FUTURE CONSUMER ENTERPRISE LIMITED

(formerly known as Future Ventures India 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 3084 1300 Fax: +91 22 6199 5391 Emai: investor.care@futureventures.in Website: www.futureconsumer.in

POSTAL BALLOT NOTICE

(Pursuant to Section 110 of the Companies Act, 2013)

Dear Shareholder(s),

Notice is hereby given that pursuant to Section 110 of the Companies Act, 2013, read with the Companies (Management and Administration) Rules, 2014, as amended from time to time (hereinafter referred to as the **"Rules"**), that the Special Resolution in respect of alteration of Clause III(a)(2) of the Main Objects of the Memorandum of Association of the Company is proposed to be passed by way of Postal Ballot.

An explanatory statement pertaining to the said Resolution, setting out material facts in respect of the same is annexed hereto. This Postal Ballot Notice together with postal ballot form is being sent to you for your consideration.

Members who wish to cast their votes physically through postal ballot form are requested to carefully read the instructions printed in the postal ballot form and return the form duly completed in the attached self addressed postage pre-paid envelope so as to reach the Scrutinizer on or before the close of working hours on Tuesday, 28th October,2014.

In accordance to the provisions of the Listing Agreement and that of the Rules, the Company is pleased to offer e-voting facility to its Shareholders. The Company has engaged National Securities Depository Limited (**"NSDL"**), an agency authorized by the Ministry of Corporate Affairs (**"MCA"**) for providing e-voting platform. The procedure for e-voting is explained under the Notes provided with this Postal Ballot Notice.

1. Alteration of Clause III(a)(2) of the Main Objects of the Memorandum of Association of the Company:

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 13 and all other applicable provisions, if any, of the Companies Act, 2013 read with Rules framed there under (including any statutory modification(s) or re-enactments thereof, for the time being in force) and subject to such consents and approvals as may be required and subject to such conditions that may be imposed by any authority while granting such approvals, consents and sanctions which may be agreed to by the Board of Directors of the Company (the **"Board"**, which term shall be deemed to include its "Committee of Directors"), consent of the Shareholders of the Company **("Shareholders")** be and is hereby accorded to alter the main objects of the Memorandum of Association of the Company by substituting existing Clause III(a)(2) of the Object Clause of the Memorandum of Association by following Clause III(a)(2):

2. To construct, build, establish, erect, promote, undertake, acquire, own, operate, transport, equip, manage, renovate, reconstruct, develop, set up, turn to account, maintain, keep, operate and run multiple food processing units for manufacturing, processing, preparing, preserving, refining, buying, selling and otherwise dealing in any manner in all type of food and food related products including cereals, spices, masala, beverages, dairy products, milk products, convenience foods and processed foods of all kind and every description and providing incidental and ancillary services in relation thereto, and to act as buyer, seller, stockiest, distributors, importer, exporter, or otherwise to deal in all sorts of food grains, commodities, vegetables, fruits, edibles, vegetarian and non-vegetarian food products and similar goods and to establish, promote, develop, manage multiple brands, trade name and trademarks in relation to the business of the Company for dealing in food articles, food products, fast moving consumer goods and other consumer products and for such purpose to act as a brand owner, licensee, franchisee, representative or distributor and/or otherwise.

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 and to carry out any or all activities that the Board is empowered to do for the purpose of giving effect to this resolution."

By Order of the Board of Directors

Manoj Gagvani
Company Secretary & Head-Legal

Place: Mumbai
Date: 4th September, 2014

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

Notes:

1. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, setting out material facts in relation to Resolution as set out in the Postal Ballot Notice is annexed hereto.

2. The Company has appointed Mr. Nilesh Shah, Practising Company Secretary as the Scrutinizer to receive and scrutinize the postal ballot forms from the Members. The postal ballot form and the self- addressed postage pre-paid envelope are enclosed for use of the Members.

3. All documents referred to in the accompanying Notice and the Explanatory Statement are open for inspection at the Registered Office of the Company during the office hours on all working days between 11.00 a.m. and 1.00 p.m., upto 28th October, 2014.

4. The voting rights with one vote per share shall be reckoned on the paid up value of shares registered in the name of the Shareholders as on 12th September, 2014.

5. The Company also offers e-voting option to all the Members. Members have an option to vote either through e-voting or physically through postal ballot form. Members opting for e-voting, cannot vote through postal ballot form. Similarly, Members opting to vote through postal ballot form should not exercise the option for e-voting. However, in case Members cast their vote exercising both the options, i.e. through postal ballot form and e-voting, then votes casted through postal ballot form shall only be taken into consideration and votes casted by e-voting shall be treated as invalid. E-voting shall commence from Saturday, 27th September, 2014 at 9.30 a.m. and shall end on Tuesday, 28th October, 2014 at 6.00 p.m.

6. Members who have registered their e-mail ids for receipt of documents in electronic mode under the 'Green Initiative' undertaken by MCA, are being sent postal ballot notice alongwith with postal ballot form on their registered e-mail ids. Members have an option to cast their votes either through e-voting or through postal ballot form. Members who wish to cast their votes physically through postal ballot form, may do so by filling up the details required therein. The postal ballot form for casting vote physically can also be obtained from the Company's Registrar and Share Transfer Agents, Link Intime India Private Limited, C-13, Pannalal Silk Mills Compound, LBS Marg, Bhandup, (West), Mumbai – 400 078 or from the Company. The postal ballot form duly completed should be sent to the Scrutinizer in the attached self-addressed postage pre-paid envelope, so as to reach the Scrutinizer on or before the close of working hours on Tuesday, 28th October, 2014 to be eligible for being considered failing which, it will be strictly treated as if no reply has been received from the Member.

7. The Scrutinizer will submit his report to the Company after completion of the scrutiny and the results of postal ballot will be announced by placing it on the website of the Company www.futureconsumer.in on Wednesday, 29th October,2014.

INSTRUCTIONS FOR VOTING

For Members opting to vote physically through postal ballot form

You are requested to carefully read the instructions printed in the postal ballot form and return the form duly completed with your assent (for) or dissent (against), in the attached self addressed postage pre-paid envelope, so as to reach the Scrutinizer on or before the close of working hours on Tuesday, 28th October, 2014 to be eligible for being considered, failing which, it will be strictly treated as if no reply has been received from the Member.

For Members opting to vote electronically through e-voting process

1. Instructions for Members exercising votes through e-voting process.

   a. **For Members' receiving e-mail on their registered email ids from NSDL**:

      i. Open e-mail and open PDF file viz; "FutureConsumer e-voting.pdf" with your Client ID or Folio No. as password. The said PDF file contains your User ID and password for e-voting. Please note that the password is an initial password.

      ii. Launch internet browser by typing the following URL: https://www.evoting.nsdl.com

      iii. Click on "Shareholder" – Login

      iv. Put User ID and password as initial password noted in step (i) above. Click Login

      v. Password change menu appears. Change the password with new password of your choice with minimum 8 digits/ characters or combination thereof. Note the new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

      vi. Home page of e-Voting opens. Click on e-Voting: Active Voting Cycles

      vii. Select "EVEN" of Future Consumer Enterprise Limited

      viii. Now you are ready for e-Voting as Cast Vote page opens

ix. Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted

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

xi. Once you have casted your vote for the resolution, you will not be allowed to modify your vote

xii. 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. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail: nilesh@ngshah.com with a copy marked to evoting@nsdl.co.in and investor.care@futureventures.in

b. In case of Members receiving postal ballot form by Post:

i. Initial password is provided at the bottom of the postal ballot form.

ii. Please follow all steps from Sl. No. (a) (ii) to Sl. No. (a) (xii) above to cast your vote.

2. In case of any queries, you may refer to the Frequently Asked Questions (FAQs) for Members and e-voting user manual for Members available at the downloads section of www.evoting.nsdl.com or contact NSDL at the following Telephone No: 022-24994600

3. If you are already registered with NSDL for e-voting, then you can use your existing User ID and password for casting your vote.

4. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).

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

Item No. 1

Your Company is presently engaged in the business of dealing into Food and FMCG products by way of distribution in urban and rural areas. Your Company proposes to explore further opportunities available in agricultural and food sector by way of setting-up manufacturing facilities. Initially your Company proposes to set up a state of art facility comprising of flour mill, rice mill and multiple spices grinding mill preferably at Tumkur, Karnataka. Under the said facility, your Company will be *inter-alia* involved into activities of processing raw paddy rice, wheat grain, spices and other food products under own/third party brands.

The present object prescribed under the Memorandum of Association of the Company does not explicitly permit the Company to undertake the proposed business activities as briefed above. The Company has no plans to undertake the business prescribed under existing object under Clause (III)(a)(2) of the Memorandum of Association. In order to commence the additional business activities specified above, the existing Clause (III)(a)(2) of the object comprised in the Memorandum of Association of Company is proposed to be altered by substituting the same with new object as mentioned in the proposed resolution set out in this Postal Ballot Notice.

In terms of the provisions of Section 13 of the Companies Act, 2013, the object clause of the Memorandum of Association can be altered by seeking approval of the Shareholders of the Company by way of passing a Special Resolution. In furtherance to the same, Rule 22 of the Companies (Management and Administration) Rules, 2014, stipulates that consent of the Shareholders of the Company for this purpose shall be obtained by means of postal ballot. Accordingly, approval of the Shareholders is being sought through postal ballot by passing of Special Resolution as set out in this Postal Ballot Notice.

The copy of a) existing Memorandum and Articles of Association of the Company and b) Memorandum and Articles of Association of the Company incorporating the proposed amendment thereto will be available for inspection at the Registered Office of the Company during the office hours on all workings days between 11.00 a.m. and 1.00 p.m., upto 28th October, 2014.

Your Directors recommend the Special Resolution proposed at Item No. 1 of this Postal Ballot Notice for your approval.

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 aforesaid Special Resolution.

By Order of the Board of Directors

Manoj Gagvani
Company Secretary & Head-Legal

Place : Mumbai
Date : 4th September, 2014

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

THIS PAGE IS INTENTIONALLY LEFT BLANK

www.westernpress.in