FUTURE CONSUMER ENTERPRISE LIMITED

an integrated food & FMCG company

1st July, 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 19th May, 2016 and in accordance to Item No. 1 of the notice dated 19th May, 2016 calling the Extra Ordinary General Meeting of the Company held on 17th June, 2016, this is to inform you that, the Company has entered into an Investment Agreement with International Finance Corporation (**"IFC"**) dated 1st July, 2016, for the proposed issue of Compulsorily Convertible Debentures ("**CCDs**") and equity shares ("**Equity Shares**") to IFC, 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. IFC has, agreed to subscribe to CCDs and Equity Shares proposed to be issued by the Company for an aggregate amount of INR 1,34,00,02,273/- subject however to achieving of the terms and conditions prescribed thereunder.
2. The Equity Shares proposed to be issued to IFC 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. IFC shall have the right *inter alia* to nominate one Director on the Board of Directors of the Company, subject however to the further terms and conditions prescribed under the Investment Agreement.
4. IFC is not related to any of the Promoter and/or Promoter Group entities of the Company.
5. The Investment Agreement executed with IFC does not fall within the ambit of 'Related Party Transactions'.

Kindly take the same on record and acknowledge receipt.

Thanking you,

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

Manoj Gagvani
Company Secretary & Head – Legal