



**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](http://www.futureconsumer.in)

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

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

30<sup>th</sup> August, 2018

To,  
**BSE Limited**  
Phiroze Jeejeebhoy Towers,  
Dalal Street, Fort,  
Mumbai – 400 001  
**Re.: Scrip Code – 533400**

To,  
**National Stock Exchange of India Limited**  
Exchange Plaza,  
Bandra Kurla Complex,  
Bandra (East), Mumbai – 400 051  
**Re.: NSE Symbol – FCONSUMER**

Dear Sir,

**Sub.: Proceedings and disclosure of voting results of the 22<sup>nd</sup> Annual General Meeting.**

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 the 22<sup>nd</sup> Annual General Meeting of the Company held on Wednesday, 29<sup>th</sup> August, 2018 at 11.30 a.m. at Rangswar Hall, 4<sup>th</sup> Floor, Yashwantrao Chavan Pratishthan, Gen. Jagannathrao Bhonsle Marg, Opp. Mantralaya, Mumbai – 400 021 (“**AGM**”).

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 AGM.

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

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

Thanking you,

Yours faithfully,  
**For Future Consumer Limited**

**Manoj Gagvani**  
**Company Secretary & Head – Legal**

Encl.: As above



**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](http://www.futureconsumer.in)

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

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

### Summary of proceedings of the 22<sup>nd</sup> Annual General Meeting

The 22<sup>nd</sup> Annual General Meeting ("AGM") of the Members of Future Consumer Limited ("the Company") was convened on Wednesday, 29<sup>th</sup> August, 2018 at 11.30 a.m. at Rangswar Hall, 4<sup>th</sup> Floor, Yashwantrao Chavan Pratishthan, Gen. Jagannathrao Bhonsle Marg, Opp. Mantralaya, Mumbai – 400 021 and concluded at 1.10 p.m.

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

Mr. Adhiraj Harish, Mr. Frederic de Mevius, Mr. Deepak Malik and Ms. Vibha Rishi could not attend the AGM, due to their prior commitments.

3. The requisite quorum was present at the AGM and accordingly the Chairman called the Meeting to order. The requisite quorum was present throughout the Meeting. 154 Members were present at the AGM (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 26<sup>th</sup> August, 2018 upto 5.00 p.m. on 28<sup>th</sup> August, 2018. The Chairman further informed that facility to cast votes through physical ballot paper at the AGM was also provided to those members who were present at the AGM 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 Ordinary Business and Special Business before the Meeting, as listed under Serial Nos. 1 to 8 below. He gave the Members an opportunity to ask questions or seek clarifications and thereafter adequate reply was provided to the Members.





**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

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

**Ordinary Business:**

1. To consider and adopt the audited Financial Statements of the Company for the year ended 31<sup>st</sup> March, 2018 together with the Reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Mr. K K Rathi (DIN: 00040094), who retires by rotation and being eligible, offers himself for re-appointment.
3. To appoint a Director in place of Mr. Frederic de Mevius (DIN: 03359921), who retires by rotation and being eligible, offers himself for re-appointment.

**Special Business:**

4. To approve continuation of tenure of Mr. G.N. Bajpai (DIN: 00946138) as the Non-Executive Director of the Company.
5. To appoint Ms. Ashni Biyani (DIN: 00058775) as the Managing Director of the Company and approve payment of remuneration.
6. Alteration of Objects Clause of the Memorandum of Association ("**MOA**") of the Company, to align the same with the present business activities undertaken by the Company, in the following manner:
  - i. *Re-naming the existing Clause III (a) of the MOA, as under:  
"III (a) – The objects for which the Company is incorporated are:"*
  - ii. *Substituting the existing Clause III(b) with new Clause III(b).*
  - iii. *Deleting the existing Clause III(c) of the MOA.*
7. Adoption of new set of Articles of Association of the Company to align the same in accordance with the provisions of the Companies Act, 2013.
8. To approve the Scheme for Reduction of Capital of the Company.

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

All the above resolutions as contained in the Notice calling the said AGM were passed by the Members with the requisite majority, as per the report submitted by the Scrutinizer.





**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

**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 Annual General Meeting	29 <sup>th</sup> August, 2018
Total number of shareholders on record date	149,557 (as on 22 <sup>nd</sup> August, 2018)
<b>No. of shareholders present in the meeting either in person or through proxy</b>	
Promoters and Promoter Group	21
Public	133
<b>Total</b>	<b>154</b>
<b>No. of Shareholders attended the meeting through Video Conferencing</b>	
Promoters and Promoter Group	None
Public	None
<b>Total</b>	<b>-</b>

**Mode of voting:** E-voting and voting done through ballot paper at the AGM

<b>ITEM NO. 1 : To consider and adopt the audited Financial Statements of the Company for the year ended 31st March, 2018 together with the Reports of the Board of Directors and Auditors thereon.</b>								
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	877,187,397	877,187,397	100.00	877,187,397	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
	<b>Total</b>	<b>877,187,397</b>	<b>877,187,397</b>	<b>100.00</b>	<b>877,187,397</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>
Public Institutions	E-Voting	335,349,099	164,590,390	49.08	164,590,390	0	100.00	0.00
	Poll		4,000,000	1.19	4,000,000	0	100.00	0.00
	Postal Ballot (if applicable)	NA	NA	NA	NA	NA	NA	NA
	<b>Total</b>	<b>335,349,099</b>	<b>168,590,390</b>	<b>50.27</b>	<b>168,590,390</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>
Public - Non Institutions	E-Voting	701,231,167	94,725,771	13.51	94,725,646	125	99.99	0.01
	Poll		8,658,985	1.23	8,658,985	0	100.00	0.00
	Postal Ballot (if applicable)	NA	NA	NA	NA	NA	NA	NA
	<b>Total</b>	<b>701,231,167</b>	<b>103,384,756</b>	<b>14.74</b>	<b>103,384,631</b>	<b>125</b>	<b>99.99</b>	<b>0.01</b>
<b>Total</b>		<b>1,913,767,663</b>	<b>1,149,162,543</b>	<b>60.05</b>	<b>1,149,162,418</b>	<b>125</b>	<b>99.99</b>	<b>0.01</b>





**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

ITEM NO. 2 : To appoint a Director in place of Mr. K K Rathi (DIN: 00040094), who retires by rotation and being eligible, offers himself for re-appointment.								
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	877,187,397	877,187,397	100.00	877,187,397	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
	<b>Total</b>	<b>877,187,397</b>	<b>877,187,397</b>	<b>100.00</b>	<b>877,187,397</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>
Public Institutions	E-Voting	335,349,099	164,590,390	49.08	164,590,390	0	100.00	0.00
	Poll		4,000,000	1.19	4,000,000	0	100.00	0.00
	Postal Ballot (if applicable)	NA	NA	NA	NA	NA	NA	NA
	<b>Total</b>	<b>335,349,099</b>	<b>168,590,390</b>	<b>50.27</b>	<b>168,590,390</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>
Public - Non Institutions	E-Voting	701,231,167	94,712,381	13.51	94,700,799	11,582	99.99	0.01
	Poll		8,658,985	1.23	8,658,985	0	100.00	0.00
	Postal Ballot (if applicable)	NA	NA	NA	NA	NA	NA	NA
	<b>Total</b>	<b>701,231,167</b>	<b>103,371,366</b>	<b>14.74</b>	<b>103,359,784</b>	<b>11,582</b>	<b>99.99</b>	<b>0.01</b>
<b>Total</b>		<b>1,913,767,663</b>	<b>1,149,149,153</b>	<b>60.05</b>	<b>1,149,137,571</b>	<b>11,582</b>	<b>99.99</b>	<b>0.01</b>





**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 JVL R, Jogeshwari (East), Mumbai - 400 060

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

ITEM NO. 3 : To appoint a Director in place of Mr. Frederic de Mevius (DIN: 03359921), who retires by rotation and being eligible, offers himself for re-appointment.

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	877,187,397	877,187,397	100.00	877,187,397	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
	<b>Total</b>	<b>877,187,397</b>	<b>877,187,397</b>	<b>100.00</b>	<b>877,187,397</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>
Public Institutions	E-Voting	335,349,099	164,590,390	49.08	152,526,472	12063918	92.67	7.33
	Poll		4,000,000	1.19	4,000,000	0	100.00	0.00
	Postal Ballot (if applicable)	NA	NA	NA	NA	NA	NA	NA
	<b>Total</b>	<b>335,349,099</b>	<b>168,590,390</b>	<b>50.27</b>	<b>156,526,472</b>	<b>12063918</b>	<b>92.84</b>	<b>7.16</b>
Public - Non Institutions	E-Voting	701,231,167	94,711,580	13.51	94,653,093	58,487	99.94	0.06
	Poll		8,658,985	1.23	8,658,785	200	99.99	0.01
	Postal Ballot (if applicable)	NA	NA	NA	NA	NA	NA	NA
	<b>Total</b>	<b>701,231,167</b>	<b>103,370,565</b>	<b>14.74</b>	<b>103,311,878</b>	<b>58,687</b>	<b>99.94</b>	<b>0.06</b>
<b>Total</b>		<b>1,913,767,663</b>	<b>1,149,148,352</b>	<b>60.05</b>	<b>1,137,025,747</b>	<b>12,122,605</b>	<b>98.95</b>	<b>1.05</b>





**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

ITEM NO. 4 : To approve continuation of tenure of Mr. G.N. Bajpai (DIN: 00946138) as the Non-Executive Director of the Company.								
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	877,187,397	877,187,397	100.00	877,187,397	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
	<b>Total</b>	<b>877,187,397</b>	<b>877,187,397</b>	<b>100.00</b>	<b>877,187,397</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>
Public Institutions	E-Voting	335,349,099	164,590,390	49.08	162,519,384	2071006	98.74	1.26
	Poll		4,000,000	1.19	4,000,000	0	100.00	0.00
	Postal Ballot (if applicable)	NA	NA	NA	NA	NA	NA	NA
	<b>Total</b>	<b>335,349,099</b>	<b>168,590,390</b>	<b>50.27</b>	<b>166,519,384</b>	<b>2071006</b>	<b>98.77</b>	<b>1.23</b>
Public - Non Institutions	E-Voting	701,231,167	94,662,621	13.50	94,652,034	10,587	99.99	0.01
	Poll		8,658,985	1.23	8,658,985	0	100.00	0.00
	Postal Ballot (if applicable)	NA	NA	NA	NA	NA	NA	NA
	<b>Total</b>	<b>701,231,167</b>	<b>103,321,606</b>	<b>14.73</b>	<b>103,311,019</b>	<b>10,587</b>	<b>99.99</b>	<b>0.01</b>
<b>Total</b>		<b>1,913,767,663</b>	<b>1,149,099,393</b>	<b>60.04</b>	<b>1,147,017,800</b>	<b>2,081,593</b>	<b>99.82</b>	<b>0.18</b>





**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

ITEM NO. 5 : To appoint Ms. Ashni Biyani (DIN: 00058775) as the Managing Director of the Company and approve payment of remuneration.								
Resolution required: (Ordinary/ Special) : Special Resolution								
Whether promoter/ promoter group are interested in the agenda/resolution? : Yes, to the extent of their shareholding								
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	877,187,397	877,187,397	100.00	877,187,397	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
	<b>Total</b>	<b>877,187,397</b>	<b>877,187,397</b>	<b>100.00</b>	<b>877,187,397</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>
Public Institutions –	E-Voting	335,349,099	164,590,390	49.08	164,590,390	0	100.00	0.00
	Poll		4,000,000	1.19	4,000,000	0	100.00	0.00
	Postal Ballot (if applicable)	NA	NA	NA	NA	NA	NA	NA
	<b>Total</b>	<b>335,349,099</b>	<b>168,590,390</b>	<b>50.27</b>	<b>168,590,390</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>
Public - Non Institutions	E-Voting	701,231,167	94,774,693	13.52	94,758,519	16,174	99.98	0.02
	Poll		8,658,985	1.23	8,658,709	276	99.99	0.01
	Postal Ballot (if applicable)	NA	NA	NA	NA	NA	NA	NA
	<b>Total</b>	<b>701,231,167</b>	<b>103,433,678</b>	<b>14.75</b>	<b>103,417,228</b>	<b>16,450</b>	<b>99.98</b>	<b>0.02</b>
<b>Total</b>		<b>1,913,767,663</b>	<b>1,149,211,465</b>	<b>60.05</b>	<b>1,149,195,015</b>	<b>16,450</b>	<b>99.99</b>	<b>0.01</b>





**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

ITEM NO. 6 : Alteration of Objects Clause of the Memorandum of Association of the Company.								
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	877,187,397	877,187,397	100.00	877,187,397	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
	<b>Total</b>	<b>877,187,397</b>	<b>877,187,397</b>	<b>100.00</b>	<b>877,187,397</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>
Public Institutions	E-Voting	335,349,099	164,590,390	49.08	154,525,449	10064941	93.88	6.12
	Poll		4,000,000	1.19	4,000,000	0	100.00	0.00
	Postal Ballot (if applicable)	NA	NA	NA	NA	NA	NA	NA
	<b>Total</b>	<b>335,349,099</b>	<b>168,590,390</b>	<b>50.27</b>	<b>158,525,449</b>	<b>10064941</b>	<b>94.03</b>	<b>5.97</b>
Public - Non Institutions	E-Voting	701,231,167	94,707,384	13.51	94,701,394	5,990	99.99	0.01
	Poll		8,658,985	1.23	8,658,985	0	100.00	0.00
	Postal Ballot (if applicable)	NA	NA	NA	NA	NA	NA	NA
	<b>Total</b>	<b>701,231,167</b>	<b>103,366,369</b>	<b>14.74</b>	<b>103,360,379</b>	<b>5,990</b>	<b>99.99</b>	<b>0.01</b>
<b>Total</b>		<b>1,913,767,663</b>	<b>1,149,144,156</b>	<b>60.05</b>	<b>1,139,073,225</b>	<b>10,070,931</b>	<b>99.12</b>	<b>0.88</b>





**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

ITEM NO. 7 : Adoption of new set of Articles of Association of the Company.								
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	877,187,397	877,187,397	100.00	877,187,397	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
	<b>Total</b>	<b>877,187,397</b>	<b>877,187,397</b>	<b>100.00</b>	<b>877,187,397</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>
Public - Institutions	E-Voting	335,349,099	164,590,390	49.08	152,526,472	12063918	92.67	7.33
	Poll		4,000,000	1.19	4,000,000	0	100.00	0.00
	Postal Ballot (if applicable)	NA	NA	NA	NA	NA	NA	NA
	<b>Total</b>	<b>335,349,099</b>	<b>168,590,390</b>	<b>50.27</b>	<b>156,526,472</b>	<b>12063918</b>	<b>92.84</b>	<b>7.16</b>
Public - Non Institutions	E-Voting	701,231,167	94,690,198	13.50	94,636,973	53,225	99.94	0.06
	Poll		8,658,985	1.23	8,658,985	0	100.00	0.00
	Postal Ballot (if applicable)	NA	NA	NA	NA	NA	NA	NA
	<b>Total</b>	<b>701,231,167</b>	<b>103,349,183</b>	<b>14.74</b>	<b>103,295,958</b>	<b>53,225</b>	<b>99.95</b>	<b>0.05</b>
<b>Total</b>		<b>1,913,767,663</b>	<b>1,149,126,970</b>	<b>60.05</b>	<b>1,137,009,827</b>	<b>12,117,143</b>	<b>98.95</b>	<b>1.05</b>





**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

ITEM NO. 8 : To approve the Scheme for Reduction of Capital of the Company.								
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	877.187.397	877.187.397	100.00	877.187.397	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
	<b>Total</b>	<b>877,187,397</b>	<b>877,187,397</b>	<b>100.00</b>	<b>877,187,397</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>
Public Institutions	E-Voting	335.349.099	164.590.390	49.08	164,590,390	0	100.00	0.00
	Poll		4,000,000	1.19	4,000,000	0	100.00	0.00
	Postal Ballot (if applicable)	NA	NA	NA	NA	NA	NA	NA
	<b>Total</b>	<b>335,349,099</b>	<b>168,590,390</b>	<b>50.27</b>	<b>168,590,390</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>
Public - Non Institutions	E-Voting	701.231.167	94.773.214	13.52	94,761,620	11,594	99.99	0.01
	Poll		8,658.985	1.23	8,658,609	376	99.99	0.01
	Postal Ballot (if applicable)	NA	NA	NA	NA	NA	NA	NA
	<b>Total</b>	<b>701,231,167</b>	<b>103,432,199</b>	<b>14.75</b>	<b>103,420,229</b>	<b>11,970</b>	<b>99.99</b>	<b>0.01</b>
<b>Total</b>		<b>1,913,767,663</b>	<b>1,149,209,986</b>	<b>60.05</b>	<b>1,149,198,016</b>	<b>11,970</b>	<b>99.99</b>	<b>0.01</b>



# 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 22<sup>nd</sup> Annual General Meeting**  
**of Future Consumer Limited**  
(formerly known as Future Consumer Enterprise Limited)  
Held on Wednesday, 29<sup>th</sup> August, 2018  
At Rangswar Hall, 4<sup>th</sup> 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 resolutions as per the Annexure attached, at the 22<sup>nd</sup> Annual General Meeting of the Equity Shareholders of Future Consumer Limited (formerly known as Future Consumer Enterprise Limited) (the Company) held on 29<sup>th</sup> August, 2018 at 11:30 a.m. at Rangswar Hall, 4<sup>th</sup> 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 boxes were 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. Ms. Bhumi Trivedi and Mr. Rakesh Achhpal 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.



211-B (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

304-A, Poonam Sagar, Poonam Nagar, Off. Mahakali Caves Road, Andheri (East), Mumbai - 400 093. Tel.: 2836 3419 Email : ngshah.cs@gmail.com

29/08/2018

# NILESH SHAH & ASSOCIATES

Company Secretaries

Ref.: \_\_\_\_\_

4. The result of the poll (including voting through remote e-voting) is as per annexure attached herewith.
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 had 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 Annual General Meeting) casted by the shareholders.

**Recommendation:**

All the resolutions 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: 29/08/2018



**Annexure to the Scrutinizer's Report**

**Result of Voting (through remote e-voting and Poll at AGM):**

Sr. No.	Reso. No. /Item No.	Heading of Resolution	Type of Resolution	Type of Voting	Valid Votes						Invalid Votes / Abstain	
					Voting in Favour (Assent)			Voted Against (Dissent)			No. of Members Voting	No. of Votes Casted
					No. of Members Voting	No. of Votes Casted	% of valid votes	No. of Members Voting	No. of Votes Casted	% of valid votes		
1	1	To consider and adopt the audited Financial Statements of the Company for the year ended 31 <sup>st</sup> March, 2018 together with the Reports of the Board of Directors and Auditors thereon.	Ordinary	Remote E-Voting	257	1136503433	99.99	4	125	0.01	3	312037
				Poll at AGM	58	12658985	100	0	0	0	0	0
				<b>Total</b>	<b>315</b>	<b>1149162418</b>	<b>99.99</b>	<b>4</b>	<b>125</b>	<b>0.01</b>	<b>3</b>	<b>312037</b>
2	2	To appoint a Director in place of Mr. K K Rathi (DIN: 00040094), who retires by rotation and being eligible, offers himself for re-appointment.	Ordinary	Remote E-Voting	238	1136478586	99.99	22	11582	0.01	5	325427
				Poll at AGM	58	12658985	100	0	0	0	0	0
				<b>Total</b>	<b>296</b>	<b>1149137571</b>	<b>99.99</b>	<b>22</b>	<b>11582</b>	<b>0.01</b>	<b>5</b>	<b>325427</b>
3	3	To appoint a Director in place of Mr. Frederic de Mevius (DIN: 03359921), who retires by rotation and being eligible, offers himself for re-appointment.	Ordinary	Remote E-Voting	226	1124366962	98.93	33	12122405	1.07	6	326228
				Poll at AGM	57	12658785	99.99	1	200	0.01	0	0
				<b>Total</b>	<b>283</b>	<b>1137025747</b>	<b>98.95</b>	<b>34</b>	<b>12122605</b>	<b>1.05</b>	<b>6</b>	<b>326228</b>



*[Signature]*  
29/08/2018

Sr. No.	Reso. No. /Item No.	Heading of Resolution	Type of Resolution	Type of Voting	Valid Votes						Invalid Votes / Abstain	
					Voting in Favour (Assent)			Voted Against (Dissent)			No. of Members Voting	No. of Votes Casted
					No. of Members Voting	No. of Votes Casted	% of valid votes	No. of Members Voting	No. of Votes Casted	% of valid votes		
4	4	To approve continuation of tenure of Mr. G N Bajpai (DIN: 00946138) as the Non-Executive Director of the Company.	Special	Remote E-Voting	231	1134358815	99.81	27	2081593	0.19	7	375187
				Poll at AGM	58	12658985	100	0	0	0	0	0
				<b>Total</b>	<b>289</b>	<b>1147017800</b>	<b>99.82</b>	<b>27</b>	<b>2081593</b>	<b>0.18</b>	<b>7</b>	<b>375187</b>
5	5	To appoint Ms. Ashni Biyani (DIN: 00058775) as the Managing Director of the Company and approve payment of remuneration.	Special	Remote E-Voting	235	1136536306	99.99	24	16174	0.01	6	263115
				Poll at AGM	57	12658709	99.99	1	276	0.01	0	0
				<b>Total</b>	<b>292</b>	<b>1149195015</b>	<b>99.99</b>	<b>25</b>	<b>16450</b>	<b>0.01</b>	<b>6</b>	<b>263115</b>
6	6	Alteration of Object Clause of the Memorandum of Association of the Company.	Special	Remote E-Voting	239	1126414240	99.11	19	10070931	0.89	7	330424
				Poll at AGM	58	12658985	100	0	0	0	0	0
				<b>Total</b>	<b>297</b>	<b>1139073225</b>	<b>99.12</b>	<b>19</b>	<b>10070931</b>	<b>0.88</b>	<b>7</b>	<b>330424</b>



*29/08/2018*

Sr. No.	Reso. No. /Item No.	Heading of Resolution	Type of Resolution	Type of Voting	Valid Votes						Invalid Votes / Abstain	
					Voting in Favour (Assent)			Voted Against (Dissent)			No. of Members Voting	No. of Votes Casted
					No. of Members Voting	No. of Votes Casted	% of valid votes	No. of Members Voting	No. of Votes Casted	% of valid votes		
7	7	Adoption of new set of Articles of Association of the Company.	Special	Remote E-Voting	234	1124350842	98.93	23	12117143	1.07	8	347610
				Poll at AGM	58	12658985	100	0	0	0	0	0
				<b>Total</b>	<b>292</b>	<b>1137009827</b>	<b>98.95</b>	<b>23</b>	<b>12117143</b>	<b>1.05</b>	<b>8</b>	<b>347610</b>
8	8	To approve the Scheme for Reduction of Capital of the Company.	Special	Remote E-Voting	238	1136539407	99.99	23	11594	0.01	4	264594
				Poll at AGM	56	12658609	99.99	2	376	0.01	0	0
				<b>Total</b>	<b>294</b>	<b>1149198016</b>	<b>99.99</b>	<b>25</b>	<b>11970</b>	<b>0.01</b>	<b>4</b>	<b>264594</b>



*[Handwritten Signature]*  
29/08/2018