FUTURE CONSUMER ENTERPRISE LIMITED

an integrated food & FMCG company

27th January, 2016

To,
The Secretary
Department of Corporate Services
BSE Limited
P. J. Towers, Dalal Street,
Mumbai – 400 001.
Scrip Code: 533400

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

Dear Sir/Madam,

Sub.: Disclosure pursuant to Regulation 30(2) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015

Pursuant to the provisions of Regulation 30(2) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**"SEBI Regulations"**) as well our disclosure on 26th December, 2015 and in accordance to Item No. 1 of the notice dated 26th December, 2015 calling the Extra Ordinary General Meeting of the Company held on 22nd January, 2016, this is to inform you that, the Company has entered into an Investment Agreement with Black River Food 2 Pte. Ltd (**"Black River"**) dated 25th January, 2016, for the proposed issue of Compulsorily Convertible Debentures ("**CCDs**") and equity shares ("**Equity Shares**") to Black River, as per the terms and conditions agreed under the said Investment Agreement.

In terms of requirements prescribed under Part A of Schedule III of Regulation 30 of the SEBI Regulations, the additional important terms and conditions of said Investment Agreement are as follows:

1. Black River has, agreed to subscribe to CCDs and Equity Shares proposed to be issued by the Company for an aggregate amount of INR 301,50,02,273/- (equivalent USD 45.00 million) subject however to achieving of the terms and conditions prescribed thereunder.

2. The Equity Shares proposed to be issued to Black River shall be issued at a price of Rs. 22.73 per equity share and shall rank *pari passu* with the equity shares of the Company.

3. Black River shall have right *inter alia* to nominate one Director on the Board of Directors of the Company till the prescribed limit of their shareholdings in the Company.

4. Black River is not related to any of the Promoter and/or Promoter Group entities of the Company.

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5. The Investment Agreement executed with Black River does not fall within the ambit of 'Related Party Transactions'.

Please note that 26th January, 2016 being a National Holiday, the aforesaid disclosure in terms of Regulation 30(6) of SEBI Regulations is being made today.

Kindly take the same on record and acknowledge receipt.

Thanking you,

Yours truly,
For **Future Consumer Enterprise Limited**

Manoj Gagvani
Company Secretary & Head – Legal