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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 – Vikhroli 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 Committee of Directors of Future Consumer Enterprise Limited ('the Company') has vide resolution passed on 19th May, 2014, decided to conduct the process of voting through postal ballot for obtaining approval of Shareholders (other than individuals /entities forming part of Promoter and Promoter Group) of the Company for the resolution as set out in the notice dated 19th May, 2014 for Scheme of Amalgamation of Future Agrovet Limited with Future Consumer Enterprise Limited and their respective shareholders in terms of the requirements prescribed under Securities and Exchange Board of India ("SEBI") Circular CIR/CFD/DIL/8/2013 dated May 21, 2013 read with Para 5.16(a) of SEBI Circular CIR/CFD/DIL/5/2013 dated February 4, 2013.

The Company has provided the facility of voting through electronic means 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 clause 35B(i) of the Listing Agreement as entered by the Company with BSE Limited and The National Stock Exchange of India Limited.

I, Nilesh 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 (other than individuals /entities forming part of Promoter and Promoter Group) of the Company for Scheme of Amalgamation of Future Agrovet Limited with Future Consumer Enterprise Limited and their respective shareholders.



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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 postal ballot and electronic means on the resolution contained in the notice of postal ballot. My responsibility as a scrutinizer for the postal ballot voting process and 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 postal ballots 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 dated 19th May, 2014 along with the statement setting out material facts pursuant to the applicable provisions of the Companies Act, 1956 (which includes applicable provisions of Companies Act, 2013 to the extent made effective and notified) and Rules thereto 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 13th June, 2014 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 of casting vote to the Shareholders of the Company through postal ballot voting process 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 postal ballot and electronic means.
3. All Postal Ballot Forms received up to the close of the working hours on Monday, 28th July, 2014, 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 27th June, 2014 to 28th July, 2014.
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 put to vote was downloaded from the e-voting website of NSDL.



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8. We have scrutinized the votes casted through electronic means and also through physical ballot forms for the purpose of this report.
9. The particulars of all the electronic votes casted by the shareholders through e-voting process and votes casted by the members through physical 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 e-voting) by Shareholders (other than individuals /entities forming part of Promoter and Promoter Group) of the Company is as under:

Approval of Resolution for Scheme of Amalgamation of Future Agrovet Limited with Future Consumer Enterprise Limited and their respective shareholders.

(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	52	383620154	99.27
Voting Through Electronic Means	329	2685361	0.70
Total	381	386305515	99.97

(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	2	5500	0.00
Voting Through Electronic Means	34	111459	0.03
Total	36	116959	0.03

(iii) Invalid Votes:

Type of Voting	Total number of members whose votes were declared invalid	Total Number of votes cast by them
Voting Through Postal Ballot	1	3000
Voting Through Electronic Means	0	0
Total	1	3000



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

Company Secretaries

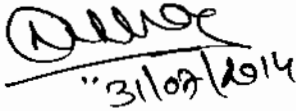
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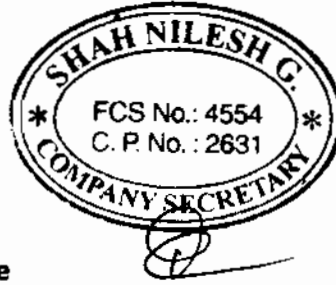
11. The Postal Ballot Forms and all other relevant records were handed over to the Company Secretary for safe keeping.

Recommendation: The resolution 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 by Postal Ballot.

Thanking You,

Yours Faithfully,


31/07/2014



Nilesh G. Shah
Company Secretary in Practice
(Scrutinizer)
Place: Mumbai
Dated: 31.07.2014