



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

8th April,2023

To,
BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai-400 001,
Scrip Code: 533400

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

Dear Sir/Madam,

Ref: Disclosure under Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations").

Sub.: Postal Ballot Notice

On the above subject and pursuant to Regulation 30 of the SEBI Listing Regulations, please find enclosed herewith a copy of the Postal Ballot Notice dated 6th April,2023 together with the Explanatory Statement thereto ("**Postal Ballot Notice**"), for seeking consent of the Shareholders of the Company through postal ballot in respect of the matter as mentioned in the said Postal Ballot Notice.

In compliance with the relevant circulars issued by the Ministry of Corporate Affairs from time to time and the SEBI Listing Regulations, the Postal Ballot Notice together with the Explanatory Statement thereto is being sent only by email to the Shareholders whose email address are registered with the Company or depository/depository participants as on the cut off date i.e 31st March,2023 ("**Cut-off date**"). The Members would be able to cast their votes and convey their assent or dissent to the proposed resolution as provided in Postal Ballot Notice only through the Remote e-voting process. Members whose names appear on the Register of Members / List of Beneficial Owners as on the Cut-off date will only be considered eligible for the purpose of Remote e-voting.

The Company has engaged the services of National Securities Depository Limited ("**NSDL**") for the purpose of providing e-voting facility to all its Members. The remote e- voting for the Postal Ballot will commence from 9:00 a.m. (IST) on Tuesday, 11th April,2023 and shall end at 5.00 p.m (IST) on Wednesday, 10th May,2023. The results of the Postal Ballot will be declared within two working days after conclusion of the e-voting period in accordance with the provisions of Regulation 44(3) of the SEBI Listing Regulations.

The Postal Ballot Notice will also be available on the website of the Company at www.futureconsumer.in and website of NSDL www.evoting.nsdl.com

Kindly take the same on record 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

Corporate Identity Number (CIN): L52602MH1996PLC192090

Registered Office: Knowledge House, Shyam Nagar, Off Jogeshwari – Vikhroli Link Road, Jogeshwari (East), Mumbai – 400 060

Tel. No: +91 22 4055 2200 Fax: +91 22 4055 2201

Email ID: investor.care@futureconsumer.in Website: www.futureconsumer.in

POSTAL BALLOT NOTICE

(Pursuant to Section 110 of the Companies Act, 2013, read with the Companies (Management and Administration) Rules, 2014, as amended)

Dear Member(s),

Notice is hereby given pursuant to Section 110 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014, as amended from time to time (“Rules”), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI LODR Regulations”), and in accordance with General Circular Nos. 14/2020 dated 8th April 2020, 17/2020 dated 13th April 2020, 22/2020 dated 15th June 2020, 33/2020 dated 28th September 2020, 39/2020 dated 31st December 2020, 10/2021 dated 23rd June, 2021, 20/2021 dated 8th December 2021, 3/ 2022 dated 5th May, 2022 and 11/2022 dated 28th December, 2022, issued by the Ministry of Corporate Affairs (“MCA Circulars”), that the Resolution in respect of the matter as set out in accompanying Postal Ballot Notice is proposed to be transacted by way of Postal Ballot for seeking the consent of Members of Future Consumer Limited (“Company”) by way of Remote e-voting (“Remote e-voting”).

An explanatory statement pursuant to Section 102 and other applicable provisions, if any of the Act, pertaining to the Resolution setting out material facts in respect of the same is annexed hereto. This Postal Ballot Notice is being sent to you for your consideration.

In compliance with the requirements prescribed under the MCA Circulars, the Company will send Postal Ballot Notice by email to all its Members who have registered their email addresses with the Company or depository / depository participants and the Members are required to communicate their assent / dissent through the Remote e-voting system only. The physical Postal Ballot Notice along with Postal Ballot Form and pre-paid business envelope will therefore not be sent to the Members for this Postal Ballot. Accordingly, the Company is pleased to provide Remote e-voting facility to all its Members to cast their votes electronically. Members are requested to read the instructions provided in the Notes to this Postal Ballot Notice to cast their vote electronically.

The Company has engaged National Securities Depository Limited (“NSDL”), an agency authorized by the Ministry of Corporate Affairs (“MCA”) for providing Remote e-voting facility to all its Members. **The Remote e-voting period commences from 9:00 a.m. (IST) on Tuesday, 11th April, 2023 and ends at 5:00 p.m. (IST) on Wednesday, 10th May, 2023.**

Pursuant to Rule 22(5) of the Rules, the Board of Directors of the Company (“Board”), has appointed Mr. Nilesh Shah, (having Membership No. FCS- 4554 and COP No. 2631) or failing him, Mr. Mahesh Darji (having Membership No. FCS-7175 and COP No. 7809) representing M/s. Nilesh Shah and Associates, Practicing Company Secretaries, as the Scrutinizer to conduct the Postal Ballot through Remote e-voting process in a fair and transparent manner.

The Scrutinizer will submit his report to the Chairman of the Company or the Chief Executive Officer or the Company Secretary upon completion of the scrutiny of the votes cast through Remote e-voting. The results of the Postal Ballot will be declared within two working days after conclusion of the e-voting period in accordance with the provisions of Regulation 44(3) of the SEBI LODR Regulations. The said results along with the Scrutinizer’s Report would be submitted to BSE Limited and National Stock Exchange of India Limited. Additionally, the results will also be uploaded on the Company’s website - www.futureconsumer.in and on the website of NSDL - www.evoting.nsdl.com.

1. Appointment of Mr. Rajnikant Sabnavis (DIN: 08113864) as a Director (Non-Executive and Non-Independent Director) of the Company.

To consider and if thought fit to pass with or without modification(s), the following resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Section 152 and other applicable provisions, if any, of the Companies Act, 2013 (the “Act”) read with the Rules framed thereunder and pursuant to Regulation 17(1C) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactments(s) thereof for the time being in force), Mr. Rajnikant Sabnavis (DIN: 08113864) who was appointed as an Additional Director of the Company by the Board of Directors in terms of Section 161 of the Act and in respect of whom the Company has

received a notice in writing under Section 160 of the Act, from a Member, proposing the candidature of Mr. Rajnikant Sabnavis for the office of Director of the Company, be and is hereby appointed as a Director of the Company (Non-Executive and Non-Independent Director), whose term shall be liable to retire by rotation.”

**By Order of the Board of Directors
For Future Consumer Limited**

**Manoj Gagvani
Company Secretary & Head-Legal
ACS: 10652**

Place: Mumbai
Date: 6th April, 2023

Registered Office: Knowledge House, Shyam Nagar,
Off Jogeshwari Vikhroli Link Road, Jogeshwari (East), Mumbai-400060

Notes:

1. An explanatory statement pursuant to Section 102 of the Companies Act, 2013, setting out material facts in relation to the Resolution as set out in the Postal Ballot Notice is annexed hereto.
2. In accordance with Section 110 of the Companies Act, 2013 and Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 and the MCA Circulars, the Postal Ballot Notice is being sent only by electronic mode to those members whose e-mail addresses are registered with the Company or Depository / Depository Participants as on the cut-off date i.e. 31st March, 2023. The physical Postal Ballot Notice along with Postal Ballot Form and pre-paid business envelope will therefore not be sent to the members for this Postal Ballot.
3. The voting rights with one vote per share shall be reckoned on the paid-up value of shares registered in the name of the Shareholders as on the cut-off date i.e. 31st March, 2023. Members can vote for their entire voting rights as per their discretion.
4. Members who have not registered their e-mail address are requested to register the same in respect of shares held in electronic form with the Depository through their Depository Participant(s) and in respect of shares held in physical form by writing to the Company's Registrar and Share Transfer Agents, Link Intime India Private Limited, C-101, Embassy 247, L.B.S. Marg, Vikhroli (West), Mumbai - 400 083; Tel. No.: +91- 22-49186000; Fax No.: +91-22-49186060; E-Mail: rnt.helpdesk@linkintime.co.in. The Members are further requested to send all communications to the Company's R & T Agents as per details provided hereinabove.
5. Members who have not registered their email address and consequently could not receive the Postal Ballot Notice may temporarily get their email address registered with the Link Intime India Private Limited, by clicking the link: https://linkintime.co.in/emailreg/email_register.html and follow the registration process as guided thereafter. Post successful registration of the email address, the Member would get soft copy of the Postal Ballot Notice and the procedure for Remote e-voting along with the user ID and password to enable Remote e-voting for the Postal Ballot.
6. Members may please note that the Postal Ballot Notice will also be available on the website of the Company at: www.futureconsumer.in, website of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at: www.bseindia.com and www.nseindia.com respectively and on the website of NSDL - www.evoting.nsdl.com.
7. Members would be able to cast their votes and convey their assent or dissent to the proposed resolution only through the Remote e-voting process. Members whose names appear on the Register of Members / List of Beneficial Owners as on the cut-off i.e. 31st March, 2023 will only be considered eligible for the purpose of Remote e-voting.
8. A Member cannot exercise his vote by proxy on Postal Ballot.
9. Relevant documents, if any, referred to in the accompanying Notice and the Explanatory Statement will be available for inspection at the Registered Office of the Company between 11.00 a.m. and 1.00 p.m., up to 10th May,2023 on all working days (except Saturday, Sunday and Public Holidays).
10. The Board of Directors of the Company has appointed Mr. Nilesh Shah, (having Membership No. FCS- 4554 and COP No. 2631) or failing him, Mr. Mahesh Darji (having Membership No. FCS-7175 and COP No. 7809) representing M/s. Nilesh Shah and Associates, Practising Company Secretaries as the Scrutinizer for conducting the Remote e-voting process in a fair and transparent manner.
11. Members are requested to read the general information and instructions for Remote e-voting as provided in the Notes under the section "General Information and Instructions for E-voting" in this Postal Ballot Notice.

12. **The Remote E-voting period commences from 9:00 a.m. (IST) on Tuesday, 11th April, 2023 and ends at 5:00 p.m. (IST) on Wednesday, 10th May, 2023.** Members are requested to cast their vote through the Remote e-voting process during the Remote e-voting period but not later than **5:00 p.m. (IST) on Wednesday, 10th May, 2023**, failing which it will be strictly considered that no vote has been cast by Member.
13. The Scrutinizer will submit his report to the Chairman of the Company or the Chief Executive Officer or the Company Secretary after completion of the scrutiny of the votes cast through Remote e-voting. The results of the Postal Ballot will be declared within two working days after conclusion of the e-voting period in accordance with the provisions of Regulation 44(3) of the SEBI LODR Regulations. The results of postal ballot alongwith Scrutinizer Report will be placed on the website of the Company www.futureconsumer.in and on the website of NSDL and shall also be communicated to BSE Limited and the National Stock Exchange of India Limited.
14. The resolution, if passed by the requisite majority, shall be deemed to have been passed on **Wednesday, 10th May, 2023** i.e. the last date specified for receipt of votes through the Remote E-voting process.

15. GENERAL INFORMATION AND INSTRUCTIONS FOR E-VOTING




The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> 1. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the Remote e-Voting period. 2. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/ Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the Remote e-Voting period. 4. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience. <div style="text-align: center;"> <p><small>NSDL Mobile App is available on</small></p>    </div>

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then enter your existing my easi username & password. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the Remote e-Voting period.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at 022 - 4886 7000 and 022 - 2499 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

B) Login Method for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

- Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
- Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/ Member' section.
- A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***.

5. Password details for shareholders other than Individual shareholders are given below:

- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
- c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered**

6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:

- a) Click on "**Forgot User Details/Password?**" (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
- b) "**Physical User Reset Password?**" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
- c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
- d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.

8. Now, you will have to click on "Login" button.

9. After you click on the "Login" button, Home page of e-Voting will open.

Step 2: Cast your vote electronically on NSDL e-Voting system.

How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle.
2. Select "EVEN" of company for which you wish to cast your vote during the Remote e-Voting period.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to nilesh@ngshah.com with a copy marked to evoting@nsdl.co.in and investor.care@futureconsumer.in. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on “**Upload Board Resolution / Authority Letter**” displayed under “**e-Voting**” tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “Forgot User Details/Password?” or “Physical User Reset Password?” option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on: 022 – 48867000 and 022-2499 7000 or send a request to Mr. Anubhav Saxena at evoting@nsdl.co.in

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to the Company at investor.care@futureconsumer.in
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to the Company at investor.care@futureconsumer.in. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. **Login method for e-Voting for Individual shareholders holding securities in demat mode**.
3. Alternatively shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

Explanatory Statement pursuant to Section 102 of the Companies Act, 2013.

Item No. 1

The Board of Directors of the Company (“**Board**”), on the basis of recommendation made by the Nomination and Remuneration / Compensation Committee, had at their meeting held on 13th February, 2023, appointed Mr. Rajnikant Sabnavis as an Additional Non-Executive and Non-Independent Director of the Company with effect from 13th February, 2023, to hold office upto the date of the next Annual General Meeting of the Company.

Mr. Rajnikant Sabnavis holds Master Degree in Business Administration from S P Jain Institute of Management, Mumbai and Bachelor Degree in Mechanical Engineering from National Institute of Technology, Surathkal. Mr. Rajnikant Sabnavis is an experienced FMCG professional and has spent his career in both Indian and Multinational businesses. He was associated with Hindustan Unilever Limited for almost 23 years holding major leadership positions. He has also been in the past associated with Jyothy Laboratories serving as Chief Operating Officer. Mr. Rajnikant Sabnavis is past Member of the Executive Committee- HICA (Household Insect Control Association) and CH- FMCG. His last association has been with Grasim Industries Limited in the capacity of Chief Marketing Officer and Member of Executive Committee. He has also served as Co-Chair of the Textile Committee of FICCI. Mr. Rajnikant Sabnavis has been previously associated with the Company as the Chief Executive Officer during the period from December, 2019 till November, 2020.

In terms of the provisions of Section 160 of the Companies Act, 2013 (“**Act**”), the Company has received notice from a Member of the Company, signifying the intention to propose his appointment as a Non-Executive Director of the Company. The Company has received a declaration from Mr. Rajnikant Sabnavis to the effect that he is not disqualified from being appointed as Director in terms

of provisions of Section 164 of the Act.

Additional information as required to be provided pursuant to the requirements of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**SEBI LODR Regulations**”) and Secretarial Standard on General Meetings (SS-2) is provided as an Annexure to this Notice and forms part of the Explanatory Statement.

In terms of the provisions of Regulation 17(1C) of the SEBI LODR Regulations, the consent of the shareholders of the Company for appointment of a person on the Board is to be taken at the next general meeting or within a period of three months from the date of appointment, whichever is earlier. In view of the same, approval of the Shareholders of the Company is being sought for appointment of Mr. Rajnikant Sabnavis as Director of the Company within prescribed timelines.

Mr. Rajnikant Sabnavis and his relatives, to the extent of their respective shareholding in the Company, if any, shall be deemed to be concerned or interested in the Resolution set out in this Notice. None of the other Directors and / or the Key Managerial Personnel of the Company and/or their respective relatives are in any way concerned or interested in the Resolution set out in this Notice.

Your Directors recommend the Ordinary Resolution proposed at Item No. 1 of this Notice for your approval.

Information pursuant to Regulation 36 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings (SS-2), in respect of Director seeking appointment

Name of Director	Mr. Rajnikant Sabnavis (DIN: 08113864)
Date of Birth	26/11/1966
Age	56 years
Date of first appointment on the Board	13 th February, 2023
Qualifications	Master Degree in Business Administration and Bachelor Degree in Mechanical Engineering.
Experience and Expertise in Specific Functional Area	He is an experienced FMCG professional and has spent his career in both Indian and Multinational businesses. He was associated with Hindustan Unilever Limited for almost 23 years holding major leadership positions. He has also been in the past associated with Jyothy Laboratories serving as Chief Operating Officer. Mr. Rajnikant Sabnavis is past Member of the Executive Committee- HICA (Household Insect Control Association) and CH- FMCG. His last association has been with Grasim Industries Limited in the capacity of Chief Marketing Officer and Member of Executive Committee. He has also served as Co-Chair of the Textile Committee of FICCI. Mr. Rajnikant Sabnavis has been previously associated with the Company as the Chief Executive Officer during the period from December,2019 till November,2020.
Terms and conditions of appointment	The Director shall be liable to retire by rotation
Remuneration proposed to be paid	Payment of sitting fees for attending meeting of Board of Directors and Committees thereof
Remuneration last drawn for financial year 2022-23	Not Applicable
Number of Board meetings attended during the financial year 2022-23	1 (One)
Directorships held in other listed companies	None
Names of listed entities from which the person has resigned in the past three years	None
Directorships of other companies in India	RSVA Solutions Private Limited

Chairmanship/ Membership of the Committees of the Board of Directors of other listed companies	None
Chairmanship/ Membership of the Committees of other companies in India	None
Shareholding of Director [including shareholding as beneficial owner]	1,10,000 equity shares
Relationship with other Directors / Key Managerial Personnel	Not related to any Director / Key Managerial Personnel

**By Order of the Board of Directors
For Future Consumer Limited**

Place: Mumbai
Date: 6th April, 2023

**Manoj Gagvani
Company Secretary & Head-Legal
ACS: 10652**

Registered Office: Knowledge House, Shyam Nagar,
Off Jogeshwari Vikhroli Link Road, Jogeshwari (East), Mumbai-400060