FUTURE CONSUMER ENTERPRISE LIMITED

an integrated food & FMCG company

30th September, 2016

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 and Disclosure in terms of Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

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 for change in name of the Company and alteration of Main Objects of the Memorandum of Association of the Company.

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 Thursday, 29th September, 2016.

4. The Scrutinizer has submitted his report for the postal ballot, result whereof is announced on 30th September, 2016.

5. In terms of Regulation 44(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 **("SEBI Regulations")**, please find enclosed herewith details of voting result for the postal ballot. The Report submitted by the Scrutinizer for e-voting and voting done through physical postal ballot form is also enclosed herewith.

   Pursuant to the aforesaid, following Special Resolution(s) have been approved by the Members of the Company with requisite majority, subject to such compliances as may be required:

   a) Change in name of the Company from '**Future Consumer Enterprise Limited**' to '**Future Consumer Limited**' or such other name as may be requested for and approved by the Registrar of Companies and / or other competent authority.

FUTURE CONSUMER ENTERPRISE LIMITED (Formerly 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 6119 0000 www.futureconsumer.in
REGD. OFFICE Knowledge House, Shyam Nagar, Off. Jogeshwari Vikhroli Link Road, Jogeshwari (E), Mumbai 400 060 T: +91 22 3084 1300

b) Alteration of Main Objects of the Memorandum of Association to enable the Company to undertake the business of sourcing, processing, manufacturing, branding and distribution of food / FMCG products.

Kindly also consider this as disclosure in terms of the provisions of Regulation 30 of the SEBI Regulations.

Please take the aforesaid on records and acknowledge receipt of this letter.

Thanking you,

Yours faithfully,
For **FUTURE CONSUMER ENTERPRISE LIMITED**

Manoj Gagvani
Company Secretary & Head – Legal

Encl.: as above

FUTURE CONSUMER ENTERPRISE LIMITED
an integrated food & FMCG company

Details of Voting Result in terms of Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015

Mode of Voting: Postal Ballot and E-voting

ITEM NO. 1 : Change in name of the Company								
Resolution required: (Ordinary/ Special) : Special Resolution								
Whether promoter/ promoter group are interested in the agenda/resolution? : NO								
Category	**Mode of Voting**	**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	E-Voting	72,22,12,331	72,22,12,331	100.00	72,22,12,331	0	100.00	0.00
	Poll		NA	NA	NA	NA	NA	NA
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total	**72,22,12,331**	**72,22,12,331**	**100.00**	**72,22,12,331**	**0**	**100.00**	**0.00**
Public – Institutions	E-Voting	30,75,71,989	16,14,47,611	52.49	16,14,47,611	0	100.00	0.00
	Poll		NA	NA	NA	NA	NA	NA
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total	**30,75,71,989**	**16,14,47,611**	**52.49**	**16,14,47,611**	**0**	**100.00**	**0.00**
Public - Non Institutions	E-Voting	62,76,57,918	15,32,71,029	24.42	15,32,35,374	24,271	99.98	0.02
	Poll		NA	NA	NA	NA	NA	NA
	Postal Ballot (if applicable)		38,67,501	0.62	38,67,501	0	100.00	0.00
	Total	**62,76,57,918**	**15,71,38,530**	**25.04**	**15,71,02,875**	**24,271**	**99.98**	**0.02**
Total		**1,65,74,42,238**	**1,04,07,98,472**	**62.80**	**1,04,07,62,817**	**24,271**	**99.99**	**0.01**

ITEM NO. 2 : Alteration of Main Objects of the Memorandum of Association of the Company								
Resolution required: (Ordinary/ Special) : Special Resolution								
Whether promoter/ promoter group are interested in the agenda/resolution? : NO								
Category	**Mode of Voting**	**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	E-Voting	72,22,12,331	72,22,12,331	100.00	72,22,12,331	0	100.00	0.00
	Poll		NA	NA	NA	NA	NA	NA
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total	**72,22,12,331**	**72,22,12,331**	**100.00**	**72,22,12,331**	**0**	**100.00**	**0.00**
Public – Institutions	E-Voting	30,75,71,989	16,14,47,611	52.49	16,14,47,611	0	100.00	0.00
	Poll		NA	NA	NA	NA	NA	NA
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total	**30,75,71,989**	**16,14,47,611**	**52.49**	**16,14,47,611**	**0**	**100.00**	**0.00**
Public - Non Institutions	E-Voting	62,76,57,918	15,32,71,029	24.42	15,32,19,368	38,461	99.97	0.03
	Poll		NA	NA	NA	NA	NA	NA
	Postal Ballot (if applicable)		38,67,501	0.62	38,67,501	0	100.00	0.00
	Total	**62,76,57,918**	**15,71,38,530**	**25.04**	**15,70,86,869**	**38,461**	**99.97**	**0.02**
Total		**1,65,74,42,238**	**1,04,07,98,472**	**62.80**	**1,04,07,46,811**	**38,461**	**99.99**	**0.01**

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 12th August, 2016 decided to conduct the process of voting through postal ballot for obtaining approval of Shareholders of the Company for the following special resolutions as set out in the notice dated 12th August 2016:

- Change in name of the Company
- Alteration of main object clause of the Memorandum of Association of the Company.

The Company has provided the facility of voting through electronic means (remote e-voting) 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 Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

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 physical postal ballot form and electronic means on the resolutions contained in the notice of postal ballot. My responsibility as a scrutinizer for the postal ballot voting process and remote 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 generated from the physical

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

30/09/2016

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

Ref.. _____

postal ballots forms 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 12th August 2016 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 12th August, 2016 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 physical postal ballot form 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 physical postal ballot form and electronic means.

3. All Postal Ballot Forms received up to 05.00 p.m. on Thursday, 29th September, 2016, 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 Wednesday, 31st August, 2016 at 09.00 a.m. up to Thursday, 29th September, 2016 till 5.00 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 postal ballot forms for the purpose of this report.

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

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

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

29/09/2016

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

Company Secretaries

Ref.: _____

Resolution No: 1: (Special Resolution): Change in Name of the Company

(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	10	3867501	100%
Voting Through Electronic Means	341	1036895316	99.99%
Total	**351**	**1040762817**	**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	0	0	0%
Voting Through Electronic Means	20	24271	0.01%
Total	**20**	**24271**	**0.01%**

(iii) Invalid / Abstain Votes:

Type of Voting	Total number of members whose votes were declared invalid	Total Number of votes cast by them
Voting Through Postal Ballot	0	0
Voting Through Electronic Means	9	11384
Total	**9**	**11384**

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

29/03/2016

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Resolution No: 2: (Special Resolution): Alteration of Main Object Clause of the Memorandum of Association of the Company:

(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	10	3867501	100%
Voting Through Electronic Means	343	1036879310	99.99%
Total	**353**	**1040746811**	**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	0	0	0%
Voting Through Electronic Means	20	38461	0.01%
Total	**20**	**38461**	**0.01%**

(iii) Invalid / Abstain Votes:

Type of Voting	Total number of members whose votes were declared invalid	Total Number of votes cast by them
Voting Through Postal Ballot	0	0
Voting Through Electronic Means	7	13050
Total	**7**	**13050**

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

30/09/2016

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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,

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

30/09/2016

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

Place: Mumbai

Dated: 30/09/2016

211-B (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

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