

an integrated food & FMCG company

7th October, 2014

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 FCEL

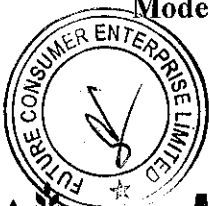
Sub: Result of Postal Ballot

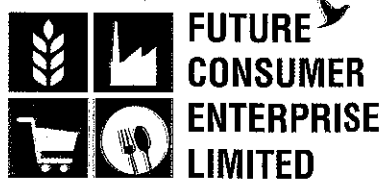
Dear Sir/Madam,

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 in respect of the following resolutions:
 - i. To approve borrowing limits of the Company
 - ii. Creation of charges on the assets of the Company
 - iii. Issue of Non Convertible Debentures
 - iv. Authority to the Board of Directors to make investments, give loans, provide guarantee / security in excess of limits prescribed under Section 186 of the Companies Act, 2013
 - v. Approval for Related Party Transaction(s)
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 Monday, 6th October, 2014.
4. The Scrutinizer has submitted his report for the postal ballot, result whereof is announced on 7th October, 2014 by placing it on the website of the Company.
5. In terms of Clause 35A of the Listing Agreement, details of voting result for the postal ballot is as under:

Mode of Voting: Postal Ballot and E-voting

...2





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7th October, 2014

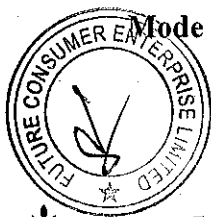
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Mode of Voting: Postal Ballot and E-voting

...2



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

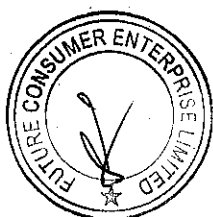
CORPORATE OFFICE 247 Park, Tower "C", 4th Floor, LBS Marg, Vikhroli (w), Mumbai 400 083 T: +91 22 6199 0000 www.futureconsumer.com
REGD. OFFICE Knowledge House, Shyam Nagar, Off. Jogeshwari Vikhroli Link Road, Jogeshwari (e), Mumbai 400 060 T: +91 22 3024 2200/1300

ITEM NO. 1: To approve borrowing limits of the Company (Special Resolution)

Promoter/ Public	No. of shares held	No. of votes polled	% of Votes Polled on outstand ing 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	56,72,70,517	85.53	56,72,70,517	0	100.00	0.00
Public – Institutional holders	30,78,90,797	8,46,439	0.27	8,46,439	0	100.00	0.00
Public-Others	63,71,05,538	24,57,690	0.39	22,71,056	1,86,330	92.41	7.58
Total	1,60,82,05,171	57,05,74,646	35.48	57,03,88,012	1,86,330	99.97	0.03

ITEM NO. 2: Creation of charges on the assets of the Company (Special Resolution)

Promoter/ Public	No. of shares held	No. of votes polled	% of Votes Polled on outstand ing 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	56,72,70,517	85.53	56,72,70,517	0	100.00	0.00
Public – Institutional holders	30,78,90,797	8,46,439	0.27	8,46,439	0	100.00	0.00
Public-Others	63,71,05,538	24,57,990	0.39	23,48,033	1,09,653	95.53	4.46
Total	1,60,82,05,171	57,05,74,946	35.48	57,04,64,989	1,09,653	99.98	0.02



ITEM NO. 3: Issue of Non Convertible Debentures (Special Resolution)

Promoter/ Public	No. of shares held	No. of votes polled	% of Votes Polled on outstand ing 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	56,72,70,517	85.53	56,72,70,517	0	100.00	0.00
Public -- Institutional holders	30,78,90,797	8,46,439	0.27	8,46,439	0	100.00	0.00
Public-Others	63,71,05,538	24,48,590	0.38	22,97,847	1,50,439	93.84	6.14
Total	1,60,82,05,171	57,05,65,546	35.48	57,04,14,803	1,50,439	99.97	0.03

ITEM NO. 4: Authority to the Board of Directors to make investments, give loans, provide guarantee / security in excess of limits prescribed under Section 186 of the Companies Act, 2013 (Special Resolution)

Promoter/ Public	No. of shares held	No. of votes polled	% of Votes Polled on outstand ing 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	56,72,70,517	85.53	56,72,70,517	0	100.00	0.00
Public -- Institutional holders	30,78,90,797	8,46,439	0.27	0	8,46,439	0.00	100.00
Public-Others	63,71,05,538	24,58,090	0.39	21,72,929	2,84,857	88.40	11.59
Total	1,60,82,05,171	57,05,75,046	35.48	56,94,43,446	11,31,296	99.80	0.20



ITEM NO. 5: Approval for Related Party Transaction(s) (Special Resolution)

Promoter/ Public	No. of shares held	No. of votes polled	% of Votes Polled on outstand ing shares	No. of Votes – in favour	No. of Votes – against	% of Votes in favour on votes polled	% of Votes again st 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	0	0.00	0	0	0	0
Public – Institutional holders	30,78,90,797	8,46,439	0.27	8,46,439	0	100.00	0.00
Public-Others	63,71,05,538	21,97,084	0.34	19,86,511	2,10,269	90.42	9.57
Total	1,60,82,05,171	30,43,523	0.19	28,32,950	2,10,269	93.08	6.91

Note: The above results include voting done through physical postal ballot forms and e-voting system provided by NSDL.

6. Accordingly, the above mentioned Resolution(s) have been passed with requisite majority.

Kindly take the above on record.

Thanking you,

Yours truly,

For **Future Consumer Enterprise Limited**


Manoj Gagvani
Company Secretary & Head-Legal

NILESH G. SHAH B. Com. U.B (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 Enterprise Limited
Knowledge House, Shyam Nagar,
Off Jogeshwari Vikhroli Link Road,
Jogeshwari (East), Mumbai - 400 021.

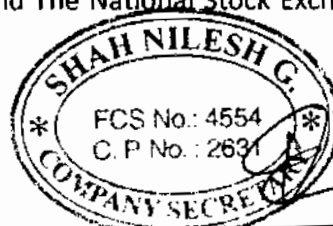
Dear Sir,

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 Enterprise Limited ('the Company') has vide resolution passed on 12th August, 2014, decided to conduct the process of voting through postal ballot for obtaining approval of Shareholders of the Company for the following resolution as set out in the notice dated 12th August, 2014:

- ❖ To approve borrowing Limits for the Company under Section 180(1)(c) of the Companies Act, 2013;
- ❖ For creation of Charge on the Assets of the Company under Section 180(1)(a) of the Companies Act, 2013;
- ❖ For Issuance of Non Convertible Debentures under Section 71 of the Companies Act, 2013;
- ❖ For authority to the Board of Directors of the Company to make an Investment, give Loans and Provide guarantee / security in excess of limits prescribed under section 186 of the Companies Act, 2013;
- ❖ For approval to the Related Party Transactions under section 188 of the Companies Act, 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.



07/10/14

Company Secretaries

Ref _____

I, Mr. Nilesh G. 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 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 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 12th August, 2014 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 15th August, 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 06.00 p.m. on Monday, 06th October, 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.



Company Secretaries

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5. The e-voting period remained open from Thursday 04th September, 2014 at 09.30 a.m. up to Monday 06th October, 2014 till 6.00 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 put to vote was downloaded from the e-voting website of NSDL.
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 of the Company is as under:

Resolution No: 1 : Approval of Resolution for Borrowing Limits 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	55	143694	94.619
Voting Through Electronic Means	261	570244318	99.969
Total	316	570388012	99.967



NILESH G. SHAH

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

Company Secretaries

Ref _____

(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	09	8172	5.381
Voting Through Electronic Means	09	178158	0.031
Total	48	186330	0.033

(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	0	0
Voting Through Electronic Means	1	2922
Total	1	2922

Resolution No: 2 : Approval for creation of charges on the assets 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	52	141894	93.804
Voting Through Electronic Means	258	570323095	99.982
Total	310	570464989	99.981



211 (Back Side) 2nd Floor, Building No. 1, Sona Udyog, Parsi Panchayat Road, Extn of Old Nagardas Road, Andheri (East),
Mumbai - 400 069. Tel : 2820 7824 / 2820 3582 E-mail : nilesh@ngshah.com

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 _____

(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	11	9372	6.196
Voting Through Electronic Means	44	100281	0.018
Total	55	109653	0.019

(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	01	600
Voting Through Electronic Means	01	2922
Total	02	3522

Resolution No: 3 : Approval for 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	57	145394	96.373
Voting Through Electronic Means	262	570269409	99.975
Total	319	570414803	99.974



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

Company Secretaries

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(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	06	5472	3.627
Voting Through Electronic Means	39	144967	0.025
Total	45	150439	0.026

(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	01	1000
Voting Through Electronic Means	01	2922
Total	02	3922

Resolution No: 4 : Approval for giving authority to the Board of Directors to make investments, give loans, provide guarantee/security in excess of limits prescribed under Section 186 of the Companies Act, 2013:

(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	143416	94.436
Voting Through Electronic Means	210	569300030	99.803
Total	262	569443446	99.802



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

Company Secretaries

Ref _____

(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	12	8450	5.564
Voting Through Electronic Means	91	1122846	0.197
Total	103	1131296	0.198

(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	0	0
Voting Through Electronic Means	01	2922
Total	01	2922

Resolution No: 5 : Approval for Related Party Transaction:

(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	56	144994	95.475
Voting Through Electronic Means	209	2687956	92.965
Total	265	2832950	93.091



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

Company Secretaries

Ref _____

(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	08	6872	4.525
Voting Through Electronic Means	79	203397	7.035
Total	87	210269	6.909

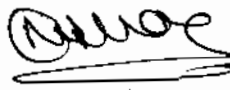
(iii) Invalid Votes:

Type of Voting	Total number of members whose votes were declared invalid	Total Number of votes cast by them
Voting Through Postal Ballot	0	0
Voting Through Electronic Means	01	2922
Total	01	2922

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,



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

Place: Mumbai
Dated: 07.10.2014