FUTURE CONSUMER ENTERPRISE LIMITED

an integrated food & FMCG company

7th October, 2014

To,
Department of Corporate Services
BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street, Mumbai-400 001
Scrip Code: 533400

To,
Listing Department
The National Stock Exchange of India Limited
Exchange Plaza, Bandra Kurla Complex,
Bandra (East), Mumbai - 400 051
Scrip Code FCEL

Sub: Result of Postal Ballot

Dear Sir/Madam,

1. Pursuant to Section 110 of the Companies Act, 2013, read with the Companies (Management and Administration) Rules, 2014, as amended from time to time, consent of the Shareholders of the Company was sought by postal ballot in respect of the following resolutions:

   i. To approve borrowing limits of the Company
   ii. Creation of charges on the assets of the Company
   iii. Issue of Non Convertible Debentures
   iv. Authority to the Board of Directors to make investments, give loans, provide guarantee / security in excess of limits prescribed under Section 186 of the Companies Act, 2013
   v. Approval for Related Party Transaction(s)

2. Mr. Nilesh Shah, Practising Company Secretary, was appointed as the Scrutinizer for conducting the Postal Ballot process in a fair and transparent manner.

3. The last date for casting votes electronically through e-voting and for receipt of the physical postal ballot form(s) from the Members was Monday, 6th October, 2014.

4. The Scrutinizer has submitted his report for the postal ballot, result whereof is announced on 7th August, 2014 by placing it on the website of the Company.

5. In terms of Clause 35A of the Listing Agreement, details of voting result for the postal ballot is as under:

Mode of Voting: Postal Ballot and E-voting

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ITEM NO. 1: To approve borrowing limits 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	56,72,70,517	85.53	56,72,70,517	0	100.00	0.00
Public – Institutional holders	30,78,90,797	8,46,439	0.27	8,46,439	0	100.00	0.00
Public-Others	63,71,05,538	24,57,690	0.39	22,71,056	1,86,330	92.41	7.58
Total	**1,60,82,05,171**	**57,05,74,646**	**35.48**	**57,03,88,012**	**1,86,330**	**99.97**	**0.03**

ITEM NO. 2: Creation of charges on the assets 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	56,72,70,517	85.53	56,72,70,517	0	100.00	0.00
Public – Institutional holders	30,78,90,797	8,46,439	0.27	8,46,439	0	100.00	0.00
Public-Others	63,71,05,538	24,57,990	0.39	23,48,033	1,09,653	95.53	4.46
Total	**1,60,82,05,171**	**57,05,74,946**	**35.48**	**57,04,64,989**	**1,09,653**	**99.98**	**0.02**

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ITEM NO. 3: Issue of Non Convertible Debentures (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	56,72,70,517	85.53	56,72,70,517	0	100.00	0.00
Public – Institutional holders	30,78,90,797	8,46,439	0.27	8,46,439	0	100.00	0.00
Public-Others	63,71,05,538	24,48,590	0.38	22,97,847	1,50,439	93.84	6.14
Total	**1,60,82,05,171**	**57,05,65,546**	**35.48**	**57,04,14,803**	**1,50,439**	**99.97**	**0.03**

ITEM NO. 4: Authority to the Board of Directors to make investments, give loans, provide guarantee / security in excess of limits prescribed under Section 186 of the Companies Act, 2013 (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	56,72,70,517	85.53	56,72,70,517	0	100.00	0.00
Public – Institutional holders	30,78,90,797	8,46,439	0.27	0	8,46,439	0.00	100.00
Public-Others	63,71,05,538	24,58,090	0.39	21,72,929	2,84,857	88.40	11.59
Total	**1,60,82,05,171**	**57,05,75,046**	**35.48**	**56,94,43,446**	**11,31,296**	**99.80**	**0.20**

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ITEM NO. 5: Approval for Related Party Transaction(s) (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	0	0.00	0	0	0	0
Public – Institutional holders	30,78,90,797	8,46,439	0.27	8,46,439	0	100.00	0.00
Public-Others	63,71,05,538	21,97,084	0.34	19,86,511	2,10,269	90.42	9.57
Total	**1,60,82,05,171**	**30,43,523**	**0.19**	**28,32,950**	**2,10,269**	**93.08**	**6.91**

Note: The above results include voting done through physical postal ballot forms and e-voting system provided by NSDL.

6. Accordingly, the above mentioned Resolution(s) have been passed with requisite majority.

Kindly take the above on record.

Thanking you,

Yours truly,
For **Future Consumer Enterprise Limited**

Manoj Gagvani
Company Secretary & Head-Legal