FUTURE CONSUMER ENTERPRISE LIMITED

an integrated food & FMCG company

23rd January, 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 matters transacted at the Extra Ordinary General Meeting of the Company held on 22nd January, 2016 at 2.00 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.

All the businesses contained in the Notice calling the said EGM have 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**

**Neeta Singh**
**Asst. Company Secretary**

FUTURE CONSUMER ENTERPRISE LIMITED

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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** | 22nd January, 2016 |
| **Total number of shareholders on record date** | 49,108 (as on 15th January,2016) |
| **No. of shareholders present in the meeting either in person or through proxy** | |
| Promoters and Promoter Group | 14 |
| Public | 64 |
| **Total** | **78** |
| **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 | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 |
| | Poll | | 72,20,45,543 | 99.98 | 72,20,45,543 | 0 | 100.00 | 0.00 |
| | Postal Ballot (if applicable) | NA | NA | NA | NA | NA | NA | NA |
| | **Total** | **72,22,12,331** | **72,20,45,543** | 99.98 | **72,20,45,543** | **0** | **100.00** | **0.00** |
| Public – Institutions | E-Voting | 30,28,14,632 | 15,91,99,015 | 52.57 | 15,91,99,015 | 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** | **30,28,14,632** | **15,91,99,015** | **52.57** | **15,91,99,015** | **0** | **100.00** | **0.00** |
| Public - Non Institutions | E-Voting | 63,24,15,075 | 15,16,43,524 | 23.98 | 15,16,20,569 | 22,955 | 99.98 | 0.02 |
| | Poll | | 12,08,862 | 0.19 | 12,03,262 | 5,600 | 99.54 | 0.46 |
| | Postal Ballot (if applicable) | NA | NA | NA | NA | NA | NA | NA |
| | **Total** | **63,24,15,075** | **15,28,52,386** | **24.17** | **15,28,23,831** | **28,555** | **99.98** | **0.02** |
| **Total** | | **1,65,74,42,038** | **1,03,40,96,944** | **62.39** | **1,03,40,68,389** | **28,555** | **99.99** | **0.01** |



FUTURE CONSUMER ENTERPRISE LIMITED (Formely 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 6199 0000 www.futureconsumer.in
REGD. OFFICE Knowledge House, Shyam Nagar, Off. Jogeshwari Vikhroli Link Road, Jogeshwari (e), Mumbai 400 060 T: +91 22 3024 2200/1300

**ITEM NO. 2 : Issue of Warrants on a preferential basis.**

| Resolution required: (Ordinary/ Special) : Special Resolution | | | | | | | | |
|---|---|---|---|---|---|---|---|---|
| Whether promoter/ promoter group are interested in the agenda/resolution? : YES | | | | | | | | |
| 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 | 0 | 0.00 | 0 | 0 | 0.00 | 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** | **0** | 0.00 | **0** | **0** | **0.00** | **0.00** |
| Public – Institutions | E-Voting | 30,28,14,632 | 15,91,99,015 | 52.57 | 15,91,99,015 | 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 | **30,28,14,632** | **15,91,99,015** | **52.57** | **15,91,99,015** | **0** | **100.00** | **0.00** |
| Public - Non Institutions | E-Voting | 63,24,15,075 | 15,16,42,349 | 23.98 | 15,16,20,149 | 22,200 | 99.99 | 0.01 |
| | Poll | | 10,33,762 | 0.16 | 10,28,162 | 5,600 | 99.46 | 0.54 |
| | Postal Ballot (if applicable) | NA | NA | NA | NA | NA | NA | NA |
| | Total | **63,24,15,075** | **15,26,76,111** | **24.14** | **15,26,48,311** | **27,800** | **99.98** | **0.02** |
| **Total** | | **1,65,74,42,038** | **31,18,75,126** | **18.82** | **31,18,47,326** | **27,800** | **99.99** | **0.01** |

Future Consumer Enterprise Limited

## ITEM NO. 3 : Alteration of Articles 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 | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 |
| | Poll | | 72,20,45,543 | 99.98 | 72,20,45,543 | 0 | 100.00 | 0.00 |
| | Postal Ballot (if applicable) | NA | NA | NA | NA | NA | NA | NA |
| | Total | **72,22,12,331** | **72,20,45,543** | 99.98 | **72,20,45,543** | **0** | **100.00** | **0.00** |
| Public – Institutions | E-Voting | 30,28,14,632 | 15,91,99,015 | 52.57 | 15,91,99,015 | 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 | **30,28,14,632** | **15,91,99,015** | **52.57** | **15,91,99,015** | **0** | **100.00** | **0.00** |
| Public - Non Institutions | E-Voting | 63,24,15,075 | 15,16,37,384 | 23.98 | 15,16,16,984 | 20,400 | 99.99 | 0.01 |
| | Poll | | 12,08,862 | 0.19 | 12,03,262 | 5,600 | 99.54 | 0.46 |
| | Postal Ballot (if applicable) | NA | NA | NA | NA | NA | NA | NA |
| | **Total** | **63,24,15,075** | **15,28,46,246** | **24.17** | **15,28,20,246** | **26,000** | **99.98** | **0.02** |
| **Total** | | **1,65,74,42,038** | **1,03,40,90,804** | **62.39** | **1,03,40,64,804** | **26,000** | **99.99** | **0.01** |

Future Consumer Enterprise Limited



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## ITEM NO. 4 : Issue of Non-Convertible Debentures

| 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 | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 |
| | Poll | | 72,20,45,543 | 99.98 | 72,20,45,543 | 0 | 100.00 | 0.00 |
| | Postal Ballot (if applicable) | NA | NA | NA | NA | NA | NA | NA |
| | Total | **72,22,12,331** | **72,20,45,543** | 99.98 | **72,20,45,543** | **0** | **100.00** | **0.00** |
| Public – Institutions | E-Voting | 30,28,14,632 | 15,91,99,015 | 52.57 | 15,91,99,015 | 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 | **30,28,14,632** | **15,91,99,015** | **52.57** | **15,91,99,015** | **0** | **100.00** | **0.00** |
| Public - Non Institutions | E-Voting | 63,24,15,075 | 15,16,43,411 | 23.98 | 15,16,23,511 | 19,900 | 99.99 | 0.01 |
| | Poll | | 12,08,862 | 0.19 | 12,03,262 | 5,600 | 99.54 | 0.46 |
| | Postal Ballot (if applicable) | NA | NA | NA | NA | NA | NA | NA |
| | Total | **63,24,15,075** | **15,28,52,273** | **24.17** | **15,28,26,773** | **25,500** | **99.98** | **0.02** |
| **Total** | | **1,65,74,42,038** | **1,03,40,96,831** | **62.39** | **1,03,40,71,331** | **25,500** | **99.99** | **0.01** |

Future Consumer Enterprise Limited

**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 22nd January, 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 resolutions as per the Annexure attached, at the Extra Ordinary General Meeting of the Equity Shareholders of Future Consumer Enterprise Limited (the Company) held on 22nd January, 2016 at 2.00 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. Rakesh Achhpal 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 poll papers, which were incomplete and/or which were otherwise found defective have been treated as invalid and kept separately.

4. The result of the poll (including voting through remote e-voting) is as per annexure attached herewith.

22/01/2016

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

6. 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 had 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:**

All the resolutions 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,

22/01/2016

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

Place: Mumbai

Date: 22/01/2016

## 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 | 58 | 310819584 | 99.99 | 6 | 22955 | 0.01 | 0 | 0 |
| | | | | Poll at EGM | 50 | 723248805 | 100 | 5 | 5600 | 0 | 1 | 2 |
| | | | | **Total** | **108** | **1034068389** | **99.99** | **11** | **28555** | **0.01** | **1** | **2** |
| 2 | 2 | Issue of Warrants on a preferential basis. | Special | Remote E-Voting | 58 | 310819164 | 99.99 | 5 | 22200 | 0.01 | 1 | 1175 |
| | | | | Poll at EGM | 35 | 1028162 | 0.14 | 5 | 5600 | 0 | 1 | 2 |
| | | | | Total | 93 | **311847326** | 99.99 | 10 | **27800** | **0.01** | 2 | 1177 |
| 3 | 3 | Alteration of Articles of Association of the Company | Special | Remote E-Voting | 59 | 310815999 | 99.99 | 4 | 20400 | 0.01 | 1 | 6140 |
| | | | | Poll at EGM | 50 | 723248805 | 100 | 5 | 5600 | 0 | 1 | 2 |
| | | | | Total | 109 | 1034064804 | 99.99 | 9 | 26000 | 0.01 | 2 | 6412 |
| 4 | 4 | Issue of Non-Convertible Debentures | Special | Remote E-Voting | 59 | 310822526 | 99.99 | 4 | 19900 | 0.01 | 1 | 113 |
| | | | | Poll at EGM | 50 | 723248805 | 100 | 5 | 5600 | 0 | 1 | 2 |
| | | | | **Total** | **109** | **1034071331** | 99.99 | 9 | **25500** | **0.01** | **2** | **115** |

22/01/2016