FUTURE CONSUMER ENTERPRISE LIMITED

an integrated food & FMCG company

4th August, 2016

To,
The Secretary
Department of Corporate Services
BSE Limited
Phiroze Jeejeebhoy 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: Notice of Annual General Meeting and Book Closure

Please take note that the Twentieth Annual General Meeting of the Members of the Company is scheduled to be held on Monday, 29th August, 2016 at 2.30 p.m. at Rangswar Hall, 4th Floor, Yashwantrao Chavan Pratishthan, Gen. Jagannathrao Bhonsle Marg, Opp. Mantralaya, Mumbai – 400 021. In terms of the provisions of Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith a copy 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 Tuesday, 23rd August, 2016 to Monday, 29th August, 2016 (both days inclusive) for the purpose of forthcoming Annual General Meeting of the Members of the Company. Kindly consider this as an intimation under Regulation 42 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Kindly take the above information on your records.

Thanking you,

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

Manoj Gagvani
Company Secretary & Head - Legal

Encl.: As above

FUTURE CONSUMER ENTERPRISE 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 6644 2200 **Fax:** +91 22 6199 5391 **Email:** investor.care@futureconsumer.in
Website: www.futureconsumer.in

NOTICE

Notice is hereby given that the Twentieth 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 Monday, 29th August, 2016 at 2.30 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, 2016 together with the Reports of the Board of Directors and Auditors thereon.

2. To appoint a Director in place of Mr. K K Rathi (DIN: 00040094), who retires by rotation and being eligible, offers himself 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 Twenty First 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:**

   "RESOLVED THAT pursuant to the provisions of Section 149 and 152 read with Schedule IV 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), Mr. Adhiraj Harish (DIN: 03380459), 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. Adhiraj Harish for the office of Director, be and is hereby appointed as an 'Independent Director' of the Company for a period of 5 (Five) years."

5. 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 applicable provisions 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. Frederic de Mevius (DIN: 03359921), who having intimated to the Company about ceasing to be an independent director, consequent whereof the Board of Directors of the Company having appointed him as an additional director, which has been consented by him, 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. Frederic de Mevius for the office of Director of the Company, be and is hereby appointed as a non-executive, non-independent Director of the Company, whose term shall be liable to retirement by rotation."

6. 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 161 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), Mr. Deepak Malik (DIN: 00662141) 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. Deepak Malik for the office of Director of the Company, be and is hereby appointed as a Director of the Company, whose term shall be liable to retirement by rotation."

7. 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 188 and other applicable provisions, if any, of the Companies Act, 2013 read with Rules framed thereunder (including any statutory modification(s) or re-enactments thereof for the time being in force) and the provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended from time to time), consent of the Shareholders of the Company be and is hereby accorded to the Company, for entering into following related party transaction(s) with Bharti Retail Limited *(whose name is proposed to be changed to Future Retail Limited or such other name as may be approved by the concerned Registrar of Companies)* to the extent of the maximum amounts in any financial year, stated against respective nature of transactions as provided below:

Name of the Related Party	Nature of Transactions as per Section 188 of the Companies Act, 2013	Name of Director or Key Managerial Personnel who is related, if any	Nature of Relationship	Material Terms and particulars of the contract or arrangement	Monetary value (₹ in lakhs)	Any other information relevant or important for the Members to take decision on the proposed resolution
Bharti Retail Limited	Sales	Mr. Kishore Biyani and Ms. Ashni Biyani	Mr. Kishore Biyani is a Managing Director of Bharti Retail Limited and the Company. Ms. Ashni Biyani is relative of Mr. Kishore Biyani	As per the terms of respective contract or arrangement entered into from time to time in the ordinary course of business and on an arms' length basis	3,00,000	None
	Purchase				2,000	
	Services (on either side)				1,500	
	Deposit				1,000	
	Purchase of Assets				500	
	Royalty Income (Own Brands)				500	
	Franchise Income				1,000	

RESOLVED FURTHER THAT the Board of Directors of the Company (the **"Board"**, which term shall be deemed to include its "Committee of Directors"), be and is hereby authorized to do or cause to be done all such acts, matters, deeds and things and to settle any questions, difficulties or doubts that may arise with regard to any transactions with related parties and execute such agreements, documents and writings and to make such filings, as may be necessary or desirable 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: 19th May, 2016

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

NOTES:

1) The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, in respect of the Special Businesses to be transacted at the Annual General Meeting (**"AGM"**), is annexed hereto.

2) **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE AGM IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE 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.

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 Tuesday, 23rd August, 2016 to Monday 29th August, 2016 (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 numbers 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@linktime.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 Holiday).

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 Regulation 36 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 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 2015-16 and Notice calling the 20th 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 2015-16 and Notice of the 20th 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 under the permitted mode.

14) Members have an option to either cast their vote in physical form by attending the AGM or vote through E-Voting facility.

15) Instructions and other Information for Voting:

i) In accordance to the provisions of Section 108 of the Companies Act, 2013 and Companies (Management & Administration) Rules, 2014, as amended and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, 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 Depositories Limited **("NSDL")**, an agency authorized by the Ministry of Corporate Affairs **("MCA")** 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 AGM but shall not be entitled to cast their vote again.

v) The Remote E-voting facility will be available from 9.00 a.m. on Friday, 26th August, 2016 and end at 5.00 p.m. on Sunday, 28th August, 2016. 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. 22nd August, 2016.

vii) The Members whose names appear in the Register of Members / list of beneficial owners as on the cut-off date of 22nd August, 2016, 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. 22nd August, 2016, may obtain the User ID and password for Remote Evoting by sending a 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 – Practicing 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. 29th August, 2016.

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.

(e) 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 2015-16, Notice calling the 20th 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 Holiday).

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 vide resolution dated 1st September, 2015 appointed Mr. Adhiraj Harish as an Additional Director, who acts as an Independent Director of the Company. Pursuant to the provisions of Section 161 of the Companies Act, 2013, read with Rules framed thereunder, Mr. Adhiraj Harish shall hold office only upto the date of this Annual General Meeting.

In compliance with the provisions of Section 149 of the Companies Act, 2013, appointment of Mr. Adhiraj Harish as an Independent Director is now placed before the Shareholders for their approval. In terms of the provisions of Section 160 of the Companies Act, 2013, the Company has received a notice from a Member of the Company, signifying his intention to propose the appointment of Mr. Adhiraj Harish, as an 'Independent Director' of the Company.

Mr. Adhiraj Harish holds a Bachelors degree in Management Studies and a Masters degree in Legislative Laws (University of Mumbai). He is a member of the Bar Council of Maharashtra & Goa and has been practicing as an Associate at D.M. Harish & Co., Advocates, since 2011. His primary area of focus is real estate laws and he has been

instrumental in the successful completion of numerous real estate transactions. In addition to real estate, he also practices in the areas of Wills and Succession and the laws and practices with respect to international investments under the Foreign Exchange Management Act, amongst others. He is also a director on the Board of Advani Hotels & Resorts (India) Limited.

The Company has received a declaration from Mr. Adhiraj Harish to the effect that he is not disqualified from being appointed as Director in terms of provisions of Section 164 of the Companies Act, 2013. The aforesaid Director has also confirmed that he meets the criteria of independence as prescribed under Section 149(6) of the Companies Act, 2013.

A copy of draft letter for appointment, setting out broad terms and conditions relating to the appointment of Mr. Adhiraj Harish as an Independent Director shall be open for inspection at the registered office of the Company between 11.00 am and 1.00 pm upto the date of Annual General Meeting on all working days (except Saturday, Sunday and Public Holiday). Details concerning Mr. Adhiraj Harish seeking appointment at this Annual General Meeting, pursuant to Regulation 36 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 is attached separately to this Notice.

In the opinion of the Board, Mr. Adhiraj Harish, proposed to be appointed at this Annual General Meeting, fulfills the conditions for appointment of an Independent Director as specified in the Companies Act, 2013 and Rules framed thereunder and is independent of the management.

Except Mr. Adhiraj Harish, being appointee under the said Resolution, none of the other 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. 4 of this Notice.

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

Item No. 5

The Shareholders of the Company had at the 18th Annual General Meeting held on 26th August, 2014, appointed Mr. Frederic de Mevius as an 'Independent Director' of the Company for a period of five years.

In terms of the disclosure received from Mr. Frederic de Mevius, he has declared himself to be categorized as a 'Non-Independent' Director of the Company.

The Board of Directors had at their meeting held on 26th April,2016 appointed Mr. Frederic de Mevius as an Additional Director of the Company categorized as Non Executive and Non Independent Director of the Company. Pursuant to the provisions of Section 161 of the Companies Act, 2013, read with Rules framed thereunder, Mr. Frederic de Mevius shall hold office only upto the date of this Annual General Meeting.

In view of the aforesaid, proposal for appointment of Mr. Frederic de Mevius as a non-executive, non-independent Director of the Company, is now placed before the Shareholders for their approval. 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. Frederic de Mevius, as a Director of the Company.

Mr. Frederic de Mevius holds a B.A degree in Finance and Economics from the University of Louvain-la-Neuve. Mr. Frederic de Mevius, founded Verlinvest, an investment holding company and has been its managing director. He is non-executive director of Verlinvest portfolio companies. He is also chairman or non-executive director of several charitable and cultural non profit associations in Belgium.

He has been a member of the Board of Directors of various companies overseas. He had an investment banking career in London and New York.

The details relating to Mr. Frederic de Mevius, seeking appointment, pursuant to Regulation 36 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 is attached separately to this Notice.

Except Mr. Frederic de Mevius, being appointee under the said Resolution, none of the other 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. 5 of this Notice.

Your Directors recommend the Resolution proposed at Item No. 5 of this Notice for your approval.

Item No. 6

In terms of the Investment Agreement dated 25th January, 2016 entered into by and between the Company and Black River Food 2 Pte. Ltd (**"Investor"**), the Investor has the 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. In view of the same, the Board of Directors of the Company (**"Board"**) had at their meeting held on 26th April, 2016, appointed Mr. Deepak Malik, being a nominee of the Investor, as an Additional Director of the Company.

Pursuant to the provisions of Section 161 of the Companies Act, 2013, read with Rules framed thereunder, Mr. Deepak Malik 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. Deepak Malik, as a Director of the Company.

Mr. Deepak Malik holds a Bachelor's degree in Economics from Delhi University, a Master's degree in Economics from the Delhi School of Economics and MBA from Cornell University. He is a Managing Director of the private equity team in Proterra Investment Partners (**"Proterra"**). He currently sits on the boards of various companies that Proterra's private equity funds have invested in. He joined Cargill in 1995 and worked in Cargill's Strategy and Business Development Group, where he managed

corporate strategies and mergers and acquisitions within the petroleum, natural gas, coffee, grain and oilseeds, and meat industries.

The details relating to Mr. Deepak Malik, seeking appointment, pursuant to Regulation 36 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 is attached separately to this Notice.

Except Mr. Deepak Malik, being appointee under the said Resolution, none of the other 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. 6 of this Notice.

Your Directors recommend the Resolution proposed at Item No. 6 of this Notice for your approval.

Item No. 7

The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**"SEBI Regulations"**) provides for obtaining approval of the Shareholders for entering into material related party transactions as provided therein. Further, in terms of the provisions of Section 188(1) of the Companies Act, 2013 read with Rules framed thereunder, for entering into related party transactions where the transaction value exceed the thresholds prescribed, prior approval of the Shareholders by way of an Ordinary Resolution is required.

Accordingly, in terms of the provisions of the SEBI Regulations and the Companies Act, 2013, approval of the Shareholders of the Company is being sought by way of an Ordinary Resolution set out at Item No. 7 of this Notice.

Pursuant to the requirements prescribed under the Companies (Meetings of the Board and its Powers) Rules, 2014, as amended from time to time, the details in relation to the transactions with related parties, is as under:

Name of the Related Party	Nature of Transactions as per Section 188 of the Companies Act, 2013	Name of Director or Key Managerial Personnel who is related, if any	Nature of Relationship	Material Terms and particulars of the contract or arrangement	Monetary value (₹ in lakhs)	Any other information relevant or important for the Members to take decision on the proposed resolution
Bharti Retail Limited	Sales	Mr. Kishore Biyani and Ms. Ashni Biyani	Mr. Kishore Biyani is a Managing Director of Bharti Retail Limited and the Company. Ms. Ashni Biyani is relative of Mr. Kishore Biyani	As per the terms of respective contract or arrangement entered into from time to time in the ordinary course of business and on an arms' length basis	3,00,000	None
	Purchase				2,000	
	Services (on either side)				1,500	
	Deposit				1,000	
	Purchase of Assets				500	
	Royalty Income (Own Brands)				500	
	Franchise Income				1,000	

No Shareholder of the Company being a related party or having any interest in the Ordinary Resolution as set out at Item No. 7 of the Notice shall be entitled to vote on this Ordinary Resolution.

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. 7 of this Notice save and except to the extent of their directorship /shareholding, if any, in the entity mentioned in the said Resolution.

Your Directors recommend the Resolution proposed at Item No. 7 of this Notice for your approval.

Information pursuant to Regulation 36 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, in respect of individuals proposed to be appointed / re-appointed as Directors.

Name of Director	K. K. Rathi	Adhiraj Harish	Frederic de Mevius	Deepak Malik
Date of Birth	30.12.1961	13.12.1986	26.11.1958	14.11.1967
Date of Appointment	15.11.2014	01.09.2015	09.11.2012	26.04.2016
Qualifications	Bachelor of Commerce, Chartered Accountant, Company Secretary	Bachelors degree in Management Studies and Masters degree in Legislative Laws (University of Mumbai)	BA degree in Finance and Economics from the University of Louvain-la-Neuve.	Bachelor's degree in Economics from Delhi University, a Master's degree in Economics from the Delhi School of Economics and MBA from Cornell University
Expertise in Specific Functional Area	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 Enterprises Limited (formerly Future Retail Limited) and Motilal Oswal Private Equity Advisors Private Limited. He has previously worked as Group CFO with Future Enterprises Limited where he was responsible for strategic planning, mergers and acquisitions, treasury management and corporate governance.	He has been practicing as an Associate at D.M. Harish & Co., Advocates, since 2011. His primary area of focus is real estate laws. He also practices in the areas of Wills and Succession and the laws and practices with respect to international investments under the Foreign Exchange Management Act.	Investment and Private Equity. He founded Verlinvest, an investment holding company and has been its managing director. He is non-executive director of Verlinvest portfolio companies. He is also chairman or non-executive director of several charitable and cultural non profit associations in Belgium. He had an investment banking career in London and New York.	He is a Managing Director of the private equity team in Proterra Investment Partners ("**Proterra**"). He currently sits on the boards of various companies that Proterra's private equity funds have invested in. He joined Cargill in 1995 and worked in Cargill's Strategy and Business Development Group, where he managed corporate strategies and mergers and acquisitions within the petroleum, natural gas, coffee, grain and oilseeds, and meat industries.
Directorships held in other listed companies (As on March 31, 2016)	Nil	• Advani Hotels and Resorts (India) Limited	Nil	(Details as on 26th April, 2016) Nil
Chairmanships/ Memberships of the Committees of the Board of Directors of other listed companies (As on March 31, 2016)	Nil	• Advani Hotels and Resorts (India) Limited – Audit Committee – Member	Nil	(Details as on 26th April, 2016) Nil
Shareholding of Directors (As on March 31, 2016)	30,25,105 equity shares	Nil	Nil	Nil
Relationship between Directors inter-se	None	None	None	None

The Route Map for the venue of AGM is given below. The prominent land mark for the venue is Mantralaya.

