FUTURE CONSUMER ENTERPRISE LIMITED

an integrated food & FMCG company

27th August, 2014

To,
BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street, Fort,
Mumbai – 400 001
Re.: Scrip Code – 533400

To,
The National Stock Exchange of India Limited
Exchange Plaza,
Bandra Kurla Complex,
Bandra (East), Mumbai – 400 051
Re.: NSE Symbol – FCEL

Dear Sir/Madam,

Sub.: Disclosure of voting results at 18th Annual General Meeting in terms of Clause 35A of the Listing Agreement.

This is to inform you that the Members of the Company have at the 18th Annual General Meeting ("AGM") held on 26th August, 2014, approved all the businesses contained in the Notice calling the said AGM.

The details of voting results in respect of matters transacted at the AGM, in terms of provisions of Clause 35A of the Listing Agreement is enclosed herewith.

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

Thanking you,

Yours faithfully,
For **FUTURE CONSUMER ENTERPRISE LIMITED**

Manoj Gagvani
Company Secretary & Head-Legal

Encl: as above

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Details of Voting Result in terms of Clause 35A of the Listing Agreement

Date of the Annual General Meeting	26th August, 2014
Total number of shareholders on record date	24,248 (as on 18 July, 2014)
No. of shareholders present in the meeting either in person or through proxy	
Promoters and Promoter Group	10
Public	73
Total	**83**
No. of Shareholders attended the meeting through Video Conferencing	
Promoters and Promoter Group	None
Public	None
Total	

Mode of voting: E-voting

ITEM No. 1: Adoption of Audited Financial Statements of the Company for the year ended 31st March, 2014 together with the Reports of the Board of Directors and Auditors thereon **(Ordinary Resolution)**

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**
	(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	66,32,08,836	66,31,09,217	99.98	66,31,09,217	0	100.00	0.00
Public – Institutional holders	30,76,98,889	1,19,561	0.04	1,19,561	0	100.00	0.00
Public-Others	62,70,68,946	7,39,801	0.12	7,36,801	3,000	99.59	0.41
Total	**1,59,79,76,671**	**66,39,68,579**	**41.55**	**66,39,65,579**	**3,000**	**100.00**	**0.00**

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ITEM No. 2: Re-appointment of Mr. B. Anand (DIN:02792009), Director retiring by rotation **(Ordinary Resolution)**

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
	(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	66,32,08,836	66,31,09,217	99.98	66,31,09,217	0	100.00	0.00
Public – Institutional holders	30,76,98,889	1,19,561	0.04	0	1,19,561	0.00	100.00
Public-Others	62,70,68,946	7,39,801	0.12	7,33,801	6,000	99.19	0.81
Total	**1,59,79,76,671**	**66,39,68,579**	**41.55**	**66,38,43,018**	**1,25,561**	**99.98**	**0.02**

ITEM No. 3: Appointment of M/s. Deloitte Haskins & Sells, Chartered Accountants (Registration Number 117364W) as Statutory Auditors of the Company for a period of 3 (three) years **(Ordinary Resolution)**

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
	(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	66,32,08,836	66,31,09,217	99.98	66,31,09,217	0	100.00	0.00
Public – Institutional holders	30,76,98,889	1,19,561	0.04	1,19,561	0	100.00	0.00
Public-Others	62,70,68,946	7,39,201	0.12	7,36,201	3,000	99.59	0.41
Total	**1,59,79,76,671**	**66,39,67,979**	**41.55**	**66,39,64,979**	**3,000**	**100.00**	**0.00**

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ITEM No. 4: Appointment of Mr. G. N. Bajpai (DIN: 00946138), as an Independent Director of the Company to hold office for a period of 5 (five) years (**Ordinary Resolution**)

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
	(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	66,32,08,836	66,31,09,217	99.98	66,31,09,217	0	100.00	0.00
Public – Institutional holders	30,76,98,889	1,19,561	0.04	1,19,561	0	100.00	0.00
Public-Others	62,70,68,946	7,39,801	0.12	7,36,801	3,000	99.59	0.41
Total	**1,59,79,76,671**	**66,39,68,579**	**41.55**	**66,39,65,579**	**3,000**	**100.00**	**0.00**

ITEM No. 5: Appointment of Mr. Anil Harish (DIN: 00001685), as an Independent Director of the Company to hold office for a period of 5 (five) years (**Ordinary Resolution**)

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
	(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	66,32,08,836	66,31,09,217	99.98	66,31,09,217	0	100.00	0.00
Public – Institutional holders	30,76,98,889	1,19,561	0.04	0	1,19,561	0.00	100.00
Public-Others	62,70,68,946	7,39,201	0.12	7,36,201	3,000	99.59	0.41
Total	**1,59,79,76,671**	**66,39,67,979**	**41.55**	**66,38,45,418**	**1,22,561**	**99.98**	**0.02**

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ITEM No. 6: Appointment of Mr. Jagdish Shenoy (DIN: 01754643), as an Independent Director of the Company to hold office for a period of 5 (five) years (**Ordinary Resolution**)

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
	(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	66,32,08,836	66,31,09,217	99.98	66,31,09,217	0	100.00	0.00
Public – Institutional holders	30,76,98,889	1,19,561	0.04	1,19,561	0	100.00	0.00
Public-Others	62,70,68,946	7,39,451	0.12	7,36,451	3,000	99.59	0.41
Total	**1,59,79,76,671**	**66,39,68,229**	**41.55**	**66,39,65,229**	**3,000**	**100.00**	**0.00**

ITEM No. 7: Appointment of Ms. Vibha Rishi (DIN: 05180796), as an Independent Director of the Company to hold office for a period of 5 (five) years (**Ordinary Resolution**)

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
	(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	66,32,08,836	66,31,09,217	99.98	66,31,09,217	0	100.00	0.00
Public – Institutional holders	30,76,98,889	1,19,561	0.04	0	1,19,561	0.00	100.00
Public-Others	62,70,68,946	7,39,801	0.12	7,35,901	3,900	99.47	0.53
Total	**1,59,79,76,671**	**66,39,68,579**	**41.55**	**66,38,45,118**	**1,23,461**	**99.98**	**0.02**

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ITEM No. 8: Appointment of Mr. Frederic de Mevius (DIN: 03359921), as an Independent Director of the Company to hold office for a period of 5 (five) years (**Ordinary Resolution**)

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
	(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	66,32,08,836	66,31,09,217	99.98	66,31,09,217	0	100.00	0.00
Public – Institutional holders	30,76,98,889	1,19,561	0.04	0	1,19,561	0.00	100.00
Public-Others	62,70,68,946	7,39,801	0.12	7,36,501	3,300	99.55	0.45
Total	**1,59,79,76,671**	**66,39,68,579**	**41.55**	**66,38,45,718**	**1,22,861**	**99.98**	**0.02**

ITEM No. 9: Appointment and payment of remuneration to Mr. Arun Kumar Agarwal as Manager of the Company (**Special Resolution**)

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
	(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	66,32,08,836	66,31,09,217	99.98	66,31,09,217	0	100.00	0.00
Public – Institutional holders	30,76,98,889	1,19,561	0.04	1,19,561	0	100.00	0.00
Public-Others	62,70,68,946	7,39,801	0.12	7,36,801	3,000	99.59	0.41
Total	**1,59,79,76,671**	**66,39,68,579**	**41.55**	**66,39,65,579**	**3,000**	**100.00**	**0.00**