FUTURE CONSUMER ENTERPRISE LIMITED

*an integrated food & FMCG company*

13th January, 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 for the Extra Ordinary General Meeting held on 12th January, 2015, in terms of Clause 35A of the Listing Agreement.**

This is to inform you that the Members of the Company have at the Extra Ordinary General Meeting (**"EGM"**) held on 12th January, 2015, approved all the businesses contained in the Notice calling the said EGM.

The details of voting results in respect of matters transacted at the EGM, 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 Extra Ordinary General Meeting** | 12th January, 2015 |
| **Total number of shareholders on record date** | 29,239 (as on 5th December, 2014) |
| **No. of shareholders present in the meeting either in person or through proxy** | |
| Promoters and Promoter Group | 10 |
| Public | 59 |
| **Total** | **69** |
| **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:** Issue of Equity Shares on Preferential Basis **(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** | 70,18,47,978 | 70,17,48,359 | 99.99 | 70,17,48,359 | 0 | 100.00 | 0.00 |
| **Public – Institutional holders** | 30,14,67,501 | 15,20,43,000 | 50.43 | 15,20,43,000 | 0 | 100.00 | 0.00 |
| **Public-Others** | 60,73,89,692 | 80,36,693 | 1.32 | 79,43,624 | 7,100 | 98.84 | 0.09 |
| **Total** | **1,61,07,05,171** | **86,18,28,052** | **53.51** | **86,17,34,983** | **7,100** | **99.99** | **0.00** |

**ITEM No. 2:** Appointment of Ms. Ashni Biyani (DIN: 00058775) as Whole Time Director of the Company and payment of remuneration. **(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 | 70,18,47,978 | 70,16,81,190 | 99.98 | 70,16,81,190 | 0 | 100.00 | 0.00 |
| Public – Institutional holders | 30,14,67,501 | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 |
| Public-Others | 60,73,89,692 | 80,36,693 | 1.32 | 79,44,624 | 6,100 | 98.85 | 0.08 |
| **Total** | **1,61,07,05,171** | **70,97,17,883** | **44.06** | **70,96,25,814** | **6,100** | **99.99** | **0.00** |

**ITEM No. 3:** Approval of Future Consumer Enterprise Limited Employee Stock Option Plan 2014 and grant of Employee Stock Options to the employees of the Company thereunder. **(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 | 70,18,47,978 | 70,17,48,359 | 99.99 | 70,17,48,359 | 0 | 100.00 | 0.00 |
| Public – Institutional holders | 30,14,67,501 | 15,20,43,000 | 50.43 | 15,20,43,000 | 0 | 100.00 | 0.00 |
| Public-Others | 60,73,89,692 | 80,36,693 | 1.32 | 79,44,624 | 6,100 | 98.85 | 0.08 |
| **Total** | **1,61,07,05,171** | **86,18,28,052** | **53.51** | **86,17,35,983** | **6,100** | **99.99** | **0.00** |

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**ITEM No. 4:** Grant of Employee Stock Options to the employees of the Subsidiary(ies) of the Company under Future Consumer Enterprise Limited Employee Stock Option Plan 2014. **(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** | 70,18,47,978 | 70,17,48,359 | 99.99 | 70,17,48,359 | 0 | 100.00 | 0.00 |
| **Public – Institutional holders** | 30,14,67,501 | 15,20,43,000 | 50.43 | 15,20,43,000 | 0 | 100.00 | 0.00 |
| **Public-Others** | 60,73,89,692 | 80,36,693 | 1.32 | 79,39,824 | 10,900 | 98.79 | 0.14 |
| **Total** | **1,61,07,05,171** | **86,18,28,052** | **53.51** | **86,17,31,183** | **10,900** | **99.99** | **0.00** |

**ITEM No. 5:** Approval for formation of Trust for the implementation of Future Consumer Enterprise Limited Employee Stock Option Plan 2014. **(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** | 70,18,47,978 | 70,17,48,359 | 99.99 | 70,17,48,359 | 0 | 100.00 | 0.00 |
| **Public – Institutional holders** | 30,14,67,501 | 15,20,43,000 | 50.43 | 15,20,43,000 | 0 | 100.00 | 0.00 |
| **Public-Others** | 60,73,89,692 | 80,35,493 | 1.32 | 79,43,724 | 5,800 | 98.86 | 0.07 |
| **Total** | **1,61,07,05,171** | **86,18,26,852** | **53.51** | **86,17,35,083** | **5,800** | **99.99** | **0.00** |

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**ITEM No. 6:** Authorising the Company for purchase of its own shares by the Trust/Trustees for the benefit of employees under Future Consumer Enterprise Limited Employee Stock Option Plan 2014. **(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** | 70,18,47,978 | 70,17,48,359 | 99.99 | 70,17,48,359 | 0 | 100.00 | 0.00 |
| **Public – Institutional holders** | 30,14,67,501 | 15,20,43,000 | 50.43 | 15,20,43,000 | 0 | 100.00 | 0.00 |
| **Public-Others** | 60,73,89,692 | 80,36,693 | 1.32 | 79,40,724 | 10,000 | 98.81 | 0.12 |
| **Total** | **1,61,07,05,171** | **86,18,28,052** | **53.51** | **86,17,32,083** | **10,000** | **99.99** | **0.00** |

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