to be set-up by the Company, at such price or prices, in one or more tranches and on such



terms and conditions, as may be determined by the Board in accordance with the provisions of the Plan, SEBI SBEB Regulations and in due compliance with other applicable laws and regulations.

**RESOLVED FURTHER THAT** all actions taken by the Board in connection with the above and all incidental and ancillary things done are hereby specifically approved and ratified.

**RESOLVED FURTHER THAT** the Board be and is hereby further authorized to issue and allot equity shares upon exercise of ESOPs from time to time in accordance with the Plan and such equity shares shall rank *paripassu* in all respects with the then existing equity shares of the Company.

**RESOLVED FURTHER THAT** the number of ESOPs that may be granted to the Employee(s), in any financial year and in aggregate under the Plan shall be less than 1% of the issued equity share capital (excluding outstanding warrants and conversions) of the Company.

**RESOLVED FURTHER THAT** in case of any corporate action(s) such as rights issues, bonus issues, change in capital structure, merger and/or sale of division/undertaking or other re-organisation, and others, if any additional equity shares are required to be issued by the Company to the Shareholders ("Additional Shares"), the ceiling as aforesaid of 75,00,000 ( Seventy Five Lac) ESOPs and equity shares respectively to be issued and allotted shall be deemed to increase in proportion of such Additional Shares issued to facilitate making a fair and reasonable adjustment.

**RESOLVED FURTHER THAT** in case the equity shares of the Company are either sub-divided or consolidated, then the number of shares to be allotted and the price of acquisition payable by the option grantees under the Plan shall automatically stand augmented or reduced, as the case may be, in the same proportion as the present face value of Rs. 2/- (Rupees Two) per equity share bears to the revised face value of the equity shares of the Company after such sub-division or consolidation, without affecting any other rights or obligations of the option grantees.

**RESOLVED FURTHER THAT** the Board be and is hereby also authorized at any time to modify, change, vary, alter, amend, suspend or terminate the FRL ESOP 2015 subject to the compliance with the applicable laws and regulations and to do all such acts, deeds, matters and things as it may in its absolute discretion deem fit, for such purpose and also to settle any issues, questions, difficulties or doubts that may arise in this regard without being required to seek any further consent or approval of the Shareholders and further to execute all such documents, writings and to give such directions and/or instructions as may be necessary or expedient to give effect to such modification, change, variation, alteration, amendment, suspension or termination of the FRL ESOP 2015 and do all other things incidental and ancillary thereof.

**RESOLVED FURTHER THAT** the Company shall conform to the accounting policies prescribed from time to time under the SEBI SBEB Regulations and any other applicable laws and regulations to the extent relevant and applicable to the FRL ESOP 2015.

**RESOLVED FURTHER THAT** the Board be and is hereby also authorized to take necessary steps for listing of the equity shares allotted under the FRL ESOP 2015 on the Stock Exchanges, where the equity shares of the Company are listed as per the provisions of the Listing Agreement with the concerned Stock Exchanges and other applicable laws, guidelines, rules and regulations.

**RESOLVED FURTHER THAT** the Board be and is hereby further authorized to do all such acts, deeds and things, as it may in its absolute discretion, deem necessary including authorizing or directing the Trust to appoint Merchant Bankers, Brokers, Solicitors, Registrars, Advertisement Agency, Compliance Officer, Investors Service Centre and other Advisors, Consultants or Representatives, being incidental to the effective implementation and administration of FRL ESOP 2015 as also to prefer applications to the appropriate Authorities, Parties and the Institutions for their requisite approvals as also to initiate all necessary actions for the preparation and issue of public announcement and filing of public announcement, if required, with the SEBI/Stock Exchange(s), and all other documents required to be filed in the above connection and to settle all such questions or difficulties whatsoever which may arise and



take all such steps and decisions in this regard.

**RESOLVED FURTHER THAT** the Board be and is hereby also authorized to nominate and appoint one or more persons to represent the Company for carrying out any or all of the activities that the Board is authorized to do for the purpose of giving effect to this resolution."

**TOTAL VALID VOTES-**

	TOTAL		INVALID		VALID	
	NO. OF BALLOTS & E-VOTES	VOTING RIGHTS	NO. OF BALLOTS & E-VOTES	VOTING RIGHTS	NO. OF BALLOTS & E-VOTES	VOTING RIGHTS
EQUITY SHARES	336	255097163	0	0	336	255097163
CLASS B (Series 1) SHARES	78	11316600	0	0	78	11316600
<b>TOTAL</b>	<b>414</b>	<b>266413763</b>	<b>0</b>	<b>0</b>	<b>414</b>	<b>266413763</b>

**Table showing percentage of the votes :-**  
(Equity Shares and Class B)

Details of Valid Ballots	No. of Ballots/ E-Votes	No. of Votes Cast	Percentage (%) voted
Assent	305	256837099	96.41 %
Dissent	109	9576630	3.59 %
Not Voted		34	
<b>Total</b>	<b>414</b>	<b>266413763</b>	<b>100.00 %</b>

**Table showing Bifurcations of promoters and Public Holders:**

(Equity Shares and Class B)

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						
	1	2	(3) = [(2)/(1)] * 100	4	5	(6) = [(4)/(2)] * 100	(7) = [(5)/(2)] * 100	
Promoter and Promoter Group	Shares	210942293	205772627	99.30	205772627	0	100.00	0.00
	Voting Rights	207214475						
Public Institutional holders	Shares	72226993	46842507	64.93	37277085	9585422	79.58	20.42
	Voting Rights	72144605						
Public Others	Shares	131028416	13798595	10.75	13786203	12392	99.91	0.09
	Voting Rights	128369528						
<b>Total</b>	Shares	414197702	266413729	65.34	256835915	9577814	96.4	3.6
	Voting Rights	407728607						



I have to report that for resolution 1, votes cast in favor were 256835915 (including Class B shares (Series 1)) representing 96.4 % of the total votes cast and Dissent were 95777814(including Class B shares (Series 1)) representing 3.6 % of the total votes cast.

## **RESOLUTION-2**

### **GRANT OF EMPLOYEE STOCK OPTIONS TO THE EMPLOYEE OF THE SUBSIDIARY COMPANY(IES) OF THE COMPANY UNDER FUTURE RETAIL LIMITED EMPLOYEE STOCK OPTION PLAN 2015**

#### **Resolution Required: Special Resolution**

**"RESOLVED THAT** pursuant to the provisions of Section 62(1)(b) and all other applicable provisions, if any, of the Companies Act, 2013 read with Rules framed there under (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the Memorandum and Articles of Association of the Company, Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 as amended from time to time (hereinafter referred to as "**SEBI SBEB Regulations**") and subject to such other approvals, permissions and sanctions as may be necessary and subject to such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions, which may be accepted by the Board of Directors of the Company (hereinafter referred to as the "**Board**" which term shall be deemed to include any Committee, including the Nomination and Remuneration / Committee which the Board has constituted to exercise its powers, including the powers, conferred by this resolution), approval and consent of the Shareholders of the Company ("**Shareholders**") be and is hereby accorded to create, offer and grant from time to time 75,00,000 (Seventy Five Lac) Employee Stock Options ("**ESOPs**"), within the overall ceiling of 75,00,000 (Seventy Five Lac) equity shares as specified in a separate Resolution to be approved by the Shareholders of the Company through Postal Ballot on dated 12th February, 2015, being not exceeding 2% (Two percent) of the paid-up equity share capital of the Company as on the date of passing the resolution, to the permanent employees including Directors (other than Promoter(s) or belonging to the Promoter Group of the Company, Independent Directors and Directors holding directly or indirectly more than 10% of the outstanding equity shares of the Company), whether whole time or otherwise, whether working in India or out of India of any existing and future subsidiary company(ies) of the Company whether in or outside India (hereinafter referred to as an "**Employee(s)**"), as may be decided solely by the Board under the 'Future Retail Limited Employee Stock Option Plan 2015' (hereinafter referred to as the "**FRL ESOP 2015**" / "**Plan**"), exercisable into not more than 75,00,000 (Seventy Five Lakh) fully paid-up equity shares in the Company in aggregate of face value of Rs. 2/- (Rupees Two) each, through an Employee Welfare Trust (herein after referred to as "**Trust**") to be set-up by the Company, at such price or prices, in one or more tranches and on such terms and conditions, as may be determined by the Board in accordance with the provisions of the Plan, SEBI SBEB Regulations and in due compliance with other applicable laws and regulations.

**RESOLVED FURTHER THAT** all actions taken by the Board in connection with the above and all incidental and ancillary things done are hereby specifically approved and ratified.

**RESOLVED FURTHER THAT** the Board for this purpose be and is hereby further authorized to issue and allot equity shares upon exercise of ESOPs from time to time in accordance with the Plan and such equity shares shall rank *paripassu* in all respects with the then existing equity shares of the Company.

**RESOLVED FURTHER THAT** the number of ESOPs that may be granted to the any employee(s) of the subsidiary company(ies), in any financial year and in aggregate under the Plan shall be less than 1% of the issued equity share capital (excluding outstanding warrants and conversions) of the Company.

**RESOLVED FURTHER THAT** in case of any corporate action(s) such as rights issues, bonus issues, change in capital structure, merger and/or sale of division/undertaking or other re-organisation, and others, if any additional equity shares are required to be issued by the Company to the Shareholders ("**Additional Shares**"), the ceiling as aforesaid of 75,00,000 (Seventy Five Lakh) ESOPs and equity



shares respectively to be issued and allotted shall be deemed to increase in proportion of such Additional Shares issued to facilitate making a fair and reasonable adjustment.

**RESOLVED FURTHER THAT** in case the equity shares of the Company are either sub-divided or consolidated, then the number of shares to be allotted and the price of acquisition payable by the option grantees under the Plan shall automatically stand augmented or reduced, as the case may be, in the same proportion as the present face value of Rs. 2/- (Rupees Two) per equity share bears to the revised face value of the equity shares of the Company after such sub-division or consolidation, without affecting any other rights or obligations of the option grantees.

**RESOLVED FURTHER THAT** the Board be and is hereby also authorized at any time to modify, change, vary, alter, amend, suspend or terminate the FRL ESOP 2015 subject to the compliance with the applicable laws and regulations and to do all such acts, deeds, matters and things as it may in its absolute discretion deem fit, for such purpose and also to settle any issues, questions, difficulties or doubts that may arise in this regard without being required to seek any further consent or approval of the Shareholders and further to execute all such documents, writings and to give such directions and/or instructions as may be necessary or expedient to give effect to such modification, change, variation, alteration, amendment, suspension or termination of the FRL ESOP 2015 and do all other things incidental and ancillary thereof.

**RESOLVED FURTHER THAT** the Company shall conform to the accounting policies prescribed from time to time under the SEBI SBEB Regulations and any other applicable laws and regulations to the extent relevant and applicable to the FRL ESOP 2015.

**RESOLVED FURTHER THAT** the Board be and is hereby also authorized to take necessary steps for listing of the equity shares allotted under the FRL ESOP 2015 on the Stock Exchanges, where the equity shares of the Company are listed as per the provisions of the Listing Agreement with the concerned Stock Exchanges and other applicable laws, guidelines, rules and regulations.

**RESOLVED FURTHER THAT** the Board be and is hereby further authorized to do all such acts, deeds and things, as may it may in its absolute discretion, deem necessary including authorizing or directing the Trust to appoint Merchant Bankers, Brokers, Solicitors, Registrars, Advertisement Agency, Compliance Officer, Investors Service Centre and other Advisors, Consultants or Representatives, being incidental to the effective implementation and administration of FRL ESOP 2015 as also to prefer applications to the appropriate Authorities, Parties and the Institutions for their requisite approvals as also to initiate all necessary actions for the preparation and issue of public announcement and filing of public announcement, if required, with the SEBI/Stock Exchange(s), and all other documents required to be filed in the above connection and to settle all such questions or difficulties whatsoever which may arise and take all such steps and decisions in this regard.

**RESOLVED FURTHER THAT** the Board be and is hereby also authorised to nominate and appoint one or more persons to represent the Company for carrying out any or all of the activities that the Board is authorised to do for the purpose of giving effect to this resolution."

**TOTAL VALID VOTES-**

	TOTAL		INVALID/ NOT VOTED		VALID	
	NO. OF BALLOTS &E-VOTES	VOTING RIGHTS	NO. OF BALLOTS & E-VOTES	VOTING RIGHTS	NO. OF BALLOTS & E-VOTES	VOTING RIGHTS
EQUITY SHARES	336	255097163	0	0	336	255097163
CLASS B (Series 1) SHARES	78	11316600	0	0	78	11316600
TOTAL	414	266413763	0	0	414	266413763



**Table showing percentage of the votes :-  
(Equity Shares and Class B)**

Details of Valid Ballots	No. of Ballots/ E-Votes	No. of Votes Cast	Percentage (%) voted
Assent	283	256830223	96.40 %
Dissent	130	9583502	3.60 %
Not Voted	1	38	
<b>Total</b>	<b>414</b>	<b>266413763</b>	<b>100.00 %</b>

**Table showing Bifurcations of promoters and Public Holders:  
(Equity Shares and Class B)**

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) = [(2) / (1)] * 100	4	5	(6) = [(4) / (2)] * 100	(7) = [(5) / (2)] * 100
Promoter and Promoter Group	Shares	210942293	205772627	99.30	205772627	0	100.00	0.00
	Voting Rights	207214475						
Public Institutional holders	Shares	72228993	46842507	64.93	37277085	9565422	79.58	20.42
	Voting Rights	72144605						
Public Others	Shares	131028416	13798591	10.75	13780511	18080	99.87	0.13
	Voting Rights	128369528						
<b>Total</b>	Shares	414197702	266413725	65.34	256830223	9583502	96.4	3.6
	Voting Rights	407728608						

I have to report that for resolution 2, votes cast in favor were 256830223 (including Class B shares (Series 1)) representing 96.4 % of the total votes cast and Dissent were 9583502 (including Class B shares (Series 1)) representing 3.6 % of the total votes cast.



### **RESOLUTION-3**

#### **GRANT OF EMPLOYEE STOCK OPTIONS TO THE EMPLOYEES OF COMPANY & THAT OF THE SUBSIDIARY COMPANY(IES) BY WAY OF SECONDARY ACQUISITION UNDER FUTURE RETAIL LIMITED EMPLOYEE STOCK OPTION PLAN 2015**

##### **Resolution Required: SpecialResolution**

**"RESOLVED THAT** pursuant to the applicable provisions, of the Companies Act, 2013 read with Rules framed there under (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the Memorandum and Articles of Association of the Company, Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014, as amended from time to time (hereinafter referred to as "**SEBI SBEB Regulations**") and subject to such other approvals, permissions and sanctions as may be necessary and subject to such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions, which may be accepted by the Board of Directors of the Company (hereinafter referred to as the "**Board**" which term shall be deemed to include any Committee, including the Nomination and Remuneration Committee, which the Board has constituted to exercise its powers, including the powers, conferred by this resolution), further pursuant to the approval and consent of the Shareholders of the Company ("**Shareholders**") accorded to the 'Future Retail Limited Employee Stock Option Plan 2015 (hereinafter referred to as the "**FRL ESOP 2015**")/ "**Plan**") for creation, offer and grant from time to time upto 75,00,000 (Seventy Five Lac) Employee Stock Options ("**ESOPs**") in respect of the eligible employees and directors of the Company and its subsidiaries (hereinafter referred to as an "**Employee(s)**") vide resolution no. 1 and 2 of the Postal Ballot Notice dated 12th February 2015 further approval and consent of the Shareholders of the Company be and is hereby accorded for secondary acquisition of shares for implementation of Plan upto the fullest extent of limits prescribed hereunder and those under the SEBI SBEB Regulations as may be decided solely by the Board under the Plan, exercisable into not more than 75,00,000 (Seventy Five Lac) fully paid-up equity shares in the Company in aggregate of face value of Rs. 2/-(Rupees Two) each through an Employee Welfare Trust (herein after referred to as "**Trust**") to be set-up by the Company, at such price or prices, in one or more tranches and on such terms and conditions as may be determined by the Board subject however that Secondary acquisition by the trust in any financial year shall not exceed 2% (Two Percent) of the paid-up capital as at the end of the previous financial year, more particularly, in accordance with the provisions of the Plan, SEBI SBEB Regulations and in due compliance with other applicable laws and regulations.

**RESOLVED FURTHER THAT** in the event of expansion of share capital of the Company arising due to any corporate action(s), including by way of preferential allotment of shares or qualified institutions placement, the limits set hereunder prescribed for secondary acquisition shall accordingly apply to such increased capital, in proportion of such expanded share capital, subject however that, the Company shall adhere to the cap prescribed under sub-regulation (11) of regulation 3 of the SEBI SBEB Regulations.

**RESOLVED FURTHER THAT** all actions taken by the Board in connection with the above and all incidental and ancillary things done are hereby specifically approved and ratified.

**RESOLVED FURTHER THAT** the Board be and is hereby further authorised to issue and allot equity shares upon exercise of ESOPs from time to time in accordance with the Plan and such equity shares shall rank *paripassu* in all respects with the then existing equity shares of the Company.

**RESOLVED FURTHER THAT** the number of ESOPs that may be granted to the Employee(s), in any financial year and in aggregate under the Plan shall be less than 1% of the issued equity share capital (excluding outstanding warrants and conversions) of the Company.

**RESOLVED FURTHER THAT** in case of any corporate action(s) such as rights issues, bonus issues, change in capital structure, merger and/or sale of division/undertaking or other re-organisation, and others, if any additional equity shares are required to be issued by the Company to the Shareholders ("**Additional Shares**"), the ceiling as aforesaid of 75,00,000 ( Seventy Five Lac) ESOPs and equity



shares respectively to be issued and allotted shall be deemed to increase in proportion of such Additional Shares issued to facilitate making a fair and reasonable adjustment.

**RESOLVED FURTHER THAT** in case the equity shares of the Company are either sub-divided or consolidated, then the number of shares to be allotted and the price of acquisition payable by the option grantees under the Plan shall automatically stand augmented or reduced, as the case may be, in the same proportion as the present face value of Rs. 2/- (Rupees Two) per equity share bears to the revised face value of the equity shares of the Company after such sub-division or consolidation, without affecting any other rights or obligations of the option grantees.

**RESOLVED FURTHER THAT** the Board be and is hereby also authorized at any time to modify, change, vary, alter, amend, suspend or terminate the FRL ESOP 2015 subject to the compliance with the applicable laws and regulations and to do all such acts, deeds, matters and things as it may in its absolute discretion deem fit, for such purpose and also to settle any issues, questions, difficulties or doubts that may arise in this regard without being required to seek any further consent or approval of the Shareholders and further to execute all such documents, writings and to give such directions and/or instructions as may be necessary or expedient to give effect to such modification, change, variation, alteration, amendment, suspension or termination of the FRL ESOP 2015 and do all other things incidental and ancillary thereof.

**RESOLVED FURTHER THAT** the Company shall conform to the accounting policies prescribed from time to time under the SEBI SBEB Regulations and any other applicable laws and regulations to the extent relevant and applicable to the FRL ESOP 2015.

**RESOLVED FURTHER THAT** the Board be and is hereby also authorized to take necessary steps for listing of the equity shares allotted under the FRL ESOP 2015 on the Stock Exchanges, where the equity shares of the Company are listed as per the provisions of the Listing Agreement with the concerned Stock Exchanges and other applicable laws, guidelines, rules and regulations.

**RESOLVED FURTHER THAT** the total ESOPs to be created, offered and granted and further conversion in shares on exercise of ESOPs, whether acquired through primary or secondary acquisition shall not exceed 75,00,000 (Seventy Five Lac) / shares or such expanded number of ESOPs, / Shares due to any corporate action(s).

**RESOLVED FURTHER THAT** the Board be and is hereby further authorized to do all such acts, deeds and things, as it may in its absolute discretion, deem necessary including authorizing or directing the Trust to appoint Merchant Bankers, Brokers, Solicitors, Registrars, Advertisement Agency, Compliance Officer, Investors Service Centre and other Advisors, Consultants or Representatives, being incidental to the effective implementation and administration of FRL ESOP 2015 as also to prefer applications to the appropriate authorities, parties and the institutions for their requisite approvals as also to initiate all necessary actions for the preparation and issue of public announcement and filing of public announcement, if required, with the SEBI/Stock Exchange(s), and all other documents required to be filed in the above connection and to settle all such questions or difficulties whatsoever which may arise and take all such steps and decisions in this regard.

**RESOLVED FURTHER THAT** the Board be and is hereby also authorised to nominate and appoint one or more persons to represent the Company for carrying out any or all of the activities that the Board is authorised to do for the purpose of giving effect to this resolution.”





**TOTAL VALID VOTES-**

	TOTAL		INVALID/ NOT VOTED		VALID	
	NO. OF BALLOTS & E-VOTES	VOTING RIGHTS	NO. OF BALLOTS & E-VOTES	VOTING RIGHTS	NO. OF BALLOTS & E-VOTES	VOTING RIGHTS
EQUITY SHARES	336	255097163	0	0	336	255097163
CLASS B (Series 1) SHARES	78	11316600	0	0	78	11316600
<b>TOTAL</b>	<b>414</b>	<b>266413763</b>	<b>0</b>	<b>0</b>	<b>414</b>	<b>266413763</b>

**Table showing percentage of the votes :-  
(Equity Shares and Class B)**

Details of Valid Ballots	No. of Ballots/ E-Votes	No. of Votes Cast	Percentage (%) voted
Assent	281	256829033	96.40 %
Dissent	131	9584597	3.60%
Not Voted	2	133	
<b>Total</b>	<b>414</b>	<b>266413763</b>	<b>100.00%</b>

**Table showing Bifurcations of promoters and Public Holders:  
(Equity Shares and Class B)**

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						
	1	2	(3) = [(2)/(1)] * 100	4	5	(6) = [(4)/(2)] * 100	(7) = [(5)/(2)] * 100	
Promoter and Promoter Group	Shares	210942293	205772627	99.30	205772627	0	100.00	0.00
	Voting Rights	207214475						
Public Institutional holders	Shares	72226993	46842507	64.93	37277085	9565422	79.58	20.42
	Voting Rights	72144605						
Public Others	Shares	131028416	13798496	10.75	13779321	19175	99.86	0.14
	Voting Rights	128369528						
<b>Total</b>	Shares	414197702	266413630	65.34	256829033	9584597	96.4	3.6
	Voting Rights	407728608						



I have to report that for resolution 3, votes cast in favor were 256829033 (including Class B shares (Series 1)) representing 96.4 % of the total votes cast and Dissent were 9584597(including Class B shares (Series 1)) representing 3.6 % of the total votes cast.

**RESOLUTION-4**

**APPROVAL OF TRUST ROUTE FOR THE IMPLEMENTATIONS OF FUTURE RETAIL LIMITED EMPLOYEE STOCK OPTION PLAN 2015**

**Resolution Required: SpecialResolution**

**“RESOLVED THAT** pursuant to the provisions of Section 62(1)(b) and all other applicable provisions, if any, of the Companies Act, 2013, read with Rules framed there under (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the Memorandum and Articles of Association of the Company, Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 as amended from time to time (hereinafter referred to as **“SEBI SBEB Regulations”**) and subject to such other approvals, permissions and sanctions as may be necessary and subject to such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions, which may be accepted by the Board of Directors of the Company (hereinafter referred to as the **“Board”** which term shall be deemed to include any Committee, including the Nomination and Remuneration Committee which the Board has constituted to exercise its powers, including the powers, conferred by this resolution), approval and consent of the Shareholders of the Company (**“Shareholders”**) be and is hereby accorded to the Board to implement 'Future Retail Limited Employee Stock Option Plan 2015' (hereinafter referred to as the **“FRL ESOP 2015”/ “Plan”**) through an Employee Welfare Trust (hereinafter referred to as **“Trust”**) and the Trust to subscribe, acquire, purchase, hold and deal in equity shares of the Company for the purpose of implementation of FRL ESOP 2015 or any other employee stock plan or share based employee benefit plan which may be introduced by the Company from time to time, (hereinafter referred to as **“Employees Benefit Plan”**), or for any other purpose(s) as contemplated herein and in due compliance with the provisions of the SEBI SBEB Regulations, the Companies, Act, 2013 (including rules framed thereunder) and other applicable laws and regulations.

**RESOLVED FURTHER THAT** the Board be and is hereby authorised on behalf of the Company to do all such acts, deeds, matters and things as it may in its absolute discretion deem expedient and to settle any questions, difficulties or doubts that may arise with respect to the above matter without requiring the Board to secure any further consent or approval of the Shareholders and the Board be and is hereby further authorized to nominate one or more representatives of the Company to execute such further deeds, documents and writings that may be considered necessary and to carry out any or all activities that the Board is empowered to do for the purpose of giving effect to this resolution.

**TOTAL VALID VOTES-**

	TOTAL		INVALID/ NOT VOTED		VALID	
	NO. OF BALLOTS & E-VOTES	VOTING RIGHTS	NO. OF BALLOTS & E-VOTES	VOTING RIGHTS	NO. OF BALLOTS & E-VOTES	VOTING RIGHTS
EQUITY SHARES	336	255097163	0	0	336	255097163
CLASS B (Series 1) SHARES	78	11316600	0	0	78	11316600
TOTAL	414	266413763	0	0	414	266413763



**Table showing percentage of the votes :-  
(Equity Shares and Class B)**

Details of Valid Ballots	No. of Ballots/ E-Votes	No. of Votes Cast	Percentage (%) voted
Assent	295	256836228	96.41%
Dissent	115	9577415	3.59%
Not Voted	4	120	
<b>Total</b>	<b>414</b>	<b>266413763</b>	<b>100.00 %</b>

**Table showing Bifurcations of promoters and Public Holders:**

**(Equity Shares and Class B)**

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						
Promoter and Promoter Group	Shares	210942293	205772627	99.30	205772627	0	100.00	0.00
	Voting Rights	207214475						
Public Institutional holders	Shares	72226993	46842507	64.93	37277085	9565422	79.58	20.42
	Voting Rights	72144605						
Public Others	Shares	131028416	13798509	10.75	13786516	11993	99.91	0.09
	Voting Rights	128369528						
<b>Total</b>	Shares	414197702	266413643	65.34	256836228	9577415	96.41	3.59
	Voting Rights	407728608						

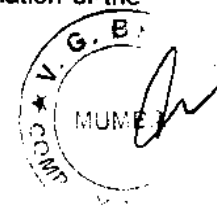
I have to report that for resolution 4, votes cast in favor were 256836228 including Class B shares (Series 1)) representing 96.41 % of the total votes cast and Dissent were 9577415 (including Class B shares (Series 1)) representing 3.59 % of the total votes cast.

**RESOLUTION-5**

**PROVISION OF MONEY BY THE COMPANY FOR PURCHASE OF ITS OWN SHARES BY THE TRUST/TRUSTEES FOR THE BENEFIT OF EMPLOYEES UNDER FUTURE RETAIL LIMITED EMPLOYEE STOCK OPTION PLAN 2015**

**Resolution Required: Special Resolution**

"RESOLVED THAT pursuant to the provisions of Section 67 and all other applicable provisions, if any, of the Companies Act, 2013 read with Rules framed thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the Memorandum and Articles of Association of the



Company, Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 as amended from time to time (hereinafter referred to as "SEBI SBEB Regulations"), Rule 16 of the Companies (Share Capital and Debentures) Rules, 2015 as amended from time to time (hereinafter referred to as "Companies Rules") and subject to such other approvals, permissions and sanctions as may be necessary and subject to such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions, which may be accepted by the Board of Directors of the Company (hereinafter referred to as the "Board" which term shall be deemed to include any Committee, including the Nomination and Remuneration / Compensation Committee which the Board has constituted to exercise its powers, including the powers, conferred by this resolution), consent of the Shareholders of the Company be and is hereby accorded to the Board to grant loan, to provide guarantee or security in connection with a loan granted or to be granted to, the Employee Welfare Trust (hereinafter referred to as "Trust") set-up by the Company in one or more tranches not exceeding 5% (Five percent) of the aggregate of the paid-up share capital and Free Reserves for the purpose of subscription and/or purchase of equity shares of the Company by the Trust/ Trustees, in one or more tranches, subject to the ceiling of equity shares as may be prescribed under 'Future Retail Limited Employee Stock Option Plan 2015' (hereinafter referred to as the "FRL ESOP 2015"/ "Plan"), or any other employee / plan or share based employee benefit plan which may be introduced by the Company from time to time (hereinafter referred to as "Employee Benefit Plan(s)") from time to time, with a view to deal in such equity shares in line with contemplated objectives of the Plan or for any other purpose(s) as permitted under and in due compliance with the provisions of the SEBI SBEB Regulations, the Companies Rules and other applicable laws and regulations.

**RESOLVED FURTHER THAT** any loan provided by the Company shall be repayable to and recoverable by the Company from time to time during the term of the FRL ESOP 2015 and or Employee Benefit Plan as the case may be subject to exercise price being paid by the employees on exercise of Employee Stock Options under the respective Employee Benefit Plan.

**RESOLVED FURTHER THAT** the Trust shall not deal in derivatives and shall undertake transactions as permitted by SEBI SBEB Regulations.

**RESOLVED FURTHER THAT** the Trustees of the Trust shall not vote in respect of the shares held by such Trust.

**RESOLVED FURTHER THAT** for the purposes of disclosures to the stock exchange, the shareholding of the Trust shall be shown as non-promoter and non-public shareholding.

**RESOLVED FURTHER THAT** the Trustees of the Trust shall ensure compliance of the provisions of the SEBI SBEB Regulations, Companies Rules and all other applicable laws at all times in connection with dealing with the shares of the Company including but not limited to maintenance of proper books of account, records and documents as prescribed."

**TOTAL VALID VOTES-**

	TOTAL		INVALID/ NOT VOTED		VALID	
	NO. OF BALLOTS & E-VOTES	VOTING RIGHTS	NO. OF BALLOTS & E-VOTES	VOTING RIGHTS	NO. OF BALLOTS & E-VOTES	VOTING RIGHTS
EQUITY SHARES	336	255097163	0	0	336	255097163
CLASS B (Series 1) SHARES	78	11316600	0	0	78	11316600
TOTAL	414	266413763	0	0	414	266413763



**Table showing percentage of the votes :-  
(Equity Shares and Class B)**

Details of Valid Ballots	No. of Ballots/ E-Votes	No. of Votes Cast	Percentage (%) voted
Assent	294	256837789	96.41 %
Dissent	116	9575395	3.59 %
Not Voted	4	579	
<b>Total</b>	<b>414</b>	<b>266413763</b>	<b>100.00%</b>

**Table showing Bifurcations of promoters and Public Holders:  
(Equity Shares and Class B)**

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						
Promoter and Promoter Group	Shares	210942293	205772627	99.30	205772627	0	100.00	0.00
	Voting Rights	207214475						
Public Institutional holders	Shares	72226993	46842507	64.93	37277085	9565422	79.58	20.42
	Voting Rights	72144605						
Public Others	Shares	131028416	13798050	10.75	13788077	9973	99.93	0.07
	Voting Rights	128369528						
<b>Total</b>	Shares	414197702	266413184	65.34	256837789	9575395	96.41	3.59
	Voting Rights	407728608						

I have to report that for resolution 5, votes cast in favor were 256837789 (including Class B shares (Series 1)) representing 96.41 % of the total votes cast and Dissent were 9575395 (including Class B shares (Series 1)) representing 3.59 % of the total votes cast.

**RESOLUTION-6**

**ISSUE OF SECURITIES ON PRIVATE PLACEMENT BASIS**

**Resolution Required: Special Resolution**

“RESOLVED THAT pursuant to the provisions of section 42, 71 and all other applicable provisions, if any, of the Companies Act, 2013 (“the Act”), and Rules made there under (including any statutory modifications, clarifications, exemptions or re-enactment thereof, from time to time), and pursuant to the provisions of SEBI (Issue and Listing of Debt Securities) Regulations, 2008, SEBI (Issue and Listing of



Debt Securities) (Amendment) notification, 2012 and 2014 and other applicable SEBI regulations and guidelines, the provisions of Memorandum and Articles of Association of the Company and subject to such applicable laws, rules and regulations and guidelines, approval of the members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as "the Board" which term shall deemed to include any Committee thereof which the Board may have constituted / reconstituted or hereinafter constitute/ reconstitute to exercise its powers including the powers conferred by this Resolution) to offer, issue and allot, in one or more tranches Secured/ Unsecured/ Redeemable Non-convertible Debentures (NCDs) including but not limited to subordinate debentures, bonds, and/or other debt securities etc. on private placement basis, during the period of one year from the date of passing of the Special Resolution by the Members, for an amount not exceeding 1,500/- (Rupees One Thousand Five Hundred Crore only) on such terms and conditions and at such times at par or at such premium, as may be decided by the Board to such person(s) , including one or more company(ies), bodies corporate(s), statutory corporations, commercial banks, lending agencies, financial institutions, insurance companies, mutual funds, pension/provident funds and individuals, as the case may be or such other person(s) as the Board/Committee of Directors may decide so, however, that the aggregate amount of funds to be raised by issue of NCDs, subordinate debentures, bonds, and/or other debt securities etc shall not exceed the overall borrowing limits of the Company, as may be approved by the Members from time to time.

**RESOLVED FURTHER THAT** in connection with the above, the Board be and is hereby authorized to do all such acts, deeds, matters and things as may be deemed necessary, desirable, proper or expedient for the purpose of giving effect to this Resolution and for matters connected therewith or incidental thereto."

**TOTAL VALID VOTES-**

	TOTAL		INVALID/ NOT VOTED		VALID	
	NO. OF BALLOTS & E-VOTES	VOTING RIGHTS	NO. OF BALLOTS & E-VOTES	VOTING RIGHTS	NO. OF BALLOTS & E-VOTES	VOTING RIGHTS
<b>EQUITY SHARES</b>	<b>336</b>	<b>255097163</b>	<b>0</b>	<b>0</b>	<b>336</b>	<b>255097163</b>
<b>CLASS B (Series 1) SHARES</b>	<b>78</b>	<b>11316600</b>	<b>0</b>	<b>0</b>	<b>78</b>	<b>11316600</b>
<b>TOTAL</b>	<b>414</b>	<b>266413763</b>	<b>0</b>	<b>0</b>	<b>414</b>	<b>266413763</b>

**Table showing percentage of the votes :-  
(Equity Shares and Class B)**

Details of Valid Ballots	No. of Ballots/ E-Votes	No. of Votes Cast	Percentage (%) voted
Assent	306	266389587	99.99 %
Dissent	89	20000	0.01%
Not Voted	19	4176	-
<b>Total</b>	<b>414</b>	<b>266413763</b>	<b>100.00 %</b>



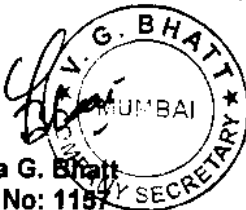
**Table showing Bifurcations of promoters and Public Holders:  
(Equity Shares and Class B)**

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							
Promoter and Promoter Group	Shares	210942293	205772627	99.30	205772627	0	100.00	0.00
	Voting Rights	207214475						
Public Institutional holders	Shares	72226993	46842507	64.93	46842507	0	100.00	0.00
	Voting Rights	72144605						
Public Others	Shares	131028416	13794453	10.75	13774453	20000	99.86	0.14
	Voting Rights	128369528						
<b>Total</b>	Shares	414197702	266409587	65.34	266389587	20000	99.99	0.01
	Voting Rights	407728608						

I have to report that for resolution 6, votes cast in favor were 266389587 (including Class B shares (Series 1)) representing 99.99 % of the total votes cast and Dissent were 20000 (including Class B shares (Series 1)) representing 0.01 % of the total votes cast.

I have to further report that total numbers of shareholders were 57667 representing 407728607 votes entitled on 414197702 shares. The Company has dispatched postal ballots under speed post as well as through electronic media on 26<sup>th</sup> February 2015 out of which 414 ballot papers (including E-Votes) were received

The Postal Ballot Register as per relevant documents for the same are available for inspection to the members of the company at the Registered Office of the Company. The Register along with all the records will be handed over to you at your office as per the said rules.

  
**Virendra G. Bhatt**  
 A. C. S. No: 1157  
 C. P. No: 124