



FUTURE CONSUMER LIMITED

Corporate Office : 3rd Floor, Sobo Brand Factory, Near Haji Ali, Pt. Madan Mohan Malviya Road, Tardeo, Mumbai - 400 034.

(T) +91 22 6620 1410

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

(T) +91 22 6644 2200 | (F) +91 22 6644 2201 | www.futureconsumer.in | CIN: L52602MH1996PLC192090

14th November, 2022

To,
Department of Corporate Services
BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street, Mumbai-400 001
Scrip Code: 533400

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

Ref: **Regulations 30 and 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('the Listing Regulations')**

Sub: **Results of Postal Ballot and Scrutinizer's Report**

Dear Sir/Madam,

On the above subject and further to our letter dated 10th October, 2022, this is to inform you that pursuant to provisions of 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 matters as set out in Postal Ballot Notice dated 7th October, 2022 ("**Postal Ballot Notice**"). The Remote e-voting for the said postal ballot concluded on Friday, 11th November, 2022 at 5.00 p.m.(IST)

In terms of Regulation 44(3) of the Listing Regulations, please find enclosed herewith details of voting results for the postal ballot. The Report submitted by the Scrutinizer, Mr. Nilesh Shah, representing M/s Nilesh Shah & Associates, Practicing Company Secretaries, in respect of votes casted through remote e-voting is also enclosed herewith.

As per the report submitted by the Scrutinizer, resolution as contained in the Postal Ballot Notice was passed by the Shareholders with the requisite majority.

The aforesaid voting results and the Scrutinizer's Report are also being uploaded on the website of the Company - www.futureconsumer.in and the website of NSDL www.evoting.nsdl.com

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

Yours Truly,
For Future Consumer Limited

Manoj Gagvani
Company Secretary and Head-Legal

Encl.: as above



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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

| | |
|--|--|
| Company Name | Future Consumer Limited |
| Date of the Postal Ballot Notice | 7 th October, 2022 |
| Total number of shareholders on record date | 4,37,015 (as on cut-off date 30 th September, 2022) |
| No. of shareholders present in the meeting either in person or through proxy | |
| Promoters and Promoter Group | Not Applicable |
| Public | |
| Total | |
| No. of Shareholders attended the meeting through Video Conferencing | |
| Promoters and Promoter Group | Not Applicable |
| Public | |
| Total | |
| Mode of Voting | Remote E-voting |

| Resolution Required : Ordinary Resolution | | | 1 - Payment of Remuneration to Mr. Amit Kumar Agrawal (DIN: 07089852) Executive Director of the Company | | | | | |
|---|----------------|--------------------|---|---|--------------------------|------------------------|--------------------------------------|------------------------------------|
| 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]= $\frac{[2]}{[1]} \times 100$ | [4] | [5] | [6]= $\frac{[4]}{[2]} \times 100$ | [7]= $\frac{[5]}{[2]} \times 100$ |
| Promoter and Promoter Group | E-Voting | 69686451 | 69686451 | 100.0000 | 69686451 | 0 | 100.0000 | 0.0000 |
| | Poll | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| | Postal Ballot | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| | Total | | 69686451 | 100.0000 | 69686451 | 0 | 100.0000 | 0.0000 |
| Public Institutions | E-Voting | 186064658 | 20041861 | 10.7714 | 20041861 | 0 | 100.0000 | 0.0000 |
| | Poll | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| | Postal Ballot | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| | Total | | 20041861 | 10.7714 | 20041861 | 0 | 100.0000 | 0.0000 |
| Public Non Institutions | E-Voting | 1741283534 | 160518363 | 9.2184 | 157377014 | 3141349 | 98.0430 | 1.9570 |
| | Poll | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| | Postal Ballot | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| | Total | | 160518363 | 9.2184 | 157377014 | 3141349 | 98.0430 | 1.9570 |
| Total | | 1997034643 | 250246675 | 12.5309 | 247105326 | 3141349 | 98.7447 | 1.2553 |

NILESH SHAH & ASSOCIATES

Company Secretaries

Report of Scrutinizer in Respect of Postal Ballot E-Voting Process

[Pursuant to Section 110 read with 108 of the Companies Act, 2013 and Rule 22 read with 20 of the Companies (Management and Administration) Rules, 2014]

To,
The Chairman/ Board of Directors
Future Consumer Limited
Knowledge House, Shyam Nagar,
Off Jogeshwari - Vikhroli Link Road,
Jogeshwari (East), Mumbai 400060.

Dear Sir,

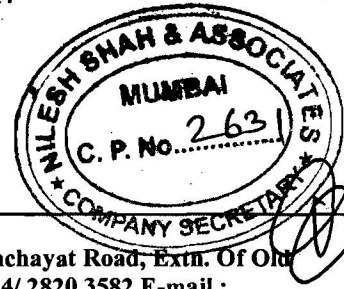
SUB: Scrutinizer's Report on Postal Ballot E-Voting Process.

The Board of Directors of **Future Consumer Limited** ('the Company') vide its resolution passed on **Friday, October 07, 2022**, decided to conduct the process of voting through postal ballot for obtaining approval of Shareholders of the Company for the following resolution as an Ordinary Resolution as set out in the postal ballot notice dated Friday, October 07, 2022:

- **Payment of Remuneration to Mr. Amit Kumar Agrawal (DIN: 07089892) Executive Director of the Company.**

The Company had 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 Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

I, Mr. Nilesh G. Shah, Practicing Company Secretary (Membership No. FCS-4554, CP No. 2631) (Partner of M/s. Nilesh Shah & Associates) was appointed as a Scrutinizer by the Board of Directors of the Company for the purpose of the conducting the postal ballot 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 read with Rules framed thereunder.



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nilesh@ngshah.com :

Peer Review No. 698/2020

1011, C Wing, Shivam Centrium, Next to D'Mart, Sahar Road, Andheri (East), Mumbai - 400069.

Tel.: 9820180091 Email: ngshah.cs@gmail.com

NILESH SHAH & ASSOCIATES

Company Secretaries

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 as contained in the notice of postal ballot dated Friday, October 07, 2022. My responsibility as a scrutinizer for the postal ballot 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 e-voting system provided by the National Securities Depository Limited (NSDL), the authorized agency to provide e-voting facilities, engaged by the Company.

The Postal Ballot Notice dated Friday, October 07, 2022 along with the statement setting out material facts pursuant to Section 102 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 Friday, September 30, 2022 were entitled to vote on the resolutions as set out in the postal ballot 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 remote e-voting on the platform provided by NSDL.
2. The Company had followed the process as required under Section 108 read with 110 of the Companies Act, 2013 and Rule 22 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 read with MCA General Circular No. 14/2020 dated 8th April 2020, 17/2020 dated 13th April 2020, 22/2020 dated 15th June 2020, 33/2020 dated 28th September 2020, 39/2020 dated 31st December 2020, 10/2021 dated 23rd June, 2021, 20/2021 dated 8th December 2021 and 3/2022 dated 5th May, 2022 in respect of providing voting facility through electronic means.
3. The e-voting period commenced Wednesday, 12th October, 2022, 09:00 a.m. (IST) and concluded on Friday, 11th November, 2022, 5:00 p.m. (IST) and the e-voting module was disabled for voting thereafter.
4. 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.



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Tel.: 9820180091 Email: ngshah.cs@gmail.com

NILESH SHAH & ASSOCIATES

Company Secretaries

5. The details containing a list of shareholders who voted 'for' or 'against' the resolution was downloaded from the e-voting website of NSDL.
6. I have scrutinized the votes casted through electronic means for the purpose of this report.
7. The particulars of all the electronic votes casted by the shareholders through remote e-voting process have been recorded in a register separately maintained for the purpose.
8. A summary of votes casted through remote e-voting by Shareholders of the Company is as under:
 - a. **Resolution No. 1 (Ordinary Resolution):** Payment of Remuneration to Mr. Amit Kumar Agrawal (DIN: 07089892) Executive Director 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 Electronic Means | 1021 | 247105326 | 98.74% |

(ii) Voted against the resolution:

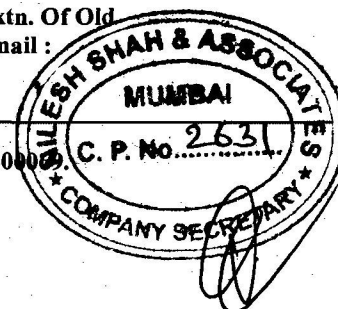
| Type of Voting | Number of members voting | Number of votes cast by them | % of total number of valid votes cast |
|---------------------------------|--------------------------|------------------------------|---------------------------------------|
| Voting Through Electronic Means | 412 | 3141349 | 1.26% |

(iii) Invalid / Abstain Votes:

| Type of Voting | Total number of members whose votes were declared invalid / abstained | Total Number of abstained votes |
|---------------------------------|---|---------------------------------|
| Voting Through Electronic Means | 3 | 10098 |

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NILESH SHAH & ASSOCIATES

Company Secretaries

9. The e-voting Register and all other relevant records were handed over to the Company Secretary for safekeeping.

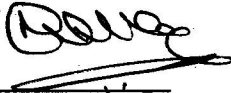
Recommendation:

The resolution has secured the requisite majority of votes of the Shareholders and therefore the same be considered to be approved.

It may be noted that pursuant to the provisions of Section 197 read with Schedule V of the Companies Act, 2013, the Company needs to obtain approval of banks, financial institutions, debenture holders and other secured creditors for payment of remuneration to Executive Director. We have been informed that the Company has obtained approval from banks, financial institutions, debenture holders and other secured creditors, copies whereof as has been provided to us are relied upon.

You may accordingly declare the result of the voting.

Thanking You,



Nilesh G. Shah
Partner
Nilesh Shah & Associates
Membership No.: FCS 4554
CP No.: 2631
Peer Review No. 698 / 2020



UDIN: F004554D001700655
Place: Mumbai
Date: 14th November, 2022



Chairman of the Meeting

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