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

29th December, 2020

To,
The Secretary
Department of Corporate Services
BSE Limited
P. J. Towers, Dalal Street,
Mumbai – 400 001.
Scrip Code: 533400
Debt Scrip Code: 956887

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 24th 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. Tuesday, 29th December, 2020 at 2:00 p.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 24th Annual General Meeting

The 24th Annual General Meeting **("AGM")** of the Members of the Future Consumer Limited **("the Company")** was convened today i.e. Tuesday, 29th December, 2020 at 2:00 p.m. through Video Conferencing, in compliance with General Circular No. 14/2020 dated 8th April, 2020 read with 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/CMD1/CIR/P/2020/79 dated 12th May, 2020 issued by Securities and Exchange Board of India.

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. Narendra Baheti
e) Mr. Adhiraj Harish

Mr. Deepak Malik, Mr. Frederic de Mevius, Mr. K K Rathi and Ms. Neelam Chhiber 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 evoting during the AGM and also for participation in the AGM through video conferencing facility.

The Chairman then announced that Mr. Jaiprakash Yadav, 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 on the website of NSDL 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 26th December, 2020 upto 5.00 p.m on 28th December, 2020. 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 Remote e-voting process and voting during the AGM in fair and transparent manner.

The Chairman thereafter took up the items of Ordinary and Special Business as listed under serial Nos. 1 to 4 of the Notice calling the AGM, comprising of the following:

Sr. No	Particulars	Type of Resolution
Ordinary Business:		
1.	To consider and adopt the audited Financial Statements of the Company for the year ended 31st March, 2020 together with the Reports of the Board of Directors and Auditors thereon.	Ordinary Resolution
2.	To appoint a Director in place of Mr. K K Rathi (DIN:00040094), Director, who retires by rotation and being eligible, offers himself for re-appointment	Ordinary Resolution
3.	To appoint a Director in place of Mr. Narendra Baheti (DIN:00057255), who retires by rotation and being eligible, offer himself for re-appointment.	Ordinary Resolution
Special Business:		
4.	Appointment of Ms. Neelam Chhiber (DIN: 00838007) as an Independent Director	Ordinary Resolution

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The Chairman further informed that, Members who were present at the Meeting and had not cast their votes on the Resolutions through remote e-voting, were provided with the facility to vote through e-voting system during the AGM. The Chairman also informed that the said facility for e-voting was available for 15 minutes after the conclusion of the AGM.

Before commencing the Question & Answer session, the Chairman briefed the Shareholders about the ongoing Amazon matter and envisaged Scheme of Arrangement. The Chairman then gave the Members an opportunity to ask questions or seek clarifications and thereafter adequate replies were provided to the Members.

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 3.00 p.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	29th December,2020
Total number of shareholders on record date	3,27,341 (as on 22nd December,2020)
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	8
Public	82
Total	**90**
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, 2020 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	734805231	734805131	100.0000	734805131	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		**734805131**	**100.0000**	**734805131**	**0**	**100.0000**	**0.0000**
Public Institutions	E-Voting	179829687	18793688	10.4508	18793688	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		**18793688**	**10.4508**	**18793688**	**0**	**100.0000**	**0.0000**
Public Non Institutions	E-Voting	1006474762	81221575	8.0699	81215380	6195	99.9924	0.0076
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		**81221575**	**8.0699**	**81215380**	**6195**	**99.9924**	**0.0076**
Total		**1921109680**	**834820394**	**43.4551**	**834814199**	**6195**	**99.9993**	**0.0007**

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Resolution Required : (Ordinary)			**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.**					
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	734805231	734805131	100.0000	734805131	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		**734805131**	**100.0000**	**734805131**	**0**	**100.0000**	**0.0000**
Public Institutions	E-Voting	179829687	18793688	10.4508	17081528	1712160	90.8897	9.1103
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		**18793688**	**10.4508**	**17081528**	**1712160**	**90.8897**	**9.1103**
Public Non Institutions	E-Voting	1006474762	81221575	8.0699	81156610	64965	99.9200	0.0800
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		**81221575**	**8.0699**	**81156610**	**64965**	**99.9200**	**0.0800**
Total		**1921109680**	**834820394**	**43.4551**	**833043269**	**1777125**	**99.7871**	**0.2129**

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Resolution Required : (Ordinary)		**3 - To appoint a Director in place of Mr. Narendra Baheti (DIN: 00057255), 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	734805231	734805131	100.0000	734805131	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		**734805131**	**100.0000**	**734805131**	**0**	**100.0000**	**0.0000**
Public Institutions	E-Voting	179829687	18793688	10.4508	0	18793688	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		**18793688**	**10.4508**	**0**	**18793688**	**0.0000**	**100.0000**
Public Non Institutions	E-Voting	1006474762	81221575	8.0699	81148410	73165	99.9099	0.0901
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		**81221575**	**8.0699**	**81148410**	**73165**	**99.9099**	**0.0901**
Total		**1921109680**	**834820394**	**43.4551**	**815953541**	**18866853**	**97.7400**	**2.2600**

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Resolution Required : (Ordinary)			**4 - Appointment of Ms. Neelam Chhiber (DIN: 00838007) as an Independent Director**					
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	734805231	734805131	100.0000	734805131	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		**734805131**	**100.0000**	**734805131**	**0**	**100.0000**	**0.0000**
Public Institutions	E-Voting	179829687	18793688	10.4508	18793688	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		**18793688**	**10.4508**	**18793688**	**0**	**100.0000**	**0.0000**
Public Non Institutions	E-Voting	1006474762	81221575	8.0699	81189988	31587	99.9611	0.0389
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		**81221575**	**8.0699**	**81189988**	**31587**	**99.9611**	**0.0389**
Total		**1921109680**	**834820394**	**43.4551**	**834788807**	**31587**	**99.9962**	**0.0038**

#The Company has allotted 6,59,31,199 equity shares on 21st November,2020 upon conversion of compulsorily convertible debentures issued by the Company, consequent to which paid up capital of the Company has been increased to 198,70,40,879 equity shares. The Company is the process of obtaining listing approval from the stock exchanges and the revised capital has not yet been updated with the depositories as on the cut- off date i.e 22nd December,2020.

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 Fourth Annual General Meeting
of Future Consumer Limited
held on Tuesday, December 29, 2020 at 2.00 p.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 24th 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 MCA General Circular No. 14/2020 dated April 08, 2020, MCA General Circular No. 17/2020 dated April 13, 2020 and MCA General Circular No. 20/2020 dated May 05, 2020 read with SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020, in respect of resolutions proposed at the AGM of Future Consumer Limited (the **"Company"**) held on Tuesday, December 29, 2020 at 02.00 P.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 Depositories Limited (NSDL), the authorized agency to provide e-voting facilities, engaged by the Company.

NILESH SHAH & ASSOCIATES MUMBAI C. P. No. 2631 COMPANY SECRETARY

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

NILESH SHAH & ASSOCIATES

Company Secretaries

Ref.:_____

As informed to us by the Management, the notice dated July 10, 2020 convening the AGM of the Company through VC/OAVM held on December 29, 2020 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 08, 2020, April 13, 2020 and May 05, 2020 read with SEBI Circular number SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020.

The members of the Company holding shares on the "cut-off date" of December 22, 2020 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 Depositories 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 Saturday, December 26, 2020 (9.00 a.m. IST) to Monday, December 28, 2020 (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.

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

NILESH SHAH & ASSOCIATES * MUMBAI * C. P. No. 2631 * COMPANY SECRETARIES *

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

NILESH SHAH & ASSOCIATES

Company Secretaries

Ref.:_____

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: F004554B001731125

NILESH SHAH & ASSOCIATES * COMPANY SECRETARY * MUMBAI C. P. No. 2631

Place: Mumbai

Date: 29.12.2020

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Tel.: 2836 3419 Email : ngshah.cs@gmail.com

Annexure to the Scrutinizer's Report

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

Reso. No. /Item 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, 2020 together with the Reports of the Board of Directors and Auditors thereon.	Ordinary Resolution	Remote E-Voting and E-voting during the AGM	335	834814199	99.99%	16	6195	0.01%	0	0
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 Resolution	Remote E-Voting and E-voting during the AGM	323	833043269	99.79%	28	1777125	0.21%	0	0

NILESH SHAH & ASSOCIATES * COMPANY SECRETARY * MUMBAI C. P. No. 2631

Reso. No. /Item 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.	To appoint a Director in place of Mr. Narendra Baheti (DIN: 00057255), who retires by rotation and being eligible, offers himself for re-appointment.	Ordinary Resolution	Remote E-Voting and E-voting during the AGM	309	815953541	97.74%	42	18866853	2.26%	0	0
4.	Appointment of Ms. Neelam Chhiber (DIN: 00838007) as an Independent Director.	Ordinary Resolution	Remote E-Voting and E-voting during the AGM	322	834788807	99.99%	29	31587	0.01%	0	0

