

29th August, 2017

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

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

Scrip Code: 523574 / 570002

Re.: NSE Symbol – FEL / FEL DVR

Re: BSE Debt Scrip Codes: 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 / 955100-101-140-141-371-373-454-456-749-750-957-958 / 956012-13 / 956243-268-69 / 956310-11

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 29th Annual General Meeting of the Company held on Tuesday, 29th August, 2017 at 02.30 pm at Rangaswar 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 29th Annual General Meeting

The 29th Annual General Meeting (“AGM”) of the Members of Future Enterprises Limited (“the Company”) was convened on Tuesday, 29th August, 2017 at 02:30 pm at Rangaswar Hall, 4th Floor, Y. B. Chavan Centre, Gen. Jagannath Bhosale Marg, Mumbai - 400 021 and concluded at 03.30 pm.

- Mr. Kishore Biyani, Vice Chairman of the Company chaired the Annual General Meeting. The businesses to be transacted at the Meeting were taken up as the requisite quorum was present 128 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, to 7 Mr. Dinesh Maheshwari has occupied the Chair, as same were pertaining to appointment of Mr. Vijay Biyani, as Director, revision and re-appointment of Mr. Vijay Biyani as Managing Director and related party transaction(s).
- 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 7 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 am on 26th August, 2017 to 5.00 pm on 28th August, 2017. Facility for voting was also provided at the Meeting through physical ballot paper.

The following items as set out in the Notice convening 29th 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, 2017 together with the reports of the Board of Directors and Auditors thereon;	Ordinary
2	To declare dividend	Ordinary
3	To appoint Mr. Vijay Biyani as a Director, who retires by rotation and being eligible offers himself to re-appointment;	Ordinary
4	To appointment of Statutory Auditors and fix their remuneration;	Ordinary
5	Approval of revision in remuneration of Mr. Vijay Biyani as Managing Director;	Special
6	Re-appointment and payment of remuneration of Mr. Vijay Biyani as Managing Director of the Company;	Special
7	Approval for entering into Related Party Transaction.	Ordinary

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	29th August, 2017
Total number of shareholders on record date	53958 (as on 22nd August, 2017)
No. of shareholders present in the meeting either in person or through proxy	
Promoters and Promoter Group	28
Public	100
Total	128
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, 2017 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	230219979	223110826	96.9120	223110826	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Total		223110826	96.9120	223110826	0	100.0000	0.0000
Public Institutions	E-Voting	22989227	11806690	51.3575	11806690	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Total		11806690	51.3575	11806690	0	100.0000	0.0000
Public Non Institutions	E-Voting	219625309	61555773	28.0276	61555773	0	100.0000	0.0000
	Poll		43790798	19.9389	43790713	85	99.9998	0.0002
	Total		105346571	47.9665	105346486	85	99.9999	0.0001
Total		472834515	340264087	71.9626	340264002	85	99.9999	0.0001



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]	$\frac{[3]}{[1]} \times 100$	[4]	[5]	$\frac{[6]}{[2]} \times 100$	$\frac{[7]}{[2]} \times 100$
Promoter and Promoter Group	E-Voting	230219979	223110826	96.9120	223110826	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Total		223110826	96.9120	223110826	0	100.0000	0.0000
Public Institutions	E-Voting	22989227	11871756	51.6405	11871756	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Total		11871756	51.6405	11871756	0	100.0000	0.0000
Public Non Institutions	E-Voting	219625309	61555773	28.0276	61555773	0	100.0000	0.0000
	Poll		43790798	19.9389	43790793	5	100.0000	0.0000
	Total		105346571	47.9665	105346566	5	100.0000	0.0000
Total		472834515	340329153	71.9764	340329148	5	100.0000	0.0000



Resolution Required : (Ordinary)			3 - To appoint a Director in place of Mr. Vijay 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	230219979	223110826	96.9120	223110826	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Total		223110826	96.9120	223110826	0	100.0000	0.0000
Public Institutions	E-Voting	22989227	11871756	51.6405	11801354	70402	99.4070	0.5930
	Poll		0	0.0000	0	0	0.0000	0.0000
	Total		11871756	51.6405	11801354	70402	99.4070	0.5930
Public Non Institutions	E-Voting	219625309	61555673	28.0276	61552659	3014	99.9951	0.0049
	Poll		43790798	19.9389	43790792	6	100.0000	0.0000
	Total		105346471	47.9665	105343451	3020	99.9971	0.0029
Total		472834515	340329053	71.9764	340255631	73422	99.9784	0.0216



Resolution Required : (Ordinary)			4 - To appoint DMKH & Co. Chartered Accountants, as the Statutory Auditors and 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]	$[6]=\{[4]/[2]\} * 100$	$[7]=\{[5]/[2]\} * 100$
Promoter and Promoter Group	E-Voting	230219979	223110826	96.9120	223110826	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Total		223110826	96.9120	223110826	0	100.0000	0.0000
Public Institutions	E-Voting	22989227	11871756	51.6405	11871756	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Total		11871756	51.6405	11871756	0	100.0000	0.0000
Public Non Institutions	E-Voting	219625309	61555223	28.0274	61554883	340	99.9994	0.0006
	Poll		43790798	19.9389	43790654	144	99.9997	0.0003
	Total		105346021	47.9662	105345537	484	99.9995	0.0005
Total		472834515	340328603	71.9763	340328119	484	99.9999	0.0001



Resolution Required : (Special)			5 – Approval of revision in 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]	$\frac{[3]}{[1]} \times 100$	[4]	[5]	$\frac{[6]}{[2]} \times 100$	$\frac{[7]}{[2]} \times 100$
Promoter and Promoter Group	E-Voting	230219979	220110826	95.6089	220110826	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Total		220110826	95.6089	220110826	0	100.0000	0.0000
Public Institutions	E-Voting	22989227	11871756	51.6405	11871756	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Total		11871756	51.6405	11871756	0	100.0000	0.0000
Public Non Institutions	E-Voting	219625309	61555502	28.0275	61548605	6897	99.9888	0.0112
	Poll		43790798	19.9389	43790792	6	100.0000	0.0000
	Total		105346300	47.9664	105339397	6903	99.9934	0.0066
Total		472834515	337328882	71.3418	337321979	6903	99.9980	0.0020



Resolution Required : (Special)			6 - To consider re-appointment and payment of 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]	$\frac{[3]}{[1]} \times 100$	[4]	[5]	$\frac{[6]}{[2]} \times 100$	$\frac{[7]}{[2]} \times 100$
Promoter and Promoter Group	E-Voting	230219979	223110826	96.9120	223110826	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Total		223110826	96.9120	223110826	0	100.0000	0.0000
Public Institutions	E-Voting	22989227	11871756	51.6405	11871756	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Total		11871756	51.6405	11871756	0	100.0000	0.0000
Public Non Institutions	E-Voting	219625309	61555637	28.0276	61551488	4149	99.9933	0.0067
	Poll		43790798	19.9389	43790740	58	99.9999	0.0001
	Total		105346435	47.9664	105342228	4207	99.9960	0.0040
Total		472834515	340329017	71.9763	340324810	4207	99.9988	0.0012



Resolution Required : (Ordinary)			7 - 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]	$\#[3]=\frac{[2]}{[1]}*100$	[4]	[5]	$[6]=\frac{[4]}{[2]}*100$	$[7]=\frac{[5]}{[2]}*100$
Promoter and Promoter Group	E-Voting	230219979	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	22989227	11871756	51.6405	10133287	1738469	85.3563	14.6437
	Poll		0	0.0000	0	0	0.0000	0.0000
	Total		11871756	51.6405	10133287	1738469	85.3563	14.6437
Public Non Institutions	E-Voting	219625309	61555657	28.0276	61550079	5578	99.9909	0.0091
	Poll		43790798	19.9389	43790713	85	99.9998	0.0002
	Total		105346455	47.9664	105340792	5663	99.9946	0.0054
Total		472834515	117218211	24.7905	115474079	1744132	98.5121	1.4879

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

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Mumbai-400 034.

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To,

The Chairman

FUTURE ENTERPRISES LIMITED

(f/k/a Future Retail Limited)

29th 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 Tuesday, 29th August, 2017 at 2.30 pm.

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 19th May, 2017 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 Annual General Meeting 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.
- NSDL 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 29th Annual General Meeting of the company, which was held on Tuesday, 29th August, 2017.
- NSDL 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 Annual General Meeting on the website of the



