



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 Nager, Off JVLR, Jogeshwari (East), Mumbai - 400 060

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

4th November, 2023

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 the 27th Annual 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 Annual General Meeting of Future Consumer Limited held today i.e. Saturday, 4th November, 2023 at 11:00 a.m. (“AGM”) 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 AGM 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 AGM is also enclosed herewith.

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

Thanking you,

Yours truly,
For **Future Consumer Limited**

Rajendra Babul Bajaj
Digitally signed by
Rajendra Babul Bajaj
Date: 2023.11.04
18:26:46 +05'30'

Rajendra Bajaj
Chief Financial Officer

Encl.: As above



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Summary of proceedings of the 27th Annual General Meeting

The 27th Annual General Meeting (“AGM”) of the Members of the Future Consumer Limited (“the Company”) was convened today i.e. Saturday, 4th November, 2023 at 11:00 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 AGM and briefed the Members on the procedure to be followed during the AGM. He requested Mr. Birendra Kumar Agrawal, Chairman of the Meeting to preside over the Meeting.

Mr. Birendra Kumar Agrawal, Independent Director - Chairman of the Company and also Chairman of the Audit Committee took the Chair. Mr. Birendra Kumar Agrawal was also authorized as member of Nomination and Remuneration/Compensation Committee and Stakeholders Relationship and Share Transfer Committee to attend the AGM.

Mr. Samson Samuel – Managing Director, Mr. Amit Kumar Agrawal – Executive Director, Mr. Rajnikant Sabnavis – Director were also present at the AGM.

Ms. Neelam Chhiber and Ms. Lynette Monteiro - Directors could not attend the AGM, due to their other commitments.

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 AGM and also for participation in the AGM through video conferencing facility.

The Chairman then announced that Mr. Manoj Gagvani – Company Secretary & Head-Legal, Mr. Rajendra Bajaj – Chief Financial Officer, 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 and Mr. Sanjay Dholakia, representing Sanjay Dholakia & Associates, Secretarial Auditor also attended the Meeting through Video Conference.

The requisite quorum was present at the AGM and accordingly the Chairman called the Meeting to be in order. The details of authorized representations received from corporate shareholders was informed to the Shareholders.



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

Further, the Notice calling this AGM was taken as read. The Chairman further informed that the Auditors' Report (on Standalone and Consolidated Financial Statements) for the financial year ended 31st March, 2023 have been qualified by the Statutory Auditors. Accordingly, the Chairman read the Qualification and Basis for Qualified Opinion as mentioned in the Report on the Audit of the Standalone and Consolidated Financial Statements.

The Chairman then informed that the Audit Committee and Board of Directors at their respective meetings while approving the said Financial Statements reviewed such qualification made by the Statutory Auditors. He, further informed that in accordance to the provisions of Section 134(3)(f) of the Companies Act, 2013 and Regulation 34(2) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the statement containing details of qualification, explanation by the Board and impact of the qualifications as has been provided under Note No. 50 and Note No. 51 to Standalone and Consolidated Financial Statements of the Company together with Statement on Impact of Audit Qualification for Financial Year ended 31st March, 2023 for Standalone and Consolidated Financial Statements as appearing on page 166 and page 253 respectively, forming part of the Annual Report.

The Chairman also informed about the qualification /observation/remark of the Secretarial Auditor in their report being self-explanatory in nature. He further mentioned that explanation in that regards is provided in the Report of Board of Directors at page No. 10 of the Annual Report.

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 Wednesday, 1st November, 2023 upto 5.00 p.m on Friday, 3rd November, 2023. 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 AGM through remote e-voting, were provided with the facility to vote through e-voting system during the AGM. 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 then announced Item No. 1 of the Notice of the AGM to be passed as an Ordinary Resolution.

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 following items of Ordinary and Special Business as listed under Item No. 1 to 7 of the Notice calling the AGM were transacted through remote e-voting and e-voting at the AGM:



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Sr. No	Particulars	Type of Resolution
<u>Ordinary Business:</u>		
1.	To consider and adopt the audited Financial Statements of the Company for the year ended 31 st March, 2023 together with the Reports of the Board of Directors and Auditors thereon.	Ordinary Resolution
2.	To appoint a Director in place of Mr. Amit Kumar Agrawal (DIN: 07089892), who retires by rotation and being eligible, offers himself for re-appointment.	Ordinary Resolution
3.	To appoint Statutory Auditors :	Ordinary Resolution
	a) To appoint M/s. Borkar and Muzumdar, Chartered Accountants (Firm's Registration No. 101569W), as Statutory Auditors of the Company to fill the casual vacancy in the office of the Statutory Auditors and to fix their remuneration.	Ordinary Resolution
	b) To appoint M/s. Borkar and Muzumdar, Chartered Accountants (Firm's Registration No. 101569W), as Statutory Auditors of the Company for a term of 5 (five) years and to fix their remuneration.	Ordinary Resolution
<u>Special Business:</u>		
4.	Appointment of Mr. Birendra Kumar Agrawal (DIN: 00553111) as a Director (Non Executive) of the Company	Ordinary Resolution
5.	Appointment of Mr. Birendra Kumar Agrawal (DIN: 00553111) as an Independent Director of the Company	Special Resolution
6.	Appointment of Ms. Lynette Monteiro (DIN: 07901400) as Director (Non-Executive and Non- Independent Director) of the Company	Ordinary Resolution
7.	Transfer of entire business undertaking of 'The Nilgiri Dairy Farm Private Limited', a material wholly owned subsidiary of the Company on slump sale basis	Special Resolution

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

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 AGM and declared the Meeting as concluded. The AGM concluded at 11.45 a.m with vote of thanks to the Chair.

Post completion of AGM, the Scrutinizer submitted their Report after scrutiny of the votes casted through remote e-voting and e-voting during the AGM. As per the report submitted by the



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Scrutinizer, all the resolutions as contained in the Notice calling the said AGM 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 Annual General Meeting	4 th November, 2023
Total number of shareholders on record date	4,39,479 (as on cut off date 28 th October, 2023)
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	5
Public	42
Total	47
Mode of Voting	Remote E-voting and E-voting during AGM

Resolution Required : Ordinary			1 - To consider and adopt the audited Financial Statements of the Company for the year ended 31st March 2023 together with the Reports of the Board of Directors and Auditors thereon					
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	162750936	5814176	3.5724	0	5814176	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		5814176	3.5724	0	5814176	0.0000	100.0000
Public Non Institutions	E-Voting	1764597256	16924440	0.9591	12507011	4417429	73.8991	26.1009
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		16924440	0.9591	12507011	4417429	73.8991	26.1009
Total		1997034643	92424967	4.6281	82193362	10231605	88.9298	11.0702



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Resolution Required :Ordinary			2 - To appoint a Director in place of Mr Amit Kumar Agrawal DIN 07089892 who retires by rotation and being eligible offers himself for reappointment					
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	162750936	5814176	3.5724	0	5814176	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		5814176	3.5724	0	5814176	0.0000	100.0000
Public Non Institutions	E-Voting	1764597256	16912440	0.9584	16167424	745016	95.5949	4.4051
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		16912440	0.9584	16167424	745016	95.5949	4.4051
Total		1997034643	92412967	4.6275	85853775	6559192	92.9023	7.0977



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Resolution Required :Ordinary			3A - To appoint M/s. Borkar and Muzumdar Chartered Accountants Firm's Registration No 101569W as Statutory Auditors of the Company to fill the casual vacancy in the office of the Statutory Auditors and to fix their remuneration					
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	162750936	5814176	3.5724	5814176	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		5814176	3.5724	5814176	0	100.0000	0.0000
Public Non Institutions	E-Voting	1764597256	16912640	0.9584	15418629	1494011	91.1663	8.8337
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		16912640	0.9584	15418629	1494011	91.1663	8.8337
Total		1997034643	92413167	4.6275	90919156	1494011	98.3833	1.6167



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Resolution Required :Ordinary			3B - To appoint M/s. Borkar and Muzumdar Chartered Accountants Firm's Registration No 101569W as Statutory Auditors of the Company for a term of 5 five years and to fix their remuneration					
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	162750936	5814176	3.5724	5814176	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		5814176	3.5724	5814176	0	100.0000	0.0000
Public Non Institutions	E-Voting	1764597256	16912040	0.9584	15422398	1489642	91.1918	8.8082
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		16912040	0.9584	15422398	1489642	91.1918	8.8082
Total		1997034643	92412567	4.6275	90922925	1489642	98.3881	1.6119



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Resolution Required :Ordinary			4 - To appoint Mr Birendra Kumar Agrawal (DIN 00553111) 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	162750936	5814176	3.5724	5814176	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		5814176	3.5724	5814176	0	100.0000	0.0000
Public Non Institutions	E-Voting	176459725 6	16912040	0.9584	15149233	1762807	89.5766	10.4234
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		16912040	0.9584	15149233	1762807	89.5766	10.4234
Total		199703464 3	92412567	4.6275	90649760	1762807	98.0925	1.9075



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Resolution Required :Special			5 - To appoint Mr Birendra Kumar Agrawal (DIN 00553111) 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	162750936	5814176	3.5724	5814176	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		5814176	3.5724	5814176	0	100.0000	0.0000
Public Non Institutions	E-Voting	1764597256	16912040	0.9584	15147530	1764510	89.5665	10.4335
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		16912040	0.9584	15147530	1764510	89.5665	10.4335
Total		1997034643	92412567	4.6275	90648057	1764510	98.0906	1.9094



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Resolution Required : Ordinary			6 - To appoint Ms Lynette Monteiro (DIN 07901400) as Director (Non Executive and Non 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	162750936	5814176	3.5724	5814176	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		5814176	3.5724	5814176	0	100.0000	0.0000
Public Non Institutions	E-Voting	1764597256	16911710	0.9584	15345409	1566301	90.7384	9.2616
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		16911710	0.9584	15345409	1566301	90.7384	9.2616
Total		1997034643	92412237	4.6275	90845936	1566301	98.3051	1.6949



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 Nager, Off JVLR, Jogeshwari (East), Mumbai - 400 060

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

Resolution Required :Special			7 - Transfer of entire business undertaking of “The Nilgiri Dairy Farm Private Limited”, a material wholly owned subsidiary of the Company on slump sale basis					
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	162750936	5814176	3.5724	5814176	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		5814176	3.5724	5814176	0	100.0000	0.0000
Public Non Institutions	E-Voting	1764597256	16892011	0.9573	10405037	6486974	61.5974	38.4026
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		16892011	0.9573	10405037	6486974	61.5974	38.4026
Total		1997034643	92392538	4.6265	85905564	6486974	92.9789	7.0211

NILESH SHAH & ASSOCIATES

Company Secretaries

Report of Scrutinizer

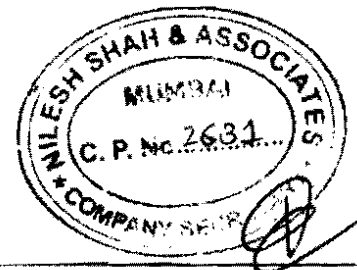
[Pursuant to section 109 of the Companies Act, 2013 and rule 21(2) of the Companies (Management and Administration) Rules, 2014]

To,
The Chairman
of Twenty Seventh Annual General Meeting
of Future Consumer Limited
held on Saturday, November 04, 2023 at 11.00 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 27th Annual General Meeting ("AGM") and e-voting process during the AGM 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 14, 2021, May 05, 2022, December 28, 2022, 25th September, 2023 (collectively referred as "MCA Circulars") and SEBI dated May 12, 2020, January 15, 2021, May 13, 2022 and January 05, 2023 (collectively referred as "SEBI Circulars"), in respect of resolutions proposed at the AGM of Future Consumer Limited (the "Company") held on Saturday, November 04, 2023 at 11.00 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 AGM. Our responsibility as a scrutinizer for the remote e-voting process prior to AGM and e-voting process at the AGM 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 AGM, 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.



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

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

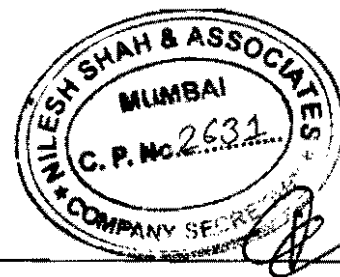
Company Secretaries

As informed to us by the Management, the notice dated October 10th, 2023 convening the AGM of the Company through VC/OAVM held on Saturday, November 04, 2023 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 October 28, 2023 were entitled to vote on the resolutions proposed as set out in the notice of the said AGM.

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 AGM and e-voting during AGM by the Shareholders of the Company.
2. The remote e-voting portal remained open for voting from Wednesday, 01st November, 2023 at 9.00 a.m. (IST) and end on Friday, 03rd November, 2023 at 5.00 p.m. (IST).
3. The Company had also provided e-voting facility to the Members present / logged-in at the AGM through VC and who had not cast their vote earlier through remote e-voting.
4. After the conclusion of e-voting during the AGM, we have unblocked the votes cast by the members present through VC at the AGM 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 AGM 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 AGM has been recorded in the separate registers maintained for the purpose.



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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 AGM 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.

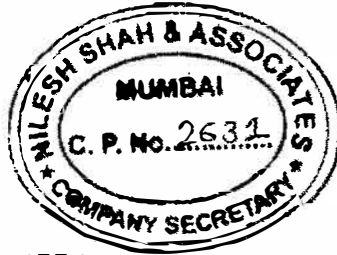
Thanking you,

Yours truly,

For Nilesh Shah & Associates
Practicing Company Secretaries



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



Executive Director
Amit Kumar Agrawal

UDIN: F004554E001647899

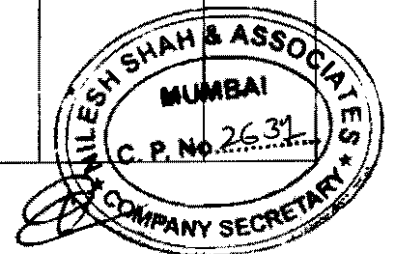
Place: Mumbai

Date: 04th November, 2023

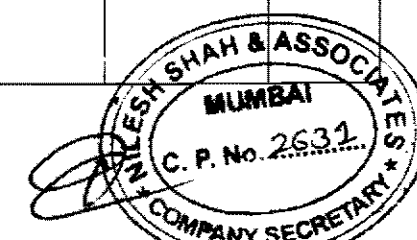
Annexure to the Scrutinizer's Report

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

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.	To consider and adopt the audited Financial Statements of the Company for the year ended 31st March, 2023 together with the Reports of the Board of Directors and Auditors thereon.	Ordinary Resolution	Remote E-Voting and E-voting during the AGM	354	82193362	88.93%	26	10231605	11.07%	03	6701
2.	To appoint a Director in place of Mr. Amit Kumar Agrawal (DIN: 07089892), who retires by rotation and being eligible, offers himself for re-appointment.	Ordinary Resolution	Remote E-Voting and E-voting during the AGM	325	85853775	92.90%	53	6559192	7.10%	05	18701
3a).	To appoint M/s. Borkar and Muzumdar, Chartered Accountants (Firm's Registration No. 101569W), as Statutory Auditors of the Company to fill casual vacancy in the office of the statutory auditor and to fix remuneration.	Ordinary Resolution	Remote E-Voting and E-voting during the AGM	344	90919156	98.38%	35	1494011	1.62%	04	18501



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
3b)	To appoint M/s. Borkar and Muzumdar, Chartered Accountants (Firm's Registration No. 101569W), as Statutory Auditors of the Company for a term of 5 (five) years and to fix their remuneration	Ordinary Resolution	Remote E-Voting and E-voting during the AGM	343	90922925	98.39%	35	1489642	1.61%	05	19101
4.	To Appoint Mr. Birendra Kumar Agrawal (DIN: 00553111) as a Director (Non-Executive) of the Company	Ordinary Resolution	Remote E-Voting and E-voting during the AGM	336	90649760	98.09%	42	1762807	1.91%	05	19101
5.	To Appoint Mr. Birendra Kumar Agrawal (DIN: 00553111) as an Independent Director of the Company	Special Resolution	Remote E-Voting and E-voting during the AGM	339	90648057	98.09%	39	1764510	1.91%	05	19101
6.	To Appoint Ms. Lynette Monteiro (DIN: 07901400) as Director (Non-Executive and Non- Independent Director) of the Company	Ordinary Resolution	Remote E-Voting and E-voting during the AGM	336	90845936	98.31%	41	1566301	1.69%	06	19431



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
7.	Transfer of entire business undertaking of 'The Nilgiri Dairy Farm Private Limited', a material wholly owned subsidiary of the Company on slump sale basis.	Special Resolution	Remote E-Voting and E-voting during the AGM	326	85905564	92.98%	51	6486974	7.02%	06	39130



(Signature)
Nilesh Shah