



FUTURE CONSUMER LIMITED (Formerly Future Consumer Enterprise 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 | www.futureconsumer.in

Regd. Office : Knowledge House, Shyam Nagar, Off JVLR, Jogeshwari (East), Mumbai - 400 060
(T) +91 22 6644 2200 | www.futureconsumer.in | CIN: L52602MH1996PLC192090

29th September, 2021

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 25th 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. Wednesday, 29th September, 2021 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.

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**


Manoj Gagvani
Company Secretary & Head – Legal

Encl.: As above



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Summary of proceedings of the 25th Annual General Meeting

The 25th Annual General Meeting (“AGM”) of the Members of the Future Consumer Limited (“the Company”) was convened today i.e. Wednesday, 29th September, 2021 at 11:00 a.m. through Video Conferencing, in compliance with General Circular No. 02/2021 dated 13th January, 2021 read with General Circular No. 14/2020 dated 8th April, 2020, General Circular No. 17/2020 dated 13th April, 2020 and General Circular No. 20/2020 dated 5th May, 2020 issued by Ministry of Corporate Affairs and Circular No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated 15th January, 2021 read with Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12th May, 2020 issued by 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 then requested Mr. G. N. Bajpai, Chairman of the Meeting to preside over the Meeting.

Mr. G. N. Bajpai, Chairman of the Company took the Chair.

The following Directors were also present at the AGM

- a) Mr. Kishore Biyani
- b) Ms. Ashni Biyani
- c) Mr. Harminder Sahni
- d) Mr. Jude Linhares
- e) Mr. Adhiraj Harish
- f) Ms. Neelam Chhiber

Mr. Deepak Malik, Mr. Frederic de Mevius and Mr. K K Rathi could not attend the AGM, due to their prior 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. Pramod Bapna, representing the Statutory Auditors, M/s. S R B C & CO LLP, 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.





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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 there were no qualifications, observations or comments in the Auditors' Report on the financial transactions or matters, which would have any adverse effect on the functioning of the Company and accordingly, the Auditors' Report 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 Sunday, 26th September, 2021 upto 5.00 p.m on Tuesday, 28th September, 2021. 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 9 of the Notice calling the AGM were transacted at the AGM:

Sr. No	Particulars	Type of Resolution
Ordinary Business:		
1.	To consider and adopt the audited Financial Statements of the Company for the year ended 31 st March, 2021 together with the Reports of the Board of Directors and Auditors thereon.	Ordinary Resolution
2.	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 Resolution
3.	To appoint a Director in place of Mr. Deepak Malik (DIN: 00662141), who retires by rotation and being eligible, offers himself for re-appointment.	Ordinary Resolution
Special Business:		
	Appointment of Mr. Jude Linhares (DIN:08314396) as a Director of the Company.	Ordinary Resolution





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5.	Appointment of Mr. Jude Linhares (DIN:08314396) as an Executive Director of the Company.	Special Resolution
6.	Payment of Remuneration to Mr. Jude Linhares (DIN:08314396) Executive Director of the Company.	Special Resolution
7.	Re-appointment of Ms. Ashni Biyani (DIN: 00058775) as Managing Director of the Company.	Special Resolution
8.	Payment of Remuneration to Ms. Ashni Biyani (DIN:00058775) Managing Director of the Company.	Special Resolution
9.	Re-appointment of Mr. Adhiraj Harish (DIN: 03380459) as an Independent Director of the Company.	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 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 11.58 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 Scrutinizer, all the resolutions as contained in the Notice calling the said AGM were passed by the Members with the requisite majority.





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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, as amended

Date of the Annual General Meeting	29 th September, 2021
Total number of shareholders on record date	3,41,304 (as on 22 nd September, 2021)
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	17
Public	65
Total	82
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 31 st March, 2021 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	287514893	168288	0.0585	168288	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		168288	0.0585	168288	0	100.0000	0.0000
Public Institutions	E-Voting	215489265	42567496	19.7539	42567496	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		42567496	19.7539	42567496	0	100.0000	0.0000
Public Non Institutions	E-Voting	1484036721	620941244	41.8414	620746897	194347	99.9687	0.0313
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		620941244	41.8414	620746897	194347	99.9687	0.0313
Total		1987040879	663677028	33.4003	663482681	194347	99.9707	0.0293





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Resolution Required : (Ordinary)			2 - 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.					
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	287514893	168288	0.0585	168288	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		168288	0.0585	168288	0	100.0000	0.0000
Public Institutions	E-Voting	215489265	42567496	19.7539	37736946	4830550	88.6520	11.3480
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		42567496	19.7539	37736946	4830550	88.6520	11.3480
Public Non Institutions	E-Voting	1484036721	621025474	41.8470	619664769	1360705	99.7809	0.2191
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		621025474	41.8470	619664769	1360705	99.7809	0.2191
Total		1987040879	663761258	33.4045	657570003	6191255	99.0672	0.9328





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Resolution Required : (Ordinary)			3 - To appoint a Director in place of Mr. Deepak Malik (DIN: 00662141), who retires by rotation and being eligible, offers himself for re-appointment.					
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	287514893	168288	0.0585	168288	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		168288	0.0585	168288	0	100.0000	0.0000
Public Institutions	E-Voting	215489265	42567496	19.7539	37553531	5013965	88.2211	11.7789
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		42567496	19.7539	37553531	5013965	88.2211	11.7789
Public Non Institutions	E-Voting	1484036721	621025544	41.8470	619646929	1378615	99.7780	0.2220
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		621025544	41.8470	619646929	1378615	99.7780	0.2220
Total		1987040879	663761328	33.4045	657368748	6392580	99.0369	0.9631





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Resolution Required : (Ordinary)			4 - Appointment of Mr. Jude Linhares (DIN: 08314396) 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	287514893	168288	0.0585	168288	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		168288	0.0585	168288	0	100.0000	0.0000
Public Institutions	E-Voting	215489265	42567496	19.7539	37736946	4830550	88.6520	11.3480
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		42567496	19.7539	37736946	4830550	88.6520	11.3480
Public Non Institutions	E-Voting	1484036721	621024960	41.8470	620506056	518904	99.9164	0.0836
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		621024960	41.8470	620506056	518904	99.9164	0.0836
Total		1987040879	663760744	33.4045	658411290	5349454	99.1941	0.8059





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Resolution Required : (Special)			5 - Appointment of Mr. Jude Linhares (DIN:08314396) 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	287514893	168288	0.0585	168288	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		168288	0.0585	168288	0	100.0000	0.0000
Public Institutions	E-Voting	215489265	42567496	19.7539	610867	41956629	1.4351	98.5649
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		42567496	19.7539	610867	41956629	1.4351	98.5649
Public Non Institutions	E-Voting	1484036721	621024947	41.8470	620558886	466061	99.9250	0.0750
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		621024947	41.8470	620558886	466061	99.9250	0.0750
Total		1987040879	663760731	33.4045	621338041	42422690	93.6087	6.3913





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Resolution Required : (Special)			6 - Payment of Remuneration to Mr. Jude Linhares (DIN:08314396) Executive Director of the Company					
Whether promoter/ promoter group are interested in the agenda/resolution?			No					
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes – Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	$[3]=\frac{[2]}{[1]}*100$	[4]	[5]	$[6]=\frac{[4]}{[2]}*100$	$[7]=\frac{[5]}{[2]}*100$
Promoter and Promoter Group	E-Voting	287514893	168288	0.0585	168288	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		168288	0.0585	168288	0	100.0000	0.0000
Public Institutions	E-Voting	215489265	42567496	19.7539	328859	42238637	0.7726	99.2274
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		42567496	19.7539	328859	42238637	0.7726	99.2274
Public Non Institutions	E-Voting	1484036721	621025444	41.8470	619899244	1126200	99.8187	0.1813
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		621025444	41.8470	619899244	1126200	99.8187	0.1813
Total		1987040879	663761228	33.4045	620396391	43364837	93.4668	6.5332





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Resolution Required : (Special)			7 - Re-appointment of Ms. Ashni Biyani (DIN: 00058775) as Managing Director of the Company					
Whether promoter/ promoter group are interested in the agenda/resolution?			Yes					
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	287514893	0	0.0000	0	0	0.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		0	0.0000	0	0	0.0000	0.0000
Public Institutions	E-Voting	215489265	42567496	19.7539	42567496	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		42567496	19.7539	42567496	0	100.0000	0.0000
Public Non Institutions	E-Voting	1484036721	621029625	41.8473	619678885	1350740	99.7825	0.2175
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		621029625	41.8473	619678885	1350740	99.7825	0.2175
Total		1987040879	663597121	33.3962	662246381	1350740	99.7965	0.2035





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Resolution Required : (Special)			8 - Payment of Remuneration to Ms. Ashni Biyani (DIN: 00058775) Managing Director of the Company					
Whether promoter/ promoter group are interested in the agenda/resolution?			Yes					
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	287514893	0	0.0000	0	0	0.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		0	0.0000	0	0	0.0000	0.0000
Public Institutions	E-Voting	215489265	42567496	19.7539	328859	42238637	0.7726	99.2274
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		42567496	19.7539	328859	42238637	0.7726	99.2274
Public Non Institutions	E-Voting	1484036721	621029694	41.8473	618910924	2118770	99.6588	0.3412
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		621029694	41.8473	618910924	2118770	99.6588	0.3412
Total		1987040879	663597190	33.3963	619239783	44357407	93.3156	6.6844





FUTURE CONSUMER LIMITED (Formerly Future Consumer Enterprise 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 | www.futureconsumer.in

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

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

Resolution Required : (Special)			9 - Re-appointment of Mr. Adhiraj Harish (DIN: 03380459) 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	287514893	168288	0.0585	168288	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		168288	0.0585	168288	0	100.0000	0.0000
Public Institutions	E-Voting	215489265	42567496	19.7539	42285488	282008	99.3375	0.6625
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		42567496	19.7539	42285488	282008	99.3375	0.6625
Public Non Institutions	E-Voting	1484036721	621025593	41.8471	619667222	1358371	99.7813	0.2187
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		621025593	41.8471	619667222	1358371	99.7813	0.2187
Total		1987040879	663761377	33.4045	662120998	1640379	99.7529	0.2471



NILESH SHAH & ASSOCIATES

Company Secretaries

Ref _____

Report of Scrutinizer

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

To,
The Chairman
of Twenty Fifth Annual General Meeting
of Future Consumer Limited
held on Wednesday, September 29, 2021 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 25th 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 and January 13, 2021 (collectively referred as "MCA Circulars") and SEBI vide its Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 and SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021, in respect of resolutions proposed at the AGM of Future Consumer Limited (the "Company") held on Wednesday, September 29, 2021 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.



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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

NILESH SHAH & ASSOCIATES

Company Secretaries

Ref.: _____

As informed to us by the Management, the notice dated June 26, 2021 convening the AGM of the Company through VC/OAVM held on Wednesday, September 29, 2021 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 dated April 8, 2020, April 13, 2020, May 5, 2020 and January 13, 2021 (collectively referred as 'MCA Circulars') and SEBI vide its Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 and SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021.

The members of the Company holding shares on the "cut-off date" of September 22, 2021 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 Sunday, 26th September, 2021 at 9.00 a.m. (IST) and end on Tuesday, 28th September, 2021 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.



NILESH SHAH & ASSOCIATES

Company Secretaries

Ref.: _____

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 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

UDIN: F004554C001041150

Place: Mumbai

Date: 29.09.2021



**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, 2021 together with the Reports of the Board of Directors and Auditors thereon.	Ordinary Resolution	Remote E-Voting and E-voting during the AGM	711	663482681	99.97%	55	194347	0.03%	11	287446255
2.	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 Resolution	Remote E-Voting and E-voting during the AGM	649	657570003	99.07%	112	6191255	0.93%	18	287362025
3.	To appoint a Director in place of Mr. Deepak Malik (DIN: 00662141), who retires by rotation and being eligible, offers himself for re-appointment.	Ordinary Resolution	Remote E-Voting and E-voting during the AGM	643	657368748	99.04%	118	6392580	0.96%	18	287361955
4.	Appointment of Mr. Jude Linhares (DIN: 08314396) as a Director of the Company.	Ordinary Resolution	Remote E-Voting and E-voting during the AGM	650	658411290	99.19%	109	5349454	0.81%	20	287362539

NILESH BHAI & ASSOCIATES
 MUMBAI
 C. P. No. 2631

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
5.	Appointment of Mr. Jude Linhares (DIN:08314396) as an Executive Director of the Company.	Special Resolution	Remote E-Voting and E-voting during the AGM	643	621338041	93.61%	117	42422690	6.39%	19	287362552
6.	Payment of Remuneration to Mr. Jude Linhares (DIN: 08314396) Executive Director of the Company.	Special Resolution	Remote E-Voting and E-voting during the AGM	619	620396391	93.47%	142	43364837	6.53%	18	287362055
7.	Re-appointment of Ms. Ashni Biyani (DIN: 00058775) as Managing Director of the Company.	Special Resolution	Remote E-Voting and E-voting during the AGM	634	662246381	99.80%	111	1350740	0.20%	25	287526162
8.	Payment of Remuneration to Ms. Ashni Biyani (DIN: 00058775) Managing Director of the Company.	Special Resolution	Remote E-Voting and E-voting during the AGM	603	619239783	93.32%	142	44357407	6.68%	25	287526093
9.	Re-appointment of Mr. Adhiraj Harish (DIN: 03380459) as an Independent Director of the Company.	Special Resolution	Remote E-Voting and E-voting during the AGM	656	662120998	99.75%	105	1640379	0.25%	17	287361906

