FUTURE CONSUMER ENTERPRISE LIMITED

an integrated food & FMCG company

28th August, 2015

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 19th Annual General Meeting in terms of Clause 35A of the Listing Agreement.

In terms of Clause 35A of the Listing Agreement, please find enclosed herewith details of voting results in respect of matters transacted at the 19th Annual General Meeting of the Company held on 26th August, 2015 at 3.00 p.m. at Rangswar Hall, 4th Floor, Yashwantrao Chavan Pratishthan, Gen. Jagannathrao Bhonsle Marg, Opp Mantralaya, Mumbai – 400 021 (**"AGM"**).

Report submitted by the Scrutinizer, Mr. Nilesh Shah, Practicing Company Secretary, for E-voting and voting done through physical ballot paper at the AGM is also enclosed herewith.

All the businesses contained in the Notice calling the said AGM have been approved by the Members of the Company with requisite majority.

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

FUTURE CONSUMER ENTERPRISE LIMITED
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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, 2015
Total number of shareholders on record date	33,166 (as on 19th August, 2015)
No. of shareholders present in the meeting either in person or through proxy	
Promoters and Promoter Group	9
Public	118
Total	**127**
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

ITEM No. 1: To consider and adopt the audited Financial Statements of the Company for the year ended 31st March, 2015 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	72,22,12,331	72,22,12,331	100.00	72,22,12,331	0	100.00	00.00
Public – Institutional holders	30,79,12,008	15,91,99,015	51.70	15,91,99,015	0	100.00	00.00
Public-Others	62,70,19,699	29,76,77,175	47.47	29,76,70,556	6,619	99.99	00.01
Total	**1,65,71,44,038**	**1,17,90,88,521**	**71.15**	**1,17,90,81,902**	**6,619**	**99.99**	**00.01**

ITEM No. 2: To appoint a Director in place of Ms. Ashni Biyani (DIN: 00058775), who retires by rotation and being eligible, offers herself for re-appointment. **(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	72,22,12,331	72,22,12,331	100.00	72,22,12,331	0	100.00	00.00
Public – Institutional holders	30,79,12,008	71,56,015	2.32	71,56,015	0	100.00	00.00
Public- Others	62,70,19,699	29,76,77,175	47.47	29,76,54,455	22,720	99.99	00.01
Total	**1,65,71,44,038**	**1,02,70,45,521**	**61.98**	**1,02,70,22,801**	**22,720**	**99.99**	**00.01**

ITEM No. 3: To ratify the appointment of M/s. Deloitte Haskins & Sells, Chartered Accountants (Registration Number 117364W), as Statutory Auditors of the Company. **(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	72,22,12,331	72,22,12,331	100.00	72,22,12,331	0	100.00	00.00
Public – Institutional holders	30,79,12,008	15,91,99,015	51.70	15,91,99,015	0	100.00	00.00
Public- Others	62,70,19,699	29,76,77,175	47.47	29,76,72,456	4,719	99.99	00.01
Total	**1,65,71,44,038**	**1,17,90,88,521**	**71.15**	**1,17,90,83,802**	**4,719**	**99.99**	**00.01**

FUTURE CONSUMER ENTERPRISE LIMITED (Formely known as Future Ventures India Limited) CIN. L52602MH1996PLC192090
CORPORATE OFFICE 247 Park, Tower "C", 4th Floor, LBS Marg, Vikhroli (w), Mumbai 400 083 T: +91 22 6199 0000 www.futureconsumer.in
REGD. OFFICE Knowledge House, Shyam Nagar, Off. Jogeshwari Vikhroli Link Road, Jogeshwari (e), Mumbai 400 060 T: +91 22 3024 2200/1300

ITEM No. 4: To appoint Mr. Krishan Kant Rathi (Din: 00040094) as a Director, liable to retire 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	72,22,12,331	72,22,12,331	100.00	72,22,12,331	0	100.00	00.00
Public – Institutional holders	30,79,12,008	15,91,99,015	51.70	15,91,99,015	0	100.00	00.00
Public- Others	62,70,19,699	29,76,77,175	47.47	29,76,66,356	10,819	99.99	00.01
Total	**1,65,71,44,038**	**1,17,90,88,521**	**71.15**	**1,17,90,77,702**	**10,819**	**99.99**	**00.01**

Future Consumer Enterprise Ltd

NILESH G. SHAH B. Com. LLB (G), F.C.S.

Company Secretaries

Ref. _____

FORM NO. MGT-13
Report of Scrutinizer
[Pursuant to section 109 of the Companies Act, 2013 and rule 21(2) of the Companies (Management and Administration) Rules, 2014]

To,
The Chairman
of 19th Annual General Meeting
of Future Consumer Enterprise Limited
Held on Wednesday the 26th August, 2015
At Rangswar Hall, 4th Floor,
Yashwantrao Chavan Pratishthan,
Gen. Jagannathrao Bhonsle Marg,
Opp. Mantralaya, Mumbai – 400 021

Sir,

I, Nilesh Shah, Practicing Company Secretary (Membership No. FCS- 4554) was appointed as a Scrutinizer for the purpose of the poll (including remote e-voting) taken on the resolutions as per the Annexure attached, at the 19th Annual General Meeting of the Equity Shareholders of Future Consumer Enterprise Limited (the Company) held on 26th August, 2015 at 3.00 p.m. at Rangswar Hall, 4th Floor, Yashwantrao Chavan Pratishthan, Gen. Jagannathrao Bhonsle Marg, Opp. Mantralaya, Mumbai – 400 021. I hereby submit my report as under:

1. After the time fixed for closing of the poll by the Chairman, Two (2) ballot boxes were kept for polling and the same was locked in my presence with due identification marks placed on the same.

2. The locked ballot boxes were subsequently opened in my presence (along with presence of two witnesses viz. Mr. Jimit Shah and Mr. Deep Shah, both are not in employment of the company) and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Company / Registrar and Share Transfer Agents of the Company and the authorizations / Proxies lodged with the Company. The Signature of Members and No. of Shares held by respective members were scrutinized and confirmed by the Registrar and Share Transfer Agent.

3. The poll papers, which were incomplete and/or which were otherwise found defective have been treated as invalid and kept separately.

4. The result of the poll (including voting through remote e-voting) is as per annexure attached herewith.

Future Consumer Enterprise Ltd.

SHAH NILESH G.
FCS No.: 4554
C. P. No. : 2631
COMPANY SECRETARY

20/08/2015

211 (Back Side) 2nd Floor, Building No. 1, Sona Udyog, Parsi Panchayat Road, Extn. of Old Nagardas Road, Andheri (E), Mumbai - 400 069. Tel. : 2820 7824 / 2820 3582 E-mail : nilesh@ngshah.com

304-A, Poonam Sagar, Poonam Nagar, Off. Mahakali Caves Road, Andheri (East), Mumbai - 400 093.
Tel.: 2836 3419 Email : ngshah.cs@gmail.com

NILESH G. SHAH B. Com. LLB (G), F.C.S.

Company Secretaries

Ref _____

5. The list of equity shareholders who voted 'for' or 'against' and those whose votes were declared 'invalid' for each resolution is enclosed.

6. The poll papers and all other relevant records were sealed and handed over to the Representative of the Company for keeping under safe custody.

Note: Shareholders had been provided the facility of remote E-voting also. This report contains the result of consolidated voting (i.e. Remote E-voting and through Poll at Annual General Meeting) casted by the shareholders.

Recommendation:

All the resolutions having secured requisite majority of votes, may be considered to have been passed. The Chairman may accordingly declare the result of voting.

Thanking you,

Yours truly,

27/08/2015

Nilesh Shah
Practicing Company Secretary
Membership No. FCS 4554
CP No. 2631

NILESH G. SHAH FCS No.: 4554 C. P. No. : 2631 COMPANY SECRETARY

27/08/2015

Consumer Enterprise Ltd Future

Place: Mumbai

Date: 27/08/2015

211 (Back Side) 2nd Floor, Building No. 1, Sona Udyog, Parsi Panchayat Road, Extn. of Old Nagardas Road, Andheri (East), Mumbai - 400 069. Tel. : 2820 7824 / 2820 3582 E-mail : nilesh@ngshah.com

304-A, Poonam Sagar, Poonam Nagar, Off. Mahakali Caves Road, Andheri (East), Mumbai - 400 093. Tel.: 2836 3419 Email : ngshah.cs@gmail.com

Annexure to the Scrutinizer's Report

Result of Voting (through remote e-voting and physical ballot at AGM):

Sr. No.	Reso. No. /Item No.	Heading of Resolution	Type of Resolution	Type of Voting	Valid Votes						Invalid Votes / Abstain	
					Voting in Favour (Assent)			Voted Against (Dissent)				
					No. of Members Voting	No. of Votes Casted	% of valid votes	No. of Members Voting	No. of Votes Casted	% of valid votes	No. of Members Voting	No. of Votes Casted
1	1	Adoption of audited Financial Statements of the Company for the year ended 31st March, 2015 together with the Reports of the Board of Directors and Auditors thereon.	Ordinary	Remote E-Voting	75	1036959367	99.99	05	6619	0.01	0	0
				Poll at AGM	83	142122535	100	0	0	0	02	1100
				Total	**158**	**1179081902**	**99.99**	**05**	**6619**	**0.01**	**02**	**1100**
2	2	Re-appointment of Ms. Ashni Biyani as Director of the Company liable to retire by rotation	Ordinary	Remote E-Voting	67	884900266	99.99	12	22720	0.01	01	152043000
				Poll at AGM	83	142122535	100	0	0	0	02	1100
				Total	**150**	**1027022801**	**99.99**	**12**	**22720**	**0.01**	**03**	**152044100**
3	3	Ratification of appointment of M/s. Deloitte Haskins & Sells, Chartered Accountants as statutory auditors of the Company.	Ordinary	Remote E-Voting	74	1036961267	99.99	06	4719	0.01	0	0
				Poll at AGM	83	142122535	100	0	0	0	02	1100
				Total	**157**	**1179083802**	**99.99**	**06**	**4719**	**0.01**	**02**	**1100**
4	4	Appointment of Mr. Krishan Kant Rathi as Director of the Company liable to retire by rotation.	Ordinary	Remote E-Voting	71	1036955167	99.99	09	10819	0.01	0	0
				Poll at AGM	83	142122535	100	0	0	0	02	1100
				Total	**154**	**1179077702**	**99.99**	**09**	**10819**	**0.01**	**02**	**1100**

SHAH NILESH G. * FCS No.: 4554 C. P. No.: 2631 * COMPANY SECRETARY

27/08/2015

Future Consumer Enterprise Ltd.