FUTURE CONSUMER LIMITED *(Formerly Future Consumer Enterprise Limited)*
Corporate Office : 247 Park, Tower "C", 8th Floor, LBS Marg, Vikhroli (W), Mumbai - 400 083
(T) +91 22 6119 0000 | www.futureconsumer.in
Regd. Office : Knowledge House, Shyam Nagar, Off JVLR, Jogeshwari (East), Mumbai - 400 060
(T) +91 22 6644 2200 | CIN: L52602MH1996PLC192090

17th February, 2017

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 FCONSUMER

Sub: Result of Postal Ballot and Disclosure in terms of Regulation 30 of 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 issue of Non-Convertible Debentures 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, 16th February, 2017.

4. The Scrutinizer has submitted his report for the postal ballot, result whereof is announced on 17th February, 2017.

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 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 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) Issue of Non-Convertible Debentures on private placement basis or otherwise as may be permissible within the overall borrowing limits of the Company, as approved by the Shareholders from time to time.

Future Consumer Limited

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b) Alteration of Objects Clause of the Memorandum of Association of the Company by deleting the following existing Clause III(a)(3) from the Main Objects and inserting the same as Clause III(b)(1F) after the existing Clause III(b)(1E) of the Memorandum of Association of the Company:

Clause III(b)(1F):

"To subscribe for, absolutely or conditionally, purchase or otherwise acquire and to hold, dispose of and trade in shares, stocks and securities of any other company whether Indian or foreign, carry on the business of financiers, that is to say, to lend money either with or without security to such person or persons, firms, associations, companies, or bodies corporate and upon such terms and conditions as the Company thinks fit but the Company shall not do banking as defined in the Banking Regulation Act, 1949, mobilise capital from financial investors and public markets and to manage the investment of such funds in business opportunities in India."

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 LIMITED**
(formerly known as Future Consumer Enterprise Limited)

Manoj Gagvani
Company Secretary & Head – Legal

Encl.: as above

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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

Mode of Voting: Postal Ballot and E-voting

ITEM NO. 1 : 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	722,212,331	722,112,712	99.99	722,112,712	0	99.99	0.00
	Poll		NA	NA	NA	NA	NA	NA
	Postal Ballot (if applicable)		99,619	0.01	99,619	0	0.01	0.00
	Total	**722,212,331**	**722,212,331**	**100.00**	**722,212,331**	**0**	**100.00**	**0.00**
Public – Institutions	E-Voting	325,734,526	171,190,082	52.56	167,516,291	3,673,791	97.85	2.15
	Poll		NA	NA	NA	NA	NA	NA
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total	**325,734,526**	**171,190,082**	**52.56**	**167,516,291**	**3673791**	**97.85**	**2.15**
Public - Non Institutions	E-Voting	614,545,381	78,589,414	12.79	78,523,666	65,748	99.92	0.08
	Poll		NA	NA	NA	NA	NA	NA
	Postal Ballot (if applicable)		3,744,760	0.61	3,735,160	9600	99.74	0.26
	Total	**614,545,381**	**82,334,174**	**13.40**	**82,258,826**	**75,348**	**99.91**	**0.09**
Total		**1,662,492,238**	**975,736,587**	**58.69**	**971,987,448**	**3,749,139**	**99.62**	**0.38**

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ITEM NO. 2 : Alteration of Objects Clause 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	722,212,331	722,112,712	99.99	722,112,712	0	99.99	0.00
	Poll		NA	NA	NA	NA	NA	NA
	Postal Ballot (if applicable)		99,619	0.01	99619	0	0.01	0.00
	Total	**722,212,331**	**722,212,331**	**100.00**	**722,212,331**	**0**	**100.00**	**0.00**
Public – Institutions	E-Voting	325,734,526	171,190,082	52.56	171,190,082	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	**325,734,526**	**171,190,082**	**52.56**	**171,190,082**	**0**	**100.00**	**0.00**
Public - Non Institutions	E-Voting	614,545,381	78,595,296	12.79	78,487,483	107,813	99.86	0.14
	Poll		NA	NA	NA	NA	NA	NA
	Postal Ballot (if applicable)		3,747,985	0.61	3,737,210	10775	99.71	0.29
	Total	**614,545,381**	**82,343,281**	**13.40**	**82,224,693**	**118,588**	**99.86**	**0.14**
Total		**1,662,492,238**	**975,745,694**	**58.69**	**975,627,106**	**118,588**	**99.99**	**0.01**

Future Consumer Limited

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 LIMITED
(Formerly Known as 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 Limited ('the Company') (Formerly Known as Future Consumer Enterprise Limited) has vide resolution passed on 12th January, 2017 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 January, 2017:

- Issue of Non-Convertible Debentures.
- Alteration of objects 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 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

Future Consumer Limited

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

19/02/17

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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

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

Company Secretaries

Ref.:_____

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 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 January, 2017 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 06th January, 2017 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, 16th February, 2017, 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, 18th January, 2017 at 09.00 a.m. up to Thursday, 16th February, 2017 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:

Consumer Limited Future

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

17/02/17

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

Company Secretaries

Ref.: _____

Resolution No: 1: (Special Resolution): Issue of Non-Convertible Debentures

(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	64	3834779	99.75
Voting Through Electronic Means	321	968152669	99.62
Total	**385**	**971987448**	**99.62**

(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	07	9600	0.25
Voting Through Electronic Means	21	3739539	0.38
Total	**28**	**3749139**	**0.38**

(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	21	4083956
Voting Through Electronic Means	06	12982
Total	**27**	**4096938**

Future Consumer Limited

SHAH NILESH G. FCS No.:4554 C.P No.:2621 COMPANY SECRETARY

19/02/19

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

Company Secretaries

Ref.. _____

Resolution No: 2: (Special Resolution): Alteration of objects 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	70	3836829	99.72
Voting Through Electronic Means	318	971790277	99.99
Total	**388**	**975627106**	**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	8	10775	0.28
Voting Through Electronic Means	26	107813	0.01
Total	**34**	**118588**	**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	14	4080731
Voting Through Electronic Means	04	7100
Total	**18**	**4087831**

Future Consumer Limited

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

17/02/2017

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

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,

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

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

Place: Mumbai

Dated: 17/02/2017

Consumer Limited Future

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