



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

2nd February, 2024

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 Extra Ordinary General Meeting of Future Consumer Limited.

Pursuant to the provisions of Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (“**SEBI Regulations**”), please find enclosed herewith summary of the proceedings of the Extra Ordinary General Meeting of Future Consumer Limited held today i.e. Friday, 2nd February, 2024 at 11:30 a.m. (“**EGM**”) through Video Conferencing.

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 Meeting. In terms of the circular(s) issued by BSE Limited and the National Stock Exchange of India, the details of voting results in respect of the matters transacted at the said Meeting shall be submitted in XBRL mode within the prescribed timelines.

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 and E-voting done during the EGM is also enclosed herewith.

Kindly take the aforesaid on records.

Thanking you,

Yours truly,
For **Future Consumer Limited**

Managing Director
Samson Samuel

Encl.: As above



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Summary of proceedings of Extra Ordinary General Meeting

An Extra Ordinary General Meeting (“EGM”) of the Members of Future Consumer Limited (“the Company”) was convened today i.e. Friday, 2nd February, 2024 at 11:30 a.m. through Video Conferencing, in compliance with General Circular No. 9/2023 dated 25th September, 2023 read with General Circular No. 10/2022 dated 28th December, 2022, General Circular No. 14/2020 dated 8th April, 2020, General Circular No. 17/2020 dated 13th April, 2020, General Circular No. 20/2020 dated 5th May, 2020, General Circular No. 02/2021 dated 13th January, 2021, General Circular No. 19/2021 dated 8th December, 2021 and General Circular No. 21/2021 dated 14th December, 2021 (collectively referred to as “MCA Circulars”) and Circular No. SEBI/HO/CFD/CFD-POD-2/P/CIR/2023/167 dated 7th October, 2023 issued by the Securities and Exchange Board of India and in accordance to the applicable provisions of Companies Act, 2013 read with Rules framed thereunder.

Mr. Manoj Gagvani, Company Secretary & Head - Legal of the Company welcomed all the Shareholders attending the EGM and briefed the Members on the procedure to be followed during the EGM. He requested Mr. Birendra Kumar Agrawal, Chairman of the Company to preside over the Meeting.

Mr. Birendra Kumar Agrawal, Chairman of the Company and also Chairman of the Audit Committee and Member of Nomination and Remuneration/Compensation Committee took the Chair.

Mr. Samson Samuel – Managing Director and Mr. Ravi Shrivastava – Independent Director, were also present at the EGM.

The Chairman informed that, the Company had availed services of National Securities Depository Limited (“NSDL”) to provide facility for voting through remote e-voting and for e-voting during the EGM and also for participation in the EGM through video conferencing facility.

The Chairman then announced that Mr. Deepak Jain, representing the Statutory Auditors, M/s. Borkar and Muzumdar, Chartered Accountants, Mr. Nilesh Shah, representing M/s. Nilesh Shah and Associates, Practicing Company Secretaries, Scrutinizer for the Meeting also attended the Meeting through Video Conference.

The requisite quorum was present at the EGM and accordingly the Chairman called the Meeting to be in order.

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The Chairman then informed that, the documents in respect of items referred to in the Notice calling the EGM and other Statutory Registers/documents as required to be kept open for inspection under the Companies Act, 2013, were available for inspection during the EGM.

Further, the Notice calling this EGM was taken as read.

The Chairman then informed the Members that facility for casting votes by Remote E-voting was provided to Members from 9:00 a.m. on Tuesday, 30th January, 2024 upto 5.00 p.m on Thursday, 1st February, 2024. The Chairman further informed that, Members who were present at the Meeting and had not cast their votes on the resolutions provided in the Notice of EGM through remote e-voting, were provided with the facility to vote through e-voting system during the EGM. The Chairman further informed that, Mr. Nilesh Shah, representing M/s. Nilesh Shah & Associates, Practicing Company Secretaries have been appointed as the Scrutinizer to scrutinize the e-voting process in fair and transparent manner.

The Chairman read out the following items of Special Business as listed under Item No. 1 to 5 of the Notice of EGM:

Sr. No	Particulars	Type of Resolution
<u>Special Business:</u>		
1.	Appointment of Mr. Samson Samuel (DIN: 07523995) as a Director of the Company	Ordinary Resolution
2.	Appointment of Mr. Samson Samuel (DIN: 07523995) as the Managing Director of the Company	Ordinary Resolution
3.	Appointment of Mr. Ravi Shankar Shrivastava (DIN: 08671795) as a Director (Non-Executive) of the Company	Ordinary Resolution
4.	Appointment of Mr. Ravi Shankar Shrivastava (DIN: 08671795) as an Independent Director of the Company	Special Resolution
5.	Transfer of entire business undertaking of 'Aadhaar Wholesale Trading and Distribution Limited', a material wholly owned subsidiary.	Special Resolution

The Chairman further informed that the facility for e-voting was available for 15 minutes after the conclusion of the EGM in respect of all the resolutions provided in the Notice of EGM.

Thereafter, the Chairman gave the Members an opportunity to ask questions or seek clarifications. The management team provided adequate replies to the queries of the Members.

The Chairman announced that the e-voting results along with the consolidated Scrutinizer's Report shall be informed to Stock Exchanges and shall also be placed on the website of the Company, NSDL and stock exchanges. Thereafter, the Chairman thanked the Members for attending the EGM and declared the Meeting as concluded. The EGM concluded at 12:15 p.m with vote of thanks to the Chair.



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Post completion of EGM, the Scrutinizer submitted their Report after scrutiny of the votes casted through remote e-voting and e-voting during the EGM. As per the report submitted by the Scrutinizer, all the resolutions as contained in the Notice calling the said EGM were passed by the Members with the requisite majority.

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

Date of the Extra Ordinary General Meeting (EGM)	2 nd February, 2024
Total number of shareholders on record date	4,44,614 (as on cut-off date 26 th January, 2024)
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	4
Public	54
Total	58
Mode of Voting	Remote E-voting and E-voting during EGM

Resolution Required : (Ordinary)			1. Appointment of Mr Samson Samuel (DIN:07523995) 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	69686351	99.9999	69686351	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		69686351	99.9999	69686351	0	100.0000	0.0000
Public Institutions	E-Voting	161902831	4966071	3.0673	4966071	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		4966071	3.0673	4966071	0	100.0000	0.0000
Public Non Institutions	E-Voting	1765445361	12885637	0.7299	12771425	114212	99.1136	0.8864
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		12885637	0.7299	12771425	114212	99.1136	0.8864
Total		1997034643	87538059	4.3834	87423847	114212	99.8695	0.1305



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Resolution Required : (Ordinary)			2. Appointment of Mr. Samson Samuel (DIN: 07523995) as the Managing 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	69686351	99.9999	69686351	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		69686351	99.9999	69686351	0	100.0000	0.0000
Public Institutions	E-Voting	161902831	4966071	3.0673	0	4966071	0.0000	100.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		4966071	3.0673	0	4966071	0.0000	100.0000
Public Non Institutions	E-Voting	1765445361	12882656	0.7297	12763864	118792	99.0779	0.9221
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		12882656	0.7297	12763864	118792	99.0779	0.9221
Total		1997034643	87535078	4.3833	82450215	5084863	94.1911	5.8089



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Resolution Required : (Ordinary)			3. Appointment of Mr. Ravi Shankar Shrivastava (DIN: 08671795) as a Director (Non-Executive) 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	69686351	99.9999	69686351	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		69686351	99.9999	69686351	0	100.0000	0.0000
Public Institutions	E-Voting	161902831	4966071	3.0673	4966071	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		4966071	3.0673	4966071	0	100.0000	0.0000
Public Non Institutions	E-Voting	1765445361	12882757	0.7297	12787790	94967	99.2628	0.7372
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		12882757	0.7297	12787790	94967	99.2628	0.7372
Total		1997034643	87535179	4.3833	87440212	94967	99.8915	0.1085



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Resolution Required : (Special)			4. Appointment of Mr. Ravi Shankar Shrivastava (DIN: 08671795) as an Independent 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	69686351	99.9999	69686351	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		69686351	99.9999	69686351	0	100.0000	0.0000
Public Institutions	E-Voting	161902831	4966071	3.0673	4966071	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		4966071	3.0673	4966071	0	100.0000	0.0000
Public Non Institutions	E-Voting	1765445361	12896358	0.7305	12790308	106050	99.1777	0.8223
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		12896358	0.7305	12790308	106050	99.1777	0.8223
Total		1997034643	87548780	4.3839	87442730	106050	99.8789	0.1211



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Resolution Required : (Special)			5. Transfer of entire business undertaking of 'Aadhaar Wholesale Trading and Distribution Limited', a material wholly owned subsidiary					
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	69686351	99.9999	69686351	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		69686351	99.9999	69686351	0	100.0000	0.0000
Public Institutions	E-Voting	161902831	4966071	3.0673	4966071	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		4966071	3.0673	4966071	0	100.0000	0.0000
Public Non Institutions	E-Voting	1765445361	12822657	0.7263	12062062	760595	94.0684	5.9316
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		12822657	0.7263	12062062	760595	94.0684	5.9316
Total		1997034643	87475079	4.3802	86714484	760595	99.1305	0.8695

NILESH SHAH & ASSOCIATES

Company Secretaries

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
of Future Consumer Limited
held on Friday, February 02, 2024 at 11.30 a.m.
Through Video Conferencing / Other Audio Visual means

Sir,

We, Nilesh Shah & Associates, Practicing Company Secretaries, represented by Mr. Nilesh Shah, (Membership No. FCS - 4554), Partner, have been appointed as the Scrutinizer for the purpose of scrutinizing the remote e-voting process prior to the Extra Ordinary General Meeting ("**EGM**") and e-voting process during the EGM pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 read with Circulars issued by Ministry of Corporate Affairs ("**MCA**") dated April 8, 2020, April 13, 2020, May 5, 2020, January 13, 2021, December 08, 2021, December 14, 2021, May 05, 2022, December 28, 2022 and 25th September, 2023 (collectively referred as "**MCA Circulars**") and SEBI dated May 12, 2020, January 15, 2021, May 13, 2022, January 05, 2023 and October 07, 2023 (collectively referred as "**SEBI Circulars**"), in respect of resolutions proposed at the EGM of Future Consumer Limited (the "**Company**") held on Friday, February 02, 2024 at 11.30 A.M. through Video Conferencing / Other Audio Visual means ("**VC/OAVM**").

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 contained in the notice of the EGM. Our responsibility as a scrutinizer for the remote e-voting process prior to EGM and e-voting process at the EGM is restricted to ensure that both the e-voting processes are conducted in a fair and transparent manner and to make a Scrutinizer's Report of the votes cast "**in favour**" or "**against**" on the resolutions contained in the notice of EGM, based on the reports generated from the e-voting platform / system provided by the National Securities Depository Limited ("**NSDL**"), the authorized agency to provide e-voting facilities, engaged by the Company.



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Andheri (East), Mumbai- 400 069. Tel.: 2820 7824/ 2820 3582 E-mail : 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: nilesh@ngshah.com; ngshah.cs@gmail.com

NILESH SHAH & ASSOCIATES

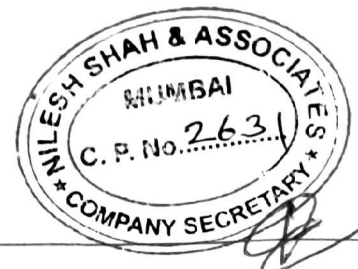
Company Secretaries

As informed to us by the Management, the notice dated January 08, 2024 convening the EGM of the Company through VC/OAVM held on Friday, February 02, 2024 along with the statement setting out material facts under Section 102 of the Companies Act, 2013 and MCA Circular / SEBI Circular were duly sent to the Members of the Company through electronic mode to those Members whose e-mail addresses were registered with the Company / Depositories, in compliance with the MCA Circulars and SEBI Circulars.

The members of the Company holding shares on the "cut-off date" of January 26, 2024 were entitled to vote on the resolutions proposed as set out in the notice of the said EGM.

In this regard, we hereby submit our report as under:

1. The Company had availed the e-voting facility offered by National Securities Depository Limited (**NSDL**) for conducting remote e-voting prior to EGM and e-voting during EGM by the Shareholders of the Company.
2. The remote e-voting portal remained open for voting from Tuesday, January 30, 2024 at 9.00 a.m. (**IST**) and ended on Thursday, February 01, 2024 at 5.00 p.m. (**IST**).
3. The Company had also provided e-voting facility to the Members present / logged-in at the EGM through VC and who had not cast their vote earlier through remote e-voting.
4. After the conclusion of e-voting during the EGM, we have unblocked the votes cast by the members present through VC at the EGM and through remote e-voting facility in the presence of two witnesses who are not in the employment of the Company.
5. We have scrutinized the votes cast through both, remote e-voting and e-voting during the EGM processes for the purpose of this report.
6. The particulars of all the electronic votes cast by the Members through both remote e-voting and e-voting during the EGM has been recorded in the separate registers maintained for the purpose.



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
Peer Review No: 698/2020

NILESH SHAH & ASSOCIATES

Company Secretaries

7. The consolidated result of the voting through both remote e-voting and e-voting during the EGM is as per annexure attached herewith.

Recommendation:

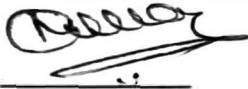
All the resolutions having secured requisite majority of votes, may be considered to have been passed. The Chairman /Authorised Person may accordingly declare the result of voting.

Thanking you,

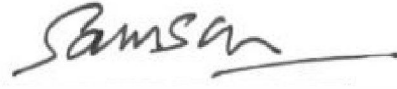
Yours truly,

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

For Future Consumer Limited



**Nilesh Shah
Partner
Membership No. FCS 4554
CP No. 2631
Peer Review No. 698 / 2020**



Managing Director

UDIN: F004554E003364812

Place: Mumbai

Date: 02nd February, 2024



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

Annexure to the Scrutinizer's Report

Consolidated Result of Remote e-voting and e-voting during the EGM:

Reso. No.	Heading of Resolution	Type of Resolution	Type of Voting	Voting in Favour (Assent)			Voted Against (Dissent)			Abstain/Invalid	
				No. of Members Voting	No. of Votes Cast	% of valid votes	No. of Members Voting	No. of Votes Cast	% of valid votes	No. of Members Voting	No. of Votes Cast
1.	Appointment of Mr. Samson Samuel (DIN: 07523995) as a Director of the Company (subject to obtaining of consents and permissions from banks, public financial institutions, secured creditors and other prescribed authorities as may be necessary)	Ordinary Resolution	Remote E-Voting and E-voting during the EGM	493	87423847	99.87	50	114212	0.13	3	13921
2.	Appointment of Mr. Samson Samuel (DIN: 07523995) as the Managing Director of the Company (subject to obtaining of consents and permissions from banks, public financial institutions, secured creditors and other prescribed authorities as may be necessary) #	Ordinary Resolution	Remote E-Voting and E-voting during the EGM	487	82450215	94.19	54	5084863	5.81	5	16902



Reso. No.	Heading of Resolution	Type of Resolution	Type of Voting	Voting in Favour (Assent)			Voted Against (Dissent)			Abstain/Invalid	
				No. of Members Voting	No. of Votes Cast	% of valid votes	No. of Members Voting	No. of Votes Cast	% of valid votes	No. of Members Voting	No. of Votes Cast
3.	Appointment of Mr. Ravi Shankar Shrivastava (DIN: 08671795) as a Director (Non-Executive) of the Company	Ordinary Resolution	Remote E-Voting and E-voting during the EGM	496	87440212	99.89	46	94967	0.11	4	16801
4.	Appointment of Mr. Ravi Shankar Shrivastava (DIN: 08671795) as an Independent Director of the Company.	Special Resolution	Remote E-Voting and E-voting during the EGM	493	87442730	99.88	50	106050	0.12	3	3200
5.	Transfer of entire business undertaking of 'Aadhaar Wholesale Trading and Distribution Limited', a material wholly owned subsidiary. ##	Special Resolution	Remote E-Voting and E-voting during the EGM	487	86714484	99.13	53	760595	0.87	6	76901

The payment of remuneration was subject to approval of banks, financials institution and secured creditors. The Company has not received the said approvals and hence the remuneration paid needs to be refunded back to the Company.

The approval is subject to consent of lenders, and investors.



[Handwritten Signature]
02/02/2024