FUTURE CONSUMER ENTERPRISE LIMITED

an integrated food & FMCG company

31st July, 2015

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(s),

**Sub.: Notice of Annual General Meeting and Book Closure**

Please take note that the Nineteenth Annual General Meeting of the Members of the Company is scheduled to be held on Wednesday, 26th August, 2015 at 3.00 p.m. at Rangswar Hall, 4th Floor, Yashwantrao Chavan Pratishthan, Gen. Jagannathrao Bhonsle Marg, Opp. Mantralaya, Mumbai - 400 021. In terms of Clause 31 of the Listing Agreement, please find enclosed herewith three copies of Notice calling the aforesaid Annual General Meeting.

Further, please note that, the Register of Members and the Share Transfer Books of the Company will remain closed from Thursday, 20th August, 2015 to Wednesday, 26th August, 2015 (both days inclusive) for the purpose of forthcoming Annual General Meeting of the Members of the Company. Kindly consider this as an intimation in terms of the provisions of Clause 16 of the Listing Agreement.

Kindly take the above information on your records.

Thanking you,

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

**Manoj Gagvani**
**Company Secretary & Head – Legal**

# NOTICE

## 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 **Email:** investor.care@futureconsumer.in

**Website:** www.futureconsumer.in

Notice is hereby given that the Nineteenth Annual General Meeting of the Members of Future Consumer Enterprise Limited will be held at Rangswar Hall, 4th Floor, Yashwantrao Chavan Pratishthan, Gen. Jagannathrao Bhonsle Marg, Opp. Mantralaya, Mumbai - 400 021 on Wednesday, 26th August, 2015 at 3.00 p.m to transact the following businesses:

**ORDINARY BUSINESS:**

1. To consider and adopt the audited Financial Statements of the Company for the year ended 31st March, 2015 together with the Reports of the Board of Directors and Auditors thereon.

2. To appoint a Director in place of Ms. Ashni Biyani (DIN: 00058775), who retires by rotation and being eligible, offers herself for re-appointment.

3. To ratify the appointment of M/s. Deloitte Haskins & Sells, Chartered Accountants (Registration Number 117364W), as Statutory Auditors of the Company, and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution:**

   **"RESOLVED THAT** pursuant to the provisions of Section 139 and other applicable provisions, if any, of the Companies Act, 2013 and Rules framed thereunder (including any statutory modification(s) or re-enactments thereof for the time being in force) and pursuant to the resolution passed by the Shareholders of the Company at the Eighteenth Annual General Meeting held on 26th August, 2014, the appointment of M/s Deloitte Haskins & Sells, Chartered Accountants (Registration No. 117364W) as Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting till the conclusion of the Twentieth Annual General Meeting of the Company be and is hereby ratified.

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

**SPECIAL BUSINESS:**

4. To consider and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution:**

   **"RESOLVEDTHAT** pursuant to the provisions of Section 161 of the Companies Act, 2013 and Rules framed thereunder (including any statutory modification(s) or re-enactments thereof for the time being in force), Mr. Krishan Kant Rathi (Din: 00040094) who was appointed as an Additional Director of the Company by the Board of Directors and who holds office upto the date of this Annual 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. Krishan Kant Rathi for the office of Director of the Company, be and is hereby appointed as Director of the Company, whose term shall be liable to retirement by rotation."

**By Order of the Board of Directors**

**Manoj Gagvani**
**Company Secretary & Head-Legal**

Place: Mumbai
Date: 15th May, 2015

**Registered Office:**

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

**NOTES:**

1) **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING ("AGM") IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON POLL INSTEAD OF HIMSELF/ HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.**

   A person can act as a 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.

2) The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, in respect of Special Business to be transacted at the AGM, is annexed hereto.

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 AGM.

4) Corporate Members intending to send their authorised representative(s) to attend the AGM are requested to send a certified copy of the Board Resolution authorising their representative to attend and vote on their behalf at the AGM.

5) The Register of Members and the Share Transfer Books of the Company will remain closed from Thursday, 20th August, 2015 to Wednesday, 26th August, 2015 (both days inclusive).

6) Members who hold shares in electronic form are requested to write their Client ID and DP ID number and those who hold shares in physical form are requested to write their folio number in the attendance slip for attending the meeting to facilitate identification of membership at the AGM.

7) 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 – 13, Pannalal Silk Mills Compound,
LBS Marg, Bhandup (West), Mumbai – 400 078
Tel No. +91 22 2594 6970,
Fax No. +91 22 2594 6969
Email: rnt.helpdesk@linkintime.co.in

8) Members desirous of obtaining any information as regards Accounts are requested to write to the Company at least one week before the AGM so that the information required will be made available at the AGM.

9) The Securities and Exchange Board of India ("SEBI") has mandated the submission of Income Tax Permanent Account Number ("PAN") by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company or its Registrar and Share Transfer Agents.

10) Documents in respect of items 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 AGM on all working days (except Saturday, Sunday and Public Holidays).

11) Members/ Proxies are requested to bring the Attendance Slip(s) duly filled in and copies of the Annual Report at the AGM.

12) Information as required to be provided pursuant to the requirements of Clause 49 of the Listing Agreement with regards to the Directors seeking appointment and re-appointment at this AGM is given as an Annexure to this Notice.

13) Electronic copy of Annual Report for the financial year 2014-15 and Notice calling the 19th AGM 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 Annual Report for the financial year 2014-15 and Notice of the 19th AGM 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.

14) Instructions and other Information for Voting:

i) In accordance to the provisions of Section 108 of the Companies Act, 2013 and Companies (Management and Administration) Rules, 2014, as amended and Clause 35B of the Listing Agreement, 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 AGM.

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

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

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

iv) 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.

v) The Remote E-voting facility will commence from 9.00 a.m. on 22nd August, 2015 and will end at 5.00 p.m. on 25th August, 2015. 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.

vi) 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. 19th August, 2015.

vii) The Members whose names appear in the Register of Members / list of beneficial owners as on the cut-off date i.e. 19th August, 2015, only shall be entitled to vote on the Resolutions set out in this Notice.

viii) 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. 19th August, 2015, may obtain the User ID and password for Remote Evoting 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

ix) Mr. Nilesh Shah - Practising Company Secretary (Membership No. FCS 4554) has been appointed as the Scrutinizer to scrutinize the E-voting process and voting done through physical ballot paper at the AGM in a fair and transparent manner.

x) The Scrutinizer shall, after scrutinising the votes cast at the AGM and through Remote E-voting, not later than 2 (two) days from the conclusion of the AGM 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.

xi) Subject to receipt of requisite number of votes, the Resolutions shall be deemed to be passed on the date of the AGM i.e. 26th August, 2015.

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

(a) In case of Shareholders' receiving e-mail from NSDL:

(i) Open e-mail and open PDF file viz; "Future Consumer Enterprise Limited Remote 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 Remote E-Voting opens. Click on Remote E-Voting: Active Voting Cycles

(vii) Select "EVEN" of Future Consumer Enterprise Limited

(viii) Now you are ready for Remote 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 voted on 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 on nilesh@ngshah.com with a copy marked to evoting@nsdl.co.in and investor.care@futureconsumer.in

(b) In case of Shareholders receiving physical copy of notice of AGM:

(i) Initial password is provided at the bottom of the Attendance Slip for the AGM.

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

(c) In case of any queries, you may refer to the Frequently Asked Questions (FAQs) for Shareholders and remote e-voting user manual for Shareholders available at the Downloads section of www.evoting.nsdl.com or contact NSDL at the following toll free No: 1800-222-990

(d) 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.

15) 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).

16) The Annual Report for the financial year 2014-15, Notice calling the 19th Annual General Meeting 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 AGM on all working days (except Saturday, Sunday and Public Holidays).

17) 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 Intime India Private Limited, Registrar and Share Transfer Agents.

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

### Item No. 4

The Board of Directors of the Company **("Board")** have at their meeting held on 14th November, 2014, appointed Mr. Krishan Kant Rathi as an Additional Director of the Company, with effect from 15th November, 2014. Pursuant to the provisions of Section 161 of the Companies Act, 2013, read with Rules framed thereunder, Mr. Krishan Kant Rathi shall hold office only upto the date of this Annual General Meeting. In terms of the provisions of Section 160 of the Companies Act, 2013, the Company has received a notice from a Member, signifying his intention to propose the appointment of Mr. Krishan Kant Rathi, as a Director of the Company.

Mr. Krishan Kant Rathi, aged 53, holds a Bachelors Degree in Commerce and is a qualified Chartered Accountant and Company Secretary with about 26 years of professional experience. He has prior experience in corporate finance, strategic business planning and investment advisory, which has been acquired in reputed organisations such as KEC International Limited, H&R Johnson (India) Limited, Future Retail Limited (formerly known as Pantaloon Retail (India) Limited) and Motilal Oswal Private Equity Advisors Private Limited. He has previously worked as Group CFO with Future Retail Limited where he was responsible for strategic planning, mergers and acquisitions, treasury management and corporate governance. He has also been associated with the Company in the past. Mr. Krishan Kant Rathi is also a director of various companies including Future Generali India Life Insurance Company Limited, Future Generali India Insurance Company Limited, Sprint Advisory Services Private Limited (formerly known as Sain Advisory Services Private Limited).

The details relating to Mr. Krishan Kant Rathi, seeking appointment, pursuant to Clause 49 of the Listing Agreement is attached separately to this Notice.

Except Mr. Rathi, being appointee under the said Resolution, none of the other Directors and/or Key Managerial Personnel of the Company and/or their relatives are in any way concerned or interested in the Resolution set out under Item No. 4 of this Notice.

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

**Information pursuant to Clause 49 of the Listing Agreement executed with the Stock Exchange(s), in respect of individuals proposed to be appointed / re-appointed as Directors.**

| **Name of Director** | **Ashni Biyani** | **Krishan Kant Rathi** |
|---|---|---|
| Date of Birth | 25.12.1984 | 30.12.1961 |
| Date of Appointment | 15.11.2014 | 15.11.2014 |
| Qualifications | Graduate in Textile Designing | Bachelor of Commerce, Chartered Accountant, Company Secretary |
| Expertise in Specific Functional Area | Ms. Ashni Biyani has been instrumental in bringing in design-led thinking within the group's business decision making. In her current role, she leads a team that understands the nuances of Indian consumers. She has led the conceptualization and launch of a number of retail formats for Future Group. She is currently focusing on creating futuristic food and fashion retail concepts. | About 26 years professional experience. He has prior experience in corporate finance, strategic business planning, and investment advisory, which was acquired in reputable organizations such as KEC International Limited, H&R Johnson (India) Limited, Future Retail Limited (formerly Pantaloon Retail India Limited) and Motilal Oswal Private Equity Advisors Private Limited. He has previously worked as Group CFO with Future Retail Limited where he was responsible for strategic planning, mergers and acquisitions, treasury management and corporate governance. |
| Directorships held in other companies (As on 31st March, 2015) | • Future Ideas Company Limited<br>• Future Capital Investment Private Limited<br>• Idiom Design and Consulting Limited<br>• Futurebazaar India Limited<br>• Future Education Limited<br>• Holii Accessories Private Limited<br>• Future Brands Limited<br>• Amar Chitra Katha Private Limited<br>• Idea India Ka Innovations Private Limited<br>• nuFuture Haribhakti Business Services Limited<br>• Foresight Bullion India Private Limited | • Shendra Advisory Services Private Limited<br>• Sprint Advisory Services Private Limited<br>• Future Generali India Life Insurance Company Limited<br>• Future Generali India Insurance Company Limited<br>• AU Financiers (India) Limited<br>• Aadhaar Wholesale Trading and Distribution Limited<br>• AU Housing Finance Limited |
| Chairmanships/ Memberships of the Committees of the Board of Directors of other companies (As on 31st March, 2015) | None | • AU Housing Finance Limited - Audit Committee - Member<br>• AU Financiers (India) Limited - Audit Committee - Chairman<br>• Aadhaar Wholesale Trading and Distribution Limited - Audit Committee - Member<br>• Future Generali India Life Insurance Company Limited - Share Transfer Committee - Member<br>• Future Generali India Insurance Company Limited - Share Transfer and Allotment Committee - Member |
| Shareholding of Directors (As on 31st March, 2015) | 67,169 equity shares | 46,06,506 equity shares |
| Relationship between Directors inter-se | Ms Ashni Biyani is related to Mr. Kishore Biyani, Promoter and Director of the Company. | None |