



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 Nagar, Off JVLR, Jogeshwari (East), Mumbai - 400 060

(T) +91 22 6644 2200 | (F) +91 22 6644 2201 | www.futureconsumer.in | CIN: L52602MH1996PLC192090

22nd April, 2022

To,
The Secretary Department of Corporate
Services (CRD)
BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street, Mumbai- 400 001
Scrip Code: 533400

To,
Asst. Vice President - Listing
The National Stock Exchange of India Limited
Exchange Plaza,
Bandra- Kurla Complex, Bandra (East)
Mumbai- 400 051
Scrip Code: FCONSUMER

Dear Sir / Madam,

Ref: Regulations 30 and 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('the Listing Regulations')

Sub.: Voting Results and Scrutinizer Report of the Meeting of Shareholders of Future Consumer Limited convened pursuant to the order(s) passed by the Hon'ble National Company Law Tribunal, Mumbai Bench.

In continuation to our earlier letter dated 20th April, 2022, please find enclosed herewith voting results for Shareholders' Meeting of Future Consumer Limited held on Wednesday, 20th April, 2022 at 10:30 a.m. ("Meeting") through Video Conference ("VC") / Other Audio-Visual Means ("OAVM") pursuant to the directions issued by the Hon'ble National Company Law Tribunal, Mumbai Bench, vide its order dated 28th September, 2021 read with order dated 28th February, 2022 as **Annexure A**.

Further, we are also enclosing herewith the following:

- a) Report submitted by the Scrutinizer in respect of votes casted through Remote E-voting and E-voting done during the Meeting as **Annexure B** and
- b) Report of Scrutinizer on remote e-voting prior to the Meeting and e-voting at the Meeting considering the provisions circular No. CFD/DIL3/CIR/2017/21 dated 10th March 2017 and circular No. SEBI/HO/CFD/DIL1/CIR/P/2021/0000000665 dated 23rd November 2021 of SEBI as **Annexure C**.

The same is also being uploaded on the website of the Company – www.futureconsumer.in

Kindly take the aforesaid on records and acknowledge receipt of the same.

Thanking you,

Yours faithfully,
For Future Consumer 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**

Date of the NCLT Convened Meeting	20 th April, 2022
Total number of shareholders on record date	3,85,113 (as on 13 th April, 2022)
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	6
Public	57
Total	63
Mode of Voting	Remote E-voting and E-voting during Meeting

Resolution Required : (Special)			1 - To consider and approve the Composite Scheme of Arrangement between the Company, other Transferor companies and the Transferee company of Future Group and Reliance Group entities and their respective shareholders and creditors.					
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	167555482	167555482	100.0000	167555482	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		167555482	100.0000	167555482	0	100.0000	0.0000
Public Institutions	E-Voting	207902463	47435709	22.8163	47435709	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		47435709	22.8163	47435709	0	100.0000	0.0000
Public Non Institutions	E-Voting	1621576698	782023791	48.2261	780603776	1420015	99.8184	0.1816
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		782023791	48.2261	780603776	1420015	99.8184	0.1816
Total		1997034643	997014982	49.9248	995594967	1420015	99.8576	0.1424



NILESH SHAH & ASSOCIATES

Company Secretaries

FORM NO. MGT-13

Report of Scrutinizer

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

To,

The Chairperson,

NCLT, Mumbai Bench Convened Meeting of Equity Shareholders of
FUTURE CONSUMER LIMITED (CIN: L52602MH1996PLC192090)

Knowledge House, Shyam Nagar, Off. Jogeshwari- Vikhroli Link Road,
Jogeshwari (E), Mumbai – 400 060.

Dear Sir,

Subject: Scrutinizer's Report for the Hon'ble National Company Law Tribunal, Mumbai Bench Convened Meeting of Equity Shareholders of Future Consumer Limited (the Company) pursuant to the order made by the Hon'ble National Company Law Tribunal, Mumbai Bench (NCLT) on 28th September, 2021 read with the order of Hon'ble NCLT, Mumbai Bench dated 28th February, 2022 (collectively referred to as "the Order") held on Wednesday, 20th April 2022, at 10:30 a.m. (IST) through Video Conferencing (VC) / Other Audio-Visual Means (OAVM):

I, Nilesh Gunvantlal Shah, Partner of M/s. Nilesh Shah & Associates, Company Secretaries, Mumbai, appointed as Scrutinizer, by the Hon'ble National Company Law Tribunal, Mumbai Bench, ("NCLT") vide order pronounced on 28th September, 2021 ("said Order") read with the order of Hon'ble NCLT dated 28th February, 2022 (collectively referred to as "the Order") for the purpose of the meeting of the Equity Shareholders of Future Consumer Limited conducted as per the said Order, seeking their approval to the Composite Scheme of Arrangement between Future Consumer Limited ("the Transferor Company 1") Future Lifestyle Fashions Limited ("Transferor Company 2"), Future Market Networks Limited ("Transferor Company 3"), Future Retail Limited ("Transferor Company 4"), Future Supply Chain Solutions Limited ("Transferor Company 5"), Future bazaar India Limited ("Transferor Company 6"), Acute Retail Infra Private Limited ("Transferor Company 7"), Basuti Sales and Trading Private Limited ("Transferor Company 8"), Brattle Foods Private Limited ("Transferor Company 9"), Chirag Operating Lease Co. Private Limited ("Transferor Company 10"), Hare Krishna Operating Lease Private Limited ("Transferor Company 11"), Nice Texcot Trading & Agency Private Limited ("Transferor Company 12"), Nishta Mall Management Company Private Limited ("Transferor Company 13"), Ojas Tradelease and Mall Management Private Limited ("Transferor Company 14"), Precision Realty Developers Private Limited

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Andheri (East), Mumbai- 400 069. Tel.: 2820 7824/ 2820 3582 E-mail : nilesh@ngshah.com
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("Transferor Company 15"), Rivaaz Trade Ventures Private Limited ("Transferor Company 16"), Syntex Trading & Agency Private Limited ("Transferor Company 17"), Taquito Lease Operators Private Limited ("Transferor Company 18"), Unique Malls Private Limited ("Transferor Company 19") and Future Enterprises Limited ("Transferee Company" or "FEL") & their respective shareholders and creditors ("Part 1") And Future Enterprises Limited ("FEL") and Reliance Retail Ventures Limited ("RRVL") & their respective shareholders and creditors ("Part 2") And Future Enterprises Limited ("FEL") and Reliance Retail and Fashion Lifestyle Limited ("RRVL WOS") and their respective shareholders and creditors ("Part 3") (the Scheme' or 'this Scheme') pursuant to the provisions of Sections 230 - 232 of the Companies Act, 2013 and other applicable provisions of the Companies Act, 2013 and Rule 6 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 for verifying voting carried through remote e-voting and e-voting at the Hon'ble NCLT convened meeting of Equity Shareholders of Future Consumer Limited held on Wednesday, 20th April 2022, at 10:30 a.m. (IST) through Video Conferencing (VC) / Other Audio Visual Means (OAVM), submit my report as under:

1. Pursuant to the order dated 28th September 2021 read with order dated 28th February 2022 of Hon'ble NCLT, Mumbai Bench, the Company has confirmed that the electronic copy of the Notice dated 8th October, 2021 ("Original Notice") and Addendum to the Original Notice dated 11th March, 2022 ("Addendum Notice") (collectively referred to as "the Notice") of the Meeting along with the process of electronic voting at the meeting and the remote e-voting were sent to the shareholders whose e-mail addresses are registered with the Company/Depository Participant(s) for communication purposes. The Company has also confirmed that the copy of the Notice of the Meeting was sent to all the equity shareholders of the Company whose email addresses are not registered with the Company / Depository Participant through courier. The Company has also confirmed that the copy of the Notice of the Meeting was hosted on its website, the BSE Limited and The National Stock Exchange of India Limited.
2. the Company has provided facility to the Equity Shareholders to cast their votes either through remote e-voting or through e-voting during the meeting.
3. the voting by remote e- voting process conducted between Saturday 16th April, 2022 from 9:00 a.m. IST to Tuesday, 19th April 2022 up to 5:00 p.m. IST.
4. the e-voting conducted during the meeting held on Wednesday, 20th April 2022, at 10:30 a.m. through Video Conferencing (VC) / Other Audio-Visual Means (OAVM); and

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5. The Company had appointed National Securities Depository Limited (NSDL) for conducting the Electronic Voting by the shareholders of the Company at the Meeting (including Remote eVoting).
6. After the time fixed for closing of the electronic voting at Meeting by the Chairman, voting was 'closed' by the Company.
7. After the time fixed for closing of the e- voting at the Hon'ble NCLT convened meeting, the votes cast were unblocked and were reconciled with the records maintained by the Company and Registrar and Transfer Agent of the Company (Link Intime India Private Limited) and the authorizations lodged with the Company. The votes were also scrutinized for eliminating duplicate voting i.e., on remote e-voting as well as e-voting provided at the Meeting.
8. The management of the Company is responsible to ensure the compliance with the requirements of the relevant provisions of the Companies Act, 2013 and the Rules made thereunder relating to e- voting and the order of the Hon'ble NCLT dated 28th September 2021 read with the order dated 28th February, 2022. My responsibility as a scrutinizer is restricted to making a Scrutinizer's report of the votes cast in favour or against the resolution based on details provided to me (by company, registrar and transfer agent and details provided through the NSDL evoting platform) and provide my report to the Chairman for further action.
9. Since the Company has provided Secured eVoting facility for casting vote by the eligible shareholder and log in credentials have been sent only to registered shareholders, it is noted that the vote casted by the institutional shareholders (i.e. other than individual, HUF, NRI etc). is as per valid authorization as required / envisaged under the Companies Act, 2013.
10. The Shareholders who is holding shares in multiple folios and have voted in multiple folios have been clubbed into one shareholder to identify the Number of shareholders who voted the Scheme to the extent the same were possible to identify based on details available.
11. I, Nilesh Gunvantlal Shah, submit my report as under:

The results of the voting by Equity Shareholders of the Company (by way of remote e-voting prior to the meeting and e-voting during the meeting), on the following resolution, are as under:

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“RESOLVED THAT pursuant to the provisions of Sections 230 to 232 of the Companies Act, 2013 read with the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 and other applicable provisions of the Companies Act, 2013, the rules, circulars, and notifications made thereunder (including any statutory modification or re-enactment thereof) as may be applicable, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Securities and Exchange Board of India Circular No CFD/DIL3/ CIR/2017/21 dated March 10, 2017 and the Securities and Exchange Board of India Circular SEBI/HO/CFD/DIL1/CIR/P/2021/0000000665 dated November 23, 2021 as amended, the observation letters issued by BSE Limited and the National Stock Exchange of India Limited dated January 20, 2021 respectively and subject to the provisions of the Memorandum and Articles of Association of the Company and subject to the approval of the Hon’ble National Company Law Tribunal, Mumbai Bench (‘NCLT’) and subject to such other approvals, permissions and sanctions of regulatory and other authorities, as may be necessary and subject to such conditions and modifications as may be deemed appropriate by the Parties to the Scheme, at any time and for any reason whatsoever, or which may otherwise be considered necessary, desirable or as may be prescribed or imposed by the Hon’ble Tribunal or by any regulatory or other authorities, while granting such approvals, permissions and sanctions, which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the ‘Board’, which term shall be deemed to mean and include one or more Committee(s) constituted/to be constituted by the Board or any other person authorised by it to exercise its powers including the powers conferred by this Resolution), the arrangement embodied in the Composite Scheme of Arrangement between Future Consumer Limited (“the Transferor Company 1”), Future Lifestyle Fashions Limited (“Transferor Company 2”), Future Market Networks Limited (“Transferor Company 3”), Future Retail Limited (“Transferor Company 4”), Future Supply Chain Solutions Limited (“Transferor Company 5”), Futurebazaar India Limited (“Transferor Company 6”), Acute Retail Infra Private Limited (“Transferor Company 7”), Basuti Sales and Trading Private Limited (“Transferor Company 8”), Brattle Foods Private Limited (“Transferor Company 9”), Chirag Operating Lease Co. Private Limited (“Transferor Company 10”), Hare Krishna Operating Lease Private Limited (“Transferor Company 11”), Nice Textcot Trading & Agency Private Limited (“Transferor Company 12”), Nishta Mall Management Company Private Limited (“Transferor Company 13”), Ojas Tradelease and Mall Management Private Limited (“Transferor Company 14”), Precision Realty Developers Private Limited (“Transferor Company 15”), Rivaaz Trade Ventures Private Limited (“Transferor Company 16”), Syntex Trading & Agency Private Limited (“Transferor Company 17”), Taquito Lease Operators Private Limited (“Transferor Company 18”), Unique Malls Private Limited (“Transferor

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Company 19") and Future Enterprises Limited ("Transferee Company" or "FEL") & their respective shareholders and creditors ("Part 1") And Future Enterprises Limited ("FEL") and Reliance Retail Ventures Limited ("RRVL") & their respective shareholders and creditors ("Part 2") And Future Enterprises Limited ("FEL") and Reliance Retail and Fashion Lifestyle Limited ("RRVL WOS") & their respective shareholders and creditors ("Part 3") be and is hereby approved.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds, matters and things, as it may, in its absolute discretion deem expedient, desirable, appropriate or necessary to give effect to this Resolution and effectively implement the arrangement embodied in the Composite Scheme of Arrangement and to make any modifications or amendments to the Composite Scheme of Arrangement at any time and for any reason whatsoever, and to accept such modifications, amendments, limitations and/or conditions, if any, which may be required and/ or imposed by the Tribunal while sanctioning the Scheme or by any authorities under law or as may be required for the purpose of resolving any questions or doubts or difficulties that may arise including passing of such accounting entries and/or making such adjustments in the books of accounts as considered necessary in giving effect to the Composite Scheme of Arrangement, as the Board may deem fit and proper without being required to seek any further approval of the Equity Shareholders or otherwise to the end and intent that the Equity Shareholders shall be deemed to have given their approval thereto expressly by authority under this Resolution and the Board be and is hereby further authorized to execute such further deeds, documents and writings that may be considered necessary, make necessary filings and carry out any or all activities for the purpose of giving effect to this Resolution."

The result of the remote e-voting and voting during the Hon'ble NCLT convened meeting in respect of the resolution to approve the Scheme:

a) Voted in favour of Resolution: -

Particulars	Remote E-Voting	E-Voting at the Hon'ble NCLT convened meeting	Total
Number of Equity Shareholders Voting	2061	5	2066
Number of Votes Cast by them	985966457	9628510	995594967
% of Total Number of Valid votes cast	99.86%	100%	99.86%

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b) Voted against the Resolution: -

Particulars	Remote E-Voting	E-Voting at the Hon'ble NCLT convened meeting	Total
Number of Equity Shareholders Voting	42	0	42
Number of Votes Cast by them	1420015	0	1420015
% of Total Number of Valid votes cast	0.14%	0%	0.14%

c) Invalid Votes: -

Particulars	Remote E-Voting	E-Voting at the Hon'ble NCLT convened meeting	Total
Number of Equity Shareholders Voting	0	0	0
Number of Votes Cast by them	0	0	0
% of Total Number of Valid votes cast	0	0	0

12. Based on the foregoing, the resolution as proposed in the Notice of the Hon'ble NCLT convened meeting can be considered by Chairman as deemed to have been approved on the date of the Hon'ble NCLT Convened meeting of Equity Shareholders of the Company, i.e., on 20th April, 2022 with a majority of Equity Shareholders having 3/4th in value exercising voting rights and voted in favor through remote e-voting and by way of evoting during the Hon'ble NCLT convened meeting.

13. The list of Equity Shareholders who voted "FOR", "AGAINST" and all other relevant electronic records relating to remote e-voting and e-voting at the Hon'ble NCLT convened meeting will be emailed to your good self and to the Company Secretary of the Company for safekeeping and future record.

Thanking you,



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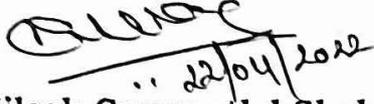
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NILESH SHAH & ASSOCIATES

Company Secretaries

Yours faithfully,

For Nilesh Shah and Associates


.. 22/04/2022

Nilesh Gunvantlal Shah
Practicing Company Secretary
Partner

Membership No. 4554; C.P. No. 2631



Place: Mumbai

Date: 22nd April, 2022

UDIN: F004554D000187550

Peer Review No. 698/2020

Countersigned by



Ghyanendra Nath Bajpai

Chairperson appointed by the Hon'ble NCLT, Mumbai Bench for the
Equity Shareholders meeting

Place: Mumbai

Date: 22nd April, 2022

Note: *The Appointment as Scrutinizers have been accepted based on the Order passed by the Hon'ble National Company Law Tribunal, Mumbai Bench (NCLT) on 28th September, 2021 read with the order of Hon'ble NCLT dated 28th February, 2022 and the Scrutinizers Report provided based on the data available / downloaded from the eVoting Platform Provided by the NSDL (at Scrutinizers Log in) and additional details as regards to List of Shareholders, No. of Shares held by each Shareholders etc as provided by the Company and Registrar and Transfer Agent of the Company, Link Intime India Private Limited and the other facts and details / documents as was required to make this report submitted to me. However, the Chairman of the meeting or the authorities or regulators or courts / tribunal / may take their independent view while taking final decision on the Resolution.*

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Scrutinizer's Report on Remote e-voting and electronic voting by Public Shareholders at the National Company Law Tribunal (NCLT) convened Meeting of Equity Shareholders pursuant to SEBI Circular.

To

Ghyanendra Nath Bajpai

Chairman appointed by the NCLT, Mumbai Bench

for the NCLT Convened Meeting of Equity Shareholders of Future Consumer Limited (hereinafter the "Company"), held on Wednesday, 20th April, 2022 at 10:30 a.m., pursuant to the order made by this Hon'ble National Company Law Tribunal, Mumbai Bench (NCLT) on 28th September, 2021 read with the order of Hon'ble NCLT dated 28th February, 2022 (collectively referred to as "the Order") through video conferencing ("VC") /other audio-visual means ("OAVM") (hereinafter the "Meeting")

A. I, Nilesh Gunvantlal Shah (COP No.: 2631 / Membership No. 4554), Partner of Nilesh Shah & Associates, Practicing Company Secretaries have been appointed by the NCLT, Mumbai Bench, by its order dated 28th September, 2021 read with the order dated 28th February, 2022, as "the Scrutinizer" to conduct the following:

iii. **Remote e-voting process** done by the Public shareholders of the Company (Before meeting)

iv. **Electronic Voting Process** by the Public Shareholders at the Meeting

Pursuant to Circular No. CIR/DIL/3/CIR/2017/21 dated March 10, 2017 and Circular SEBI/HO/CFD/DIL/1/CIR/P/2021/0000000665 dated November 23, 2021 issued by the Securities and Exchange Board of India ("SEBI Circular") and in terms of provisions of the Companies Act, 2013 (hereinafter the "Act") read with the Rules issued there under, the Order of Hon'ble NCLT, Mumbai Bench and the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, to the Composite Scheme of Arrangement between Future Consumer Limited ("the Transferor Company 1"), Future Lifestyle Fashions Limited ("Transferor Company 2"), Future Market Networks Limited ("Transferor Company 3"), Future Retail Limited ("Transferor Company 4"), Future Supply Chain Solutions Limited ("Transferor Company 5"), Futurebazaar India Limited ("Transferor Company 6"), Acute Retail Infra Private Limited ("Transferor Company 7"), Basuti Sales and Trading Private Limited ("Transferor Company 8"), Brattle Foods Private Limited ("Transferor Company 9"), Chirag Operating Lease Co. Private Limited ("Transferor Company 10"), Hare Krishna Operating Lease Private Limited ("Transferor Company 11"), Nice Texcot Trading & Agency Private Limited ("Transferor

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22/04/2022

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Company 12”), Nishta Mall Management Company Private Limited (“Transferor Company 13”), Ojas Tradelease and Mall Management Private Limited (“Transferor Company 14”), Precision Realty Developers Private Limited (“Transferor Company 15”), Rivaaz Trade Ventures Private Limited (“Transferor Company 16”), Syntex Trading & Agency Private Limited (“Transferor Company 17”), Taquito Lease Operators Private Limited (“Transferor Company 18”), Unique Malls Private Limited (“Transferor Company 19”) and Future Enterprises Limited (“Transferee Company” or “FEL”) & their respective shareholders and creditors (“Part 1”) And Future Enterprises Limited (“FEL”) and Reliance Retail Ventures Limited (“RRVL”) & their respective shareholders and creditors (“Part 2”) And Future Enterprises Limited (“FEL”) and Reliance Retail and Fashion Lifestyle Limited (“RRVL WOS”) & their respective shareholders and creditors (“Part 3”) (‘the Scheme’ or ‘this Scheme’) the Notice dated 8th October, 2021 (“Original Notice”) of the Meeting of the equity shareholder was dispatched to the shareholders on 10th October, 2021 and Addendum to the Original Notice dated 11th March, 2022 (“Addendum Notice”) of the Meeting of the equity shareholder was dispatched to the shareholders on 19th March, 2022 (collectively referred to as “the Notice”).

- B. Pursuant to the Order of Hon’ble NCLT, Mumbai Bench, the Company has confirmed that the electronic copy of the Notice of the Meeting along with the process of electronic voting at the Meeting and the remote e-voting were sent to the shareholders whose e-mail addresses are registered with the Company/Depository Participant(s) for communication purposes. The Company has also confirmed that the copy of the Notice of the Meeting was sent to all the equity shareholders of the Company whose email addresses are not registered with the Company / Depository Participant through courier. The Company has also confirmed that the copy of the Notice of the Meeting was hosted on its website.
- C. The Company had appointed National Securities Depository Limited (NSDL) for conducting the electronic voting by the shareholders of the Company at the Meeting. After the time fixed for closing of Electronic voting at Meeting by the Chairman, voting was closed and votes cast were unblocked.
- D. The Company had availed the remote e-voting facility provided by NSDL for conducting the remote e-voting by the shareholders of the Company. The remote e-voting commenced on Saturday, 16th April, 2022 at 09:00 a.m. IST and ended on Tuesday, 19th April 2022 at 05:00 p.m. IST and the NSDL remote e-voting portal was unblocked for carrying out scrutinizing of voting result thereafter.

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22/04/2022

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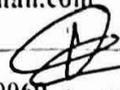
E. The Management of the Company is responsible for ensuring compliance with the requirements of the SEBI Circular dated 10 March, 2017, relating to voting done through e-voting.

Resolution

“RESOLVED THAT pursuant to the provisions of Sections 230 to 232 of the Companies Act, 2013 read with the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 and other applicable provisions of the Companies Act, 2013, the rules, circulars, and notifications made thereunder (including any statutory modification or re-enactment thereof) as may be applicable, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Securities and Exchange Board of India Circular No CFD/DIL3/ CIR/2017/21 dated March 10, 2017 and the Securities and Exchange Board of India Circular SEBI/HO/CFD/DIL1/CIR/P/2021/0000000665 dated November 23, 2021 as amended, the observation letters issued by BSE Limited and the National Stock Exchange of India Limited dated January 20, 2021 respectively and subject to the provisions of the Memorandum and Articles of Association of the Company and subject to the approval of the Hon’ble National Company Law Tribunal, Mumbai Bench (‘NCLT’) and subject to such other approvals, permissions and sanctions of regulatory and other authorities, as may be necessary and subject to such conditions and modifications as may be deemed appropriate by the Parties to the Scheme, at any time and for any reason whatsoever, or which may otherwise be considered necessary, desirable or as may be prescribed or imposed by the Hon’ble Tribunal or by any regulatory or other authorities, while granting such approvals, permissions and sanctions, which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the ‘Board’, which term shall be deemed to mean and include one or more Committee(s) constituted/to be constituted by the Board or any other person authorised by it to exercise its powers including the powers conferred by this Resolution), the arrangement embodied in the Composite Scheme of Arrangement between Future Consumer Limited (“the Transferor Company 1”), Future Lifestyle Fashions Limited (“Transferor Company 2”), Future Market Networks Limited (“Transferor Company 3”), Future Retail Limited (“Transferor Company 4”), Future Supply Chain Solutions Limited (“Transferor Company 5”), Futurebazaar India Limited (“Transferor Company 6”), Acute Retail Infra Private Limited (“Transferor Company 7”), Basuti Sales and Trading Private Limited (“Transferor Company 8”), Brattle Foods Private Limited (“Transferor Company 9”), Chirag Operating Lease Co. Private Limited (“Transferor Company 10”), Hare Krishna Operating Lease Private Limited (“Transferor Company 11”), Nice Texcot Trading & Agency Private Limited (“Transferor Company 12”), Nishta Mall Management Company Private Limited

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NILESH SHAH & ASSOCIATES

Company Secretaries

("Transferor Company 13"), Ojas Tradelease and Mall Management Private Limited ("Transferor Company 14"), Precision Realty Developers Private Limited ("Transferor Company 15"), Rivaaz Trade Ventures Private Limited ("Transferor Company 16"), Syntex Trading & Agency Private Limited ("Transferor Company 17"), Taquito Lease Operators Private Limited ("Transferor Company 18"), Unique Malls Private Limited ("Transferor Company 19") and Future Enterprises Limited ("Transferee Company" or "FEL") & their respective shareholders and creditors ("Part 1") And Future Enterprises Limited ("FEL") and Reliance Retail Ventures Limited ("RRVL") & their respective shareholders and creditors ("Part 2") And Future Enterprises Limited ("FEL") and Reliance Retail and Fashion Lifestyle Limited ("RRVL WOS") & their respective shareholders and creditors ("Part 3") be and is hereby approved.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds, matters and things, as it may, in its absolute discretion deem expedient, desirable, appropriate or necessary to give effect to this Resolution and effectively implement the arrangement embodied in the Composite Scheme of Arrangement and to make any modifications or amendments to the Composite Scheme of Arrangement at any time and for any reason whatsoever, and to accept such modifications, amendments, limitations and/or conditions, if any, which may be required and/ or imposed by the Tribunal while sanctioning the Scheme or by any authorities under law or as may be required for the purpose of resolving any questions or doubts or difficulties that may arise including passing of such accounting entries and/or making such adjustments in the books of accounts as considered necessary in giving effect to the Composite Scheme of Arrangement, as the Board may deem fit and proper without being required to seek any further approval of the Equity Shareholders or otherwise to the end and intent that the Equity Shareholders shall be deemed to have given their approval thereto expressly by authority under this Resolution and the Board be and is hereby further authorized to execute such further deeds, documents and writings that may be considered necessary, make necessary filings and carry out any or all activities for the purpose of giving effect to this Resolution."

F. Pursuant SEBI Circular No. CIR/DIL/3/CIR/2017/21 dated 10th March 2017 and Circular SEBI/HO/CFD/DIL/1/CIR/P/2021/0000000665 dated November 23, 2021 issued by the Securities and Exchange Board of India ("SEBI Circular") and the Order of Hon'ble NCLT, Mumbai Bench, I am submitting herewith a consolidated report on remote e-voting together with Electronic voting by public shareholders for the Scheme as **Annexure A1**.


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NILESH SHAH & ASSOCIATES

Company Secretaries

- G. The combined list of Public Equity Shareholders who voted "FOR/ AGAINST/ INVALID" for the above resolution through e-voting at the Meeting and remote e-voting process is emailed / handed over to the Chairman appointed for the Meeting.
- H. All relevant records of the e-voting at the Meeting and remote e-voting were Emailed / handed over to the Company Secretary of the Company for safe keeping.

It is to be noted that:

1. The votes cast do not include abstained votes.
2. Since the Company has provided Secured eVoting facility for casting vote by the eligible shareholder and log in credentials have been sent only to registered shareholders, it is noted that the vote casted by the institutional shareholders (i.e. other than individual, HUF, NRI etc). is as per valid authorization as required / envisaged under the Companies Act, 2013.
3. The Shareholders who is holding shares in multiple folios and have voted in multiple folios have been clubbed into one shareholder to identify the Number of shareholders who voted the Scheme to the extent the same were possible to identify based on details available
4. Based on the foregoing, the Resolution as proposed in the Addendum Notice dated 11th March, 2022 of the NCLT convened Meeting can be deemed to have been approved on the date of the NCLT convened Meeting of Equity Shareholders of the Company, i.e., 20th April, 2022 with the votes cast by the public shareholders in favor of the resolution is more than the votes cast by the public shareholders against the resolution, the chairman may accordingly decide and declare the result.

Thanking you,



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NILESH SHAH & ASSOCIATES

Company Secretaries

Yours faithfully,

For Nilesh Shah and Associates
Practicing Company Secretaries


22/04/2022

Partner

FCS: 4554 : CP No. 2631

Place: Mumbai

Date: 22nd April, 2022

UDIN: F004554D000187550

Peer Review No. 698/2020

For Future Consumer Limited



Ghyanendra Nath Bajpai
Chairman appointed by the NCLT,
Mumbai Bench

DIN: 00946138

Place: Mumbai

Date: 22nd April, 2022

Note: The Appointment as Scrutinizers have been accepted based on the Order passed by the Hon'ble National Company Law Tribunal, Mumbai Bench (NCLT) on 28th September, 2021 read with the order of Hon'ble NCLT dated 28th February, 2022 and the Scrutinizers Report provided based on the data available / downloaded from the eVoting Platform Provided by the NSDL (at Scrutinizers Log in) and additional details as regards to List of Shareholders, No. of Shares held by each Shareholders etc as provided by the Company and Registrar and Transfer Agent of the Company, Link Intime India Private Limited and the other facts and details / documents as was required to make this report submitted to me. However, the Chairman of the meeting or the authorities or regulators or courts / tribunal / may take their independent view while taking final decision on the Resolution.



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Annexure A1:

Consolidated Report on result through remote e-voting and e-voting at the Meeting by Public Shareholders:

	Votes Casted		Votes in Favor of the resolution				Votes against the resolution				Invalid Votes
	Number of Members Casted	Votes Casted	Number of Members Voted in Favor	% of total no. of Members Voted in Favor	Votes in Favor (Equity Shares)	% of Votes in Favor (Equity Shares)	Number of Members Voted against	% of total no. of Members Voted against	Votes Against (Equity Shares)	% of Votes Against (Equity Shares)	
	[1]	[2]	[3]	[4] =3/1*100	[5]	[6] =5/2*100	[7]	[8] =7/1*100	[9]	[10] =9/2*100	[11]
Remote E - Voting	2095	819830990	2053	98%	818410975	99.83%	42	2%	1420015	0.17%	0
E - Voting at Meeting	5	9628510	5	100%	9628510	100%	0	0%	0	0%	0
Total	2100	829459500	2058	98%	828039485	99.83%	42	2%	1420015	0.17%	0



[Signature]
22/04/2022

NILESH SHAH & ASSOCIATES

Company Secretaries

Consolidated Report of Scrutinizer on Remote e-voting and Electronic voting at the National Company Law Tribunal (NCLT) convened Meeting of Equity Shareholders:

To

Ghyanendra Nath Bajpai

Chairman appointed by the NCLT, Mumbai Bench

for the NCLT Convened Meeting of Equity Shareholders of Future Consumer Limited (hereinafter the "Company"), held on Wednesday, 20th April, 2022 at 10:30 a.m., pursuant to the order made by this Hon'ble National Company Law Tribunal, Mumbai Bench (NCLT) on 28th September, 2021 read with the order of Hon'ble NCLT dated 28th February, 2022 (collectively referred to as "the Order") through video conferencing ("VC") /other audio-visual means ("OAVM") (hereinafter the "Meeting")

A. I, Nilesh Gunvantlal Shah (COP No.: 2631 / Membership No. 4554), Partner Nilesh Shah & Associates, Practicing Company Secretaries have been appointed by the NCLT, Mumbai Bench, by its order dated 28th September, 2021 read with the order dated 28th February, 2022, as "the Scrutinizer" to conduct the following:

- i. **Remote e-voting process** done by the shareholders of the Company (Before meeting)
- ii. **Electronic Voting Process** at the Meeting

in terms of provisions of the Companies Act, 2013 (hereinafter the "Act") read with the Rules issued there under, the Order of Hon'ble NCLT, Mumbai Bench and the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

B. Pursuant to the Order of Hon'ble NCLT, Mumbai Bench, the Company has confirmed that the electronic copy of the Notice dated 8th October, 2021 ("Original Notice") and Addendum to the Original Notice dated 11th March, 2022 ("Addendum Notice") (collectively referred to as "the Notice") of the Meeting along with the process of electronic voting at the Meeting and the remote e-voting were sent to the shareholders whose e-mail addresses are registered with the Company/Depository Participant(s) for communication purposes. The Company has also confirmed that the copy of the Notice of the Meeting was sent to all the equity shareholders of the Company whose email addresses are not registered with the Company / Depository Participant through courier. The Company has also confirmed that the copy of the Notice of the Meeting was hosted on its website.

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- C. The Company had appointed National Securities Depository Limited (NSDL) for conducting the electronic voting by the shareholders of the Company at the Meeting. After the time fixed for closing of electronic voting at Meeting by the Chairman, voting was closed and votes cast were unblocked.
- D. The Company had availed the remote e-voting facility provided by NSDL for conducting the remote e-voting by the shareholders of the Company. The remote e-voting commenced on Saturday, 16th April, 2022 at 09:00 a.m. and ended on Tuesday, 19th April 2022 at 05:00 p.m. and the NSDL remote e-voting portal was unblocked for voting thereafter.
- E. The Cut-off Date was Wednesday, April 13, 2022 for the purpose of deciding the Equity Shareholders entitled to vote through e-voting and remote e-voting by the equity shareholders on the resolution seeking their approval.
- F. On the basis of the votes exercised by the shareholders of the Company by way of remote e-voting and e-voting at the Meeting of the Company held on 20th April, 2022, I have issued Scrutinizer's Report dated 20th April, 2022.

Date of Meeting	20th April, 2022
Total number of shareholders on Cut-off Date (i.e. as on 13th April, 2022)	385113
No. of shareholders attended the Meeting through Video Conferencing:	
Promoter and Promoter group	6
Public	57

The resolution on which the voting was carried out is as under:

Resolution

“RESOLVED THAT pursuant to the provisions of Sections 230 to 232 of the Companies Act, 2013 read with the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 and other applicable provisions of the Companies Act, 2013, the rules, circulars, and notifications made thereunder (including any statutory modification or re-enactment thereof) as may be applicable, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Securities and

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Exchange Board of India Circular No CFD/DIL3/ CIR/2017/21 dated March 10, 2017 and the Securities and Exchange Board of India Circular SEBI/HO/CFD/DIL1/CIR/P/2021/0000000665 dated November 23, 2021 as amended, the observation letters issued by BSE Limited and the National Stock Exchange of India Limited dated January 20, 2021 respectively and subject to the provisions of the Memorandum and Articles of Association of the Company and subject to the approval of the Hon'ble National Company Law Tribunal, Mumbai Bench ('NCLT') and subject to such other approvals, permissions and sanctions of regulatory and other authorities, as may be necessary and subject to such conditions and modifications as may be deemed appropriate by the Parties to the Scheme, at any time and for any reason whatsoever, or which may otherwise be considered necessary, desirable or as may be prescribed or imposed by the Hon'ble Tribunal or by any regulatory or other authorities, while granting such approvals, permissions and sanctions, which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the 'Board', which term shall be deemed to mean and include one or more Committee(s) constituted/to be constituted by the Board or any other person authorised by it to exercise its powers including the powers conferred by this Resolution), the arrangement embodied in the Composite Scheme of Arrangement between Future Consumer Limited ("the Transferor Company 1"), Future Lifestyle Fashions Limited ("Transferor Company 2"), Future Market Networks Limited ("Transferor Company 3"), Future Retail Limited ("Transferor Company 4"), Future Supply Chain Solutions Limited ("Transferor Company 5"), Futurebazaar India Limited ("Transferor Company 6"), Acute Retail Infra Private Limited ("Transferor Company 7"), Basuti Sales and Trading Private Limited ("Transferor Company 8"), Brattle Foods Private Limited ("Transferor Company 9"), Chirag Operating Lease Co. Private Limited ("Transferor Company 10"), Hare Krishna Operating Lease Private Limited ("Transferor Company 11"), Nice Texcot Trading & Agency Private Limited ("Transferor Company 12"), Nishta Mall Management Company Private Limited ("Transferor Company 13"), Ojas Tradelease and Mall Management Private Limited ("Transferor Company 14"), Precision Realty Developers Private Limited ("Transferor Company 15"), Rivaaz Trade Ventures Private Limited ("Transferor Company 16"), Syntex Trading & Agency Private Limited ("Transferor Company 17"), Taquito Lease Operators Private Limited ("Transferor Company 18"), Unique Malls Private Limited ("Transferor Company 19") and Future Enterprises Limited ("Transferee Company" or "FEL") & their respective shareholders and creditors ("Part 1") And Future Enterprises Limited ("FEL") and Reliance Retail Ventures Limited ("RRVL") & their respective shareholders and creditors ("Part 2") And Future Enterprises Limited ("FEL") and Reliance Retail and Fashion Lifestyle Limited ("RRVL WOS") & their respective shareholders and creditors ("Part 3") be and is hereby approved.

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NILESH SHAH & ASSOCIATES

Company Secretaries

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds, matters and things, as it may, in its absolute discretion deem expedient, desirable, appropriate or necessary to give effect to this Resolution and effectively implement the arrangement embodied in the Composite Scheme of Arrangement and to make any modifications or amendments to the Composite Scheme of Arrangement at any time and for any reason whatsoever, and to accept such modifications, amendments, limitations and/or conditions, if any, which may be required and/ or imposed by the Tribunal while sanctioning the Scheme or by any authorities under law or as may be required for the purpose of resolving any questions or doubts or difficulties that may arise including passing of such accounting entries and/or making such adjustments in the books of accounts as considered necessary in giving effect to the Composite Scheme of Arrangement, as the Board may deem fit and proper without being required to seek any further approval of the Equity Shareholders or otherwise to the end and intent that the Equity Shareholders shall be deemed to have given their approval thereto expressly by authority under this Resolution and the Board be and is hereby further authorized to execute such further deeds, documents and writings that may be considered necessary, make necessary filings and carry out any or all activities for the purpose of giving effect to this Resolution.”

G. Pursuant to the Order of Hon'ble NCLT, Mumbai Bench, I am submitting herewith a consolidated report on the results of remote e-voting together with the results of the e-voting facilitated at the Meeting as **Annexure A2**.

It is to be noted that:

1. The votes cast do not include abstained votes.
2. Since the Company has provided Secured eVoting facility for casting vote by the eligible shareholder and log in credentials have been sent only to registered shareholders, it is noted that the vote casted by the institutional shareholders (i.e. other than individual, HUF, NRI etc). is as per valid authorization as required / envisaged under the Companies Act, 2013.
3. The Shareholders who is holding shares in multiple folios and have voted in multiple folios have been clubbed into one shareholder to identify the Number of shareholders who voted the Scheme to the extent the same were possible to identify based on details available.


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NILESH SHAH & ASSOCIATES

Company Secretaries

4. Based on the foregoing, the Resolution as proposed in the Addendum Notice dated 11th March, 2022 of the Meeting can be deemed to have been approved on the date of the Meeting of the Company, i.e., 20th April, 2022 with a majority of Equity Shareholders exercising voting rights representing three-fourths in value in shares voted in favor through remote-e-voting or by way of e-voting at the Meeting and the chairman may accordingly decide and declare the result.

Thanking you,

Yours faithfully,

For Nilesh Shah and Associates
Practicing Company Secretaries


" 22/04/2022

Partner

FCS: 4554 : CP No. 2631

Place: Mumbai

Date: 22nd April, 2022

UDIN: F004554D000187550

Peer Review No. 698/2020

For Future Consumer Limited



Ghyanendra Nath Bajpai

Chairman appointed by the NCLT,
Mumbai Bench

DIN: 00946138

Place: Mumbai

Date: 22nd April, 2022

Note: The Appointment as Scrutinizers have been accepted based on the Order passed by the Hon'ble National Company Law Tribunal, Mumbai Bench (NCLT) on 28th September, 2021 read with the order of Hon'ble NCLT dated 28th February, 2022 and the Scrutinizers Report provided based on the data available / downloaded from the eVoting Platform Provided by the NSDL (at Scrutinizers Log in) and additional details as regards to List of Shareholders, No. of Shares held by each Shareholders etc as provided by the Company and Registrar and Transfer Agent of the Company, Link Intime India Private Limited and the other facts and details / documents as was required to make this report submitted to me. However, the Chairman of the meeting or the authorities or regulators or courts / tribunal / may take their independent view while taking final decision on the Resolution.



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Annexure- A2:

A. Consolidated Report on result through remote e-voting and e-voting at the NCLT Convened Meeting of Equity Shareholders:

		Votes Casted		Votes in Favor of the resolution				Votes against the resolution				Invalid Votes
		Number of Members Casted	Votes Casted	Number of Members Voted in Favor	% of total no. of Members Voted in Favor	Votes in Favor (Equity Shares)	% of Votes in Favor (Equity Shares)	Number of Members Voted against	% of total no. of Members Voted against	Votes Against (Equity Shares)	% of Votes Against (Equity Shares)	
		[1]	[2]	[3]	[4]	[5]	[6]	[7]	[8]	[9]	[10]	[11]
					=3/1*100		=5/2*100		=7/1*100		=9/2*100	
Promoter	Remote E – Voting	8	167555 482	8	100%	16755 5482	100%	0	0%	0	0%	0
	E – Voting at Meeting	0	0	0	0%	0	0%	0	0%	0	0%	0
	Total	8	167555 482	8	100%	16755 5482	100%	0	0%	0	0%	0
Public	Remote E – Voting	2095	819830 990	2053	98%	81841 0975	99.83%	42	2%	14200 15	0.17%	0



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	E - Voting at Meeting	5	9628510	5	100%	9628510	100%	0	0%	0	0%	0
	Total	2100	829459500	2058	98%	828039485	99.83%	42	2%	1420015	0.17%	0
Total		2108	997014982	2066	98.01%	995594967	99.86%	42	1.99%	1420015	0.14%	0

B. Consolidated Report on result through remote e-voting and e-voting at the NCLT Convened Meeting of Equity Shareholders (Reg 44 Format):

Sr. No.	Promoter / Public	Mode of Voting	Total No. of Shares Held	No. of Votes Casted	% of Votes Casted on outstanding shares	No. of Votes in Favor	No. of Votes Against	% of Votes in Favor on votes casted	% of Votes Against on votes casted	Invalid Votes
			[1]	[2]	[3] = 2/1*100	[4]	[5]	[6] =4/2*100	[7] =5/2*100	[8]
1.	Promoter and Promoter Group	Remote E - Voting	167555482	167555482	100%	167555482	0	100%	0%	0
		E - Voting at Meeting		0	0%	0	0	0%	0%	0
		Total		167555482	167555482	100%	167555482	0	100%	0%



Signature
22/04/2022

2.	Public - Institutional Holders	Remote E - Voting		47435709	22.82%	47435709	0	100%	0%	0
		E - Voting at Meeting	207902463	0	0%	0	0	0%	0%	0
		Total	207902463	47435709	22.82%	47435709	0	100%	0%	0
3.	Public - Others	Remote E - Voting		772395281	47.63%	770975266	1420015	99.82%	0.18%	0
		E - Voting at Meeting	1621576698	9628510	0.59%	9628510	0	100%	0%	0
		Total	1621576698	782023791	48.23%	780603776	1420015	99.82%	0.18%	0
Total			1997034643	997014982	49.92%	995594967	1420015	99.86%	0.14%	0



(Signature)

22/04/2022