



**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

24<sup>th</sup> March, 2018

To,  
Department of Corporate Services  
BSE Limited  
Phiroze Jeejeebhoy Towers,  
Dalal Street, Mumbai-400 001  
**Scrip Code: 533400**

To,  
Listing Department  
National Stock Exchange of India Limited  
Exchange Plaza, Bandra Kurla Complex,  
Bandra (East), Mumbai - 400 051  
**Scrip Code FCONSUMER**

**Sub: Result of Postal Ballot**

Dear Sir/Madam,

1. Pursuant to Section 110 of the Companies Act, 2013, read with the Companies (Management and Administration) Rules, 2014, as amended from time to time, consent of the Shareholders of the Company was sought by postal ballot for the following matters:
  - i. Issue of Non-Convertible Debentures; and
  - ii. Further issue of Securities.
2. Mr. Nilesh Shah, Practising Company Secretary was appointed as the Scrutinizer for conducting the Postal Ballot process in a fair and transparent manner.
3. The last date for casting votes electronically through e-voting and for receipt of the physical postal ballot form(s) from the Members was Friday, 23<sup>rd</sup> March, 2018.
4. The Scrutinizer has submitted his report for the postal ballot, result whereof is announced on 24<sup>th</sup> March, 2018.
5. In terms of Regulation 44(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements Regulations), 2015 ("SEBI Regulations"), please find herewith details of voting result for the postal ballot. The Report submitted by the Scrutinizer for e-voting and voting done through physical postal ballot form is also enclosed herewith.

Pursuant to aforesaid, following Special Resolution(s) have been approved by the Members of the Company with requisite majority, subject to obtaining necessary consents and approvals as may be required and in compliance with the applicable laws :

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-2-

- a) Issue of Non-Convertible Debentures on private placement basis, within the overall borrowing limits of the Company, as may have been approved by the Shareholders from time to time.
- b) Further issue of securities through public offer, private placement, preferential allotment including Qualified Institutions Placement or any combination thereof, for an aggregate amount not exceeding Rs. 1,000 Crore.

Please take the aforesaid on records and acknowledge receipt of this letter.

Thanking you,

Yours faithfully,  
For **Future Consumer Limited**  
(formerly Future Consumer Enterprise Limited)

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

Encl.: as above



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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

### Mode of Voting: Postal Ballot and E-voting

ITEM NO. 1 : Issue of Non-Convertible Debentures								
Resolution required: (Ordinary/ Special) : Special Resolution								
Whether promoter/ promoter group are interested in the agenda/resolution? : NO								
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes – against	% of Votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	825,312,807	825,312,807	100.00	825,312,807	0	100.00	0.00
	Poll		NA	NA	NA	NA	NA	NA
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	<b>Total</b>	<b>825,312,807</b>	<b>825,312,807</b>	<b>100.00</b>	<b>825,312,807</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>
Public – Institutions	E-Voting	404,985,960	170,768,629	42.17	164,828,665	5,939,964	96.52	3.48
	Poll		NA	NA	NA	NA	NA	NA
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	<b>Total</b>	<b>404,985,960</b>	<b>170,768,629</b>	<b>42.17</b>	<b>164,828,665</b>	<b>5939964</b>	<b>96.52</b>	<b>3.48</b>
Public - Non Institutions	E-Voting	683,134,896	1,719,227	0.25	1,714,506	4,721	99.73	0.27
	Poll		NA	NA	NA	NA	NA	NA
	Postal Ballot (if applicable)		11,590,748	1.70	11,587,748	3000	99.97	0.03
	<b>Total</b>	<b>683,134,896</b>	<b>13,309,975</b>	<b>1.95</b>	<b>13,302,254</b>	<b>7,721</b>	<b>99.94</b>	<b>0.06</b>
<b>Total</b>		<b>1,913,433,663</b>	<b>1,009,391,411</b>	<b>52.75</b>	<b>1,003,443,726</b>	<b>5,947,685</b>	<b>99.41</b>	<b>0.59</b>





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ITEM NO. 2 : Further Issue of Securities								
Resolution required: (Ordinary/ Special) : Special Resolution								
Whether promoter/ promoter group are interested in the agenda/resolution? : NO								
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes – against	% of Votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	825,312,807	825,312,807	100.00	825,312,807	0	100.00	0.00
	Poll		NA	NA	NA	NA	NA	NA
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	<b>Total</b>	<b>825,312,807</b>	<b>825,312,807</b>	<b>100.00</b>	<b>825,312,807</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>
Public – Institutions	E-Voting	404,985,960	170,768,629	42.17	21,467,110	149,301,519	12.57	87.43
	Poll		NA	NA	NA	NA	NA	NA
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	<b>Total</b>	<b>404,985,960</b>	<b>170,768,629</b>	<b>42.17</b>	<b>21,467,110</b>	<b>149,301,519</b>	<b>12.57</b>	<b>87.43</b>
Public - Non Institutions	E-Voting	683,134,896	1,719,827	0.25	1,582,230	137,597	92.00	8.00
	Poll		NA	NA	NA	NA	NA	NA
	Postal Ballot (if applicable)		11,589,621	1.70	11,587,121	2500	99.98	0.02
	<b>Total</b>	<b>683,134,896</b>	<b>13,309,448</b>	<b>1.95</b>	<b>13,169,351</b>	<b>140,097</b>	<b>98.95</b>	<b>1.05</b>
<b>Total</b>		<b>1,913,433,663</b>	<b>1,009,390,884</b>	<b>52.75</b>	<b>859,949,268</b>	<b>149,441,616</b>	<b>85.19</b>	<b>14.81</b>



# NILESH G. SHAH B.Com., U.B (G), F.C.S.

## Company Secretaries

Ref \_\_\_\_\_

**Report of Scrutinizer in Respect of Postal Ballot Process**  
[Pursuant to Section 110 of the Companies Act, 2013 and Rule 22 read with Rule 20 of the  
Companies (Management and Administration) Rules, 2014]

To,  
The Chairman  
**FUTURE CONSUMER LIMITED**  
(Formerly known as Future Consumer Enterprise Limited)  
Knowledge House, Shyam Nagar,  
Off Jogeshwari- Vikhroli Link Road,  
Jogeshwari (East), Mumbai – 400 060

Dear Sir,

**SUB: Scrutinizer's Report on Postal Ballot Voting Process and E-Voting Process conducted pursuant to the provisions of Section 110 of the Companies Act, 2013 ('the Act') read with Rule 22 and Rule 20 of the Companies (Management and Administration) Rules, 2014**

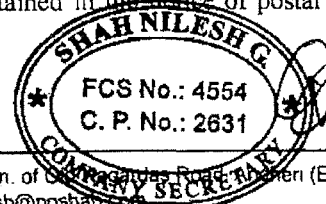
The Board of Directors of Future Consumer Limited (Formerly known as Future Consumer Enterprise Limited) ('the Company') has vide resolution passed on 8<sup>th</sup> February, 2018, decided to conduct the process of voting through postal ballot for obtaining approval of Shareholders of the Company for the following resolutions as set out in the notice dated 8<sup>th</sup> February, 2018:

- Issue of Non- Convertible Debentures;
- Further Issue of Securities;

The Company has provided the facility of voting through electronic means (e-voting) as required under the provisions of Rule 22 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 read along with provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

I, Nilesh G. Shah, was appointed as a Scrutinizer by Future Consumer Limited for the purpose of the conducting the postal ballot voting process and e-voting process in a fair and transparent manner in respect of obtaining approval of Shareholders of the Company for the aforesaid matters as required under the provisions of the Companies Act, 2013.

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 physical postal ballot form and electronic means on the resolution contained in the notice of postal



211-B (Back Side) 2nd Floor, Building No. 1, Sona Udyog, Parsi Panchayat Road, Extn. of Off. Mahakali Caves 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

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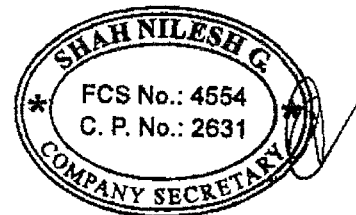
ballot. My responsibility as a scrutinizer for the postal ballot voting process and e-voting process is restricted to ensure that the voting process is conducted in a fair and transparent manner and make a Scrutinizer's Report of the votes cast "in favour" or "against" the resolution stated above, based on the reports generated from the physical postal ballot forms received from the shareholders and e-voting system provided by the National Securities Depository Limited ('NSDL'), the authorized agency to provide e-voting facilities, engaged by the Company.

The notice of Postal Ballot dated 8<sup>th</sup> February, 2018 along with the statement setting out material facts pursuant to the applicable provisions of the Companies Act, 2013 and Companies (Management and Administration) Rules, 2014 was sent to the Shareholders of the Company.

The Shareholders of the Company holding shares on the cut-off date of 16<sup>th</sup> February, 2018 were entitled to vote on the resolution as set out in the notice.

In this regard, I submit my report as under:

1. The Company had provided facility to cast vote to the Shareholders of the Company through physical postal ballot form and also through electronic means.
2. The Company had followed the process as required under Rule 22 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 in respect of providing voting through physical postal ballot form and electronic means.
3. All Postal Ballot Forms received up to 05.00 p.m. on Friday, 23<sup>rd</sup> March, 2018, the last date and time fixed by the Company for receipt of the Postal Ballot Forms were considered for my scrutiny for the purpose of this report.
4. The Postal Ballot Forms were kept in my safe custody.
5. The e-voting period remained open from Thursday, 22<sup>nd</sup> February, 2018 at 09.00 a.m. up to Friday, 23<sup>rd</sup> March, 2018 till 5.00 p.m.
6. At the end of the e-voting period, I have unblocked the electronic votes in the presence of two witnesses not in the employment of the Company.
7. The details containing list of Shareholders who voted 'for' or 'against' the resolution was downloaded from the e-voting website of NSDL.



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

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8. We have scrutinized the votes casted through electronic means and also through physical postal ballot forms for the purpose of this report.
9. The particulars of all the votes casted by the shareholders through e-voting process and votes casted by the members through physical postal ballot forms have been recorded in a register separately maintained for the purpose.
10. A summary of the Postal Ballot Forms received and votes casted (including e-voting) by Shareholders of the Company is as under:

### Resolution No: 1: Issue of Non- Convertible Debentures (Special Resolution):

#### (i) Voted in favour of the resolution:

Type of Voting	Number of members voting	Number of votes cast by them	% of total number of valid votes cast
Voting Through Postal Ballot	96	11587748	99.97%
Voting Through Electronic Means	268	991855978	99.40%
<b>Total</b>	<b>364</b>	<b>1003443726</b>	<b>99.41%</b>

#### (ii) Voted against the resolution:

Type of Voting	Number of members voting	Number of votes cast by them	% of total number of valid votes cast
Voting Through Postal Ballot	06	3000	0.03%
Voting Through Electronic Means	16	5944685	0.60%
<b>Total</b>	<b>22</b>	<b>5947685</b>	<b>0.59%</b>



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

Type of Voting	Total number of members whose votes were declared invalid / abstained	Total Number of votes cast by them
Voting Through Postal Ballot	4	7240
Voting Through Electronic Means	2	600
<b>Total</b>	<b>6</b>	<b>7840</b>

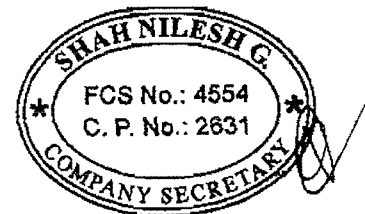
**Resolution No: 2: Further Issue of Securities (Special Resolution):**

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

Type of Voting	Number of members voting	Number of votes cast by them	% of total number of valid votes cast
Voting Through Postal Ballot	94	11587121	99.98%
Voting Through Electronic Means	260	848362147	85.02%
<b>Total</b>	<b>354</b>	<b>859949268</b>	<b>85.19%</b>

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

Type of Voting	Number of members voting	Number of votes cast by them	% of total number of valid votes cast
Voting Through Postal Ballot	5	2500	0.02%
Voting Through Electronic Means	26	149439116	14.98%
<b>Total</b>	<b>31</b>	<b>149441616</b>	<b>14.81%</b>



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(iii) Invalid / Abstain Votes:

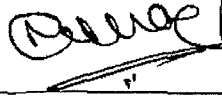
Type of Voting	Total number of members whose votes were declared invalid / abstained	Total Number of votes cast by them
Voting Through Postal Ballot	07	8367
Voting Through Electronic Means	0	0
<b>Total</b>	<b>07</b>	<b>8367</b>

11. The Postal Ballot Forms and all other relevant records were handed over to the Company Secretary for safe keeping.

**Recommendation:**

The resolutions should be considered as passed having secured the requisite majority of votes and therefore be accepted. You may accordingly declare the result of the voting.

Thanking You,



Nilesh G. Shah  
Practicing Company Secretaries  
Membership No. : FCS 4554  
CP No. 2631

Place: Mumbai  
Dated: 23.03.2018

