

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 JVL.R, Jogeshwari (East), Mumbai - 400 061
(T) +91 22 6644 2200 | (F) +91 22 6644 2201 | www.futureconsumer.in | CIN L52602MH1996PLC19209

22nd July, 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 18th June, 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 27th May, 2022 ("**Postal Ballot Notice**"). The Remote e-voting for the said postal ballot concluded on Wednesday, 20th July, 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, all the resolutions as contained in the Postal Ballot Notice were passed by the Shareholders with the requisite majority. However, in respect of the resolution at Item No. 3 of the Postal Ballot Notice, since the requisite consent of the lenders as prescribed pursuant to the provisions of Section 197 read together with Schedule V and other provisions of the Companies Act, 2013 has not been received, the said resolution is considered as dropped and shall have no effect thereof.

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 Gagvan
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	27 th May, 2022
Total number of shareholders on record date	4,24,256 (as on cut-off date 10 th June, 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 - Appointment of Mr. Amit Kumar Agrawal (DIN: 07089892) as a 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] = {[2]/[1]} * 100	[4]	[5]	[6] = {[4]/[2]} * 100	[7] = {[5]/[2]} * 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	207416410	46945940	22.6337	42816855	4129085	91.2046	8.7954
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		46945940	22.6337	42816855	4129085	91.2046	8.7954
Public Non Institutions	E-Voting	1719931782	156782077	9.1156	156321837	460240	99.7064	0.2936
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		156782077	9.1156	156321837	460240	99.7064	0.2936
Total		1997034643	273414468	13.6910	268825143	4589325	98.3215	1.6785





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Resolution Required : Ordinary Resolution			2 - Appointment of Mr. Amit Kumar Agrawal (DIN: 07089892) as an 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]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*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	207416410	46945940	22.6337	46945940	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		46945940	22.6337	46945940	0	100.0000	0.0000
Public Non Institutions	E-Voting	1719931782	156775910	9.1152	156300646	475264	99.6969	0.3031
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		156775910	9.1152	156300646	475264	99.6969	0.3031
Total		1997034643	273408301	13.6907	272933037	475264	99.8262	0.1738





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Resolution Required : Ordinary Resolution			3 - Payment of Remuneration to Mr. Amit Kumar Agrawal (DIN: 07089892) 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]={[2]/[1]} *100	[4]	[5]	[6]={[4]/[2]} *100	[7]={[5]/[2]} *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	207416410	46945940	22.6337	46945940	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		46945940	22.6337	46945940	0	100.0000	0.0000
Public Non Institutions	E-Voting	1719931782	156844410	9.1192	155474001	1370409	99.1263	0.8737
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		156844410	9.1192	155474001	1370409	99.1263	0.8737
Total		1997034643	273476801	13.6941	272106392	1370409	99.4989	0.5011



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, May 27, 2022**, decided to conduct the process of voting through postal ballot for obtaining approval of Shareholders of the Company for the following resolutions as an Ordinary Resolutions as set out in the postal ballot notice dated Friday, May 27, 2022:

- Appointment of Mr. Amit Kumar Agrawal (DIN: 07089892) as a Director of the Company.
- Appointment of Mr. Amit Kumar Agrawal (DIN: 07089892) as an Executive Director of the Company.
- 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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Peer Review No. 698/2020

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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, May 27, 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, May 27, 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.

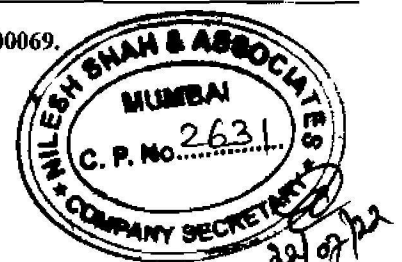
The Shareholders of the Company holding shares on the cut-off date of Friday, June 10, 2022 were entitled to vote on the resolutions as set out in the postal ballot notice.

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 Tuesday, June 21, 2022, 09:00 a.m. (IST) and concluded on Wednesday, July 20, 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.
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.

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Company Secretaries

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):** Appointment of Mr. Amit Kumar Agrawal (DIN: 07089892) as a 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	1542	268825143	98.32%

(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	194	4589325	1.68%

(iii) Invalid / Abstain Votes:

Type of Voting	Total number of members whose votes were declared invalid / abstained	Total Number of votes cast by them
Voting Through Electronic Means	4	70806

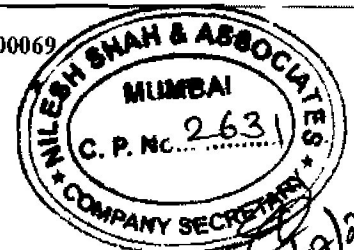
- b. **Resolution No. 2 (Ordinary Resolution):** Appointment of Mr. Amit Kumar Agrawal (DIN: 07089892) as an Executive Director of the Company:

(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	1528	272933037	99.83%

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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 Electronic Means	201	475264	0.17%

(iii) Invalid / Abstain Votes:

Type of Voting	Total number of members whose votes were declared invalid / abstained	Total Number of votes cast by them
Voting Through Electronic Means	12	76973

c. **Resolution No. 3 (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	1427	272106392	99.50%

(ii) Voted against the resolution:

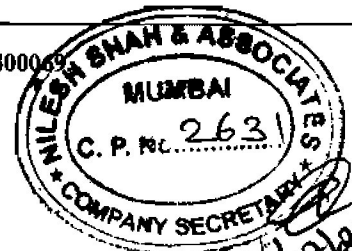
Type of Voting	Number of members voting	Number of votes cast by them	% of total number of valid votes cast
Voting Through Electronic Means	302	1370409	0.50%

(iii) Invalid / Abstain Votes:

Type of Voting	Total number of members whose votes were declared invalid / abstained	Total Number of votes cast by them
Voting Through Electronic Means	12	8473

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Company Secretaries

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

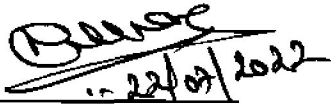
Recommendation:

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

However as informed by the Company, Since the consent required from all the lenders/secured creditors has not been obtained for payment of remuneration to Mr. Amit Kumar Agrawal, pursuant to the provisions of Section 197 read with Schedule V of the Companies Act, 2013, the resolution at Item No. 3 of the Postal Ballot Notice dated May 27, 2022 will need to be considered to be dropped and shall have no effect thereof and the Company can declare result accordingly.

You may accordingly declare the result of the voting.

Thanking You,

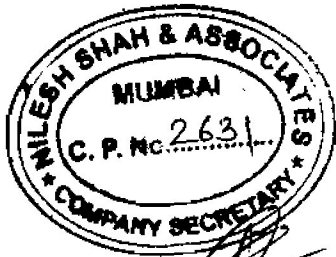

22/07/2022

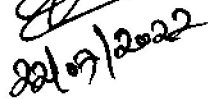
Nilesh G. Shah
Partner
Nilesh Shah & Associates
Membership No.: FCS 4554
CP No.: 2631
Peer Review No. 698 / 2020

UDIN: F004554D000668008
Place: Mumbai
Date: 22nd July, 2022



Chairman of the Meeting




22/07/2022

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