



**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

6<sup>th</sup> August, 2020

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 Meeting of Shareholders of Future Consumer Limited convened pursuant to the order passed by the Hon'ble National Company Law Tribunal, Special Bench, Mumbai.**

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 a summary of the proceedings of the Shareholders' Meeting of Future Consumer Limited held today i.e. Thursday, 6<sup>th</sup> August, 2020 at 10:00 a.m. ("**Meeting**") through Video Conferencing pursuant to the directions issued by the Hon'ble National Company Law Tribunal, Special Bench, Mumbai vide its order dated 1<sup>st</sup> May, 2020 read with order dated 26<sup>th</sup> June, 2020 and corrigendum dated 7<sup>th</sup> July, 2020.

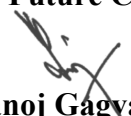
Further, in terms of Regulation 44(3) of the SEBI Regulations, please find enclosed herewith details of voting results in respect of the matter transacted at the said Meeting.

The Report submitted by the Scrutinizer, Mr. Nilesh Shah, representing M/s Nilesh Shah & Associates, Practicing Company Secretaries, for Remote E-voting and E-voting done during the Meeting 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 Shareholders' Meeting of Future Consumer Limited convened pursuant to the order dated 1<sup>st</sup> May, 2020 read with 26<sup>th</sup> June, 2020 and corrigendum dated 7<sup>th</sup> July, 2020, passed by the Hon'ble National Company Law Tribunal, Special Bench, Mumbai.**

The meeting of the Shareholders of the Company was convened today i.e. Thursday, 6<sup>th</sup> August, 2020 at 10.00 a.m. (IST) ("**Meeting**") through Video Conferencing, pursuant to order dated 1<sup>st</sup> May, 2020 read with order dated 26<sup>th</sup> June, 2020 and corrigendum dated 7<sup>th</sup> July, 2020 passed by the Hon'ble National Company Law Tribunal, Special Bench, Mumbai ("**NCLT**"), for the purpose of considering and approving the proposed Scheme of Arrangement between Athena Lifesciences Private Limited ("**Transferor Company**") and Future Consumer Limited ("**Transferee Company**") and their respective shareholders and creditors ("**Scheme**").

Mr. Manoj Gagvani, the Company Secretary, welcomed all the Shareholders attending the Meeting and briefed the Members on the procedure to be followed during the Meeting. He informed that the Company had provided the facility of remote e-voting to cast their votes electronically and facility of e-voting during the Meeting. He then requested Mr. G. N. Bajpai, who has been appointed as the Chairman of the Meeting by NCLT, to preside over the Meeting as the Chairman.

1. Mr. G. N. Bajpai took the Chair and welcomed all the Shareholders attending the Meeting. He informed that he has joined the Meeting from Mumbai. He informed that, Meeting was being convened through Video Conferencing as per the directions issued by NCLT and in accordance with the circulars dated 8<sup>th</sup> April, 2020, 13<sup>th</sup> April, 2020 and 15<sup>th</sup> June, 2020 issued by the Ministry of Corporate Affairs. He further informed that, the Company had taken necessary steps to ensure that the shareholders are able attend and vote at this Meeting and the Company had engaged the services of National Securities Depository Limited ("**NSDL**") to provide the facility for voting through remote e-voting and during this Meeting.
2. The Chairman then introduced the Directors viz. Ms. Ashni Biyani, Mr. Frederic de Mevius, Mr. Harminder Sahni, Mr. Adhiraj Harish and Mr. Narendra Baheti, who had joined the Meeting through video conferencing.

He further informed that Mr. Kishore Biyani, Mr. K K Rathi, Mr. Deepak Malik and Ms. Neelam Chhiber could not attend the Meeting.

3. The Chairman then informed the Members that Mr. Rajnikant Sabnavis - Chief Executive Officer, Mr. Manoj Gagvani - Company Secretary & Head - Legal and Mr. Sailesh Kedawat - Chief Financial Officer were also present at the Meeting through video conference. Mr. Anand Jain, representing the Statutory Auditors, M/s. S R B C & CO LLP, Chartered Accountants and Mr. Nilesh Shah, representing M/s. Nilesh Shah and Associates, Practicing Company Secretaries, NCLT appointed Scrutinizer had also attended the Meeting through video conference.



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4. After ascertaining quorum being present, the Chairman called the Meeting to Order. He informed the Members that since the Meeting is held through Video Conferencing, physical attendance of Members was not necessary and accordingly, the facility for appointment of proxies by the Members was not available for the Meeting.
5. The Chairman informed that the Company has received authorisations in terms of Section 113 of the Companies Act, 2013 from corporate shareholders, in respect of 80,85,03,976 (Eighty Crores Eighty Five Lakhs Three Thousand Nine Hundred and Seventy Six only) equity shares representing 42.09% of the paid-up equity share capital of the Company.
6. The Chairman informed that, the Documents as mentioned on page 15 of the notice calling this Meeting, were available for inspection by the shareholders, on the website of the Company and also on the website of NSDL. Further, he informed that the Notice convening the Meeting along with the Explanatory Statement and its annexures, including the Scheme had been circulated to the Members.
7. The Chairman informed the Members that facility for casting votes by Remote E-voting was provided to Members from 9:00 a.m. on 3<sup>rd</sup> August 2020 upto 5:00 p.m. on 5<sup>th</sup> August, 2020. The Chairman further informed that, Members who were present at the Meeting and had not cast their votes on the Resolution through remote e-voting, were provided with the facility to vote through e-voting system during the Meeting. The Chairman also informed that the said facility for e-voting shall be available till 15 minutes after the conclusion of the Meeting.
8. The Chairman then explained the brief background and rationale of the Scheme.
9. The following resolution set out in the Notice convening the said Meeting was put up for e-voting by Members who had not cast their votes through remote e- voting

<b>Sr. No.</b>	<b>Details of the Resolution forming part of Notice</b>	<b>Resolution required</b>
1.	To considering, and if thought fit, approving the Scheme of Arrangement between Athena Lifesciences Private Limited (" <b>Transferor Company</b> " or " <b>Applicant Company No 1</b> " or " <b>ALPL</b> ") and Future Consumer Limited (" <b>Resulting Company</b> " or " <b>Applicant Company No. 2</b> " or " <b>FCL</b> " or " <b>the Company</b> ") and their respective shareholders and creditors (" <b>Scheme</b> ").	Special Resolution

10. The Chairman then invited the Members to express their views, ask question and seek clarification on the Scheme. The queries raised by the shareholders were answered by the Chairman /Management team members.



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The Chairman then informed the Members that the Scrutinizer shall submit his consolidated report on the voting cast during this Meeting and the remote e-voting facility provided by the Company not later than 48 hours from the conclusion of this Meeting and the Results declared along with the report of the Scrutinizer shall be submitted to the stock exchanges and placed on the website of the Company at [www.futureconsumer.in](http://www.futureconsumer.in) and on the website of NSDL at [www.evoting.nsdl.com](http://www.evoting.nsdl.com)

The Chairman thanked the Members for attending for the Meeting and declared the Meeting as concluded. Accordingly, the Meeting was concluded at 10.30 a.m..

The Scrutinizer thereafter submitted their Report post verification of the votes cast through remote e-voting and e-voting done during the Meeting. As per the report submitted by the Scrutinizer, the resolution as contained in the Notice calling the said Meeting was declared as passed by the Members with 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**

<b>Date of the Meeting of Shareholders pursuant to order passed by NCLT</b>	6 <sup>th</sup> August,2020
<b>Total number of shareholders on record date</b>	2,34,077 (as on 30 <sup>th</sup> July, 2020)
<b>No. of shareholders present in the meeting either in person or through proxy</b>	
Promoters and Promoter Group	None
Public	None
<b>Total</b>	-
<b>No. of Shareholders attended the meeting through Video Conferencing</b>	
Promoters and Promoter Group	16
Public	55
<b>Total</b>	71
<b>Mode of Voting</b>	Video Conferencing

<b>ITEM NO. 1 : To approve the Scheme of Arrangement between Athena Lifesciences Private Limited and Future Consumer Limited and their respective shareholders and creditors.</b>								
<b>Resolution required: (Ordinary/ Special) : Special Resolution</b>								
<b>Whether promoter/ promoter group are interested in the agenda/resolution? : NO</b>								
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
<b>Promoter and Promoter Group</b>	<b>E-Voting</b>	808,633,964	808,633,964	100.00	808,633,964	0	100.00	0.00
	<b>Poll</b>		0	0.00	0	0	0.00	0.00
	<b>Postal Ballot (if applicable)</b>	NA	NA	NA	NA	NA	NA	NA
	<b>Total</b>	<b>808,633,964</b>	<b>808,633,964</b>	<b>100.00</b>	<b>808,633,964</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>
<b>Public – Institutions</b>	<b>E-Voting</b>	216,036,732	23,688,909	10.97	23,688,909	0	100.00	0.00
	<b>Poll</b>		0	0.00	0	0	0.00	0.00
	<b>Postal Ballot (if applicable)</b>	NA	NA	NA	NA	NA	NA	NA
	<b>Total</b>	<b>216,036,732</b>	<b>23,688,909</b>	<b>10.97</b>	<b>23,688,909</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>
<b>Public - Non Institutions</b>	<b>E-Voting</b>	896,438,984	9,659,234	1.08	9,582,228	77,006	99.20	0.80
	<b>Poll</b>		0	0.00	0	0	0.00	0.00
	<b>Postal Ballot (if applicable)</b>	NA	NA	NA	NA	NA	NA	NA
	<b>Total</b>	<b>896,438,984</b>	<b>9,659,234</b>	<b>1.08</b>	<b>9,582,228</b>	<b>77,006</b>	<b>99.20</b>	<b>0.80</b>
<b>Total</b>		<b>1,921,109,680</b>	<b>841,982,107</b>	<b>43.83</b>	<b>841,905,101</b>	<b>77,006</b>	<b>99.99</b>	<b>0.01</b>

# NILESH SHAH & ASSOCIATES;

Company Secretaries

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**Consolidated Scrutinizer's Report on remote e-voting and e-voting during the meeting of the Equity Shareholders of Future Consumer Limited, pursuant to the Order dated May 01, 2020 read with order dated June 26, 2020 and corrigendum dated 7<sup>th</sup> July, 2020 of the Hon'ble National Company Law Tribunal, Special Bench, Mumbai, held on August 06, 2020 ("Meeting").**

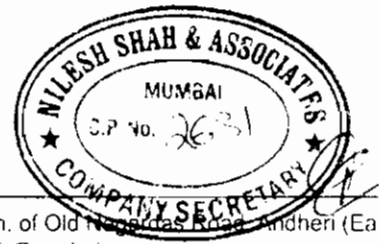
To,  
The Chairperson of  
NCLT Convened Meeting of the Equity Shareholders of  
**Future Consumer Limited,**  
held through Video Conferencing / Other Audio Visual means

Dear Sir,

**Sub:** Consolidated Scrutinizer's Report for Remote e-voting and e-voting conducted during the Meeting on Thursday, August 6, 2020 held through Video Conferencing / Other Audio Visual means ("VC/OAVM") of the Equity Shareholders of Future Consumer Limited ("the Company");

We, M. s. Nilesh Shah and Associates, Practicing Company Secretaries, represented by Mr. Nilesh Shah, Company Secretary (Membership No. FCS: 4554; CP: 2631), was appointed as the Scrutinizer by the Hon'ble National Company Law Tribunal, Special Bench, Mumbai vide its order dated May 01, 2020 read with order dated June 26, 2020 for the voting process of the Meeting of the equity shareholders of the Company held on August 06, 2020, for approving the Scheme of Arrangement between Athena Lifesciences Private Limited and Future Consumer Limited and their respective shareholders ("Scheme"), pursuant to the provisions of Sections 230 to 232 of the Companies Act, 2013 and any other provisions of the Companies Act, 2013 including any statutory modification(s) or re-enactment thereof. Equity shareholders of the Company were given an option to vote on the resolution mentioned in the notice dated July 3, 2020 by remote e-voting process as well through e-voting during the NCLT convened meeting of the Company, held on Thursday, August 6, 2020 at 10:00 A.M. through VC/OAVM.

The Management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules made thereunder and the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended relating to remote e-voting and e-voting during the Meeting on the resolution contained in the notice dated July 3, 2020. Our responsibility is to scrutinize and ensure that the voting done through remote e-voting



# NILESH SHAH & ASSOCIATES

Company Secretaries

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and e-voting during the Meeting is done in a fair and transparent manner and to make a consolidated Scrutinizer's Report of the votes cast "in favour" or "against" on the resolutions as specified in the Notice based on the reports generated from the remote e-voting system provided by the National Securities Depository Limited (NSDL/Service Provider), the authorized agency to provide remote e-voting facility and e-voting during the Meeting. I hereby submit my report as under:

1. The Company had appointed NSDL as the Service Provider, for extending the facility of remote e-voting to the Members of the Company and e-voting during the Meeting;
2. NSDL has provided a system for recording the votes of the Members electronically on the special business item sought to be transacted in the Meeting;
3. The remote e-voting facility was kept open from Monday, August 3, 2020 at 9:00 a.m. (IST) till Wednesday, August 5, 2020 at 5:00 p.m. (IST);
4. At the end of the voting period on Wednesday, August 5, 2020 at 5:00 p.m., the remote e-voting facility was blocked forthwith;
5. The Company had also provided e-voting facility to the Members present / logged in at the Meeting through VC and who had not cast their vote earlier.
6. After the closure of e-voting after the Meeting, we have unblocked the electronic votes for both e-voting processes in the presence of two witnesses who are not in the employment of the Company.
7. We have scrutinized the votes cast through remote e-voting and e-voting during the Meeting processes for the purpose of this report.
8. The particulars of all the electronic votes cast by the Members through both remote e-voting and e-voting during the Meeting has been recorded in the separate registers maintained for the purpose.
9. The result of the voting through remote e-voting and e-voting during the Meeting is as below:



# NILESH SHAH & ASSOCIATES,

Company Secretaries

Ref

## Resolution No. 1:

To approve the Scheme of Arrangement between Athena Lifesciences Private Limited and Future Consumer Limited and their respective shareholders (“Scheme”).

(i) Voted **in favour** of the Resolution:

Manner of Voting	Number of members present and voting	% of total number of members present and voting	Number of votes cast by them	% of total number of votes cast by them
Remote E-Voting and E-Voting during the meeting	333	90.49%	841905101	99.99%

(ii) Voted **against** the Resolution:

Manner of Voting	Number of members present and voting	% of total number of members present and voting	Number of votes cast by them	% of total number of votes cast by them
Remote E-Voting and E-Voting during the meeting	35	9.51%	77006	0.01%

(iii) **Invalid / Abstain** votes:

Manner of Voting	Total number of members whose votes were declared invalid / abstained	Total number of votes cast by them
Remote E-Voting and E-Voting during the meeting	5	547

Resolution mentioned in the Notice of the Equity Shareholders dated July 3, 2020 as per the details above may be considered to be passed under remote e-voting and e-voting during the meeting with the requisite majority and hence deemed to be passed as on the date of the meeting.





# NILESH SHAH & ASSOCIATES

Company Secretaries

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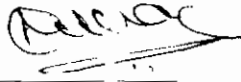
*Note: Percentage of votes cast "in favour" or "against" the resolution is calculated based on the valid votes cast through remote e-voting and e-voting during the meeting.*

We hereby confirm that, we are maintaining the registers/records received from the Service Provider electronically in respect of the votes cast through remote e-voting and e-voting during the meeting by the shareholders of the Company.

Thanking you.

Yours truly,

For Nilesh Shah & Associates  
Company Secretaries



Nilesh G. Shah

Partner

Membership No. FCS 4554

CP No. 2631

P. Revised: 6.08/20.20

UDIN: F004554B000556853



Place: Mumbai

Date: 06.08.2020