

BSE Limited Phiroze Jeejeebhoy Towers, Dalal Street, Fort, Mumbai – 400 001. BSE- Scrip Code: 532938	The National Stock Exchange of India Limited Exchange Plaza, Bandra Kurla Complex, Mumbai – 400 050. NSE - Symbol - FCH
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Sub.: Results of Postal Ballot and details regarding voting results pursuant to Clause 35A

Dear Sir/ Madam,

This is to inform you that the shareholders of the Company have approved the resolutions, proposed by postal ballot vide Notice of Postal Ballot dated June 04, 2012 with requisite majority. In this regard the Company declared the results at the registered office of the Company today, i.e. July 05, 2012.

We are enclosing herewith the following:

1. Results of the Postal Ballot in prescribed form as **Annexure I, and**
2. Details pertaining to voting results pursuant to Clause 35A of the Listing Agreement as **Annexure II**

We request you to please take the same on record.

Thanking you,

Yours faithfully,

For **FUTURE CAPITAL HOLDINGS LIMITED**



Chetan Gandhi
Head – Legal & Secretarial



encl.: as above.

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RESULT OF POSTAL BALLOT

It is hereby informed to the Shareholders of the Company and all other concerned entities/ Authorities that the Company has conducted the Postal Ballot pursuant to Section 192A of the Companies Act, 1956 read with Companies (Passing of Resolution by Postal Ballot) Rules, 2011. The Board of Directors of the Company had appointed Ms. Chitra Iyer, Practicing Company Secretary as Scrutinizer for conducting the Postal Ballot and to submit the Report.

Based on the Scrutinizer's report, results of the voting conducted on following resolutions through Postal Ballot under Section 192A of the Companies Act, 1956 are as follows:

- (i) Reclassification of Authorised Share Capital of the Company by way of an **Ordinary Resolution**:

In favour			Against			Neutral			Total No. of Shares
No. of Ballot Papers	No. of Votes in favour of	%	No. of Ballot Papers	No. of Votes against	%	No. of Ballot Papers	No. of Votes	%	
285	4,12,73,542	99.996%	36	1,800	0.004%	0	0	0	4,12,75,342

Accordingly, the resolution mentioned above has been passed with the requisite majority.

- (ii) Approval for Preferential Issue of Compulsorily Convertible Preference Shares ("CCPS") / Equity shares by way of a **Special Resolution**:

In favour			Against			Neutral			Total No. of Shares
No. of Ballot Papers	No. of Votes in favour of	%	No. of Ballot Papers	No. of Votes against	%	No. of Ballot Papers	No. of Votes	%	
276	4,12,73,503	99.996%	38	1766	0.004%	7	73	0.000	4,12,75,342

Accordingly, the resolution mentioned above has been passed with the requisite majority.



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- (iii) Approval of Employees Stock Option Scheme 2012 (ESOS- 2012) for Employees of the Company by way of a **Special Resolution**:

In favour			Against			Neutral			Total No. of Shares
No. of Ballot Papers	No. of Votes in favour of	%	No. of Ballot Papers	No. of Votes against	%	No. of Ballot Papers	No. of Votes	%	
256	4,03,60,799	97.784%	58	9,14,470	2.216%	7	73	0.000	4,12,75,342

Accordingly, the resolution mentioned above has been passed with the requisite majority.

- (iv) Approval of Employees Stock Option Scheme 2012 (ESOS- 2012) for employees of the Subsidiaries by way of a **Special Resolution**:

In favour			Against			Neutral			Total No. of Shares
No. of Ballot Papers	No. of Votes in favour of	%	No. of Ballot Papers	No. of Votes against	%	No. of Ballot Papers	No. of Votes	%	
250	4,03,60,567	97.784%	64	9,14,702	2.216%	7	73	0.000	4,12,75,342

Accordingly, the resolution mentioned above has been passed with the requisite majority.

For Future Capital Holdings Limited


Chetan Gandhi
Head- Legal & Secretarial

Place: Mumbai
Date: July 5, 2012



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ANNEXURE - II

DETAILS PERTAINING TO VOTING RESULTS PURSUANT TO CLAUSE 35A OF THE LISTING AGREEMENT

ANNOUNCEMENT OF POSTAL BALLOT RESULTS ON JULY 05, 2012 AT THE REGISTERED OFFICE OF THE COMPANY

Total Number of shareholders on record date: 1,44,342 (Cut off date)

Details of the Agenda:

- (i) Reclassification of Authorised Share Capital of the Company by way of an **Ordinary Resolution:**

Resolution required: Ordinary Resolution

Mode of voting: Postal Ballot

Promoter/ Public	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstand ing shares (3)=[(2)/(1)]*100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)= [(4)/(2)] *100	% of Votes against on votes polled (7)= [(5)/(2)]*100
Promoter and Promoter Group	3,47,79,999	3,47,79,999	100.00%	3,47,79,999	0	100.00%	0
Public – Institution al holders	2,15,85,133	56,87,176	26.35%	56,87,176	0	100.00%	0
Public- Others	84,33,352	8,08,167	9.58%	8,06,367	1,800	99.78%	0.22%
Total	6,47,98,484	4,12,75,342	63.70%	4,12,73,542	1,800	99.99%	0.01%

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- (ii) Approval for Preferential Issue of Compulsorily Convertible Preference Shares ("CCPS") / Equity shares by way of a **Special Resolution**:

Resolution required: Special Resolution

Mode of voting: Postal Ballot

Promoter/P ublic	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstandi ng shares (3)=[(2)/(1)]*100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)= [(4)/(2)]*100	% of Votes against on votes polled (7)= [(5)/(2)]*100
Promoter and Promoter Group	3,47,79,999	34,77,9999	100%	3,47,79,999	0	100.00%	0
Public – Institutional holders	2,15,85,133	56,87,176	26.35%	56,87,176	0	100.00%	0
Public- Others	84,33,352	808167*	9.58%	8,06,328	1,766	99.78%	0.22%
Total	6,47,98,484	4,12,75,342	63.70%	4,12,73,503	1,766	99.99%	0.01%

*Includes 73 votes casts as Neutral



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(iii) Approval of Employees Stock Option Scheme 2012 (ESOS- 2012) for Employees of the Company by way of a **Special Resolution**:

Resolution required: Special Resolution

Mode of voting: Postal Ballot

Promoter/Pub lic	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstan ding shares (3)=[(2)/ (1)]*100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)= [(4)/(2)]*100	% of Votes against on votes polled (7)= [(5)/(2)]*100
Promoter and Promoter Group	3,47,79,999	34,77,9999	100%	3,47,79,999	0	100.00%	0
Public – Institutional holders	2,15,85,133	56,87,176	26.35%	47,74,593	9,12,583	83.95%	16.05%
Public-Others	84,33,352	8,08,167*	9.58%	8,06,207	1,887	99.77%	0.23%
Total	6,47,98,484	41,2,75,342	63.70%	4,03,60,799	9,14,470	97.78%	2.22%

*Includes 73 votes casts as Neutral



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(iv) Approval of Employees Stock Option Scheme 2012 (ESOS- 2012) for employees of the Subsidiaries by way of a **Special Resolution**:

Resolution required: Special Resolution

Mode of voting: Postal Ballot

Promoter/Pu blic	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstand ing shares (3)=[(2)/(1)]*100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)= [(4)/(2)] *100	% of Votes against on votes polled (7)= [(5)/(2)]*100
Promoter and Promoter Group	3,47,79,999	34,77,9999	100%	3,47,79,999	0	100.00%	0
Public – Institutional holders	2,15,85,133	56,87,176	26.35%	47,74,593	9,12,583	83.95%	16.04%
Public-Others	84,33,352	8,08,167*	9.58%	8,05,975	2,119	99.74%	0.26
Total	6,47,98,484	4,12,75,342	63.70%	4,03,60,567	9,14,702	97.78%	2.22%

*Includes 73 votes casts as Neutral

For Future Capital Holdings Limited



Chetan Gandhi
Head- Legal & Secretarial

Place: Mumbai

Date: July 5, 2012



Future Capital Holdings Limited