

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

<b>Date of the Annual General Meeting</b>	26 <sup>th</sup> August, 2015
<b>Total number of shareholders on record date</b>	33,166 (as on 19 <sup>th</sup> August, 2015)
<b>No. of shareholders present in the meeting either in person or through proxy</b>	
Promoters and Promoter Group	9
Public	118
<b>Total</b>	<b>127</b>
<b>No. of Shareholders attended the meeting through Video Conferencing</b>	
Promoters and Promoter Group	None
Public	None
<b>Total</b>	<b>-</b>

**Mode of voting:** E-voting and voting done through ballot paper at the AGM

**ITEM No. 1:** To consider and adopt the audited Financial Statements of the Company for the year ended 31<sup>st</sup> March, 2015 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 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	72,22,12,331	72,22,12,331	100.00	72,22,12,331	0	100.00	00.00
Public – Institutional holders	30,79,12,008	15,91,99,015	51.70	15,91,99,015	0	100.00	00.00
Public- Others	62,70,19,699	29,76,77,175	47.47	29,76,70,556	6,619	99.99	00.01
<b>Total</b>	<b>1,65,71,44,038</b>	<b>1,17,90,88,521</b>	<b>71.15</b>	<b>1,17,90,81,902</b>	<b>6,619</b>	<b>99.99</b>	<b>00.01</b>



**ITEM No. 2:** To appoint a Director in place of Ms. Ashni Biyani (DIN: 00058775), who retires by rotation and being eligible, offers herself for re-appointment. **(Ordinary 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	72,22,12,331	72,22,12,331	100.00	72,22,12,331	0	100.00	00.00
Public – Institutional holders	30,79,12,008	71,56,015	2.32	71,56,015	0	100.00	00.00
Public- Others	62,70,19,699	29,76,77,175	47.47	29,76,54,455	22,720	99.99	00.01
<b>Total</b>	<b>1,65,71,44,038</b>	<b>1,02,70,45,521</b>	<b>61.98</b>	<b>1,02,70,22,801</b>	<b>22,720</b>	<b>99.99</b>	<b>00.01</b>

**ITEM No. 3:** To ratify the appointment of M/s. Deloitte Haskins & Sells, Chartered Accountants (Registration Number 117364W), as Statutory Auditors of the Company. **(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	72,22,12,331	72,22,12,331	100.00	72,22,12,331	0	100.00	00.00
Public – Institutional holders	30,79,12,008	15,91,99,015	51.70	15,91,99,015	0	100.00	00.00
Public- Others	62,70,19,699	29,76,77,175	47.47	29,76,72,456	4,719	99.99	00.01
<b>Total</b>	<b>1,65,71,44,038</b>	<b>1,17,90,88,521</b>	<b>71.15</b>	<b>1,17,90,83,802</b>	<b>4,719</b>	<b>99.99</b>	<b>00.01</b>



**ITEM No. 4:** To appoint Mr. Krishan Kant Rathi (Din: 00040094) as a Director, liable to retire 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	72,22,12,331	72,22,12,331	100.00	72,22,12,331	0	100.00	00.00
Public – Institutional holders	30,79,12,008	15,91,99,015	51.70	15,91,99,015	0	100.00	00.00
Public- Others	62,70,19,699	29,76,77,175	47.47	29,76,66,356	10,819	99.99	00.01
<b>Total</b>	<b>1,65,71,44,038</b>	<b>1,17,90,88,521</b>	<b>71.15</b>	<b>1,17,90,77,702</b>	<b>10,819</b>	<b>99.99</b>	<b>00.01</b>



# NILESH G. SHAH

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

## Company Secretaries

Ref. \_\_\_\_\_

### FORM NO. MGT-13

#### Report of Scrutinizer

[Pursuant to section 109 of the Companies Act, 2013 and rule 21(2) of the Companies (Management and Administration) Rules, 2014]

To,  
**The Chairman**  
**of 19<sup>th</sup> Annual General Meeting**  
**of Future Consumer Enterprise Limited**  
Held on Wednesday the 26<sup>th</sup> August, 2015  
At Rangswar Hall, 4<sup>th</sup> Floor,  
Yashwantrao Chavan Pratishthan,  
Gen. Jagannathrao Bhonsle Marg,  
Opp. Mantralaya, Mumbai – 400 021

Sir,

I, Nilesh Shah, Practicing Company Secretary (Membership No. FCS- 4554) was appointed as a Scrutinizer for the purpose of the poll (including remote e-voting) taken on the resolutions as per the Annexure attached, at the 19<sup>th</sup> Annual General Meeting of the Equity Shareholders of Future Consumer Enterprise Limited (the Company) held on 26<sup>th</sup> August, 2015 at 3.00 p.m. at Rangswar Hall, 4<sup>th</sup> Floor, Yashwantrao Chavan Pratishthan, Gen. Jagannathrao Bhonsle Marg, Opp. Mantralaya, Mumbai – 400 021. I hereby submit my report as under:

1. After the time fixed for closing of the poll by the Chairman, Two (2) ballot boxes were kept for polling and the same was locked in my presence with due identification marks placed on the same.
2. The locked ballot boxes were subsequently opened in my presence (along with presence of two witnesses viz. Mr. Jimit Shah and Mr. Deep Shah, both are not in employment of the company) and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Company / Registrar and Share Transfer Agents of the Company and the authorizations / Proxies lodged with the Company. The Signature of Members and No. of Shares held by respective members were scrutinized and confirmed by the Registrar and Share Transfer Agent.
3. The poll papers, which were incomplete and/or which were otherwise found defective have been treated as invalid and kept separately.
4. The result of the poll (including voting through remote e-voting) is as per annexure attached herewith.



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

20/08/2015

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

## Company Secretaries

Ref \_\_\_\_\_

5. The list of equity shareholders who voted 'for' or 'against' and those whose votes were declared 'invalid' for each resolution is enclosed.

6. The poll papers and all other relevant records were sealed and handed over to the Representative of the Company for keeping under safe custody.

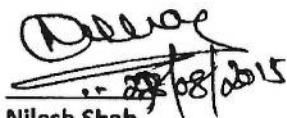
**Note:** Shareholders had been provided the facility of remote E-voting also. This report contains the result of consolidated voting (i.e. Remote E-voting and through Poll at Annual General Meeting) casted by the shareholders.

### Recommendation:

All the resolutions having secured requisite majority of votes, may be considered to have been passed. The Chairman may accordingly declare the result of voting.

Thanking you,

Yours truly,

  
22/08/2015

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



22/08/2015



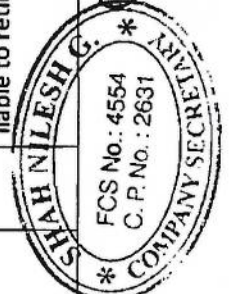
Place: Mumbai

Date: 22/08/2015

**Annexure to the Scrutinizer's Report**

**Result of Voting (through remote e-voting and physical ballot at AGM):**

Sr. No.	Reso. No./Item No.	Heading of Resolution	Type of Resolution	Type of Voting	Valid Votes				Invalid Votes / Abstain		
					Voting in Favour (Assent)		Voted Against (Dissent)		No. of Members Voting	% of valid votes	No. of Members Voting
					No. of Members Voting	No. of Votes Casted	% of valid votes	No. of Members Voting	No. of Votes Casted	% of valid votes	No. of Members Voting
1	1	Adoption of audited Financial Statements of the Company for the year ended 31 <sup>st</sup> March, 2015 together with the Reports of the Board of Directors and Auditors thereon.	Ordinary	Remote E-Voting	75	1036959367	99.99	05	6619	0.01	0
				Poll at AGM	83	142122535	100	0	0	0	0
				Total	158	1179081902	99.99	05	6619	0.01	0
2	2	Re-appointment of Ms. Ashni Biyani as Director of the Company liable to retire by rotation	Ordinary	Remote E-Voting	67	884900266	99.99	12	22720	0.01	01
				Poll at AGM	83	142122535	100	0	0	0	0
				Total	150	1027022801	99.99	12	22720	0.01	03
3	3	Ratification of appointment of M/s. Deloitte Haskins & Sells, Chartered Accountants as statutory auditors of the Company.	Ordinary	Remote E-Voting	74	1036961267	99.99	06	4719	0.01	0
				Poll at AGM	83	142122535	100	0	0	0	0
				Total	157	1179083802	99.99	06	4719	0.01	0
4	4	Appointment of Mr. Krishan Kant Rathi as Director of the Company liable to retire by rotation.	Ordinary	Remote E-Voting	71	1036955167	99.99	09	10819	0.01	0
				Poll at AGM	83	142122535	100	0	0	0	0
				Total	154	1179077702	99.99	09	10819	0.01	0



*Shah Nileshe G.*  
27/08/2015