FUTURE CONSUMER ENTERPRISE LIMITED

an integrated food & FMCG company

12th May, 2015

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 matters:
   a) Alteration of Main Objects of the Memorandum of Association of the Company;
   b) Approval for acquisition of shares of the Company under Future Consumer Enterprise Limited Employee Stock Option Plan 2014 by way secondary market acquisition.

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 Sunday, 10th May, 2015.

4. The Scrutinizer has submitted his report for the postal ballot, result whereof is announced on 12th May, 2015 by placing it on the website of the Company.

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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

ITEM NO. 1: Alteration of Main Objects of the Memorandum of Association 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	71,90,12,331	70,21,12,712	97.65	70,21,12,712	0	100.00	0.00
Public – Institutional holders	30,56,67,260	15,76,62,094	51.58	15,76,62,094	0	100.00	0.00
Public-Others	63,24,64,447	27,19,408	0.43	26,00,171	29,807	95.62	1.10
Total	**1,65,71,44,038**	**86,24,94,214**	**52.05**	**86,23,74,977**	**29,807**	**99.99**	**0.01**

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ITEM NO. 2: Approval for acquisition of shares of the Company under Future Consumer Enterprise Limited Employee Stock Option Plan 2014 by way of secondary market acquisition - (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	71,90,12,331	70,21,12,712	97.65	70,21,12,712	0	100.00	0.00
Public – Institutional holders	30,56,67,260	15,76,62,094	51.58	15,20,43,000	5619094	96.44	3.56
Public-Others	63,24,64,447	27,18,978	0.43	26,80,390	34,661	98.58	1.27
Total	**1,65,71,44,038**	**86,24,93,784**	**52.05**	**85,68,36,102**	**56,53,755**	**99.34**	**0.66**

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

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

Ref: _____

Report of Scrutinizer in Respect of Postal Ballot Process

[Pursuant to Section 110 of the Companies Act, 2013 and Rule 22 read with Rule 20 of the Companies (Management and Administration) Rules, 2014]

To,
The Chairman
FUTURE CONSUMER ENTERPRISE LIMITED
Knowledge House, Shyam Nagar,
Off Jogeshwari- Vikroli Link Road,
Jogeshwari (East), Mumbai- 400 060

Dear Sir,

SUB: Scrutinizer's Report on Postal Ballot Voting Process and E-Voting Process conducted pursuant to the provisions of Section 110 of the Companies Act, 2013 ('the Act') read with Rule 22 and Rule 20 of the Companies (Management and Administration) Rules, 2014

The Board of Directors of Future Consumer Enterprise Limited ('the Company') has vide resolution passed on 25th March, 2015, decided to conduct the process of voting through postal ballot for obtaining approval of Shareholders of the Company for the following resolution as set out in the notice dated 25th March, 2015:

- Alteration of Main Objects of the Memorandum of Association of the Company
- Approval for acquisition of shares of the Company under Future Consumer Enterprise Limited Employee Stock Option Plan 2014 by way of secondary market acquisition

The Company has provided the facility of voting through electronic means as required under the provisions of Rule 22 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 read along with provisions of clause 35B(i) of the Listing Agreement as entered by the Company with BSE Limited and The National Stock Exchange of India Limited.

I, Nilesh G. Shah, was appointed as a Scrutinizer by Future Consumer Enterprise Limited for the purpose of the conducting the postal ballot voting process and e-voting process in a fair and transparent manner in respect of obtaining approval of Shareholders of the Company for the aforesaid matters as required under the provisions of the Companies Act, 2013.

The management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules relating to voting through postal ballot and electronic means on the resolution contained in the notice of postal ballot. My responsibility as a scrutinizer for the postal ballot voting process and e-voting process is restricted to ensure that the voting process is conducted in a fair and transparent manner and make a Scrutinizer's report of the votes cast "in favour" or "against" the resolution stated above, based on the reports

SHAH NILESH G. * FCS No.: 4554 * C.P. No.: 2683 * COMPANY SECRETARY

12/05/15

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

Ref: _____

generated from the postal ballots received from the shareholders and e-voting system provided by the National Securities Depository Limited ('NSDL)', the authorized agency to provide e-voting facilities, engaged by the Company.

The notice of Postal Ballot dated 25th March, 2015 along with the statement setting out material facts pursuant to the applicable provisions of the Companies Act, 2013 and Companies (Management and Administration) Rules, 2014 was sent to the Shareholders of the Company.

The Shareholders of the Company holding shares on the cut-off date of 20th March, 2015 were entitled to vote on the resolution as set out in the notice.

In this regard, I submit my report as under:

1. The Company had provided facility to cast vote to the Shareholders of the Company through postal ballot voting process and also through electronic means.

2. The Company had followed the process as required under Rule 22 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 in respect of providing voting through postal ballot and electronic means.

3. All Postal Ballot Forms received up to 06.00 p.m. on Sunday, 10th May, 2015, the last date and time fixed by the Company for receipt of the Postal Ballot Forms were considered for my scrutiny for the purpose of this report.

4. The Postal Ballot Forms were kept in my safe custody.

5. The e-voting period remained open from Thursday, 09th April, 2015 at 09.30 a.m. up to Sunday, 10th May, 2015 till 6.00 p.m.

6. At the end of the e-voting period, I have unblocked the electronic votes in the presence of two witnesses not in the employment of the Company.

7. The details containing list of Shareholders who voted 'for' or 'against' the resolution was downloaded from the e-voting website of NSDL.

8. We have scrutinized the votes casted through electronic means and also through physical ballot forms for the purpose of this report.

9. The particulars of all the electronic votes casted by the shareholders through e-voting process and votes casted by the members through physical ballot forms have been recorded in a register separately maintained for the purpose.

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

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10. A summary of the Postal Ballot Forms received and votes casted (including e-voting) by Shareholders of the Company is as under:

Resolution No: 1: Alteration of Main Objects of the Memorandum of Association of the Company **(Special Resolution):**

(i) Voted in favour of the resolution:

Type of Voting	Number of members voting	Number of votes cast by them	% of total number of valid votes cast
Voting Through Postal Ballot	127	1162227	99.83
Voting Through Electronic Means	245	861212750	99.99
Total	**372**	**862374977**	**99.99**

(ii) Voted against the resolution:

Type of Voting	Number of members voting	Number of votes cast by them	% of total number of valid votes cast
Voting Through Postal Ballot	4	2022	0.17
Voting Through Electronic Means	18	27785	0.01
Total	**22**	**29807**	**0.01**

(iii) Invalid Votes:

Type of Voting	Total number of members whose votes were declared invalid	Total Number of votes cast by them
Voting Through Postal Ballot	10	89410
Voting Through Electronic Means	1	622
Total	**11**	**90032**

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

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Company Secretaries

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Resolution No: 2: Approval for acquisition of shares of the Company under Future Consumer Enterprise Limited Employee Stock Option Plan 2014 by way of secondary market acquisition **(Special Resolution):**

(i) Voted in favour of the resolution:

Type of Voting	Number of members voting	Number of votes cast by them	% of total number of valid votes cast
Voting Through Postal Ballot	131	1247749	99.84
Voting Through Electronic Means	239	855588353	99.34
Total	**370**	**856836102**	**99.34**

(ii) Voted against the resolution:

Type of Voting	Number of members voting	Number of votes cast by them	% of total number of valid votes cast
Voting Through Postal Ballot	4	2000	0.16
Voting Through Electronic Means	26	5651755	0.66
Total	**30**	**5653755**	**0.66**

(iii) Invalid Votes:

Type of Voting	Total number of members whose votes were declared invalid	Total Number of votes cast by them
Voting Through Postal Ballot	6	3910
Voting Through Electronic Means	1	622
Total	**7**	**4532**

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

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Company Secretaries

Ref.: _____

11. The Postal Ballot Forms and all other relevant records were handed over to the Company Secretary for safe keeping.

Recommendation:

The resolutions should be considered as passed having secured the requisite majority of votes and therefore be accepted. You may accordingly declare the result of the voting.

Thanking You,

12/05/15

Nilesh G. Shah
Practicing Company Secretaries
Membership No. : FCS 4554
CP No. 2631

Place: Mumbai

Dated: 12.05.2015

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

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