

FUTURE CONSUMER LIMITED (Formerly Future Consumer Enterprise Limited)

Corporate Office : 247 Park, Tower "C", 8th Floor, LBS Marg, Vikhroli (W), Mumbai - 400 083

(T) +91 22 6119 0000 | www.futureconsumer.in

Regd. Office : Knowledge House, Shyam Nagar, Off JVLR, Jogeshwari (East), Mumbai - 400 060

(T) +91 22 6644 2200 | CIN: L52602MH1996PLC192090

8th May, 2019

To,
The Secretary
Department of Corporate Services
BSE Limited
P. J. Towers, Dalal Street,
Mumbai – 400 001.
Scrip Code: 533400

To,
Asst. Vice President -Listing
National Stock Exchange of India Limited
Exchange Plaza,
Bandra Kurla Complex,
Bandra (East), Mumbai-400 051
Scrip Code: FCONSUMER

Dear Sir,

Sub: Proceedings and Disclosure of voting results of an Extra Ordinary General Meeting of the Company held On 8th May, 2019

Pursuant to the provisions of Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**SEBI Regulations**"), please find enclosed herewith a summary of the proceedings of an Extra Ordinary General Meeting of the Company held on Wednesday, 8th May, 2019 at 10.30 a.m. at Rangswar Hall, 4th Floor, Yashwantrao Chavan Pratishthan, Gen. Jagannathrao Bhonsle Marg, Opp. Mantralaya, Mumbai – 400 021 ("**EGM**").

Further, in terms of Regulation 44(3) of the SEBI Regulations, please find enclosed herewith details of voting results in respect of the matters transacted at the said EGM.

The Report submitted by the Scrutinizer, Mr. Nilesh Shah, Practicing Company Secretary, for E-voting and voting done through physical ballot paper at the EGM is also enclosed herewith.

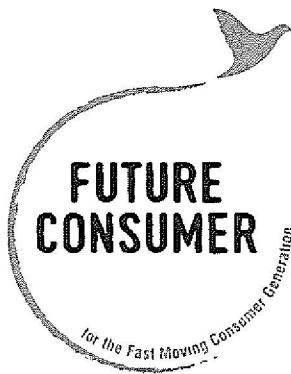
Kindly take the aforesaid on records and acknowledge receipt of the same.

Thanking you,

Yours truly,
For **Future Consumer Limited**

Manoj Gagvani
Company Secretary & Head – Legal

Encl.: As above



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Summary of proceedings of the Extra Ordinary General Meeting

The Extra Ordinary General Meeting ("EGM") of the Members of Future Consumer Limited ("the Company") was convened on Wednesday, 8th May, 2019 at 10.30 a.m. at Rangswar Hall, 4th Floor, Yashwantrao Chavan Pratishthan, Gen. Jagannathrao Bhonsle Marg, Opp. Mantralaya, Mumbai – 400 021 and concluded at 11.10 a.m.

1. Mr. G. N Bajpai, Chairman of the Company took the Chair.
2. The following Directors were also present at the EGM
 - a) Ms. Ashni Biyani
 - b) Mr. Narendra Baheti and
 - c) Mr. Harminder Sahni

Mr. Kishore Biyani, Mr. K. K. Rathi, Mr. Adhiraj Harish, Mr. Frederic de Mevius, Mr. Deepak Malik and Ms. Neha Bagaria could not attend the EGM, due to their other commitments.

3. The requisite quorum was present at the EGM and accordingly the Chairman called the Meeting to order. The requisite quorum was present throughout the Meeting. 133 Members were present at the EGM (including Members attended through proxy).
4. The Chairman informed the Members that facility for casting votes by remote e-voting was provided to Members from 9.00 a.m. on 5th May, 2019 upto 5.00 p.m. on 7th May, 2019. The Chairman further informed that facility to cast votes through physical ballot paper at the EGM was also provided to those members who were present at the EGM and had not casted their votes through remote e-voting.
5. The Chairman further informed that, Mr. Nilesh Shah, representing M/s. Nilesh Shah & Associates, Practicing Company Secretaries was appointed as the Scrutinizer to scrutinize the voting done through remote e-voting and physical ballot paper in a fair and transparent manner.
6. The Chairman took up the items of Special Business before the Meeting, as listed under Serial Nos. 1 to 5 below. He gave the Members an opportunity to ask questions or seek clarifications and thereafter adequate reply was provided to the Members.





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7. The following items of business as set out in the Notice of the said EGM were transacted:

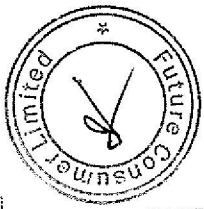
Special Business:

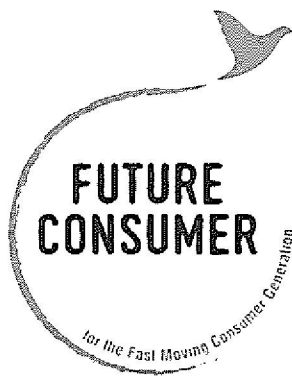
1. Issue of Compulsorily Convertible Debentures on a preferential basis
2. Issue of Warrants on a preferential basis
3. Issue of Non-Convertible Debentures
4. Appointment of Mr. Harminder Sahni (DIN: 00576755) as an Independent Director of the Company
5. Appointment of Ms. Neha Bagaria (DIN: 00178703) as an Independent Director of the Company

The Chairman announced that the e-voting results along with the consolidated Scrutinizer's Report shall be informed to Stock Exchanges and also be placed on the website of the Company and Stock Exchanges.

The Chairman thanked the Members for attending the EGM and declared the Meeting as concluded.

As per the report submitted by the Scrutinizer, all the above resolutions forming part of Notice calling the said EGM were passed by the Members with necessary amendments proposed thereto, with the requisite majority.





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Details of Voting Result in terms of Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015

Date of the Extra Ordinary General Meeting	8 th May,2019
Total number of shareholders on record date	1,50,590 (as on 1 st May,2019)
No. of shareholders present in the meeting either in person or through proxy	
Promoters and Promoter Group	20
Public	113
Total	133
No. of Shareholders attended the meeting through Video Conferencing	
Promoters and Promoter Group	None
Public	None
Total	-

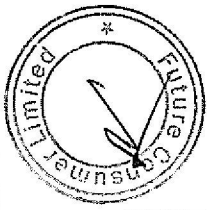
ITEM NO. 1 : Issue of Compulsorily Convertible Debentures on a preferential basis.								
Resolution required: (Ordinary/ Special) : Special Resolution								
Whether promoter/ promoter group are interested in the agenda/resolution? : NO								
Category	Mode of Voting	No. of shares held	No. of votes 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	E-Voting	889,183,098	889,183,098	100.00	889,183,098	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)	NA	NA	NA	NA	NA	NA	NA
	Total	889,183,098	889,183,098	100.00	889,183,098	0	100.00	0.00
Public Institutions	E-Voting	359,370,639	335,059,109	93.23	335,059,109	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)	NA	NA	NA	NA	NA	NA	NA
	Total	359,370,639	335,059,109	93.23	335,059,109	0	100.00	0.00
Public - Non Institutions	E-Voting	671,908,943	15,257,115	2.27	15,244,758	12,357	99.92	0.08
	Poll		6,143,323	0.91	6,143,300	23	100.00	0.00
	Postal Ballot (if applicable)	NA	NA	NA	NA	NA	NA	NA
	Total	671,908,943	21,400,438	3.19	21,388,058	12,380	99.94	0.06
Total		1,920,462,680	1,245,642,645	64.86	1,245,630,265	12,380	99.99	0.01

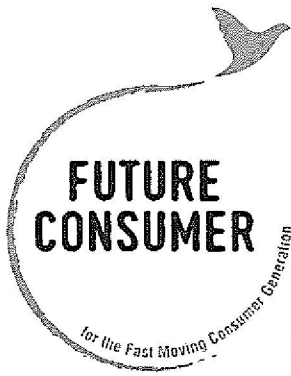




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ITEM NO. 2 : Issue of Warrants on a preferential basis.								
Resolution required: (Ordinary/ Special) : Special Resolution								
Whether promoter/ promoter group are interested in the agenda/resolution? : YES								
Category	Mode of Voting	No. 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	E-Voting	889,183,098	0	0.00	0	0	0.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)	NA	NA	NA	NA	NA	NA	NA
	Total	889,183,098	0	0.00	0	0	0.00	0.00
Public – Institutions	E-Voting	359,370,639	335,059,109	93.23	335,059,109	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)	NA	NA	NA	NA	NA	NA	NA
	Total	359,370,639	335,059,109	93.23	335,059,109	0	100.00	0.00
Public - Non Institutions	E-Voting	671,908,943	15,257,215	2.27	15,211,504	45,711	99.70	0.30
	Poll		6,143,323	0.91	6,143,300	23	99.99	0.01
	Postal Ballot (if applicable)	NA	NA	NA	NA	NA	NA	NA
	Total	671,908,943	21,400,538	3.19	21,354,804	45,734	99.79	0.21
Total		1,920,462,680	356,459,647	18.56	356,413,913	45,734	99.99	0.01





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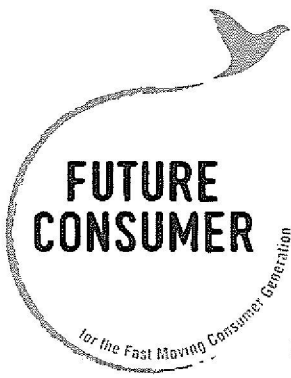
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ITEM NO. 3 : Issue of Non-Convertible Debentures.								
Resolution required: (Ordinary/ Special) : Special Resolution								
Whether promoter/ promoter group are interested in the agenda/resolution? : NO								
Category	Mode of Voting	No. of shares 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	E-Voting	889,183,098	889,183,098	100.00	889,183,098	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)	NA	NA	NA	NA	NA	NA	NA
	Total	889,183,098	889,183,098	100.00	889,183,098	0	100.00	0.00
Public – Institutions	E-Voting	359,370,639	335,059,109	93.23	332,925,545	2133564	99.36	0.64
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)	NA	NA	NA	NA	NA	NA	NA
	Total	359,370,639	335,059,109	93.23	332,925,545	2133564	99.36	0.64
Public – Non Institutions	E-Voting	671,908,943	15,256,732	2.27	15,210,475	46,257	99.70	0.30
	Poll		6,143,323	0.91	6,143,290	33	99.99	0.01
	Postal Ballot (if applicable)	NA	NA	NA	NA	NA	NA	NA
	Total	671,908,943	21,400,055	3.18	21,353,765	46,290	99.78	0.22
Total		1,920,462,680	1,245,642,262	64.86	1,243,462,408	2,179,854	99.83	0.17

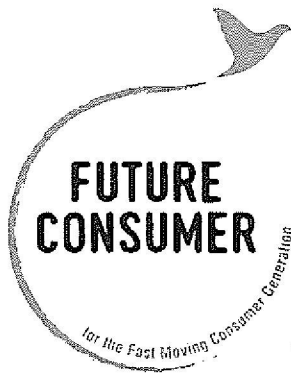




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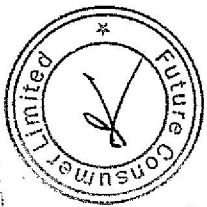
ITEM NO. 4 : To approve appointment of Mr. Harminder Sahni (DIN: 00576755) as an Independent Director of the Company.								
Resolution required: (Ordinary/ Special) : Ordinary Resolution								
Whether promoter/ promoter group are interested in the agenda/resolution? : NO								
Category	Mode of Voting	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	E-Voting	889,183,098	889,183,098	100.00	889,183,098	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)	NA	NA	NA	NA	NA	NA	NA
	Total	889,183,098	889,183,098	100.00	889,183,098	0	100.00	0.00
Public – Institutions	E-Voting	359,370,639	335,059,109	93.23	335,059,109	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)	NA	NA	NA	NA	NA	NA	NA
	Total	359,370,639	335,059,109	93.23	335,059,109	0	100.00	0.00
Public - Non Institutions	E-Voting	671,908,943	15,257,215	2.27	15,248,657	8,558	99.94	0.06
	Poll		6,143,323	0.91	6,143,300	23	99.99	0.01
	Postal Ballot (if applicable)	NA	NA	NA	NA	NA	NA	NA
	Total	671,908,943	21,400,538	3.19	21,391,957	8,581	99.96	0.04
Total		1,920,462,680	1,245,642,745	64.86	1,245,634,164	8,581	99.99	0.01





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ITEM NO. 5 : To approve appointment of Ms. Neha Bagaria (DIN: 00178703) as an Independent Director of the Company.								
Resolution required: (Ordinary/ Special) : Ordinary Resolution								
Whether promoter/ promoter group are interested in the agenda/resolution? : NO								
Category	Mode of Voting	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)	$(3) = \frac{(2)}{(1)} * 100$	(4)	(5)	$(6) = \frac{(4)}{(2)} * 100$	$(7) = \frac{(5)}{(2)} * 100$
Promoter and Promoter Group	E-Voting	889,183,098	889,183,098	100.00	889,183,098	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)	NA	NA	NA	NA	NA	NA	NA
	Total	889,183,098	889,183,098	100.00	889,183,098	0	100.00	0.00
Public – Institutions	E-Voting	359,370,639	335,059,109	93.23	335,059,109	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)	NA	NA	NA	NA	NA	NA	NA
	Total	359,370,639	335,059,109	93.23	335,059,109	0	100.00	0.00
Public - Non Institutions	E-Voting	671,908,943	15,257,415	2.27	15,250,277	7,138	99.95	0.05
	Poll		6,143,323	0.91	6,143,290	33	99.99	0.01
	Postal Ballot (if applicable)	NA	NA	NA	NA	NA	NA	NA
	Total	671,908,943	21,400,738	3.19	21,393,567	7,171	99.97	0.03
Total		1,920,462,680	1,245,642,945	64.86	1,245,635,774	7,171	99.99	0.01



NILESH SHAH & ASSOCIATES

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 Extra Ordinary General Meeting
Future Consumer Limited
Held on Wednesday, the 08th May, 2019
Rangswar Hall, 4th Floor,
Yashwantrao Chavan Pratishthan,
Gen. Jagannathrao Bhonsle Marg,
Opp. Mantralaya, Mumbai - 400 021

Sir,

We, Nilesh Shah & Associates, represented by Nilesh Shah, Company Secretary in Practice (Membership No. FCS - 4554) were appointed as a Scrutinizer for the purpose of the poll (including remote e-voting) taken on the resolution as per the Annexure attached, at the Extra Ordinary General Meeting of the Equity Shareholders of Future Consumer Limited (the Company) held on 08th May, 2019 at 10.30 a.m. at Rangswar Hall, 4th 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 box was 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. Rakesh Achhpal and Ms. Deepa Gouda, 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.



NILESH SHAH & ASSOCIATES

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 has 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 Extra Ordinary General Meeting) casted by the shareholders.

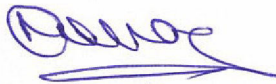
Recommendation:

The resolution 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,

**For Nilesh Shah & Associates
Practicing Company Secretaries**



Nilesh Shah
Partner
Membership No. FCS 4554
CP No. 2631



Place: Mumbai

Date: 08/05/2019

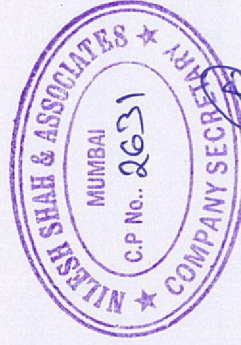
Annexure to the Scrutinizer's Report

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

Sr. No.	Reso. No./Item No.	Heading of Resolution	Type of Resolution	Type of Voting	Voting in Favour (Assent)			Voted Against (Dissent)			Invalid Votes / Abstain	
					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	No. of Votes Casted
1	1	Issue of Compulsorily Convertible Debentures on a preferential basis	Special	Remote E-Voting	223	1239486965	99.99%	17	12357	0.01%	2	300
				Poll at EGM	66	6143300	99.99%	1	23	0.01%	1	10
				Total	289	1245630265	99.99%	18	12380	0.01%	3	310
2	2	Issue of Warrants on a preferential basis	Special	Remote E-Voting	198	350270613	99.99%	22	45711	0.01%	22	889183298
				Poll at EGM	66	6143300	99.99%	1	23	0.01%	1	10
				Total	264	356413913	99.99%	23	45734	0.01%	23	889183308
3	3	Issue of Non-Convertible Debentures	Special	Remote E-Voting	212	1237319118	99.82%	27	2179821	0.18%	3	683
				Poll at EGM	65	6143290	99.99%	2	33	0.01%	1	10
				Total	277	1243462408	99.83%	29	2179854	0.17%	4	693



Sr. No.	Reso. No. /Item No.	Heading of Resolution	Type of Resolution	Type of Voting	Voting in Favour (Assent)			Voted Against (Dissent)			Invalid Votes / Abstain	
					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	No. of Votes Casted
4	4	Appointment of Mr. Harminder Sahni as an Independent Director	Ordinary	Remote E-Voting	224	1239490864	99.99%	17	8558	0.01%	1	200
				Poll at EGM	66	6143300	99.99%	1	23	0.01%	1	10
				Total	290	1245634164	99.99%	18	8581	0.01%	2	210
5	5	Appointment of Ms. Neha Bagaria as an Independent Director	Ordinary	Remote E-Voting	227	1239492484	99.99%	15	7138	0.01%	0	0
				Poll at EGM	65	6143290	99.99%	2	33	0.01%	1	10
				Total	292	1245635774	99.99%	17	7171	0.01%	1	10



(Signature)
08/05/2019