FUTURE CONSUMER ENTERPRISE LIMITED

an integrated food & FMCG company

18th June, 2016

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,

Sub.: Disclosure of voting results at Extra Ordinary General Meeting.

In terms of Regulation 44(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith details of voting results in respect of the matter transacted at the Extra Ordinary General Meeting of the Company held on 17th June, 2016 at 2.30 p.m. at "The Auditorium", 247 Park, Tower 'C', 4th Floor, LBS Marg, Vikhroli (West), Mumbai - 400 083 ("EGM").

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

The business contained in the Notice calling the said EGM has 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

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

Date of the Extra Ordinary General Meeting	17th June, 2016
Total number of shareholders on record date	55,714 (as on 10th June, 2016)
No. of shareholders present in the meeting either in person or through proxy	
Promoters and Promoter Group	12
Public	51
Total	**63**
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 EGM

ITEM NO. 1: Issue of Compulsorily Convertible Debentures and Equity Shares on a preferential basis

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		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)	NA	NA	NA	NA	NA	NA	NA
	Total	**72,22,12,331**	**72,22,12,331**	100.00	**72,22,12,331**	**0**	**100.00**	**0.00**
Public – Institutions	E-Voting	30,23,31,816	15,84,78,166	52.42	15,84,78,166	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)	NA	NA	NA	NA	NA	NA	NA
	Total	**30,23,31,816**	**15,84,78,166**	**52.42**	**15,84,78,166**	**0**	**100.00**	**0.00**
Public - Non Institutions	E-Voting	63,28,97,991	15,20,70,731	24.03	15,20,29,140	41,591	99.97	0.03
	Poll		7,81,774	0.12	7,81,774	0	100.00	0.00
	Postal Ballot (if applicable)	NA	NA	NA	NA	NA	NA	NA
	Total	**63,28,97,991**	**15,28,52,505**	**24.15**	**15,28,10,914**	**41,591**	**99.97**	**0.03**
Total		**1,65,74,42,138**	**1,03,35,43,002**	**62.36**	**1,03,35,01,411**	**41,591**	**99.99**	**0.01**

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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 Extra Ordinary General Meeting
Future Consumer Enterprise Limited
Held on Friday, the 17th June, 2016
At "The Auditorium", 247 Park, Tower C,
4th Floor, LBS Marg, Vikhroli (West),
Mumbai – 400 083

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 resolution as per the Annexure attached, at the Extra Ordinary General Meeting of the Equity Shareholders of Future Consumer Enterprise Limited (the Company) held on 17th June, 2016 at 2.30 p.m. at "The Auditorium", 247 Park, Tower C, 4th Floor, LBS Marg, Vikhroli West), Mumbai – 400 083. I hereby submit my report as under:

1. After the time fixed for closing of the poll by the Chairman, One (1) ballot box was 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. Mahesh Darji and Ms. Vaishali Jaiswal, 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 result of the poll (including voting through remote e-voting) is as per annexure attached herewith.

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

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5. 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 has 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 Extra Ordinary General Meeting) casted by the shareholders.

Recommendation:

The resolution 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,

17/06/2016

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

FUTURE CONSUMER ENTERPRISE LIMITED

Place: Mumbai

Date: 17.06.2016

Annexure to the Scrutinizer's Report

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

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	Issue of Compulsorily Convertible Debentures and Equity Shares on a preferential basis.	Special	Remote E-Voting	132	1032719637	99.99	14	41591	0.01	0	0
				Poll at EGM	23	781774	100	0	0	0	0	0
				Total	**155**	**1033501411**	**99.99**	**14**	**41591**	**0.01**	**0**	**0**

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