

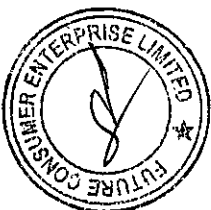
Details of Voting Result in terms of Clause 35A of the Listing Agreement

Date of the Annual General Meeting	26 th August, 2014
Total number of shareholders on record date	24,248 (as on 18 July, 2014)
No. of shareholders present in the meeting either in person or through proxy	
Promoters and Promoter Group	10
Public	73
Total	83
No. of Shareholders attended the meeting through Video Conferencing	
Promoters and Promoter Group	None
Public	None
Total	

Mode of voting: E-voting

ITEM No. 1: Adoption of Audited Financial Statements of the Company for the year ended 31st March, 2014 together with the Reports of the Board of Directors and Auditors thereon
(Ordinary 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	66,32,08,836	66,31,09,217	99.98	66,31,09,217	0	100.00	0.00
Public Institutional holders	30,76,98,889	1,19,561	0.04	1,19,561	0	100.00	0.00
Public-Others	62,70,68,946	7,39,801	0.12	7,36,801	3,000	99.59	0.41
Total	1,59,79,76,671	66,39,68,579	41.55	66,39,65,579	3,000	100.00	0.00

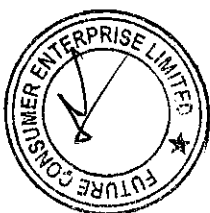


ITEM No. 2: Re-appointment of Mr. B. Anand (DIN:02792009), Director retiring by rotation
(Ordinary Resolution)

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	66,32,08,836	66,31,09,217	99.98	66,31,09,217	0	100.00	0.00
Public Institutional holders	30,76,98,889	1,19,561	0.04	0	1,19,561	0.00	100.00
Public-Others	62,70,68,946	7,39,801	0.12	7,33,801	6,000	99.19	0.81
Total	1,59,79,76,671	66,39,68,579	41.55	66,38,43,018	1,25,561	99.98	0.02

ITEM No. 3: Appointment of M/s. Deloitte Haskins & Sells, Chartered Accountants (Registration Number 117364W) as Statutory Auditors of the Company for a period of 3 (three) years (Ordinary 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	66,32,08,836	66,31,09,217	99.98	66,31,09,217	0	100.00	0.00
Public Institutional holders	30,76,98,889	1,19,561	0.04	1,19,561	0	100.00	0.00
Public-Others	62,70,68,946	7,39,201	0.12	7,36,201	3,000	99.59	0.41
Total	1,59,79,76,671	66,39,67,979	41.55	66,39,64,979	3,000	100.00	0.00



ITEM No. 4: Appointment of Mr. G. N. Bajpai (DIN: 00946138), as an Independent Director of the Company to hold office for a period of 5 (five) years (**Ordinary 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	66,32,08,836	66,31,09,217	99.98	66,31,09,217	0	100.00	0.00
Public Institutional holders	30,76,98,889	1,19,561	0.04	1,19,561	0	100.00	0.00
Public-Others	62,70,68,946	7,39,801	0.12	7,36,801	3,000	99.59	0.41
Total	1,59,79,76,671	66,39,68,579	41.55	66,39,65,579	3,000	100.00	0.00

ITEM No. 5: Appointment of Mr. Anil Harish (DIN: 00001685), as an Independent Director of the Company to hold office for a period of 5 (five) years (**Ordinary 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	66,32,08,836	66,31,09,217	99.98	66,31,09,217	0	100.00	0.00
Public Institutional holders	30,76,98,889	1,19,561	0.04	0	1,19,561	0.00	100.00
Public-Others	62,70,68,946	7,39,201	0.12	7,36,201	3,000	99.59	0.41
Total	1,59,79,76,671	66,39,67,979	41.55	66,38,45,418	1,22,561	99.98	0.02

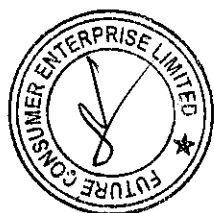


ITEM No. 6: Appointment of Mr. Jagdish Shenoy (DIN: 01754643), as an Independent Director of the Company to hold office for a period of 5 (five) years (**Ordinary Resolution**)

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	66,32,08,836	66,31,09,217	99.98	66,31,09,217	0	100.00	0.00
Public Institutional holders	30,76,98,889	1,19,561	0.04	1,19,561	0	100.00	0.00
Public-Others	62,70,68,946	7,39,451	0.12	7,36,451	3,000	99.59	0.41
Total	1,59,79,76,671	66,39,68,229	41.55	66,39,65,229	3,000	100.00	0.00

ITEM No. 7: Appointment of Ms. Vibha Rishi (DIN: 05180796), as an Independent Director of the Company to hold office for a period of 5 (five) years (**Ordinary 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	66,32,08,836	66,31,09,217	99.98	66,31,09,217	0	100.00	0.00
Public Institutional holders	30,76,98,889	1,19,561	0.04	0	1,19,561	0.00	100.00
Public-Others	62,70,68,946	7,39,801	0.12	7,35,901	3,900	99.47	0.53
Total	1,59,79,76,671	66,39,68,579	41.55	66,38,45,118	1,23,461	99.98	0.02



ITEM No. 8: Appointment of Mr. Frederic de Mevius (DIN: 03359921), as an Independent Director of the Company to hold office for a period of 5 (five) years (**Ordinary 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	66,32,08,836	66,31,09,217	99.98	66,31,09,217	0	100.00	0.00
Public Institutional holders	30,76,98,889	1,19,561	0.04	0	1,19,561	0.00	100.00
Public-Others	62,70,68,946	7,39,801	0.12	7,36,501	3,300	99.55	0.45
Total	1,59,79,76,671	66,39,68,579	41.55	66,38,45,718	1,22,861	99.98	0.02

ITEM No. 9: Appointment and payment of remuneration to Mr. Arun Kumar Agarwal as Manager 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	66,32,08,836	66,31,09,217	99.98	66,31,09,217	0	100.00	0.00
Public Institutional holders	30,76,98,889	1,19,561	0.04	1,19,561	0	100.00	0.00
Public-Others	62,70,68,946	7,39,801	0.12	7,36,801	3,000	99.59	0.41
Total	1,59,79,76,671	66,39,68,579	41.55	66,39,65,579	3,000	100.00	0.00



Ref.: _____

Report of Scrutinizer on E-Voting Process

[Pursuant to section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014]

To,
The Chairman
Future Consumer Enterprise Limited
(formerly known as Future Ventures India Limited)
Knowledge House, Shyam Nagar,
Off Jogeshwari – Vikhroli Link Road,
Jogeshwari (East), Mumbai 400 060

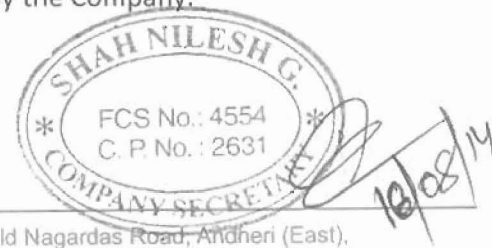
Sir,

SUB: Scrutinizer's Report on E-Voting Process conducted pursuant to the provisions of Section 108 of the Companies Act, 2013 ('the Act') read with Rule 20 of the Companies (Management and Administration) Rules, 2014 for Eighteenth Annual General Meeting

The Company had in accordance to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, provided to the members of the Company, facility to exercise their right of vote on the resolutions as set out in the Notice of Eighteenth Annual General Meeting of the Company scheduled to be held on 26th August, 2014 by way of electronic means.

I, Nilesh G. Shah, Company Secretary in Practice having membership no. FCS 4554, has been appointed as the Scrutinizer as required under Section 108 of the Companies Act, 2013 read with Rule 20(ix) of the Companies (Management and Administration) Rules, 2014 for the purpose of scrutinizing the e-voting process in a fair and transparent manner and ascertaining the requisites majority for passing of resolutions as contained in the Notice convening the Eighteenth Annual General Meeting of the Company to be held on 26th August, 2014.

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 electronic means on the resolutions contained in the notice for the 18th Annual General Meeting of the members of the Company. My responsibility as a scrutinizer for the e-voting process is restricted to ensure that the e-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 resolutions stated contained in the notice of 18th Annual General Meeting, based on the reports generated from the e-voting system provided by the National Securities Depository Limited (NSDL), the authorized agency to provide e-voting facilities, engaged by the Company.



Company Secretaries

Ref: _____

The notice dated 19th May, 2014 convening the Eighteenth Annual General Meeting of the Company to be held on 26th August, 2014 along with the statement setting out material facts under Section 102 of the Companies Act, 2013 were sent to the Members of the Company.

The Members of the Company holding shares on the record date ("Cut off" date) of 18th July, 2014 were entitled to vote on the proposed resolutions as set out in the notice of said Annual General Meeting.

In this regard, I submit my report as under:

1. The e-voting period remained open from Tuesday, 12th August, 2014 (9.30 a.m.) to Thursday 14th August, 2014 (6.00 p.m.).
2. At the end of the e-voting period, I have unblocked the electronic votes in the presence of two witnesses (Mr. Mahesh Darji – Qualified Company Secretary and Ms. Nidhi Kapashi) who are not in the employment of the Company.
3. The details containing list of shareholders who vote 'for' or 'against' each of the resolutions that were put to vote were downloaded from the e-voting website of NSDL (www.evoting.nsdl.com)
4. We have scrutinized the votes casted through electronic means for the purpose of this report.
5. The particulars of all the electronic votes casted by the members through e-voting process have been recorded in a register separately maintained for the purpose.
6. The result of the e voting is as per annexure attached herewith.
7. The Register, all other papers and relevant records relating to voting shall remain in our custody until the Chairman considers, approves and signs the minutes of aforesaid Annual General Meeting and the same are handed over to the Company Secretary for safe custody.



[Handwritten Signature]
18/08/14

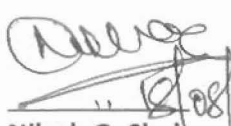
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Recommendation:

All the resolutions having secured requisite majority of votes, the respective resolutions may be considered to have been passed. The Chairman of Annual General Meeting may accordingly declare the result of e voting for respective resolution as set out in Notice of 18th Annual General Meeting.

Thanking you,

Yours truly,


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




Place: Mumbai

Annexure to the Scrutinizer's Report

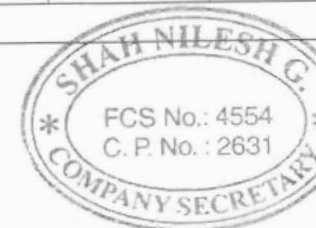
Result of Voting Through Electronic Means:

Sr. No.	Reso. No. /Item No.	Heading of Resolution	Type of Resolution	Valid Votes						Invalid Votes	
				Voting in Favour (Assent)			Voted Against (Dissent)			No. of Members Voting	No. of Votes Casted
				No. of Members Voting	No. of Votes Casted	% of valid votes	No. of Members Voting	No. of Votes Casted	% of valid votes		
1	1	Adoption of audited Financial Statements of the Company for the year ended 31st March, 2014 together with the Reports of the Board of Directors and Auditors thereon.	Ordinary	46	663965579	99.99	2	3000	0.00	0	0
2	2	Appointment of Mr. B. Anand, who retires by rotation and being eligible, offers himself for re-appointment.	Ordinary	43	663843018	99.98	5	125561	0.02	0	0
3	3	Appointment of M/s. Deloitte Haskins & Sells, Chartered Accountants as Statutory Auditors of the Company for a period of 3 years and to fix their remuneration	Ordinary	45	663964979	99.99	2	3000	0.01	0	0



 * SHAH NILESH G. *
 FCS No.: 4554
 C. P. No.: 2631
 COMPANY SECRETARY
 18/08/14

Sr. No.	Reso. No. /Item No.	Heading of Resolution	Type of Resolution	Valid Votes						Invalid Votes	
				Voting in Favour (Assent)			Voted Against (Dissent)			No. of Members Voting	No. of Votes Casted
				No. of Member s Voting	No. of Votes Casted	% of valid votes	No. of Members Voting	No. of Votes Casted	% of valid votes		
4	4	Appointment of Mr. G. N. Bajpai as an Independent Director of the Company to hold office for a period of five years.	Ordinary	46	663965579	99.99	2	3000	0.01	0	0
5	5	Appointment of Mr. Anil Harish as an Independent Director of the Company to hold office for a period of five years.	Ordinary	43	663845418	99.98	4	122561	0.02	0	0
6	6	Appointment of Mr. Jagdish Shenoy as an Independent Director of the Company to hold office for a period of five years.	Ordinary	45	663965229	99.99	2	3000	0.01	0	0
7	7	Appointment of Ms. Vibha Rishi as an Independent Director of the Company to hold office for a period of five years.	Ordinary	42	663845118	99.98	6	123461	0.02	0	0
Sr.	Reso.	Heading of Resolution	Type of	Valid Votes						Invalid Votes	



18/08/14

No.	No. /Item No.	Resolution	Voting in Favour (Assent)			Voted Against (Dissent)			No. of Members Voting	No. of Votes Casted	
			No. of Members Voting	No. of Votes Casted	% of valid votes	No. of Members Voting	No. of Votes Casted	% of valid votes			
8	8	Appointment of Mr. Frederic de Mevius as an Independent Director of the Company to hold office for a period of five years.	Ordinary	43	663845718	99.98	5	122861	0.02	0	0
9	9	Appointment of Mr. Arun Kumar Agarwal as Manager of the Company and approve payment of remuneration.	Special	46	663965579	99.99	2	3000	0.01	0	0



Handwritten signature and date: 18/08/14