FUTURE CONSUMER LIMITED *(Formerly Future Consumer Enterprise Limited)*
Corporate Office : 247 Park, Tower "C", 8th Floor, LBS Marg, Vikhroli (W), Mumbai - 400 083
(T) +91 22 6119 0000 | www.futureconsumer.in
Regd. Office : Knowledge House, Shyam Nagar, Off JVLR, Jogeshwari (East), Mumbai - 400 060
(T) +91 22 6644 2200 | CIN: L52602MH1996PLC192090

15th April, 2019

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

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

Dear Sir / Madam,

Sub: Notice of Extra Ordinary General Meeting of the Members of the Company

Please take note that an Extra Ordinary General Meeting of the Members of the Company ("**EGM**") is scheduled to be held on Wednesday, 8th May, 2019 at 10.30 a.m. at Rangswar Hall, 4th Floor, Yashwantrao Chavan Pratishthan, Gen. Jagannathrao Bhonsle Marg, Opp. Mantralaya, Mumbai – 400 021.

In terms of the applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith a copy of Notice calling the aforesaid EGM.

Kindly take the above information on your records.

Thanking you,

Yours truly,
For **Future Consumer Limited**

Manoj Gagvani
Company Secretary & Head - Legal

Encl.: As above

FUTURE CONSUMER LIMITED

Corporate Identity Number (CIN): L52602MH1996PLC192090
Regd. Office: Knowledge House, Shyam Nagar, Off Jogeshwari Vikhroli Link Road, Jogeshwari (East), Mumbai - 400 060
Tel. No: +91 22 6644 2200 **Fax:** +91 22 6199 5391 **Email:** investor.care@futureconsumer.in
Website: www.futureconsumer.in

NOTICE

Notice is hereby given that an Extra Ordinary General Meeting of the Members of Future Consumer Limited (the **"Company"**) will be held at Rangswar Hall, 4th Floor, Yashwantrao Chavan Pratishthan, Gen. Jagannathrao Bhonsle Marg, Opp. Mantralaya, Mumbai – 400 021 on Wednesday, 8th May, 2019, at 10.30 a.m to transact the following businesses:

SPECIAL BUSINESS:

ITEM No. 1 : Issue of Compulsorily Convertible Debentures on a preferential basis

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

"RESOLVED THAT pursuant to the provisions of Section 23, 42, 62,71 and other applicable provisions, if any, of the Companies Act, 2013 and Rules framed there under (including any amendments, statutory modification(s) or re-enactment thereof for the time being in force) the Memorandum and Articles of Association of the Company, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 and the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as amended from time to time (collectively, the **"SEBI Regulations"**), the Foreign Exchange Management Act, 1999 and the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2017, as amended from time to time and such statutes, rules, regulations, guidelines, notifications and circulars, if any, issued by the Government of India, the Reserve Bank of India and other statutory / regulatory bodies and subject to necessary compliance(s) in accordance with all other applicable laws, rules, regulations, circulars and guidelines and also subject to such further approvals, permissions, sanctions and consents as may be necessary and required from respective authorities prescribed thereunder, and on such terms and conditions (including any alterations, modifications, corrections, changes and variations, if any, that may be stipulated under such approvals, permissions, sanctions, and consents as the case may be) which may be accepted by the Board of Directors of the Company (hereinafter referred to as **"Board"** which term shall be deemed to include the **"Committee of Directors"** of the Company or any other committee duly constituted or to be constituted and authorized thereof to exercise its powers under this resolution), consent of the Shareholders of the Company (**"Shareholders"**) be and is hereby accorded to create, offer, issue and allot, from time to time, in one or more tranches:

(i) compulsorily convertible debentures ("**CCDs**") of face value of ₹ 1,00,000 (Rupees One Lakh Only) each, for an aggregate amount of the rupee equivalent of USD 10.00 Million (United States Dollars Ten Million) to Verlinvest SA (hereinafter referred to as **"Investor 1"**) on a preferential basis, with each such CCD (i.e. face value, and if the Investor 1 chooses, also the unpaid coupon on such CCDs) being convertible into equity shares of the Company ("**Conversion Shares 1**") at a conversion price of ₹ 45.02 per equity share (appropriately adjusted for corporate actions such as bonus issue, rights issue, stock split, merger, demerger or any such capital or corporate restructuring), it being clarified that if the number of Conversion Shares 1 calculated by dividing the aggregate amounts on the CCDs (i.e. aggregate face value and if the Investor 1 chooses, also the aggregate unpaid coupon on such CCDs) being converted results in a number that is not an integral multiple of one (1), then it shall be rounded to the nearest multiple of one downwards and the fractions, if any, shall be ignored with corresponding amount for such fractions being refunded;

(ii) CCDs of face value of ₹ 1,00,000 (Rupees One Lakh Only) each, for an aggregate amount of upto ₹ 210 Crore (Rupees Two Hundred and Ten Crore) to International Finance Corporation (hereinafter referred to as the **"Investor 2"**) on a preferential basis, with each such CCD (i.e. face value, and if the Investor 2 chooses, also the unpaid coupon on such CCDs) being convertible into equity shares of the Company ("**Conversion Shares 2**") at a conversion price of ₹ 45.02 per equity share (appropriately adjusted for corporate actions such as bonus issue, rights issue, stock split, merger, demerger or any such capital or corporate restructuring), it being clarified that if the number of Conversion Shares 2 calculated by dividing the aggregate amounts on the CCDs (i.e. aggregate face value and if the Investor 2 chooses, also the aggregate unpaid coupon on such CCDs) being converted results in a number that is not an integral multiple of one (1), then it shall be rounded to the nearest multiple of one downwards and the fractions, if any, shall be ignored with corresponding amount for such fractions being refunded;

(hereinafter **Investor 1** and **Investor 2** collectively referred as **"Investors"** and **Conversion Shares 1** and **Conversion Shares 2** collectively referred as **"Conversion Shares"**).

RESOLVED FURTHER THAT the Board be and is hereby authorised to offer, issue and allot requisite number of Conversion Shares to the holders of CCDs upon conversion of the CCDs.

RESOLVED FURTHER THAT the said CCDs shall be issued and allotted by the Company to the Investors within a period of 15 days from the date of passing of this resolution provided that where the allotment of the CCDs is pending on account of pendency of any approval for such allotment by any regulatory authority or the Central Government, the allotment shall be completed within a period of 15 days from the date of last such approval.

RESOLVED FURTHER THAT the CCDs being offered, issued and allotted to the Investors by way of a preferential issue shall *inter alia* carry the following terms:

(i) The CCDs to be offered, issued and allotted to the Investors shall be in dematerialised form and shall be subject to the provisions of the Memorandum and Articles of Association of the Company.

(ii) The Conversion Shares to be offered, issued and allotted to the Investors shall be in dematerialised form and shall be subject to the provisions of the Memorandum and Articles of Association of the Company.

(iii) The "Relevant Date" for the offer, issue and allotment of CCDs by way of a preferential issue, as per the SEBI Regulations, for the determination of the minimum price for the issue of the CCDs and Conversion Shares is 8th April, 2019 being 30 days prior to the date of this Extra Ordinary General Meeting.

(iv) The CCDs and Conversion Shares to be offered, issued and allotted shall be subject to lock-in as provided under the provisions of SEBI Regulations. Subject to the aforesaid lock-in requirements, the CCDs and Conversion Shares shall be freely transferable.

(v) The CCDs shall be unsecured.

(vi) The CCDs shall carry a redemption coupon (or equivalent) of 4% per annum, which shall be calculated on the basis of a 365 day year and the actual number of days elapsed. The coupon shall be compounded quarterly on cumulative basis from the date of allotment, payable in shares upon conversion, unless the investors request in writing for the coupon to be paid in cash.

(vii) The CCDs shall automatically and compulsorily convert into Conversion Shares on the earlier of the occurrence of the following events: (*a*) the Investors electing to convert the CCDs into Conversion Shares by issuing a conversion notice to the Company; and (*b*) the last date falling within 18 months after the date of allotment of CCDs.

(viii) The CCDs (i.e. the face value, and if the Investor 1 chooses, also any unpaid coupon on the CCDs) shall be convertible into Conversion Shares 1 at a conversion price of ₹ 45.02 per equity share (Rupees Forty Five and Two Paise Only) (appropriately adjusted for corporate actions such as bonus issue, rights issue, stock split, merger, demerger or any such capital or corporate restructuring), it being clarified that if the number of Conversion Shares 1 calculated by dividing the aggregate amounts on the CCDs (i.e. aggregate face value, and if the Investor 1 chooses, also the aggregate unpaid coupon on such CCDs) being converted results in a number that is not an integral multiple of one (1), then it shall be rounded to the nearest multiple of one downwards and the fractions, if any, shall be ignored with corresponding amount for such fractions being refunded.

(ix) The CCDs (i.e. the face value, and if the Investor 2 chooses, also any unpaid coupon on the CCDs) shall be convertible into Conversion Shares 2 at a conversion price of ₹ 45.02 per equity share (Rupees Forty Five and Two Paise Only) (appropriately adjusted for corporate actions such as bonus issue, rights issue, stock split, merger, demerger or any such capital or corporate restructuring), it being clarified that if the number of Conversion Shares 2 calculated by dividing the aggregate amounts on the CCDs (i.e. aggregate face value, and if the Investor 2 chooses, also the aggregate unpaid coupon on such CCDs) being converted results in a number that is not an integral multiple of one (1), then it shall be rounded to the nearest multiple of one downwards and the fractions, if any, shall be ignored with corresponding amount for such fractions being refunded.

(x) The Conversion Shares shall rank *pari passu* with the then existing equity shares of the Company in all respects, including as to dividend.

RESOLVED FURTHER THAT subject to the provisions of SEBI Regulations and other applicable laws, the Board be and is hereby authorized to decide and approve the terms and conditions for issue of CCDs including the time, mode and manner of conversion of CCDs into Conversion Shares and to vary, modify or alter any of the terms and conditions, including size of the preferential issue to Investors, as it may deem expedient.

RESOLVED FURTHER THAT the Board be and is hereby authorized on behalf of the Company to do all such acts, deeds, matters and things as it may in its absolute discretion deem expedient and to settle any questions, difficulties or doubts that may arise with respect to the above matter without requiring the Board to secure any further consent or approval of the Shareholders and the Board be and is hereby further authorized to nominate one or more representatives of the Company to execute such further deeds, documents and writings that may be considered necessary, make necessary filings and to carry out any or all activities that the Board is empowered to do for the purpose of giving effect to this resolution.

RESOLVED FURTHER THAT the Board be and is hereby also authorised to delegate all or any of its powers to any officer(s) or authorized signatory(ies) of the Company to give effect to this resolution including execution of any documents on behalf of the Company, make necessary filings and to represent the Company before any governmental authorities and to appoint any merchant bankers or other professional advisors, consultants and legal advisors, if required, to give effect to this resolution."

ITEM No. 2 : Issue of Warrants on a preferential basis

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

"RESOLVED THAT pursuant to the provisions of Section 23, 42, 62 and other applicable provisions, if any, of the Companies Act, 2013 and Rules framed there under (including any amendments, statutory modification(s) or re-enactment thereof for the time being in force) the Memorandum and Articles of Association of the Company, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 and the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as amended from time to time (collectively, the **"SEBI Regulations"**) and such statutes, rules, regulations, guidelines, notifications and circulars, if any, issued by the Government of India, and subject to necessary compliance(s) in accordance with all other applicable laws, rules, regulations, circulars and guidelines and also subject to such further approvals, permissions, sanctions and consents as may be necessary and required from respective authorities prescribed thereunder, and on such terms and conditions (including any alterations, modifications, corrections, changes and variations, if any, that may be stipulated under such approvals, permissions, sanctions, and consents as the case may be) which may be accepted by the Board of Directors of the Company (hereinafter referred to as **"Board"** which term shall be deemed to include the **"Committee of Directors"** of the Company or any other committee duly constituted or to be constituted and authorized thereof to exercise its powers under this resolution) consent of the Shareholders of the Company (**"Shareholders"**) be and is hereby accorded to create, offer, issue and allot, from time to time in one or more tranches, such number of warrants (**"Warrants"**) to Future Capital Investment Private Limited, being a Promoter of the Company (**"FCIPL"**), upto an aggregate value of ₹ 70.00 Crore (Rupees Seventy Crore Only), such that each Warrant shall entitle its holder to be allotted such number of equity shares of the Company (the **"Warrant Shares"**) at a price of ₹ 45.02 per equity share (appropriately adjusted for corporate actions such as bonus issue, rights issue, stock split, merger, demerger or any such capital or corporate restructuring), on a preferential basis, it being clarified that if the number of Warrant Shares to be allotted on the basis of aforementioned price results in a number that is not an integral multiple of one (1), then it shall be rounded to the nearest multiple of one downwards and the fractions, if any, shall be ignored with corresponding amount for such fractions being refunded.

RESOLVED FURTHER THAT in accordance with the provisions of the SEBI Regulations, the "Relevant Date" for the purpose of calculating the floor price for issue of Warrant Shares pursuant to the exercise of Warrants is 8th April, 2019, which is 30 days prior to the date of this Extra Ordinary General Meeting.

RESOLVED FURTHER THAT the said Warrants shall be issued and allotted by the Company to FCIPL within a period of 15 days from the date of passing of this resolution provided that where the allotment of the said Warrants is pending on account of pendency of any approval for such allotment by any regulatory authority or the Central Government, the allotment shall be completed within a period of 15 days from the date of such approval.

RESOLVED FURTHER THAT without prejudice to the generality of the above, the issue of Warrants shall be subject to the following terms:

i. The Warrant Shares to be allotted on exercise of the Warrants shall be in dematerialised form and shall be subject to the provisions of the Memorandum and Articles of Association of the Company.

ii. The Warrants may be exercised by the Warrant holder(s) at any time before the expiry of 18 months from the date of allotment of the Warrants.

iii. An amount equivalent to 25% of the total consideration payable for the Warrant Shares will be payable at the time of subscription to and allotment of the Warrants, as prescribed by the SEBI Regulations, which will be kept by the Company to be adjusted and appropriated against the issue price of the Warrant Shares. The balance 75% of the total consideration payable for the Warrant Shares, shall be payable by the Warrant holder(s) upon exercise of the entitlement attached to the Warrant to subscribe to Warrant Shares, simultaneously upon the allotment of the Warrant Shares by the Company pursuant to such exercise. The amount paid against the Warrants shall be adjusted / set off against the issue price payable for the resultant Warrant Shares.

iv. The issue of the Warrants as well as Warrant Shares arising from the exercise of the Warrants shall be governed by the regulations and guidelines issued by SEBI or any other statutory authority as the case may be or any modifications thereof.

v. In the event the Warrant holder(s) does not exercise the Warrants within 18 months from the date of allotment of the Warrants, the Warrants shall lapse and the amount paid shall stand forfeited by the Company.

vi. The Warrants issued and allotted shall be transferable amongst the Promoters or the Promoter Group or to a new Promoter or persons in control of the Company subject to the approval of the Board and such other approvals as may be necessary.

vii. In the event of the Company making a bonus issue by way of capitalization of its reserves, or a rights offer by way of issue of new equity shares, prior to allotment of Warrant Shares resulting from the exercise of the Warrants, the issue price of the Shares to be allotted against such Warrants shall be subject to appropriate adjustment, subject to the SEBI Regulations and other applicable laws.

viii. The Warrant Shares shall rank *pari passu* in all respects, with the then existing equity shares of the Company, including dividend.

ix. The Warrants and the Warrant Shares allotted pursuant to exercise of such Warrants shall be subject to a lock-in for such period as specified under the SEBI Regulations relating to preferential issue.

RESOLVED FURTHER THAT subject to the provisions of SEBI Regulations and other applicable laws, the Board be and is hereby authorized to decide and approve the terms and conditions for issue of Warrants including the time, mode and manner of conversion of Warrants into Warrant Shares and to vary, modify or alter any of the terms and conditions, including size of the preferential issue to FCIPL, as it may deem expedient.

RESOLVED FURTHER THAT the Board be and is hereby authorised to issue and allot such number of Warrant Shares of the Company as may be required to be issued and allotted upon exercise of the option in the Warrants held by the holder(s) of the Warrants.

RESOLVED FURTHER THAT the Board be and is hereby authorized on behalf of the Company to do all such acts, deeds, matters and things as it may in its absolute discretion deem expedient and to settle any questions, difficulties or doubts that may arise with respect to the above matter without requiring the Board to secure any further consent or approval of the Shareholders and the Board be and is hereby further authorized to nominate one or more representatives of the Company to execute such further deeds, documents and writings that may be considered necessary, make necessary filings and to carry out any or all activities that the Board is empowered to do for the purpose of giving effect to this resolution.

RESOLVED FURTHER THAT the Board be and is hereby also authorised to delegate all or any of its powers to any officer(s) or authorized signatory(ies) of the Company to give effect to this resolution including execution of any documents on behalf of the Company, make necessary filings and to represent the Company before any governmental authorities and to appoint any merchant bankers or other professional advisors, consultants and legal advisors, if required, to give effect to this resolution."

ITEM No. 3: Issue of Non-Convertible Debentures

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

"RESOLVED THAT pursuant to the provisions of Section 42, 71 and other applicable provisions, if any, of the Companies Act, 2013, and Rules framed there under (including any amendments, statutory modification(s) or re-enactments thereof for the time being in force) and in accordance with the provisions as prescribed by Securities and Exchange Board of India, or such other agencies/authorities, read together with applicable Rules, Regulations, Guidelines and Circulars thereto, as amended from time to time and in force, and subject to such consents, approvals and permissions that may be necessary in that regards and subject to such conditions that may be imposed by any authority while granting such consents, approvals and permissions that may be agreed to by the Board of Directors of the Company (hereinafter referred to as **"Board"** which term shall be deemed to include the "**Committee of Directors**" of the Company or any other committee duly constituted or to be constituted and authorized thereof to exercise its powers under this resolution), consent of the Shareholders of the Company (**"Shareholders"**) be and is hereby accorded to the Board to offer, issue and allot Non-Convertible Debentures on private placement basis, in one or more tranches, during the period of one year from the date of passing of this Special Resolution, within the overall borrowing limits of the Company, as may have been approved by the Shareholders from time to time, in addition to the limits prescribed under the provisions of Section 180 of the Companies Act, 2013.

RESOLVED FURTHER THAT the Board be and is hereby authorised on behalf of the Company to determine the type, size, manner and other terms and conditions for issue of Non-Convertible Debentures, including the class of investors to whom the same be issued, listing or otherwise of Non - Convertible Debentures and to do all further acts, deeds, matters and things as it may, in its absolute discretion consider necessary, expedient or desirable and to settle any questions, difficulties or doubts that may arise with respect to the above matter without requiring the Board to secure any further consent or approval of the Shareholders including to authorise one or more representatives to carry out any or all of the activities that the Board is empowered to do pursuant hereto and for the purpose of giving effect to this resolution."

ITEM No. 4 : Appointment of Mr. Harminder Sahni as an Independent Director

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 149 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and Rules framed thereunder (including any amendments, statutory modification(s) or re-enactments thereof for the time being in force), Mr. Harminder Sahni (DIN: 00576755), who was appointed as an Additional Director of the Company by the Board of Directors and who holds office upto the date of this General Meeting and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013, from a Member, proposing the candidature of Mr. Harminder Sahni for the office of Director, be and is hereby appointed as an 'Independent Director' of the Company for a period of 5 (Five) years."

ITEM No. 5 : Appointment of Ms. Neha Bagaria as an Independent Director

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 149 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and Rules framed thereunder (including any amendments, statutory modification(s) or re-enactments thereof for the time being in force), Ms. Neha Bagaria (DIN: 00178703), who was appointed as an Additional Director of the Company by the Board of Directors and who holds office upto the date of this General Meeting and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013, from a Member, proposing the candidature of Ms. Neha Bagaria for the office of Director, be and is hereby appointed as an 'Independent Director' of the Company for a period of 5 (Five) years."

By Order of the Board of Directors

Place: Mumbai
Date: 7thApril, 2019

Manoj Gagvani
Company Secretary& Head-Legal

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

Notes:

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 **("the Act")**, in respect of the Special Businesses to be transacted at the Extra Ordinary General Meeting (**"EGM"**) set out in the Notice, is annexed hereto.
2. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF /HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.**

   A person can act as proxy on behalf of Members not exceeding fifty (50) and holding in aggregate not more than 10% of the total share capital of the Company.

   Members holding more than 10% (ten percent) of the total share capital of the Company carrying voting rights may appoint a single person as Proxy, who shall not act as a Proxy for any other Member.
3. Proxies in order to be effective should be duly completed, stamped and signed and must be deposited at the Registered Office of the Company not less than 48 hours before the time for holding the EGM.
4. Corporate Members intending to send their authorised representative(s) to attend the EGM are requested to send a certified copy of the Board Resolution authorising their representative to attend and vote on their behalf at the EGM.
5. Members who hold shares in electronic form are requested to write their Client ID and DP ID numbers and those who hold shares in physical form are requested to write their folio numbers in the attendance slip for attending the meeting to facilitate identification of membership at the EGM.
6. Members are requested to send all communications relating to shares to the Registrar and Share Transfer Agents of the Company at the following address:

   Link Intime India Private Limited

   C – 101, 247 Park, 1st Floor, L.B.S. Marg, Vikhroli (West), Mumbai-400083
   Tel No. +91 22 4918 6270, Fax No. +91 22 4918 6060
   Email: rnt.helpdesk@linktime.co.in
7. Documents referred to in the accompanying Notice and the Explanatory Statement are available for inspection at the Registered Office of the Company between 11.00 a.m. and 1.00 p.m. upto the date of the EGM on all working days (except Saturday, Sunday and Public Holiday). The aforesaid documents will also be available for inspection by Members at the venue of the EGM.
8. Members/ Proxies are requested to bring the Attendance Slip(s) duly filled in at the EGM.
9. Electronic copy of Notice calling the EGM of the Company *inter alia* indicating the process and manner of Remote E-voting along with Attendance Slip and Proxy Form is also being sent to all members whose email IDs are registered with the Company/Depository Participant(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their e-mail address, physical copy of Notice of the EGM of the Company *inter alia* indicating the process and manner of Remote E-voting along with Attendance Slip and Proxy Form is being sent in the permitted mode.
10. Route map for the venue of the EGM is annexed hereto.
11. Members have an option to either cast their vote in physical form by attending the EGM or vote through E-voting facility.

12. Instructions and other Information for Voting:

a) In accordance to the provisions of Section 108 of the Companies Act, 2013 and Companies (Management and Administration) Rules, 2014, as amended and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended, the Company is pleased to offer to its Members facility for voting through electronic means (**"E-voting"**) on the resolutions proposed to be passed at the EGM.

The Company has engaged National Securities Depository Limited (**"NSDL"**), an agency authorized by the Ministry of Corporate Affairs (**"MCA"**) for providing e-voting platform.

b) The Members may cast their votes through E-voting from a place other than the venue of the EGM ("**Remote E-voting**").

c) Voting through physical ballot paper shall be made available at the EGM and the Members attending the EGM and the Members attending the EGM who have not cast their vote by Remote E-voting shall be able to cast their vote by physical ballot paper at the EGM.

d) The Members who have cast their vote by Remote E-voting may also attend the Meeting but shall not be entitled to cast their vote again at the EGM. In case a Member votes by both the modes then the votes cast through Remote E-voting shall prevail and the votes cast at the EGM shall be considered invalid.

e) The Remote E-voting facility will commence from 9.00 a.m. on Sunday, 5th May, 2019 and will end at 5.00 p.m. on Tuesday, 7th May, 2019. Remote E-voting will not be allowed beyond the aforesaid date and time and the Remote E-voting module shall be disabled by NSDL upon expiry of aforesaid period.

f) 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. 1st May, 2019.

g) The Members whose names appear in the Register of Members / list of beneficial owners as on the cut-off date i.e. 1st May, 2019, only shall be entitled to vote on the Resolutions 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.

h) 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. 1st May, 2019, may obtain the User ID and password for Remote E-voting by sending 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.com or contact NSDL at the following toll free number 1800-222-990.

i) Mr. Nilesh Shah (having Membership No. FCS - 4554) or failing him, Mr. Mahesh Darji (having Membership No. FCS – 7175) representing M/s. Nilesh Shah and Associates, Practising Company Secretaries have been appointed as the Scrutinizer to scrutinize the E-voting process and voting done through physical ballot paper at the EGM in a fair and transparent manner.

j) The Scrutinizer shall, after scrutinising the votes cast at the EGM and through Remote E-voting, not later than 2 (two) days from the conclusion of the EGM make a consolidated Scrutinizer's report and submit the same to the Chairman.

The results declared alongwith 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 Limited and the National Stock Exchange of India Limited.

k) Subject to receipt of requisite number of votes, the Resolutions shall be deemed to be passed on the date of the EGM i.e. 8th May, 2019.

l) Instructions for Members for Remote E-voting are as under:

Step 1 : Log on to NSDL e-Voting system at https://www.evoting.nsdl.com

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

Details on Step 1 is mentioned below:

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

i. 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.

ii. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholders' section.

iii. A new screen will open. You will have to enter your User ID, your Password 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.

iv. 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***

v. Your password details are given below:

a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.

b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.

c) How to retrieve your 'initial password'?

(i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.

(ii) If your email ID is not registered, your 'initial password' is communicated to you on your postal address.

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

a) Click on "**Forgot User Details/Password**?" (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.

b) **Physical User Reset Password**?" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.

c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN,your name and your registered address.

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

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

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

Details on Step 2 is given below:

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

i. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.

ii. After click on Active Voting Cycles, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.

iii. Select "EVEN" of company for which you wish to cast your vote.

iv. Now you are ready for e-Voting as the Voting page opens.

v. 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.

vi. Upon confirmation, the message "Vote cast successfully" will be displayed.

vii. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.

viii. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for Shareholders:

a) 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.

b) 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.

c) 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 contact NSDL at the following toll free no.: 1800-222-990 or send a request at evoting@nsdl.co.in. Any grievance pertaining to Remote E-voting can also be addressed to Mr. Manoj Gagvani – Company Secretary & Head-Legal at the registered office address of the Company or by way of an email sent to investor.care@futureconsumer.in

13. The Notice calling the EGM and Attendance Slip/Proxy Form will also be available on Company's website - www.futureconsumer.in. Physical copies of the aforesaid documents will also be available for inspection at the Registered Office of the Company between 11.00 a.m and 1.00 p.m upto the date of the EGM on all working days (except Saturday, Sunday and Public Holiday).

14. 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 Link In time India Private Limited, Registrar and Share Transfer Agents.

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

Item No. 1 and 2

The Company is pre-dominantly engaged in developing, processing, marketing and distribution of food and FMCG products under its owned brands. The Company is constantly expanding its vast portfolio of established food and FMCG brands.

The Company, subject to receiving of necessary consents and approvals (including approvals, if any, required to be obtained by Verlinvest SA (**"Investor 1"**) and International Finance Corporation **("Investor 2")**, is proposing to offer, issue and allot, on a preferential basis:

(i) compulsorily convertible debentures ("**CCDs**") of face value of ₹ 1,00,000 (Rupees One Lakh Only) each, for an aggregate amount of the rupee equivalent of USD 10.00 Million (United States Dollars Ten Million) to Investor 1 and

(ii) CCDs of face value of ₹ 1,00,000 (Rupees One Lakh Only) each, for an aggregate amount of upto ₹ 210 Crore (Rupees Two Hundred and Ten Crore) to Investor 2.

Verlinvest SA is a consumer-focused, investment holding company. International Finance Corporation, a member of the World Bank Group, is the largest global development institution focused exclusively on the private sector in developing countries.

The objective of the proposed preferential allotment of CCDs is to utilize the amount for the purpose of repayment of high-cost debt, capital expenditure and working capital requirements and investments in joint ventures/business alliances.

The Company, subject to receiving of necessary consents and approvals, is also proposing to offer, issue and allot such number of Warrants which may be exercised to receive equity shares at a price determined in accordance with the SEBI Regulations, to Future Capital Investment Private Limited, being a Promoter of the Company, upto an aggregate value of ₹ 70.00 Crore (Rupees Seventy Crore Only), on a preferential basis.

Salient features of the preferential issue are as under:

- The "Relevant Date" as per SEBI Regulations for determining the minimum price for the offer, issue and allotment of the CCDs and the Warrants is 8th April, 2019, being 30 days prior to the date of this Extra Ordinary General Meeting. The same "Relevant Date" has also been considered for determining the minimum conversion price for conversion of the CCDs into the Conversion Shares and Warrants into Warrant Shares.
- **Basis on which the price has been arrived at:**

  The equity shares of Company are listed on BSE Limited and National Stock Exchange of India Limited and are frequently traded in accordance with SEBI Regulations. National Stock Exchange of India Limited, having higher trading volume, has been considered for the purpose of computation of issue price.

  The price at which the CCDs and the Conversion Shares and the Warrants and the Warrant Shares shall be allotted has been determined in accordance with the applicable provisions of SEBI Regulations.

  The price of the CCDs and the Conversion Shares and the Warrants and the Warrant Shares, to be allotted on preferential basis is ₹ 45.02/-, which is not lower than the price determined in accordance with applicable provisions of SEBI Regulations.
- Since the equity shares of the Company have been listed on the recognized Stock Exchanges for a period of more than 26 weeks prior to the Relevant Date, it is not required to re-compute the price per equity share to be issued and therefore, the Company is not required to submit the undertaking specified under the relevant provisions of the SEBI Regulations.
- The CCDs shall automatically and compulsorily convert into Conversion Shares on the earlier of the occurrence of the following events (*i*) Investor electing to convert the CCDs into Conversion Shares by issuing a conversion notice to the Company; and (*ii*) the last date falling within 18 months after the allotment of CCDs.
- The CCDs shall carry a redemption coupon (or equivalent) of 4% per annum, which shall be calculated on the basis of a 365 day year and the actual number of days elapsed. The coupon shall be compounded quarterly on cumulative basis from the date of allotment, payable in shares upon conversion, unless the investors request in writing for the coupon to be paid in cash.
- The CCDs shall be unsecured.
- The CCDs (i.e. the face value, and if the Investor 1 chooses, also any unpaid coupon on the CCDs) shall be convertible into Conversion Shares 1 at a conversion price of ₹ 45.02 per equity share (Rupees Forty Five and Two Paise Only) (appropriately adjusted for corporate actions such as bonus issue, rights issue, stock split, merger, demerger or any such capital or corporate restructuring), it being clarified that if the number of Conversion Shares 1 calculated by dividing the aggregate amounts on the CCDs (i.e. aggregate face value, and if the Investor 1 chooses, also the aggregate unpaid coupon on such CCDs) being converted results in a number that is not an integral multiple of one (1), then it shall be rounded to the nearest multiple of one downwards and the fractions, if any, shall be ignored with corresponding amount for such fractions being refunded.
- The CCDs (i.e. the face value, and if the Investor 2 chooses, also any unpaid coupon on the CCDs) shall be convertible into Conversion Shares 2 at a conversion price of ₹ 45.02 per equity share (Rupees Forty Five and Two Paise Only) (appropriately adjusted for corporate actions such as bonus issue, rights issue, stock split, merger, demerger or any such capital or corporate restructuring), it being clarified that if the number of Conversion Shares 2 calculated by dividing the aggregate amounts on the CCDs (i.e. aggregate face value, and if the Investor 2 chooses, also the aggregate unpaid coupon on such CCDs) being converted results in a number that is not an integral multiple of one (1), then it shall be rounded to the nearest multiple of one downwards and the fractions, if any, shall be ignored with corresponding amount for such fractions being refunded.
- The Warrants may be exercised by the Warrant holder(s) at any time before the expiry of 18 months from the date of allotment of the Warrants. Each Warrant shall entitle its holder to be allotted such number of equity shares of the Company at a conversion price of ₹ 45.02 per equity share (appropriately adjusted for corporate actions such as bonus issue, rights issue, stock split, merger, demerger or any such capital or corporate restructuring), it being clarified that if the number of Warrant Shares to be allotted on the basis of the aforementioned price results in a number that is not an integral multiple of one (1), then it shall be rounded to the nearest multiple of one downwards and the fractions, if any, shall be ignored with corresponding amount for such fractions being refunded.
- The Conversion Shares shall rank *pari passu* with the then existing equity shares of the Company in all respects, including as to dividend.
- The entire amount payable on the CCDs shall be received by the Company prior to allotment.
- An amount equivalent to 25% of the total consideration payable for the Warrant Shares will be payable at the time of subscription to and allotment of the Warrants, as prescribed by the SEBI Regulations, which will be kept by the Company to be adjusted and appropriated against the issue price of the Warrant Shares. The balance 75% of the total consideration payable for the Warrant Shares shall be payable by the warrant holder(s) upon exercise of the entitlement attached to the Warrant to subscribe to Warrant Shares, simultaneously upon the allotment of the Warrant

Shares by the Company pursuant to such exercise. The amount paid against the Warrants shall be adjusted / set off against the issue price payable for the resultant Warrant Shares.

- Post conversion of CCDs and Warrants (Assuming full conversion and 1 USD = INR 70, to the extent applicable), the increase in equity share capital would be ₹ 46,64,59,350/- (Rupees Forty Six Crore Sixty Four Lakhs Fifty Nine Thousand Three Hundred and Fifty Only) and the increase in securities premium, would be ₹ 303,35,40,640/- (Three Hundred and Three Crore Thirty Five Lakhs Forty Thousand Six Hundred and Forty Only).
- This is the first preferential issue of securities by the Company in this financial year.
- The Investors and the Promoter / Promoter Group Entity have not sold any Equity shares during the six months preceding the Relevant Date.

Disclosures as required under Regulation 163 of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 for the purpose of allotment of securities on a preferential basis:

<table>
<tr><td>The objects of the preferential issue</td><td colspan="3">The Investment amount shall be utilized for the purpose of repayment of high cost debt, capital expenditure and working capital requirements and investments in joint ventures/business alliances.</td></tr>
<tr><td>Maximum number of specified securities to be issued</td><td colspan="3">(i) CCDs of face value of ₹ 1,00,000 (Rupees One Lakh Only) each, for an aggregate amount of the rupee equivalent of USD 10.00 Million (United States Dollars Ten Million) to Verlinvest SA
(ii) CCDs of face value of ₹ 1,00,000 (Rupees One Lakh Only) each, for an aggregate amount of upto ₹ 210 Crore (Rupees Two Hundred and Ten Crore) to International Finance Corporation
(iii) Warrants convertible into equity shares, upto an aggregate value of ₹ 70.00 Crore (Rupees Seventy Crore only), to Future Capital Investment Private Limited.</td></tr>
<tr><td>Intention of Promoters, Directors or Key Managerial Personnel of the Company to subscribe to the offer</td><td colspan="3">None of the Promoters, Directors and / or Key Managerial Personnel of the Company intend to subscribe to the preferential offer for CCDs.
The offer, issue and allotment of Warrants and Warrant Shares is being made to a Promoter entity. None of the Directors and / or Key Managerial Personnel of the Company intend to subscribe to the preferential offer for Warrants.</td></tr>
<tr><td>Shareholding pattern before and after the preferential issue</td><td colspan="3">As given below</td></tr>
<tr><td>Time frame within which the preferential issue shall be completed</td><td colspan="3">The allotment of the CCDs and the Warrants will be completed within a period of 15 days from the date of passing of the above-referred special resolution or 15 days from the date of receipt of necessary regulatory approvals, if any, whichever is later or within such further period as may be prescribed or allowed by SEBI, stock exchange(s) or other concerned authorities.</td></tr>
<tr><td rowspan="4">The identity of the natural persons who are the ultimate beneficial owners of the shares proposed to be allotted and /or who ultimately control proposed allottees, the percentage of the post preferential issue capital that may be held by them</td><td>Name of the Allottee</td><td>Name of natural persons who are the ultimate beneficial owners</td><td>% of post preferential issue capital</td></tr>
<tr><td>Verlinvest SA</td><td>There are no natural persons who are ultimate beneficial owners of Verlinvest SA</td><td>7.81
(after full conversion of CCDs and Warrants)</td></tr>
<tr><td>International Finance Corporation</td><td>There are no natural persons who are ultimate beneficial owners of International Finance Corporation</td><td>5.25
(after full conversion of CCDs and Warrants)</td></tr>
<tr><td>Future Capital Investment Private Limited (“FCIPL”)</td><td>FCIPL is owned and controlled by the Consumer Goods Trust, a private discretionary trust and the trustees of the said trust are Mr. Kishore Biyani, Mr. Vijay Biyani, Mr. Anil Biyani, Mr. Rakesh Biyani and Ms. Ashni Biyani.</td><td>43.08
(after full conversion of CCDs and Warrants)</td></tr>
<tr><td>Change in control, if any, in the Company consequent to the preferential issue</td><td colspan="3">There will be no change in control of the Company upon the allotment of the CCDs and Warrants and upon conversion of the CCDs into Conversion Shares and Warrants into Warrant Shares.</td></tr>
</table>

Note: The maximum shareholding of Investor 1 and Investor 2 assuming that all the CCDs, coupons thereon (to the extent applicable) and the Warrants are converted, shall be 7.84% and 5.39% respectively.

Lock-in period:

The CCDs and Conversion Shares, the Warrants and the Warrant Shares to be offered, issued and allotted shall be subject to lock-in, to the extent applicable, as provided under the provisions of SEBI Regulations.

Listing:

The Company will make an application to the stock exchanges at which the existing shares are listed, for listing of the Conversion Shares and Warrant Shares. Such Conversion Shares and Warrant Shares, once allotted, shall rank *pari passu* with the then existing equity shares of the Company in all respects, including dividend.

Shareholding pattern before and after the proposed preferential issue is as follows:

Sr No	Category	Pre-issue Equity shareholding		After allotment of Conversion Shares		After allotment of Warrant Shares	
		Number of Shares	Percentage of holding	Number of Shares	Percentage of Holding	Number of Shares	Percentage of Holding
A	**Promoter and Promoter Group Holding**						
1	**Indian:**						
	Individuals	166788	0.01	166788	0.01	166788	0.01
	Bodies Corporate (Other than Future Capital Investment Private Limited)	43804064	2.28	43804064	2.21	43804064	2.19
	Future Capital Investment Private Limited	***845212246***	***44.01***	***845212246***	***42.63***	***860760891***	***43.08***
	Sub Total	889183098	46.30	889183098	44.85	904731743	45.28
2	**Foreign Promoters**	**0**	**0.00**	**0**	**0.00**	**0**	**0.00**
	Sub Total A	**889183098**	**46.30**	**889183098**	**44.85**	**904731743**	**45.28**
B1	**Non-Promoters' Holding**						
	Institutional Investors:						
	Mutual Funds	36729252	1.91	36729252	1.85	36729252	1.84
	Alternate Investment Funds	225000	0.01	225000	0.01	225000	0.01
	Foreign Portfolio Investor (Corporate) (Other than Investor 1)	178326904	9.29	178326904	8.99	178326904	8.92
	Investor 1	***140513969***	***7.32***	***156062614***	***7.87***	***156062614***	***7.81***
	Financial Institutions / Banks	1534204	0.08	1534204	0.08	1534204	0.08
	Sub Total B1	**357329329**	**18.61**	**372877974**	**18.81**	**372877974**	**18.66**
B2	**Others**						
	NBFCs registered with RBI	1082241	0.06	1082241	0.05	1082241	0.05
	Trusts	8500	0.00	8500	0.00	8500	0.00
	Hindu Undivided Family	10183857	0.53	10183857	0.51	10183857	0.51
	Foreign Company (Other than Investor 2)	146283195	7.62	146283195	7.38	146283195	7.32
	Investor 2	***58304322***	***3.04***	***104950257***	***5.29***	***104950257***	***5.25***
	Non Resident Indians	8475530	0.44	8475530	0.43	8475530	0.42
	Non Resident (Non Repatriable)	3473960	0.18	3473960	0.18	3473960	0.17
	Directors and relatives (Includes Independent Director)	5489405	0.29	5489405	0.28	5489405	0.27
	Office Bearers	6290963	0.33	6290963	0.32	6290963	0.31
	Clearing Member	9648054	0.50	9648054	0.49	9648054	0.48
	Other Bodies Corporate	175670545	9.15	175670545	8.86	175670545	8.79
	Public	235719388	12.27	235719388	11.89	235719388	11.80
	Employee Benefit Trust {under SEBI (Share based Employee Benefit) Regulations, 2014}	13320293	0.69	13320293	0.67	13320293	0.67
	Sub Total B2	**673950253**	**35.09**	**720596188**	**36.34**	**720596188**	**36.06**
	TOTAL	**1920462680**	**100.00**	**1982657260**	**100.00**	**1998205905**	**100.00**

Note: The maximum shareholding of Investor 1 and Investor 2 assuming that all the CCDs, coupons thereon (to the extent applicable) and the Warrants are converted, shall be 7.81% and 5.25% respectively.

The certificate of M/s. SRBC & Co. LLP, Chartered Accountants, Statutory Auditors of the Company certifying that the preferential issue is being made in accordance with the requirements contained in the SEBI Regulations, will be placed before the Shareholders at the meeting and will be kept open for inspection at the Registered Office of the Company between 11.00 am and 1.00 pm upto the date of Extra Ordinary General Meeting on all working days (except Saturday, Sunday and Public Holiday).

The Board of Directors had at their meeting held on 7th April, 2019, approved the issue and allotment of the CCDs and Warrants on a preferential basis to the Investors and FCIPL respectively.

As it is proposed to issue the CCDs and Warrants on a preferential basis, approval of the Shareholders by way of a Special Resolution is required, pursuant to the provisions of Section 62 of the Companies Act, 2013 and Rules thereto and the SEBI Regulations.

Your Directors recommend the resolution proposed at Item No. 1 and 2 of this Notice for your approval.

None of the Directors and /or the Key Managerial Personnel of the Company and /or their respective relatives are in any way concerned or interested in the aforesaid Special Resolutions, save and except to the extent of their directorship / shareholding, if any, in any of the entities mentioned in the said resolution(s).

ITEM NO. 3

Considering the business requirements, the Company may need to avail borrowings by issuance of NCDs. As per Section 42 and 71 of the Companies Act, 2013 (**"Act"**) read with the Rules framed thereunder, a company offering or making an invitation to subscribe to Non-Convertible Debentures (**"NCDs"**) on private placement basis, in excess of the limits specified under Section 180(1)(c) of the Act, is required to obtain the prior approval of the shareholders of the company (**"Shareholders"**) by way of a Special Resolution. Such an approval can be obtained once a year for all the offers and invitations made for such NCDs during the year.

Approval of the Shareholders is being sought by way of this Special Resolution in terms of Section 42 and 71 of the Act, to enable the Company to offer, issue and allot NCDs on private placement basis, in one or more tranches. The approval as sought shall enable the Company to offer or invite subscriptions for NCDs during the period of one year from the date of passing of the Special Resolution by the Shareholders, within the permitted borrowing limits, in addition to the limits prescribed under the provisions of Section 180 of the Act.

Your Directors recommend the Resolution proposed at Item No. 3 of this Notice for your approval by way of a Special Resolution.

None of the Directors and /or the Key Managerial Personnel of the Company and /or their respective relatives are in any way concerned or interested in the aforesaid Special Resolution.

ITEM NO. 4 and 5

The Board of Directors of the Company (**"Board"**) have vide resolution dated 14th September, 2018 and 20th March, 2019 appointed Mr. Harminder Sahni and Ms. Neha Bagaria respectively as Additional Independent Director(s) of the Company. Pursuant to the provisions of Section 161 of the Companies Act, 2013, read with Rules framed thereunder and the resolutions passed by the Board, Mr. Harminder Sahni and Ms. Neha Bagaria shall hold office only upto the date of this Extra Ordinary General Meeting (**"EGM"**).

In compliance with the provisions of Section 149 of the Companies Act, 2013, appointment of Mr. Harminder Sahni and Ms. Neha Bagaria as Independent Director(s) is now placed before the Shareholders for their approval. In terms of the provisions of Section 160 of the Companies Act, 2013, the Company has received individual notice from a Member of the Company, signifying the intention to propose their appointment as 'Independent Director(s)' of the Company.

Mr. Harminder Sahni is an M.B.A from IMS, Indore and a Textile Engineer from TITS, Bhiwani. He is the Founder and Managing Director of Wazir Advisors. He has been advising various consumer centric businesses. He carries with him immense experience of over two decades as a management consultant in the Consumer Goods, Retail and Textile sectors. He has been guiding various Indian and International companies on corporate strategy, business creation, diversification and performance enhancement.

Ms. Neha Bagaria is a graduate from The Wharton School of the University of Pennsylvania. She is the founder and CEO of JobsForHer, a talent platform that enables women to restart their careers after a break. Prior to this she founded her first company 'Paragon', a career counselling platform. She has also worked with a leading manufacturing company in the areas of Human Resource, Finance and Marketing strategy. She has been featured in Forbes India's WPower Trailblazers list of 25 ground-breaking women achievers who are game changers and innovators shattering stereotypes. She is also the recipient of the FICCI Flo Women Achievers Award for her contribution in the area of Women's Self Development and Entrepreneurship.

The Company has received respective declarations from Mr. Harminder Sahni and Ms. Neha Bagaria to the effect that they are not disqualified from being appointed as Director(s) in terms of provisions of Section 164 of the Companies Act, 2013. The aforesaid Director(s) have also confirmed that they meet the criteria of independence as prescribed under Section 149(6) of the Companies Act, 2013 and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended **("SEBI Regulations")**.

A copy of draft letter for appointment, setting out broad terms and conditions relating to the appointment of Mr. Harminder Sahni and Ms. Neha Bagaria as Independent Director(s) shall be open for inspection at the registered office of the Company between 11.00 am and 1.00 pm upto the date of EGM on all working days (except Saturday, Sunday and Public Holiday). Details concerning the aforesaid Directors seeking appointment at this EGM, pursuant to Regulation 36 of the SEBI Regulations is attached separately to this Notice.

In the opinion of the Board, Mr. Harminder Sahni and Ms. Neha Bagaria, proposed to be appointed at this EGM, fulfill the conditions for being appointed as Independent Director as specified in the Companies Act, 2013 and Rules framed thereunder and the SEBI Regulations and they are independent of the management.

Your Directors recommend the Resolution proposed at Item No. 4 and 5 of this Notice for your approval.

Except the appointee(s) under the respective Resolution, 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 and 5 of this Notice.

By Order of the Board of Directors

Place: Mumbai
Date: 7thApril, 2019

Manoj Gagvani
Company Secretary& Head-Legal

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

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 Extra Ordinary General Meeting.

Name of Director	**Harminder Sahni**	**Neha Bagaria**
Date of Birth	17.09.1968	22.12.1981
Age	50 years	37 years
Date of first appointment on the Board	14.09.2018	20.03.2019
Qualifications	M.B.A from IMS, Indore and a Textile Engineer from TITS, Bhiwani	Graduate from The Wharton School of the University of Pennsylvania
Experience and Expertise in Specific Functional Area	He is the Founder and Managing Director of Wazir Advisors. He has been advising various consumer centric businesses. He carries with him immense experience of over two decades as a management consultant in the Consumer Goods, Retail and Textile sectors. He has been guiding various Indian and International companies on corporate strategy, business creation, diversification and performance enhancement.	She is the founder and CEO of JobsForHer, a talent platform that enables women to restart their careers after a break. Prior to this she founded her first company 'Paragon', a career counselling platform. She has also worked with a leading manufacturing company in the areas of Human Resource, Finance and Marketing strategy. She has been featured in *Forbes India's* WPower Trailblazers list of 25 ground-breaking women achievers who are game changers and innovators shattering stereotypes. She is also the recipient of the FICCI Flo Women Achievers Award for her contribution in the area of Women's Self Development and Entrepreneurship.
Terms and conditions of appointment	As per the resolution at Item no. 4 of the Notice read with the Explanatory Statement thereto	As per the resolution at Item no. 5 of the Notice read with the Explanatory Statement thereto
Number of Board meetings attended during the year 2018-19	3	0
Directorships held in other listed companies (As on March 31, 2019)	Nil	Nil
Directorships of other companies (As on March 31, 2019)	• Wazir Advisors Private Limited • Tapio Creations Private Limited • Tapio YFM Designs Private Limited • Alma Mater Store Private Limited • PEP Technologies Private Limited	• Neelammegha Investment and Trading Company Private Limited • Shadow Box Realty Private Limited • Yuv Realtors Private Limited • Chemsworth Private Limited • Jobsforher Restart Portal Private Limited
Chairmanships/ Memberships of the Committees of the Board of Directors of other listed companies (As on March 31, 2019)	Nil	Nil
Chairmanships/ Memberships of the Committees of other companies (As on March 31, 2019)	Nil	Neelammegha Investments & Trading Company Private Limited - Corporate Social Responsibility Committee - Member
Shareholding of Director(s) (As on March 31, 2019)	Nil	Nil
Relationship with other Directors / Key Managerial Personnel	None.	None.

ROUTE MAP FOR THE VENUE OF EGM



The prominent landmark for the venue is Mantralaya.

www.westernpress.in