

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

Notice is hereby given that the Twenty Sixth Annual General Meeting of the Members of Future Consumer Limited (the “Company”) will be held on Thursday, 29th September, 2022 at 11.00 a.m. through Video Conferencing (“VC”) / Other Audio Visual Means (“OAVM”) to transact the following businesses:

ORDINARY BUSINESS:

1. To consider and adopt the audited Financial Statements of the Company for the year ended 31st March, 2022 together with the Reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Ms. Ashni Biyani (DIN: 00058775), who retires by rotation and being eligible, offers herself for re-appointment.
3. To re-appoint M/s. S R B C & CO LLP, Chartered Accountants (Registration Number 324982E/E300003), as Statutory Auditors of the Company for a second term of 5 (five) years and to fix their remuneration, 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 139 and 142 of the Companies Act, 2013 read with Companies (Audit and Auditors) Rules, 2014 and other applicable provisions, if any, (including any statutory modification(s) or re-enactments thereof for the time being in force), and pursuant to recommendations of Audit Committee and Board of Directors of the Company (“**Board**”), M/s. S R B C & CO LLP, Chartered Accountants registered with the Institute of Chartered Accountants of India vide Registration Number 324982E/E300003, be and are hereby re-appointed as Statutory Auditors of the Company for a second term of 5 (five) years to hold office from the conclusion of this 26th Annual General Meeting till the conclusion of the 31st Annual General Meeting of the Company to be held in the year 2027.

RESOLVED FURTHER THAT the Audit Committee be and is hereby authorised to fix the remuneration of the Statutory Auditors appointed herein.

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all such acts, deeds, matters and things as may be considered necessary, desirable and expedient to give effect to this Resolution.”

SPECIAL BUSINESS:

4. 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 of the Companies Act, 2013 read with Rules framed thereunder and other applicable provisions, if any, (including any statutory modification(s) or re-enactments thereof for the time being in force) of applicable laws, Mr. Krishan Kant Rathie (DIN: 00040094), Director who is liable to retire by rotation and who has opted himself to be not re-appointed at this Annual General Meeting, be and is hereby not re-appointed as a Director of the Company and the vacancy so caused due to his retirement be not filled-up”

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

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

Place: Mumbai

Date: 27th June, 2022

Registered Office:

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

NOTES:

- 1) The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (“**the Act**”) in respect of the businesses to be transacted at the Annual General Meeting (“**AGM**”) is annexed hereto.
- 2) The Ministry of Corporate Affairs (“**MCA**”) has vide its General Circular No. 02/2022 dated 5th May, 2022 read with General Circular No. 14/2020 dated 8th April, 2020, General Circular No. 17/2020 dated 13th April, 2020, General Circular No. 20/2020 dated 5th May, 2020, General Circular No. 02/2021 dated 13th January, 2021, General Circular No. 19/2021 dated 8th December, 2021 and General Circular No. 21/2021 dated 14th December, 2021 (collectively referred to as “**MCA Circulars**”) permitted the holding of AGM through VC/OAVM, without the physical presence of the Members at a common venue, subject to compliance of various conditions mentioned therein. In compliance with the provisions of the Act, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (“**SEBI Listing Regulations**”) and MCA Circulars, the AGM of the Company is being held through VC / OAVM. The registered office of the Company shall be deemed to be the venue for the AGM.

- 3) Pursuant to the provisions of the Act, a Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/ her behalf and the proxy need not be a Member of the Company. Since this AGM is being held through VC / OAVM pursuant to the MCA Circulars, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
- 4) Corporate Members can authorize representative(s) to attend the AGM and are requested to send a certified copy of the Board Resolution authorizing their representative or the authority letter or power of attorney of the board of directors or other governing body of the body corporate authorizing their representative to attend and vote on their behalf at the AGM through email at investor.care@futureconsumer.in
- 5) In compliance with the aforesaid MCA Circulars and Circular No. SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated 13th May, 2022 issued by the Securities and Exchange Board of India, Notice of 26th AGM along with the Annual Report 2021-22 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories. Members may note that the Notice of 26th AGM and Annual Report 2021-22 will also be available on the Company's website www.futureconsumer.in, website of the Stock Exchanges i.e. BSE Limited ("**BSE**") and National Stock Exchange of India Limited ("**NSE**") at www.bseindia.com and www.nseindia.com respectively, and on the website of NSDL www.evoting.nsdl.com.
- 6) Those Members, whose email address is not registered with the Company or with their respective Depository Participants, and who wish to receive the Notice of the 26th AGM and the Annual Report for the financial year 2021-22 and all other communication sent by the Company, from time to time, can get their email address registered with the Company. The process of registration of email ids is given in the instruction for e-voting.
- 7) The quorum of the Meeting of the Shareholders shall be 30 (thirty) shareholders of the Company and the Shareholders attending the AGM through VC/ OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
- 8) Information as required to be provided pursuant to the requirements of Regulation 36 of SEBI Listing Regulations and Secretarial Standard on General Meetings (SS-2), in respect of the Director seeking re-appointment at this AGM is provided under **Annexure 1** to this Notice.
- 9) The Members are requested to send all communications relating to shares to the Registrar and Share Transfer Agents of the Company ("**RTA**") at the following address;
Link Intime India Private Limited
C-101, Embassy 247, 1st Floor,
L.B.S. Marg, Vikhroli (W), Mumbai – 400 083
Tel. No. +91 22 4918 6000 Fax No. +91 22 4918 6060
Email ID: mt.helpdesk@linkintime.co.in

- 10) The Securities and Exchange Board of India ("**SEBI**") has mandated submission of Income Tax Permanent Account Number ("**PAN**") by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company or its RTA.
- 11) SEBI has vide its circular SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2021/655 dated 3rd November, 2021 mandated the listed companies to have PAN, KYC, bank details and nomination of all shareholders holding shares in physical form. Folios wherein any one of the aforesaid details / documents are not available, on or after 1st April, 2023, shall be frozen in compliance with the said circular issued by SEBI. The investor service requests forms for updating of PAN, KYC, Bank details and nomination are available on the website of RTA - www.linktime.co.in and are also available on Company's website - www.futureconsumer.in. In view of the same, we urge the shareholders to submit the required Investor Service Request form along with the supporting documents at the earliest.
- 12) The provisions of Regulation 40 of SEBI Listing Regulations, mandates that transfer, transmission and transposition of securities of listed companies held in physical form shall be effected only in demat mode. In view of this and also to eliminate all risks associated with physical shares and to avail various benefits of dematerialisation, Members are advised to dematerialise shares held by them in physical form.

The RTA has also sent a communication(s) to the Shareholders of the Company holding shares in physical form in relation to the aforesaid requirements and for updating requisite details.

In respect of shareholders who hold shares in the dematerialized form and wish to update their PAN, KYC, Bank Details and Nomination are requested to contact their respective Depository Participants.

The Members are also requested to note that SEBI, vide its Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/8 dated 25th January, 2022, has mandated that listed companies shall issue the securities only in demat mode while processing service requests viz. Issue of duplicate securities certificate, claim from Unclaimed Suspense Account, Renewal/Exchange of securities certificate, Endorsement, Sub-division/Splitting of securities certificate, Consolidation of securities certificates/folios, Transmission and Transposition. Accordingly, Members are requested to make the service requests by submitting a duly filled and signed Form ISR-4. The said form can be downloaded from the website of RTA - www.linkintime.co.in and is also available on Company's website - www.futureconsumer.in.

It may be noted that any service request can be processed only after the folio is KYC compliant.

- 13) Pursuant to Section 72 of the Act read with the Rules made thereunder, Members holding shares in single name may avail the facility of nomination in respect of shares held by them. Members holding shares in physical form may avail this facility by sending a nomination in the prescribed Form No. SH-13 duly filled, to the RTA - Link Intime India Private Limited. Members holding shares in electronic form may contact their respective Depository Participant(s) for availing this facility.
- 14) Since the AGM will be held through VC / OAVM, the Route Map is not annexed to this Notice.
- 15) Members seeking any information with regard to the accounts or any matter to be placed at the AGM, are requested to write to the Company on or before 29th September, 2022 through email on investor.care@futureconsumer.in. The same will be replied by the Company suitably.
- 16) The Register of Directors and Key Managerial Personnel and their shareholdings, maintained under Section 170 of the Act and the Register of Contracts or Arrangements in which Directors are interested, maintained under Section 189 of the Act and the Certificate from Secretarial Auditor of the Company in accordance with the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021, will be made available for inspection by the Members electronically during the AGM on the website of the Company www.futureconsumer.in.
- 17) All documents in respect of items referred to in the accompanying Notice and the Explanatory Statement shall be available for inspection electronically, upon request being sent by the Member on investor.care@futureconsumer.in. The aforesaid documents will also be available for inspection through electronic mode by Members during the AGM on the website of the Company www.futureconsumer.in.
- 18) The Members who would like to express their views or ask questions during the AGM may register themselves as a speaker by sending request at investor.care@futureconsumer.in mentioning their name, DP ID and Client ID/folio number, PAN and mobile number. Those Members who have registered themselves as a speaker will only be allowed to express their views/ask questions during the AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.
- 19) **Instructions and other Information for Voting through Electronic Means:**
 - a. The Shareholders can join the Meeting through VC/ OAVM mode 15 minutes before the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice and the Company may close the window for joining the VC/ OAVM facility 15 minutes after the scheduled time to start the Meeting. The facility of participation at the Meeting through VC/OAVM will be made available for 1000 members on first come first serve basis. The large shareholders (i.e. shareholders holding 2% or more shareholding), promoters, institutional investors, directors, key managerial personnel, the

Chairperson of the Audit Committee, Nomination and Remuneration/ Compensation Committee and Stakeholders Relationship Committee, auditors etc. can attend the Meeting without any restriction on account of first-come first-served principle.

- b. Pursuant to the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI Listing Regulations and the MCA Circulars, the Company has provided the facility for voting through electronic means ("**E-voting**") so as to enable the Shareholders, to cast their votes on the Resolution(s) as set out in this Notice. The Members can cast their votes through E-voting from any place other than voting at the AGM ("**Remote E-voting**").

Accordingly, the Remote E-voting facility will commence from Monday, 26th September, 2022 at 9.00 a.m. and will end on Wednesday, 28th September, 2022 at 5.00 p.m. The Company is also providing the facility of E-Voting during the AGM to the Shareholders attending the Meeting and who have not cast their votes through Remote E- Voting.

- c. The Company has engaged the services of The National Securities Depository Limited ("**NSDL**") for facilitating Remote E-voting and E-voting during the AGM to be held on Thursday, 29th September, 2022. The Members who have cast their vote by Remote E-voting may also attend the AGM but shall not be entitled to cast their vote again at the AGM. In case a Member votes by both the modes then the votes cast through Remote E-voting shall prevail and the votes cast during the AGM shall be considered invalid. The Shareholders are requested to follow the instructions mentioned in Note below.
- d. Voting rights shall be reckoned on the paid-up value of shares registered in the name of the Member / beneficial owner as on the cut-off date i.e. 22nd September, 2022. In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the AGM.
- e. The Members whose names appear in the Register of Members / list of beneficial owners as on the cut-off date 22nd September, 2022 only shall be entitled to cast their vote electronically on the Resolution(s) set out in this Notice. Any person who is not a Member as on the cut-off date should treat this Notice for information purposes only.
- f. Any person who becomes a Member of the Company after dispatch of this Notice and holding shares as on the cut-off date i.e. 22nd September, 2022, may obtain the User ID and password for Remote E-voting by sending a request at evoting@nsdl.co.in or investor.care@futureconsumer.in.

However, if you are already registered with NSDL for Remote E-voting, then you can use your existing user ID and password for casting your vote. If you have forgotten your password, you can reset your password by using "Forgot User Details/ Password" option available on www.evoting.nsdl.co.in or contact NSDL at the following toll free number 1800 1020 990 and 1800 22 44 30.

g. 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, have been appointed as the Scrutinizer to scrutinize the Remote E-voting process and voting done at the AGM in a fair and transparent manner.

h. The Scrutinizer shall, after scrutinizing the votes cast by E-voting during the AGM and through Remote E-voting, not later than (2) two working days from the conclusion of the AGM make a consolidated Scrutinizer's report and submit the same to the Chairman.

The results declared along with the Scrutinizer's Report shall be placed on the website of the Company www.futureconsumer.in and on the website of NSDL and shall also be communicated to BSE and NSE.

i. Subject to receipt of requisite number of votes, the Resolutions shall be deemed to be passed on the date of the AGM, i.e. 29th September, 2022.

j. The instructions for Members for Remote E-voting and joining AGM are as under:

The Remote E-voting period begins on Monday, 26th September, 2022 at 9:00 a.m. and ends on Wednesday, 28th September, 2022 at 5:00 p.m. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. 22nd September, 2022 may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being 22nd September, 2022.

How do I vote electronically using NSDL e-Voting system?

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


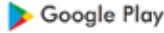

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting and joining virtual meeting 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"> 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 or joining virtual meeting & voting during the meeting. 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 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 hold 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 or joining virtual meeting & voting during the meeting. |

| Type of shareholders | Login Method |
|--|--|
| | <p>4. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</p> <p>NSDL Mobile App is available on</p> <p> </p> <p> </p> |
| Individual Shareholders holding securities in demat mode with CDSL | <ol style="list-style-type: none"> Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi. After successful login of Easi/ Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in 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 provided links for the respective ESP i.e. NSDL where the e-Voting is in progress. |

| Type of shareholders | Login Method |
|--|---|
| Individual Shareholders (holding securities in demat mode) login through their depository participants | <p>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 or joining virtual meeting & voting during the meeting.</p> |

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 toll free no.: 1800 1020 990 and 1800 22 44 30 |
| 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 022- 23058738 or 022-23058542-43 |

B) Login Method for e-Voting and joining virtual meeting 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:

- If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- 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.
- How to retrieve your 'initial password'?
 - 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'.
 - 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:

- 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.
- Physical User Reset Password?** (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
- 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.
- 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 and join General Meeting on NSDL e-Voting system.

How to cast your vote electronically and join General Meeting on NSDL e-Voting system?

- 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 and General Meeting is in active status.
- Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join Meeting".
- Now you are ready for e-Voting as the Voting page opens.
- 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.
- Upon confirmation, the message "Vote cast successfully" will be displayed.
- You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
- Once you confirm your vote on the resolution, you will not be allowed to modify your vote.
- General Guidelines for Shareholders**
 - 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.

- ii) 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.
- iii) 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 toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to Ms. Sarita Mote at evoting@nsdl.co.in
- I. **Process for those shareholders whose email ids are not registered with the depositories for procuring Notice of AGM and the Annual Report for the financial year 2021-22 and user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:**

Process for registration of Email ID:

| | |
|--|--|
| Physical Holding | Members are requested to register their e-mail address with Link Intime India Private Limited, by clicking the link: https://linkintime.co.in/emailreg/email_register.html and follow the registration process as guided therein. Members are requested to provide details such as Name, Folio Number, Certificate number, PAN, mobile number, e-mail ID, and also upload the image of share certificate and a duly signed request letter (upto 1 MB) in PDF or JPEG format. |
| For Permanent Registration for Demat Shareholders | Members are requested to register their e-mail address with the respective Depository Participant (DP) by following the procedure prescribed by the Depository Participant. |

For Temporary Registration for Demat Shareholders

Members are requested to register their e-mail address with Link Intime India Private Limited, by clicking the link: https://linkintime.co.in/emailreg/email_register.html and follow the registration process as guided therein. Members are requested to provide details such as Name, DPID, Client ID/ PAN, mobile number and e-mail ID, and also to upload a duly signed request letter (upto 1 MB) in PDF or JPEG format.

Alternatively, Members whose email IDs are not registered with the Company and who wish to receive Notice of AGM and the Annual Report for the financial year 2021-22 and also to participate in the AGM or cast their vote through Remote E-Voting or through E-Voting during the AGM, may obtain the login ID and password:

- i) 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 evoting@nsdl.co.in and to the Company at investor.care@futureconsumer.in.
- ii) 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 evoting@nsdl.co.in and 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 and joining virtual meeting for Individual shareholders holding securities in demat mode.**
- iii) 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.
- m. **THE INSTRUCTIONS FOR MEMBERS FOR E-VOTING ON THE DAY OF THE AGM ARE AS UNDER:-**
 - i) The procedure for E-Voting on the day of the AGM is same as the instructions mentioned above for Remote e-voting.
 - ii) Only those Members/ shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.

- iii) Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
 - iv) The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.
- n. **INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/ OAVM ARE AS UNDER:**
- i) Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of "VC/OAVM link" placed under "**Join meeting**" menu against company name. You are requested to click on VC/OAVM link placed under Join General Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
 - ii) Members are encouraged to join the Meeting through Laptops for better experience.
 - iii) Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
 - iv) Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to fluctuation in their respective network. It is therefore recommended to use stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
- 20) The Company is concerned about the environment and utilizes natural resources in a sustainable way. To support "Green Initiative", the Members are requested to update their email address, with their concerned Depository Participant to enable us to send you necessary documents/communication via email. Members who hold shares in physical form are requested to register their e-mail address with the Company's RTA- Link Intime India Private Limited.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013.

Item No.3:

The Members of the Company had appointed M/s. S R B C & CO LLP, Chartered Accountants, (Registration Number 324982E/E300003) as the Statutory Auditors of the Company for a term of 5 (five) years, to hold office from the conclusion of the 21st Annual General Meeting (“AGM”) of the Company till the conclusion of 26th AGM. Accordingly, the term of office of the present Statutory Auditors would expire at the end of 26th AGM.

M/s. SRBC & CO LLP, Chartered Accountants, having completed a term of five years as the Statutory Auditors of the Company, are entitled for re-appointment as the Statutory Auditors of the Company for a second term of five years. After evaluating and considering various factors such as industry experience, competency of the audit team, efficiency in conduct of audit, independence etc., the Board of Directors of the Company have after considering the recommendations of the Audit Committee at their meeting held on 27th June, 2022, recommended re-appointment of M/s. S R B C & CO LLP, Chartered Accountants, as the Statutory Auditors of the Company for a second term of five years, from the conclusion of this 26th AGM till the conclusion of the 31st AGM at a remuneration as may be agreed and approved by the Audit Committee.

For the financial year 2021-22, the Audit Committee has approved remuneration of ₹ 49.00 Lakhs plus applicable taxes and reimbursement of actual out of pocket expenses as may be incurred in the performance of their duties to be paid to the statutory auditors for conducting audit for the financial year 2021-22. The remuneration proposed to be paid to the statutory auditors during their second term of 5 (five) years would be commensurate with the services to be rendered by them during their term as statutory auditors of the Company and as approved by the Audit Committee in terms of approval granted by the Shareholders at this AGM.

Brief profile of M/s S R B C & CO LLP, Chartered Accountants, proposed to be re-appointed as statutory auditors of the Company is as under:

M/s. S R B C & CO LLP, (Firm Registration no. 324982E/E300003) network of firms of Chartered Accountants, started in 1914 and is registered with the Institute of Chartered Accountants of India (ICAI). M/s. S R B C & CO LLP, Chartered Accountants is a Limited Liability Partnership firm incorporated in India. It has its registered office at 22, Camac Street, Kolkata and has offices at 14 locations across various cities in India. M/s. S R B C & CO LLP, Chartered Accountants has been subjected to peer review process of the ICAI and holds a valid certificate issued by the Peer Review Board

of the ICAI. It is primarily engaged in providing audit and assurance services to their clients.

M/s. S R B C & CO LLP, Chartered Accountants, have granted their consent for being re-appointed as Statutory Auditors of the Company and have also confirmed their eligibility for being re-appointed as Statutory Auditors in terms of requirements prescribed under Companies Act, 2013.

None of the Directors and/or Key Managerial Personnel of the Company and/or their respective relatives are in any way concerned or interested in the Resolution set out at Item No. 3 of this Notice.

Your Directors recommend the Ordinary Resolution proposed at Item No. 3 of this Notice for your approval.

The explanatory statement provided herein includes disclosure required in terms of Regulation 36(5) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Item No. 4:

In terms of provisions of Section 152 of the Companies Act, 2013 read with Rules framed thereunder (“Act”), Mr. Krishan Kant Rathie (DIN: 00040094) Director of the Company is liable to retire by rotation at this Annual General Meeting (“AGM”). However, Mr. Krishan Kant Rathie has informed the Company that he is unwilling to be re-appointed at the AGM due to his other personal / professional engagements. Further, in terms of provisions of Section 152 of the Act, the Company is required to fill up the vacancy so caused due to retirement of Mr. Krishan Kant Rathie at the AGM by appointing some other person thereto. It is proposed, subject to approval of the Shareholders, that the vacancy caused shall not be filled up. Further in terms of the provisions of Section 152 of the Act, the Shareholders of the Company will in such case be required to expressly resolve not to fill the vacancy at the AGM if it considers appropriate.

Considering the same, the proposal for not filling up vacancy caused due to retirement of Mr. Krishan Kant Rathie, is being placed for approval of the Shareholders at the AGM.

Mr. Krishan Kant Rathie and his relatives, to the extent of their shareholding in the Company, if any, shall be deemed to be concerned or interested in the Resolution set out under Item No. 4 of this Notice. None of the other Directors and/or Key Managerial Personnel of the Company and/or their respective relatives are in any way concerned or interested in the Resolution set out under Item No. 4 of this Notice.

Your Directors recommend the Ordinary Resolution proposed at Item No. 4 of this Notice for your approval.

Annexure 1

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 Directors seeking re-appointment at the Annual General Meeting.

| | |
|---|---|
| Name of Director(s) | Ashni Biyani (DIN:00058775) |
| Date of Birth | 25/12/1984 |
| Age | 37 years |
| Date of first appointment on the Board | 15/11/2014 |
| Qualifications | Graduate in textile designing |
| Experience and Expertise in Specific Functional Area | She has been instrumental in bringing in design- led thinking within the Group's business decision making. She has led a team that understands the nuances of Indian consumers. She has also led the conceptualization and launch of various business formats across Future Group. Under her guidance, the Company has been focusing on creating futuristic food concepts. |
| 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 (including sitting fees, if any) for financial year 2021-22 | ₹ 210.67 lakhs* |
| Number of Board meetings attended during the financial year 2021-22 | 7 |
| Directorships held in other listed companies (As on 31 st March, 2022) | None |
| Listed entities from which the person has resigned in the past three years | None |
| Directorships of other companies (As on 31 st March, 2022) | <ul style="list-style-type: none"> • Foresight Bullion India Private Limited • Srishti Mall Management Company Private Limited • Salaam Bombay Foundation • Ambuja Cement Foundation • HoliiAccessories Limited • Smartsters Private Limited • Amar Chitra Katha Private Limited • Think9 Consumer Technologies Private Limited |
| Chairmanship/ Membership of the Committees of the Board of Directors of other listed companies (As on 31 st March, 2022) | None |
| Chairmanship/ Membership of the Committees of other companies in India (As on 31 st March, 2022) | None |
| Shareholding of Director [including shareholding as beneficial owner] (As on 31 st March, 2022) | 67,169 Equity Shares |
| Relationship with other Directors / Key Managerial Personnel | Ms. Ashni Biyani is the daughter of Mr. Kishore Biyani, Promoter and Vice Chairman of the Company. |

* The remuneration drawn is towards her position in the Company as Managing Director. Ms. Ashni Biyani resigned as Managing Director of the Company with effect from 12th May, 2022 and continues to serve as Non-Executive Director on the Board of the Company.

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

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

Place: Mumbai
Date: 27th June, 2022

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