

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

Date of the Extra Ordinary General Meeting	12 th January, 2015
Total number of shareholders on record date	29,239 (as on 5 th December, 2014)
No. of shareholders present in the meeting either in person or through proxy	
Promoters and Promoter Group	10
Public	59
Total	69
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: Issue of Equity Shares on Preferential Basis (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	70,18,47,978	70,17,48,359	99.99	70,17,48,359	0	100.00	0.00
Public – Institutional holders	30,14,67,501	15,20,43,000	50.43	15,20,43,000	0	100.00	0.00
Public-Others	60,73,89,692	80,36,693	1.32	79,43,624	7,100	98.84	0.09
Total	1,61,07,05,171	86,18,28,052	53.51	86,17,34,983	7,100	99.99	0.00





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ITEM No. 2: Appointment of Ms. Ashni Biyani (DIN: 00058775) as Whole Time Director of the Company and payment of remuneration. (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	70,18,47,978	70,16,81,190	99.98	70,16,81,190	0	100.00	0.00
Public – Institutional holders	30,14,67,501	0	0.00	0	0	0.00	0.00
Public-Others	60,73,89,692	80,36,693	1.32	79,44,624	6,100	98.85	0.08
Total	1,61,07,05,171	70,97,17,883	44.06	70,96,25,814	6,100	99.99	0.00

ITEM No. 3: Approval of Future Consumer Enterprise Limited Employee Stock Option Plan 2014 and grant of Employee Stock Options to the employees of the Company thereunder. (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	70,18,47,978	70,17,48,359	99.99	70,17,48,359	0	100.00	0.00
Public – Institutional holders	30,14,67,501	15,20,43,000	50.43	15,20,43,000	0	100.00	0.00
Public-Others	60,73,89,692	80,36,693	1.32	79,44,624	6,100	98.85	0.08
Total	1,61,07,05,171	86,18,28,052	53.51	86,17,35,983	6,100	99.99	0.00





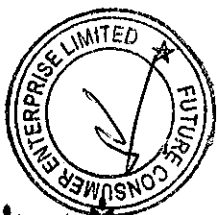
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ITEM No. 4: Grant of Employee Stock Options to the employees of the Subsidiary(ies) of the Company under Future Consumer Enterprise Limited Employee Stock Option Plan 2014. (Special Resolution)

Promoter/ Public	No. of shares held	No. of votes polled	% of Votes Polled on outstandin g 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	70,18,47,978	70,17,48,359	99.99	70,17,48,359	0	100.00	0.00
Public - Institutional holders	30,14,67,501	15,20,43,000	50.43	15,20,43,000	0	100.00	0.00
Public-Others	60,73,89,692	80,36,693	1.32	79,39,824	10,900	98.79	0.14
Total	1,61,07,05,171	86,18,28,052	53.51	86,17,31,183	10,900	99.99	0.00

ITEM No. 5: Approval for formation of Trust for the implementation of Future Consumer Enterprise Limited Employee Stock Option Plan 2014. (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	70,18,47,978	70,17,48,359	99.99	70,17,48,359	0	100.00	0.00
Public - Institutional holders	30,14,67,501	15,20,43,000	50.43	15,20,43,000	0	100.00	0.00
Public-Others	60,73,89,692	80,35,493	1.32	79,43,724	5,800	98.86	0.07
Total	1,61,07,05,171	86,18,26,852	53.51	86,17,35,083	5,800	99.99	0.00



FUTURE CONSUMER ENTERPRISE LIMITED (Formerly known as Future Ventures India Limited) CIN. L52602MH1996PLC192090

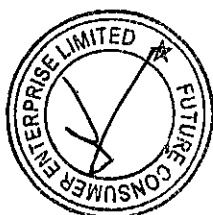
CORPORATE OFFICE 247 Park, Tower "C", 4th Floor, LBS Marg, Vikhroli (w), Mumbai 400 083 T: +91 22 6199 0000 www.futureconsumer.in
REGD. OFFICE Knowledge House, Shyam Nagar, Off. Jogeshwari Vikhroli Link Road, Jogeshwari (e), Mumbai 400 060 T: +91 22 3024 2200/1300



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ITEM No. 6: Authorising the Company for purchase of its own shares by the Trust/Trustees for the benefit of employees under Future Consumer Enterprise Limited Employee Stock Option Plan 2014. (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	70,18,47,978	70,17,48,359	99.99	70,17,48,359	0	100.00	0.00
Public Institutional holders	30,14,67,501	15,20,43,000	50.43	15,20,43,000	0	100.00	0.00
Public-Others	60,73,89,692	80,36,693	1.32	79,40,724	10,000	98.81	0.12
Total	1,61,07,05,171	86,18,28,052	53.51	86,17,32,083	10,000	99.99	0.00



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NILESH G. SHAH

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

Company Secretaries

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
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 Extra Ordinary General Meeting to be held on 12th January, 2015

The Board of Directors of Future Consumer Enterprise Limited ('the Company') have vide resolution passed on 12th December, 2014, decided to provide to the members of the Company, a facility to exercise their right of vote on the resolutions as set out in the notice of an Extra Ordinary General Meeting of the Company to be held on 12th January, 2015 by way of electronic means as required under the provisions of section 108 of the Companies Act, 2013 read with Rule 20 of the Companies' (Management and Administration) Rules, 2014.

I, Nilesh G. Shah, Company Secretary in Practice having membership no. FCS 4554, have been appointed as the Scrutinizer by the Board of Directors of the Company vide resolution passed on 12th December, 2014 as required under section 108 of the Companies Act, 2013 read with Rule 20(3)(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 requisite majority for passing of resolutions as contained in the notice convening the Extra Ordinary General Meeting of the Company to be held on 12th January, 2015.

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 Extra Ordinary 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



Company Secretaries

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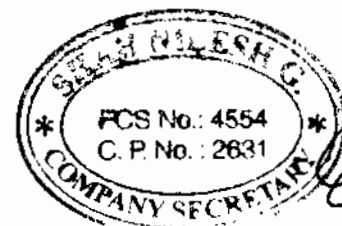
"against" the resolutions as contained in the notice convening the Extra Ordinary General Meeting of the Company to be held on 12th January, 2015, based on the reports generated from the e-voting system provided by the National Securities Depository Limited (NSDL), the authorized agency to provide e-voting facilities, engaged by the Company.

The notice dated 12th December, 2014 convening the Extra Ordinary General Meeting of the Company to be held on 12th January, 2015 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 5th December, 2014 were entitled to vote on the resolutions proposed as set out in the notice of Extra Ordinary General Meeting.

In this regard, I submit my report as under:

1. The e-voting period remained open from Monday, 29th December, 2014 (9.30 a.m.) to Wednesday, 31st December, 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 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.nsd.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 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 Extra Ordinary General Meeting and the same are handed over to the Company Secretary for safe custody.



Company Secretaries

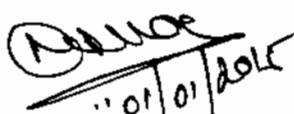
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Recommendation:

All the resolutions having secured requisites majority of votes, the respective resolutions may be considered to have been passed. The Chairman of Extra Ordinary General Meeting may accordingly declare the result of voting for respective resolution as set out in the Notice convening the Extra Ordinary General Meeting of the Company to be held on 12th January, 2015.

Thanking you,

Yours truly,


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




01/01/2015

Place: Mumbai

Annexure to the Scrutinizer's Report

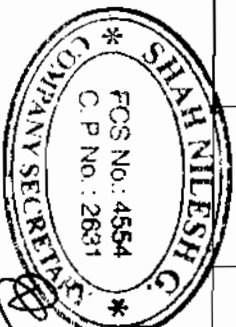
Result of Voting Through Electronic Means:

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		
1	1	Issue of Equity Shares on Preferential basis	Special	46	861734983	99.99	7	7100	0	0
2	2	Appointment of Ms. Ashni Biyani as Whole Time Director of the Company and approve payment of remuneration	Special	45	709625814	99.99	6	6100	0	0
3	3	Approval of Future Consumer Enterprise Limited Employee Stock Option Plan 2014 and grant of Employee Stock Options to the employees of the Company thereunder	Special	47	861735983	99.99	6	6100	0	0



Shar Nilesh G.
01/01/2015

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		
4	4	Grant of Employee Stock Options to the employees of the Subsidiary Company (ies) of the Company under Future Consumer Enterprise Limited Employee Stock Option Plan 2014	Special	45	861731183	99.99	8	10900	0.01	0	0
5	5	Approval of Trust route for the implementation of Future Consumer Enterprise Limited Employee Stock Option Plan 2014.	Special	47	861735083	99.99	5	5800	0.01	0	0
6	6	Provision of money by the Company for purchase of its own shares by the Trust/ Trustees for the benefit of employees under Future Consumer Enterprise Limited Employee Stock Option Plan 2014	Special	45	861732083	99.99	8	10000	0.01	0	0



(Signature)
01/01/2015