

Ref: BSE/NSE/PBN/2018-19

November 28, 2018

Dept. of Corporate Services (CRD)
BSE Limited
Phiroze Jeejeebhoy Towers
Dalal Street, Mumbai 400 001

Listing Department
National Stock Exchange of India Limited
Exchange Plaza, Bandra-Kurla Complex
Bandra (East), Mumbai 400 051

Scrip Code: 523574/ 570002

Scrip Symbol: FEL / FELDVR

BSE Debt Scrip Codes: 952009-10-53-54-74-75-97-98 / 952715-17-18-21-880-881-883 / 954326-28-30-34-35-40-43 / 955100-101-140-141-371-373-454-456-749-750-957-958 / 956012-13 / 956243-268-69 / 956310-11 / 956954-55 / 957077-263-264-711-712-713 / 957875-76-89 / 958303-04

Dear Sir / Madam,

Ref.: Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Sub.: Passing of Resolution by Postal Ballot

With reference to the subject matter, this is to inform you that, in terms of the provisions of Section 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, consent of the Shareholders of the Company is being sought through Postal Ballot for the matters as mentioned in the Postal Ballot Notice.

Further, in terms of the provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 please find enclosed herewith a copy of Postal Ballot Notice as sent to the Shareholders of the Company.

Kindly take the same on record.

Thanking you,

Yours sincerely,

For Future Enterprises Limited



Dinesh Maheshwari
Executive Director & CFO



Encl.: As above

POSTAL BALLOT NOTICE

(Notice pursuant to Section 110 of the Companies Act, 2013)

Dear Member(s),

NOTICE is hereby given to the Members of **Future Enterprises Limited (“the Company”)** that pursuant to Section 110 and other applicable provisions of the Companies Act, 2013 (“**the Act**”) read with the Companies (Management and Administration) Rules, 2014 as amended from time to time (“**the Rules**”) (including any statutory modification(s) or amendment(s) or re-enactment(s) thereof for the time being in force) the resolution(s) in respect of the matter as set out in accompanying Postal Ballot Notice is proposed to be transacted by way of Postal Ballot / e-voting (“**Postal Ballot**”):

Accordingly, the draft resolution(s) together with the Statement pertaining to the proposed resolution(s) setting out the material facts as required under Section 102 and Section 110 of the Act read along with the Rules is annexed to this Notice along with Postal Ballot Form for consideration of Members and to enable the Members for sending their assent or dissent in writing by Postal Ballot means or through e-voting.

Members who wish to cast their votes electronically or 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 (“**Business Reply Envelope**”) so as to reach the Scrutinizer on or before the close of the business hours of Friday, - 28th December, 2018.

In accordance to the provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**Listing Regulations**”) as amended from time to time, the Company is pleased to offer e-voting facility to its Members. The Company has engaged National Securities Depository Limited (“**NSDL**”), an agency authorised 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.

SPECIAL BUSINESS:

1. APPROVAL FOR ACCEPTANCE OF DEPOSITS FROM PUBLIC AND MEMBERS OF THE COMPANY

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 73 and 76 and other applicable provisions, if any, of the Companies Act, 2013 (“**the Act**”) read with the Companies (Acceptance of Deposits) Rules, 2014 and such others rules and regulations made thereunder (“**the Rules**”) (including any amendments, statutory modification(s) and/or re-enactment thereof for the time being in force), the provisions of the Memorandum and Articles of Association of the Company and any other rules, regulations, guidelines, notifications, circulars and clarifications issued by the Government of India, Ministry of Corporate Affairs, Reserve Bank of India or such other agencies / authorities read along with other applicable rules, regulations, guidelines, notifications, and circulars issued by any other concerned statutory or regulatory authority(ies) from time to time, as amended and rules and regulations framed thereunder to the extent applicable and subject to necessary approvals, permissions, sanctions and consents (including any alteration(s), modification(s), correction(s), change(s) and variation(s), if any, that may be stipulated) from any government and/or regulatory authorities and subject to provisions of all other statutes, rules, regulations, guidelines, notifications, circulars and clarifications as may be applicable by any other regulatory authorities which may be agreed to and/or accepted by the Board of Directors of the Company (hereinafter referred to as “**Board**” which term shall be deemed to include Committee of Directors thereof to exercise its powers including powers conferred under this resolution), the approval of the Members of the Company be and is hereby accorded to the Board to invite / accept / renew from time to time unsecured Deposits from Members of the Company and/or Public to such extent that the deposits outstanding and the deposits to be accepted shall be upto the permissible limits as prescribed under the Act read with relevant Rules and other regulations as applicable and amended from time to time.

RESOLVED FURTHER THAT the Board be and is hereby authorised to prepare a circular or a circular in the form of advertisement in the form prescribed under the Act read with Rules made thereunder and to file or submit the same with the office of the Registrar of Companies, Maharashtra under Ministry of Corporate Affairs (MCA) duly signed by the majority of the Directors of the Company or Authorised Signatories as permitted therein for inviting and accepting the deposits from Members of the Company and/or Public and further authorised to issue the circular or circular in the form of an advertisement in an English and in a vernacular newspaper having wide circulation in the State of Maharashtra

wherein the registered office of the Company is situated and a copy of the same be uploaded on the website of the Company.

RESOLVED FURTHER THAT in the event of any revision in the limits prescribed under the applicable provisions of the Act, and / or relevant Rules thereto in connection with or for acceptance of deposits from Members of the Company and/or Public, this approval by Members shall be deemed to include any such revisions, as if it was originally approved by the Members.

RESOLVED FURTHER THAT the Board be and is hereby authorised to take all necessary actions and to do and perform all such acts, deeds, matters and thing as it may, in its absolute discretion, deemed necessary, desirable, incidental or expedient for such purpose including without limitation to vary, modify or alter any of the relevant terms and conditions, including size of the deposits, time of issue, number and/or value of deposits to be offered, tenor, interest rate, etc. as may be required or deemed necessary and to settle all questions, difficulties or doubts that may arise in this regard without being required to seek any further consent or approval of the Members or otherwise and they shall be deemed to have given their approval thereto expressly by the authority of this Resolution.

RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any of its powers to any officer(s) or authorised signatory(ies) to give effect to this Resolution including execution of any documents on behalf of the Company and to represent the Company before any government or regulatory authorities and further all actions taken by the Board or any other Director(s) or Officer(s) or any other Authorised Signatory of the Company with any matter(s) referred to or contemplated in any of the foregoing resolutions be and are hereby approved, ratified and confirmed in all respects.”

2. ALTERATION OF OBJECT CLAUSE OF 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 any other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s), amendment(s), clarification(s), substitution(s) and/or re-enactment thereof for the time being in force) (**“the Act”**) and subject to consent, permission and approval from regulatory authorities as may be necessary and also subject to conditions that may be imposed by such authorities while granting such consent, permission and approval, which may be agreed to by the Board of Directors of the Company (hereinafter referred to as **“Board”** which term shall be deemed to include any duly constituted or to be constituted Committee of Directors thereof to exercise its powers including powers conferred under this Resolution), consent of the Members of the Company be and is hereby accorded to alter the Objects Clause of the Memorandum of Association of the Company (**“MOA”**) by inserting following Clauses after the Clause No. 2B :

- 2C. To establish, maintain, conduct, provide, procure or make available products and/or services of every kind and nature whether in India or globally including commercial, statistical, financial, accountancy, traveling, medical, legal, management, educational, engineering, interior designing, home decorating, consumer and other data management or processing, communication, entertainment, event management, shopping, loyalty programme, promotional and marketing activities, food and restaurant, managed services, customer care centres, customer relationship management, internet based services, interface service applications including all types of end-to-end integrated solutions involving information system, designing, marketing and communication platform(s) and other technological or social services on its own or through any other contractor, entities, vendor, suppliers or service providers on contractual, license, hire or any other basis and if in this connection, if required do purchase, take on lease or otherwise invest in or acquire all or any part of the business or undertaking or property and assets of any other such person, firm, company or corporation carrying on similar business to conduct or carry on such business.
- 2D. To carry on the business of issue, servicing and dealing in all kinds of payment products, providing payment facilities or any other payment service, collect deposits, facilitate payments through physical and digital format, act as business correspondent for other Banks, bodies corporate or organisation, to provide and to engage in all businesses as may be related or ancillary to the aforesaid business areas and to undertake the designing and development of payment systems or other services and/or applications software for the implementation of above mentioned activities, subject to such regulatory approvals as may be required.
- 2E. To enter into any arrangement with the Government of India or with any State Government or with other authorities / commissions, local bodies or public sector or private sector undertakings, Financial Institutions, Banks, International Funding Agencies and obtain such charters, subsidies, loans, advances or other money, grants, contracts, rights, sanctions, privileges, licenses or concessions whatsoever (whether statutory or otherwise) which the Company may think it desirable to obtain for carrying its activities in furthering the interests of the Company or its members.

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all such acts, deeds, matters and things as it may, in its absolute discretion, consider necessary, expedient or desirable, including to make necessary applications, representations with the concerned authorities and to settle any issues that may arise with respect to the above matter without requiring the Board to secure any further consent or approval of the Members of the Company and the Board be

and is hereby further authorised to nominate one or more representatives of the Company to carry out any or all of the activities that the Board is authorised to do for the purpose of giving effect to this Resolution including to execute such further deeds, documents and writings that may be considered necessary and appropriate.”

3. ALTERATION OF ARTICLES 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 14 and any other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s), amendment(s), clarification(s), substitution(s) and/or re-enactment thereof for the time being in force) (**“the Act”**) and subject to consent, permission and approval from regulatory authorities as may be necessary and also subject to conditions that may be imposed by such authorities while granting such consent, permission and approval which may be agreed to by the Board of Directors of the Company (hereinafter referred to as **“Board”** which term shall be deemed to include any duly constituted or to be constituted Committee of Directors thereof to exercise its powers including powers conferred under this Resolution), consent of the Members of the Company be and is hereby accorded to adopt new set of Articles of Association of the Company (**“AOA”**), in substitution and to the entire exclusion of the existing Articles of Association.

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all such acts, deeds, matters and things as it may, in its absolute discretion, consider necessary, expedient or desirable, including to make necessary applications, representations with the concerned authorities 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 Members and the Board be and is hereby further authorised to nominate one or more representatives of the Company to carry out any or all of the activities that the Board is authorised to do for the purpose of giving effect to this Resolution including to execute such further deeds, documents and writings that may be considered necessary and appropriate.”

By order of the Board
For Future Enterprises Limited

Sd/-
Deepak Tanna
Company Secretary

Place: Mumbai

Date: 26th November, 2018

Registered Office:

Future Enterprises Limited
(CIN : L52399MH1987PLC044954)
Knowledge House, Shyam Nagar,
Off. Jogeshwari - Vikhroli Link Road,
Jogeshwari (East), Mumbai – 400 060
Tel No.: +91 22 6644 2200, Fax No.: +91 22 6644 2201
E-mail: investorrelations@futuregroup.in; Website: www.felindia.in

NOTES:

1. The Statement pursuant to Section 102(1) read with Section 110 of the Companies Act, 2013 (**“the Act”**) and other applicable provisions, if any, of the Act along with the Rules as may be prescribed therein, in relation to Resolution(s) as set out in the Notice is annexed hereto.
2. The Notice is being sent by prescribed mode to all the Members of the Company whose name appears in the Register of Members/list of Beneficial Owners as received from National Securities Depository Limited (**“NSDL”**) / Central Depository Services (India) Limited (**“CDSL”**) as on 23rd November, 2018 (Cut-off date). Each Member's voting rights shall be in proportion to his/her/its share in the paid-up equity share capital of the Company as on Cut-off date, which will only be considered for voting.

Voting Rights: Members holding equity shares shall have one vote per share as shown against their holding and Members holding Class B (Series 1) Shares shall have three votes for four shares as shown against their holding. Fraction, if any, in the voting rights will be ignored as per provisions of Article of Association and terms of issue of Class B (Series 1) Shares. The Members holding both type of shares will have combined voting right as shown in total row of Postal Ballot Form. The shareholders can vote for their entire voting rights as per their discretion. Members have to vote electronically for each class of shares separately.
3. Pursuant to the provisions of Section 108 & 110 Act and Rules made thereunder, the Company offers e-voting facility to all the Members. Members have an option to vote either through e-voting or physically through Postal Ballot Form attached hereto. Members opting for e-voting will not be entitled to vote through Postal Ballot process. Similarly, Members opting

to vote through Postal Ballot process will not be entitled to exercise the option of 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 e-voting shall only be taken into consideration and votes casted by Postal Ballot process shall be treated as invalid.

4. A Member cannot exercise his / her / its vote by proxy on Postal Ballot.
5. Resolution(s) passed by the Members through Postal Ballot including voting by electronic means shall be deemed to have been passed as if they have been passed at a general meeting of the Members of the Company convened in that behalf.
6. Corporate/ Institutional Members (i.e. other than individuals, HUF, NRI, etc.) opting for physical ballot are also required to send certified true copy of the Board Resolution/ Power of Attorney/ Authority Letter, etc. together with attested specimen signature(s) of the duly authorised representative(s), to the Scrutinizer along with the Postal Ballot Form.
7. The Board has appointed Mr. Virendra Bhatt, (Membership No. 1157 / CP No. 124) Practicing Company Secretary as the Scrutinizer to scrutinize for the e-voting process and voting by way of Postal Ballot in a fair and transparent manner. Members are requested to carefully read the instructions printed for voting by "Postal Ballot" or through "E-voting", namely by-
 - 7.1. returning the Postal Ballot Form duly completed, as per the instructions contained in the Postal Ballot Form, in the attached self-addressed postage pre-paid envelope, so as to reach the Scrutinizer not later than 5:00 P.M. on Friday, 28th December, 2018; or
 - 7.2. casting their votes electronically from Thursday, 29th November, 2018 (09:00 a.m.) to Friday, 28th December, 2018 (05:00 p.m.) by following the procedures as explained in the Notes.

The Scrutinizer will submit his report on the results of voting by "postal ballot" and through "e-voting" to the Company, after completion of the scrutiny, of Postal Ballot Forms and e-voting.

The results of the Postal Ballot will be announced on Saturday, 29th December, 2018. The results of postal ballot along with Scrutinizer Report will be placed on the website of the Company i.e. www.felindia.in and on the website of NSDL and shall also be communicated to BSE Limited and National Stock Exchange of India Limited.

8. Members are requested to read the instructions printed on the reverse of the Postal Ballot Form and return the Form duly completed in the attached self-addressed and postage pre-paid envelope so as to reach the Scrutinizer on or before Friday, 28th December, 2018 at the following address failing which, it will be strictly treated as if no reply has been received from the member:

Mr. Virendra Bhatt, Scrutinizer
Future Enterprises Limited
Knowledge House, Shyam Nagar,
Off. Jogeshwari – Vikhroli Link Road,
Jogeshwari (East), Mumbai – 400 060

9. The Resolution(s), if passed with requisite majority, shall be deemed to be passed on the date of declaration of results of Postal Ballot, i.e. Saturday, 29th December, 2018.
10. As per Companies (Management and Administration) Rules, 2014, Notice of Postal Ballot may be served on the Members through electronic mode. Members who have registered their e-mail IDs with depositories or with the Company are being sent Notice of Postal Ballot by e-mail and Members who have not registered their e-mail IDs will receive Notice of Postal Ballot along with Postal Ballot Form through post/courier. 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-101, 247 Park, LBS Marg, Vikhroli (West), Mumbai – 400 083 or from the Company. Members who have received Postal Ballot Notice by e-mail and who wish to vote through physical Postal Ballot Form may download the Postal Ballot Form from the 'Investors' section of the Company's website i.e. www.felindia.in.
11. All documents referred to in the accompanying Notice and the Statement shall be open for inspection at the Registered Office of the Company during normal business hours (11.00 a.m. to 1.00 p.m.) on all working days (except Saturday, Sunday and Public Holidays) upto Friday, 28th December, 2018.
12. Voting through Electronic Means
 - I. In compliance with provisions of Section 108 of the Act and Rule 20 of the Companies (Management and Administration) Rules 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and Secretarial Standard on General Meetings (SS-2) issued by the ICSI as amended from time to time, the Company is pleased to provide its Members the facility to exercise their rights to vote on the Resolutions by electronic means and business may be transacted through e-voting Services.

- i) The Notice of the Postal Ballot shall be placed on the website of the Company www.felindia.in and on the website of NSDL www.evoting.nsdl.com.
- ii) The remote e-voting period commences on Thursday, 29th November, 2018 (09:00 AM) and ends on Friday, 28th December, 2018 (05:00 PM). During this period Member of the Company, holding shares either in physical form or in dematerialised form, as on the cut-off date of 23rd November, 2018, may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a Resolution is cast by the Member, the Member shall not be allowed to change it subsequently.
- iii) The instructions for remote e-voting are as under:

Step 1: Log-in 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?

- A. 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.
- B. Once the home page of e-voting system is launched, click on the icon “Login” which is available under “Member” section.
- C. 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.

- D. 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***

- E. 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) Your email ID is not registered, your “initial password” is communicated to you on your postal address.

- F. 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.
- G. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
- H. Now, you will have to click on “Login” button.
- I. 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?

- a. 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.
- b. 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.
- c. Select “EVEN” of Company.
- d. Now you are ready for e-voting as the Voting page opens.
- e. Cast your vote by selecting appropriate options i.e. assent or dissent, verify or modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
- f. Upon confirmation, the message “Vote Cast Successfully” will be displayed.
- g. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
- h. Once you confirm your vote on the Resolution, you will not be allowed to modify your vote.

General Guidelines for Member

- 1. Institutional Member (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 authorised signatory(ies) who are authorised to vote, to the Scrutinizer by e-mail to bhattivirendra1945@yahoo.co.in with a copy marked to evoting@nsdl.co.in.
 - 2. 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.
 - 3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Member and e-voting user manual for Member available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990 or send a request at evoting@nsdl.co.in.
- II. Any person, who acquires shares of the Company and become Member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. 23rd November, 2018, may obtain the login ID and password by sending a request at evoting@nsdl.co.in or call on toll free no.: 1800-222-990 or Issuer / R & T Agent.

However, if you are already registered with NSDL for e-voting, then you can use your existing user ID and password/ PIN for casting your vote. If you forgot 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 toll free no.: 1800-222-990.

- III. A person, whose name is recorded in the register of Members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting.
- IV. Mr. Virendra Bhatt, Practicing Company Secretary (Membership No. 1157, Certificate of Practice No. 124) has been appointed as the Scrutinizer to scrutinize the remote e-voting process in a fair and transparent manner.
13. Members are requested to send all communications relating to shares to Company's Registrar & Share Transfer Agent (R & T Agent) at the following address:
- LINK INTIME INDIA PRIVATE LIMITED
C-101, 247 Park, LBS Marg,
Vikhroli (West), Mumbai – 400 083
Phone No.:+ 91 22 49186000 Fax No.:+91 22 49186060
E-mail : rnt.helpdesk@linkintime.co.in

STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Statement pursuant to Section 102 (1) of the Companies Act, 2013 setting out the material facts concerning each item of special business mentioned in the accompanying Postal Ballot Notice dated 26th November, 2018.

Item No. 1

In view of financing the capital expenditure requirement for expansion and other general corporate purposes the management is of view to broaden the mode of financing. The Board of Directors at their meeting held on 2nd November, 2018 inter-alia considered, approved and recommends to the Members for their approval, a proposal for inviting and accepting of fixed deposits from the Members and/or Public in terms of Section 73 to 76 of the Act and the relevant Rules made thereunder as one of the mode to finance the capital expenditure requirement for expansion and other general corporate purposes.

The Members are hereby apprised that the deposits are governed by the provisions of Sections 73 to 76 of the Act read with rules made thereunder. It is further informed that the Company being Eligible Company can accept or renew the unsecured deposits upto 10% of aggregate of the paid-up capital, free reserve and securities premium account from the Members of the Company and upto 25% of aggregate of the paid-up capital, free reserve and securities premium account from the Public.

CARE Ratings Limited (formerly known as Credit Analysis and Research Limited) has assigned CARE AA- rating to the Fixed Deposit Programme, which indicates stable regarding timely servicing of financial obligations.

The Board of Directors of your Company recommends the Ordinary Resolution as set out Item No. 1 in the accompanying notice for the approval of the Members of the Company.

None of the Directors or Key Managerial Personnel of the Company or their relatives is concerned or interested in the Resolution except to the extent of their deposit holding and / or their shareholding in the Company, if any.

Item No. 2

The Company is currently engaged in manufacturing / distribution of fashion apparels and trading of fabrics, readymade garments and other commodities to be sold under B2B (Business to Business) channel incurring capital expenditure for building up the stores as per the requirement of Retail/ client entity and renting out of these retail infrastructure assets to the Retail client entity and reviewing the investee companies to ensure value growth of the investment made by the Company and strategic and periodical monetisation of investments held to make it value accretive for the Company.

Furthermore, the Board of Directors of the Company (“**Board**”) at its meeting held on 2nd November, 2018, has proposed to amend the MOA in the manner stated herein above. In terms of the provisions of Section 13 of the Companies Act, 2013, the objects clause of the MOA can be altered only by seeking approval of the Members by way of passing a Special Resolution.

The Management is now proposing to enhance its business activities by capturing consumption data accessible to it through various retail consumption centres of the group as well as other associated business partners. Further, the management is trying to create a consumption eco-system by offering various products and services directly / indirectly to its member / customer and for that purpose would be having tie-up / arrangements with various products / service providers. In order to take these enhanced business activities the Company is required to amend its object clause as provided in the resolution.

Accordingly, the consent of the Members of the Company is being sought for carrying out the aforesaid amendments in the objects clause of the MOA. The copy of a) existing MOA and b) MOA incorporating the proposed amendment(s) thereto will be available for inspection by the Members at the Registered Office of the Company during the business hours, on all working days (except Saturday, Sunday and Public Holidays). Your Directors recommends the Resolution proposed at Item No. 2 of this 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 Resolution set out under Item No. 2 of this Notice.

Item No. 3

Upon enactment of the Companies Act, 2013 (“**the Act**”), various provisions of the Companies Act, 1956 in terms of which the Company has been incorporated, have been either modified or repealed. In view of the same, the existing Articles of Association of the Company (“**AOA**”) needs to be aligned in accordance with the provisions of the Act. The Board of Directors of the Company (“**Board**”) in its meeting held on 2nd November, 2018, has approved alteration of the AOA to give effect to the various provisions of the Act. As this would result in considerable changes to the existing AOA, it is considered appropriate to adopt a new set of AOA in place of the existing AOA, in compliance with the provisions of the Act.

In terms of the provisions of Section 14 of the Act, approval of the Members by way of Special Resolution is being sought for adoption of new set of AOA. The copy of a) existing AOA and b) AOA incorporating the proposed amendment(s) thereto will be available for inspection by the Members at the Registered Office of the Company during the business hours, on all working days (except Saturday, Sunday and Public Holidays).

Your Directors recommend the Resolution proposed at Item No. 3 of this 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 Resolution set out under Item No. 3 of this Notice.

By order of the Board
For Future Enterprises Limited

Sd/-
Deepak Tanna
Company Secretary

Place: Mumbai
Date: 26th November, 2018

Registered Office:
Future Enterprises Limited
(CIN : L52399MH1987PLC044954)
Knowledge House, Shyam Nagar,
Off. Jogeshwari - Vikhroli Link Road,
Jogeshwari (East), Mumbai – 400 060
Tel No.: +91 22 6644 2200, Fax No.: +91 22 6644 2201
E-mail: investorrelations@futuregroup.in; Website: www.felindia.in



Regd. Off.: Knowledge House, Shyam Nagar, Off Jogeshwari-Vikhroli Link Road, Jogeshwari (E), Mumbai 400060. India

Tel. No.: +91 22 66442200; **Fax No.:** +91 22 66442201; **CIN:** L52399MH1987PLC044954

Website: www.felindia.in; **Email:** investorrelations@futuregroup.in

POSTAL BALLOT FORM

(Kindly refer to the instructions specified overleaf before filling the form)

Serial No. :

1. Name and Registered address of the :
Sole / first named Shareholder

2. Name(s) of Joint holder(s) if any (in :
block letters)

3. Registered Folio No./DP ID No./ :
Client ID No.>(*Applicable to
members holding Shares in
dematerialized form)

4. Number of Shares held

Type of Equity Shares	No. of Shares	Votes entitled #
Equity Shares		
Class B (Series 1)		
Total		

Equity Shareholders – one vote for each share held.

Class B (Series 1) Shareholders - three vote for four shares held (fraction if any to be ignored)

5. I / We hereby exercise my / our vote in respect of the Resolution(s) to be passed through postal ballot for the business stated in the notice of the Company by sending my / our consent or dissent to the said resolution by placing tick (✓) mark at the appropriate box below.

Sr. No.	Brief particulars of the item	Number of Votes exercised corresponding to the total number of voting rights	I/We assent to the resolution (For)	I/We dissent to the resolution (Against)
1.	Approval for Acceptance of Deposits from Public and Members of the Company			
2.	Alteration of Object Clause of Memorandum of Association of the Company			
3.	Alteration of Articles of Association of the Company			

Place:

Date:

Signature of Shareholder

(must be as per specimen signature registered with the company)

ELECTRONIC VOTING PARTICULARS

Type of Equity Shares	EVEN (E-voting Event Number)	User ID	Password/PIN
Equity Shares	110260		
Class B (Series 1)	110261		

INSTRUCTIONS

1. A Member desiring to exercise vote by postal ballot may complete this Postal Ballot Form and send it to the Scrutinizer in the attached self-addressed envelope. Postage will be borne by the Company. However, envelopes containing postal ballot, if sent by any other mode at the expense of the registered Member will also be accepted.
2. Alternatively, a Member may vote through electronic mode as per the instructions for voting through electronic means provided in the Postal Ballot Notice sent herewith.
3. Voting rights of the Members shall be reckoned on the paid up value of the shares registered in the name of the Member on the cut-off date i.e. 23rd November, 2018.
4. Voting Rights: Members holding equity shares shall have one vote per share as shown against their holding and Members holding Class B (Series 1) Shares shall have three votes for four shares as shown against their holding. Fraction, if any in the voting right is to be ignored as per provisions of Article of Association and terms of issue of Class B (Series 1) Shares. The Member holding both type of shares will have combined voting right as shown in total row. The Members can vote for their entire voting rights as per their discretion. Investors have to vote electronically for each class of shares separately.
5. This Postal Ballot Form should be completed and signed by the Member. In case of joint holding, this form should be completed and signed (as per the specimen signature registered with the Company) by the first named Member and in his absence, by the next named Member.
6. The votes of a Member will be considered invalid on any of the following grounds:
 - a. Unsigned, incomplete or incorrectly filled Postal Ballot Forms will be rejected;
 - b. if the Member's signature does not tally;
 - c. if the Member has marked his/her/its vote both for 'Assent' and also for 'Dissent' to the 'Resolution' in such a manner that the aggregate Shares voted for 'Assent' and 'Dissent' exceeds total number of Shares held;
 - d. if the Postal Ballot Form is received torn or defaced or mutilated such that it is difficult for the Scrutinizer to identify either, the Member, or the number of votes, or as to whether the votes are for 'Assent' or 'Dissent', or if the signature could not be verified or one or more of the above grounds

The Scrutinizer's decision on the validity of Postal Ballot Form shall be final.

7. Duly completed and signed Postal Ballot Form should reach the Company not later than the close of working hours on Friday, 28th December, 2018. All Postal Ballot Forms received after this date will be strictly treated as if reply from such Members has not been received.
8. A Member may request for a duplicate Postal Ballot Form, if so required. However, the duly filled in duplicate Postal Ballot Form should reach the Scrutinizer not later than the date specified at item 7 above.
9. In case of shares held by companies, trusts, societies etc. the duly filled in Postal Ballot Form should be accompanied by a certified true copy of the relevant resolution with the specimen signature(s) of the authorized signatory(ies) duly certified/attested. In case of the Postal Ballot is signed by the holder of power of attorney reference to the power of attorney registered with the Company should be mentioned in the Postal Ballot Form. Where the Postal Ballot Form has been signed by a representative of the President of India or of the Governor of a State, a certified copy of the nomination should accompany the Postal Ballot Form.
10. Members are requested not to send any other paper along with the Postal Ballot Form in the enclosed self-addressed postage prepaid envelope in as much as all such envelopes will be sent to the Scrutinizer and any extraneous paper found in such envelope would be destroyed by the Scrutinizer and the Company would not be able to act on the same.
11. Members who have registered their e-mail id for receipt of documents in electronic mode under the Green Initiative of MCA have been sent Postal Ballot Notice by e-mail and who wish to vote through Postal Ballot Form can obtain the Postal Ballot Form from Registrar and Share Transfer Agent (R & T Agent), M/s. Linkintime India Private Limited, C-101, 247 Park, LBS Marg, Vikhroli (West), Mumbai – 400 083 or from the Company at its Registered Office and fill in the details and send the same to the Scrutinizer by Post in the attached self-addressed envelope. Any query in relation to the Special Resolutions proposed to be passed by postal ballot may be sent to the registered office of the Company or email to investorrelations@futuregroup.in.