

# Virendra Bhatt

Company Secretary

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Date: 10th July, 2015

The Chairman/Director,  
Future Retail Limited  
Knowledge House, Shyam Nagar,  
Off Jogeshwari – Vikhroli Link Road,  
Jogeshwari (E),  
Mumbai – 400 060

Dear Sir,

Total No. of Shareholders as on 29<sup>th</sup> May, 2015 were 57313

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.

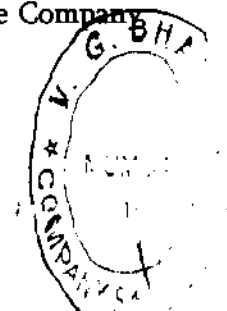
Approval of the shareholders needs to be obtained by way of special resolution.

## RESOLUTION 1

### 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 as amended up to date 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 Rs. 1,500 Crore (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, 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		VALID	
	NO. OF BALLOTS & E-VOTES	VOTING RIGHTS	NO. OF BALLOTS & E-VOTES	VOTING RIGHTS	NO. OF BALLOTS & E-VOTES	VOTING RIGHTS
EQUITY SHARES	652	265625071	8	4353	644	265620718
CLASS B (Series 1) SHARES	190	11287863	38	1298	152	11286565
<b>TOTAL</b>	<b>842</b>	<b>276912934</b>	<b>46</b>	<b>5651</b>	<b>796</b>	<b>276907283</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	703	276886005	99.99%
Dissent	90	21033	0.01%
Neutral	3	245	
Total	796	276907283	100.00%

**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	$3 = \frac{(2)}{(1)} * 100$	4	5	$(6) = \frac{(4)}{(2)} * 100$	$(7) = \frac{(5)}{(2)} * 100$
Promoter and Promoter Group	Shares	210942293	207214422	99.99%	207214422	0	100.00%	0
	Voting Rights	207214475						
Public Institutional holders	Shares	82587359	14817215	17.96%	14817215	0	100.00%	0
	Voting Rights	82499154						
Public Shares	Shares	120668050	54875401	46.50%	54854368	21033	99.96%	0.04%
	Voting Rights	118014979						
Total	Shares	414197702	276907038	67.91%	276886005	21033	99.99%	0.01%
	Voting Rights	407728607						



I have to report that for resolution 1, votes cast in favour were 276886005 (including Class B shares (Series 1)) representing 99.99% of the total votes cast and Dissent were 21033 (including Class B shares (Series 1)) representing 0.01% of the total votes cast.

I further report that total number of shareholders was 57313 representing 407728607 votes entitled of 414197702 shares. The Company has dispatched postal ballots under speed post as well as through electronic media on 08/06/2015 out of which 842 ballot papers (including E-Voting) 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