FUTURE CONSUMER LIMITED *(Formerly Future Consumer Enterprise Limited)*
Corporate Office : 247 Park, Tower "C", 8th Floor, LBS Marg, Vikhroli (W), Mumbai - 400 083
(T) +91 22 6119 0000 | www.futureconsumer.in
Regd. Office : Knowledge House, Shyam Nagar, Off JVLR, Jogeshwari (East), Mumbai - 400 060
(T) +91 22 6644 2200 | CIN: L52602MH1996PLC192090

3rd August, 2017

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
National Stock Exchange of India Limited
Exchange Plaza, Bandra Kurla Complex,
Bandra (East), Mumbai-400 051
Scrip Code : FCONSUMER

Dear Sir / Madam,

Sub: Notice of Annual General Meeting and Book Closure

Please take note that the Twenty-first Annual General Meeting of the Members of the Company ("**AGM**") is scheduled to be held on Tuesday, 29th August, 2017 at 11.30 a.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 AGM.

Further, please note that the Register of Members and the Share Transfer Books of the Company will remain closed from Wednesday, 23rd August, 2017 to Tuesday, 29th August, 2017 (both days inclusive) for the purpose of forthcoming AGM. 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 Limited**
(formerly known as Future Consumer Enterprise Limited)

Manoj Gagvani
Company Secretary & Head - Legal

Encl.: As above

FUTURE CONSUMER LIMITED

(formerly known as 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 Twenty First Annual General Meeting of the Members of Future Consumer Limited will be held at Rangswar Hall, 4th Floor, Yashwantrao Chavan Pratishthan, Gen. Jagannathrao Bhonsle Marg, Opp. Mantralaya, Mumbai - 400 021 on Tuesday, 29th August, 2017 at 11.30 a.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, 2017 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 appoint M/s. S R B C & Co. LLP, Chartered Accountants (Registration Number 324982E/E300003), as Statutory Auditors of the Company for a period of 5 (five) years and to fix their remuneration, 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, 142 of the Companies Act, 2013 read with the Rules framed thereunder and other applicable provisions, if any, (including any statutory modification(s) or re-enactments thereof for the time being in force), M/s. S R B C & Co. LLP, Chartered Accountants registered with the Institute of Chartered Accountants of India vide Registration Number 324982E/E300003, be and are hereby appointed as Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting (**"AGM"**) till the conclusion of the twenty-sixth AGM of the Company, subject to ratification of their appointment by the Members at every AGM held after this AGM.

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

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 152 of the Companies Act, 2013 read with the Rules framed thereunder and other applicable provisions, if any, (including any statutory modification(s) or re-enactments thereof for the time being in force), Mr. Narendra Baheti (DIN: 00057255) who was appointed as an Additional Director of the Company by the Board of Directors in terms of Section 161 of the Companies Act, 2013 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. Narendra Baheti 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."

5. 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 196, 197 and 203 read with Schedule V of the Companies Act, 2013 and the Rules framed thereunder and other applicable provisions, if any, (including any statutory modification(s) or re-enactments thereof, for the time being in force) and subject to consents and permissions from regulatory authorities as may be necessary and also subject to conditions that may be imposed by such authorities while granting such consents, permissions and approvals, 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 the "Nomination and Remuneration/ Compensation Committee" of the Company), consent of the Shareholders of the Company **("Shareholders")** be and is hereby accorded for appointment of Mr. Narendra Baheti (DIN: 00057255) as an "Executive Director" of the Company (**"Appointee"**), for a period of three years with effect from 30th August, 2016 (**"Term"**), who shall be liable to retire by rotation.

   RESOLVED FURTHER THAT consent of the Shareholders be and is hereby further accorded to pay remuneration to the Appointee during his Term as an Executive Director of the Company, as set out in the Explanatory Statement annexed to the Notice and more particularly as stated under the agreement to be executed between the Company and the Appointee.

   RESOLVED FURTHER THAT in the event of there being no profits or inadequacy of profits in any financial year during the currency of Term of the Appointee, the amount of remuneration and perquisites fixed as aforesaid shall be the minimum remuneration and perquisites payable to the Appointee, provided that the total remuneration by way of salary and perquisites shall be in accordance to the provisions as prescribed under the Companies Act, 2013.

   RESOLVED FURTHER THAT the Board be and is hereby authorized to alter and vary the terms and conditions of appointment and/or remuneration payable to the Appointee, in accordance with the provisions of the Companies Act, 2013 or any statutory modification(s) or re-enactment thereof.

   RESOLVED FURTHER THAT the Board be and is hereby further authorized 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 or doubts that may arise in relation thereto and to authorise 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 and to execute such further deeds, documents and writings that may be considered necessary and appropriate."

6. 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 196, 197 and 203 read with Schedule V of the Companies Act, 2013 and the Rules framed thereunder and other applicable provisions, if any, (including any statutory modification(s) or re-enactments thereof, for the time being in force) and subject to consents and permissions from regulatory authorities as may be necessary and also subject to conditions that may be imposed by such authorities while granting such consents, permissions and approvals, 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 the "Nomination and Remuneration/ Compensation Committee" of the Company), consent of the Shareholders of the Company (**"Shareholders"**) be and is hereby accorded for re-appointment of Ms. Ashni Biyani (DIN : 00058775) as "Whole Time Director" of the Company (**"Appointee"**), for a period of three years to come into effect from 15th November, 2017 (**"Term"**), who shall be liable to retire by rotation.

RESOLVED FURTHER THAT consent of the Shareholders be and is hereby further accorded to pay remuneration to the Appointee during her Term as the Whole Time Director of the Company, as set out in the Explanatory Statement annexed to the Notice and more particularly as stated under the agreement to be executed between the Company and the Appointee.

RESOLVED FURTHER THAT in the event of there being no profits or inadequacy of profits in any financial year during the currency of Term of the Appointee, the amount of remuneration and perquisites fixed as aforesaid shall be the minimum remuneration and perquisites payable to the Appointee, provided that the total remuneration by way of salary and perquisites shall be in accordance to the provisions as prescribed under the Companies Act, 2013.

RESOLVED FURTHER THAT the Board be and is hereby authorised to alter and vary the terms and conditions of re-appointment and / or remuneration payable to the Appointee, in accordance with the provisions of the Companies Act, 2013 or any statutory modification(s) or re-enactments thereof.

RESOLVED FURTHER THAT the Board be and is hereby further 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 or doubts that may arise in relation thereto and to authorise 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 and to execute such further deeds, documents and writings that may be considered necessary and appropriate."

By Order of the Board of Directors

Manoj Gagvani
Company Secretary & Head-Legal

Place: Mumbai
Date: 26th May, 2017

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 (**"the Act"**), 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% (ten percent) of the total share capital of the Company.

   Members holding more than 10% (ten percent) of the total share capital of the Company carrying voting rights may appoint a single person as Proxy, who shall not act as a Proxy for any other Member.

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) In terms of provisions of Section 139 of the Act read with Rules framed thereunder, it is mandatory to rotate the Statutory Auditors of the Company on completion of the maximum term permitted therein. M/s. Deloitte Haskins & Sells, Chartered Accountants (Registration Number 117364W), the Statutory Auditors, hold office till the conclusion of this AGM. M/s. Deloitte Haskins & Sells, Chartered Accountants having completed the maximum term of ten years as Statutory Auditors of the Company, shall not be entitled for re-appointment as Statutory Auditors.

   The Board of Directors of the Company has recommended the appointment of M/s. S R B C & Co. LLP, Chartered Accountants, as the Statutory Auditors of the Company in place of M/s. Deloitte Haskins & Sells, Chartered Accountants, for a period of five years, from the conclusion of this AGM till the conclusion of the twenty-sixth AGM.

   M/s. S R B C & Co. LLP, Chartered Accountants, have granted their consent for appointment as Statutory Auditors of the Company and have also confirmed their eligibility for being appointed as Statutory Auditors in terms of requirements prescribed under Act.

   Your Directors recommend the Resolution proposed at Item No. 3 of this Notice for your approval.

5) 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.

6) The Register of Members and the Share Transfer Books of the Company will remain closed from Wednesday, 23rd August, 2017 to Tuesday, 29th August, 2017 (both days inclusive).

7) Members who hold shares in electronic form are requested to write their Client ID and DP ID 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.

8) 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-101, 247 Park, L.B.S. Marg,
   Vikhroli (W), Mumbai - 400083
   Tel No. +91 22 4918 6270
   Fax No. +91 22 4918 6060
   Email: rnt.helpdesk@linktime.co.in

9) Members desirous of obtaining any information as regards Financial Statements 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.

10) 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.

11) Pursuant to Section 72 of the Act read with the Rules made thereunder, Members holding shares in single name may avail the facility of nomination in respect of shares held by them. Members holding shares in physical form may avail this facility by sending a nomination in the prescribed Form No. SH-13 duly filled, to the Registrar and Share Transfer Agents - Link Intime India Private Limited. Members holding shares in electronic form may contact their respective Depository Participant(s) for availing this facility.

12) Documents in respect of items referred to in the accompanying Notice and the Explanatory Statement are available for inspection by the Members 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). The aforesaid documents will also be available for inspection by Members at the venue of the AGM.

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

14) Electronic copy of Annual Report for the financial year 2016-17 and Notice calling the 21st 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 ID is 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 email ID, physical copy of Annual Report for the financial year 2016-17 and Notice of the 21st 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.

15) Route map for the venue of the AGM is annexed hereto.

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

17) Instructions and other Information for Voting:

a) In accordance to the provisions of Section 108 of the Act 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 Depository Limited **("NSDL")**, an agency authorized by the Ministry of Corporate Affairs for providing e-voting platform.

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

c) Voting through physical ballot paper will 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.

d) 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.

e) The Remote E-voting facility will be available from 9.00 a.m. on Saturday, 26th August, 2017 and end at 5.00 p.m. on Monday, 28th August, 2017. 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.

f) 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, 2017.

g) The Members whose names appear in the Register of Members / list of beneficial owners as on the cut-off date i.e. 22nd August, 2017, only shall be entitled to vote on the Resolutions set out in this Notice.

h) 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, 2017, 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.

i) Mr. Nilesh Shah (having Membership No. FCS-4554) or failing him, Mr. Mahesh Darji (having Membership No. FCS-7175) representing M/s. Nilesh Shah and Associates, Practising Company Secretaries, have 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.

j) The Scrutinizer shall, after scrutinizing 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 National Stock Exchange of India Limited.

k) 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, 2017.

l) 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 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 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. Any grievance pertaining to Remote E-voting can also be addressed to Mr. Manoj Gagvani – Company Secretary & Head-Legal at the registered office address of the Company or by way of an email sent to investor.care@futureconsumer.in.

(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 email ID in the user profile details of the folio which may be used for sending future communication(s).

18) The Annual Report for the financial year 2016-17, Notice calling the 21st AGM 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).

19) 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 & 5

The Board of Directors of the Company **("Board")**, on the basis of recommendation made by the Nomination and Remuneration/ Compensation Committee, had at their meeting held on 12th August, 2016 appointed Mr. Narendra Baheti 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. Narendra Baheti 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. Narendra Baheti, as a Director of the Company.

Further, the Board on the basis of recommendation made by the Nomination and Remuneration / Compensation Committee, had at the said meeting, subject to approval of the Shareholders of the Company and such other consents and approvals that may be required, also designated Mr. Narendra Baheti (**"Appointee"**), as an Executive Director of the Company for a period of three years with effect from 30th August, 2016.

A brief profile of Mr. Narendra Baheti, including nature of his expertise, is provided in the Statement as required under clause (iv) of proviso to Paragraph (b) of Section II of Part II of Schedule V to the Companies Act, 2013, which forms part of the Explanatory Statement.

Additional 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 and Secretarial Standard on General Meetings (SS-2), in respect of the Appointee, is provided in the Annexure to this Notice and forms part of the Explanatory Statement.

The Board had at the said meeting also approved payment of remuneration to Mr. Narendra Baheti during his tenure as an Executive Director of the Company.

Broad particulars of the terms of remuneration proposed to be paid to the Appointee is as under:

(a) Salary including permissible perquisites (per annum): ₹ 1,00,00,000/- to ₹1,60,00,000/-.

(b) In addition to the remuneration stated above, the Appointee shall be entitled to permissible contributions to provident fund, other funds and payment of gratuity, which shall not be included in computation of the ceiling on perquisites plus other allowances and reimbursements as per Company policy.

(c) Increment in remuneration payable to the Appointee, as may be determined by the Board and / or the Nomination and Remuneration/Compensation Committee of the Company, shall be in addition to the remuneration under (a) above.

(d) It is clarified that employees stock options granted / to be granted to the Appointee, from time to time, shall not be considered as a part of perquisites under (a) above and that the perquisite value of stock options exercised shall be in addition to the remuneration mentioned thereunder.

(e) The Appointee shall not be paid any sitting fees for attending meetings of the Board and/or any of its Committee(s).

In terms of the provisions of Schedule V to the Companies Act, 2013, the limit for payment of yearly remuneration to managerial person shall be doubled, in case the resolution passed by the shareholders is a Special Resolution.

Pursuant to the aforesaid, approval of the Shareholders of the Company is being sought by way of Special Resolution for appointment of Mr. Narendra Baheti as an Executive Director and payment of remuneration to him, for a period of three years with effect from 30th August, 2016, envisaging the enhancement in limits prescribed.

The Agreement to be executed with Mr. Narendra Baheti, providing terms for appointment and payment of remuneration is 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 Annual General Meeting on all working days (except Saturday, Sunday and Public holiday).

Your Directors recommend Resolution proposed at Item No. 4 and 5 of this Notice for your approval.

Mr. Narendra Baheti and his relatives, to the extent of their shareholding in the Company, if any, shall be deemed to be concerned or interested in the Resolution set out under Item No. 4 and 5 of this Notice. None of the other Directors and / or the Key Managerial Personnel of the Company and/or their respective relatives are in any way concerned or interested in the Resolution set out at under Item No. 4 and 5 of this Notice.

Item No. 6

The Board of Directors of the Company ("**Board**") on the basis of recommendation made by the Nomination and Remuneration / Compensation Committee at their meeting held on 26th May, 2017, have subject to approval of the Shareholders of the Company and such other consents and approvals that may be required, re-appointed Ms. Ashni Biyani as Whole Time Director of the Company (**"Appointee"**), for a period of three years to come into effect from 15th November, 2017.

A brief profile of Ms. Ashni Biyani, including nature of her expertise, is provided in the Statement as required under clause (iv) of proviso to Paragraph (b) of Section II of Part II of Schedule V to the Companies Act, 2013 which forms a part of the Explanatory Statement.

Additional 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 and Secretarial Standard on General Meetings (SS-2), in respect of the Appointee, is provided in the Annexure to this Notice and forms part of the Explanatory Statement.

The Board had at the said meeting also approved payment of remuneration to Ms. Ashni Biyani during her tenure as Whole Time Director of the Company on the terms and conditions as set out in Resolution at Item No. 6 of this Notice and more particularly as per the agreement to be executed between the Company and the Appointee.

Broad particulars of the terms of remuneration proposed to be paid to the Appointee is as under:

(a) Salary including permissible perquisites (per annum): ₹ 1,15,00,000/- to ₹ 1,75,00,000/-

(b) In addition to the remuneration stated above, the Appointee shall be entitled to permissible contributions to provident fund, other funds and payment of gratuity, which shall not be included in computation of the ceiling on perquisites plus other allowances and reimbursements as per Company policy.

(c) Increment in remuneration payable to the Appointee, as may be determined by the Board and / or the Nomination and Remuneration/Compensation Committee of the Company, shall be in addition to the remuneration under (a) above.

(d) The Appointee shall not be paid any sitting fees for attending meetings of the Board and/or any of its Committee(s).

In terms of the provisions of Schedule V to the Companies Act, 2013, the limit for payment of yearly remuneration to managerial person shall be doubled, in case the resolution passed by the shareholders is a Special Resolution.

Pursuant to the aforesaid, approval of the Shareholders of the Company is being sought by way of Special Resolution, for appointment of Ms. Ashni Biyani as Whole Time Director and payment of remuneration to her, for a period of three years to come into effect from 15th November, 2017, envisaging the enhancement in limits prescribed.

The Agreement to be executed with Ms. Ashni Biyani, providing terms for re-appointment and payment of remuneration is 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 Annual General Meeting on all working days (except Saturday, Sunday and Public holiday).

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

Ms. Ashni Biyani and her relatives, to the extent of their shareholding in the Company, if any, shall be deemed to be concerned or interested in the Resolution set out under Item No. 6 of this Notice. Except Mr. Kishore Biyani, being relative of Ms. Ashni Biyani, none of the other Directors and/or the 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.

STATEMENT AS REQUIRED UNDER CLAUSE (iv) OF PROVISO TO PARAGRAPH (B) OF SECTION II OF PART II OF SCHEDULE V TO THE COMPANIES ACT, 2013

<table>
<tr><td>I</td><td colspan="3">GENERAL INFORMATION</td></tr>
<tr><td>1</td><td>Nature of Industry</td><td colspan="2">The Company is an integrated food and FMCG company that operates across sourcing, processing, manufacturing, branding and distribution of food and FMCG products.</td></tr>
<tr><td>2</td><td>Date or expected date of commencement of commercial production</td><td colspan="2">Not Applicable</td></tr>
<tr><td>3</td><td>In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus</td><td colspan="2">Not applicable as the Company is an existing company.</td></tr>
<tr><td>4</td><td>Financial Performance based on given indicators</td><td colspan="2">₹ in lakhs
<table><tr><th>Particulars</th><th>2016-17</th><th>2015-16</th><th>2014-15</th></tr><tr><td>Total Income</td><td>1,67,943.97</td><td>1,36,647.85</td><td>1,11,912.33</td></tr><tr><td>Profit / (Loss) After Tax</td><td>777.67</td><td>(5,849.41)</td><td>(9,374.91)</td></tr><tr><td>Equity Share Capital</td><td>98,836.24</td><td>98,754.54</td><td>99,428.64</td></tr><tr><td>Reserves & Surplus</td><td>14,831.25</td><td>(25,565.62)</td><td>(6,898.57)</td></tr><tr><td>Basic and Diluted Earnings Per Share</td><td>0.04</td><td>(0.35)</td><td>(0.58)</td></tr></table>Note : Figures for financial year 2016-17 and 2015-16 are as per IND AS and figures for financial year 2014-15 are as per Indian GAAP.</td></tr>
<tr><td>5</td><td>Foreign investments or collaborations, if any</td><td colspan="2">As on 31st March, 2017, the Company has made investment in the following entities:-
1. Aussee Oats Milling (Private) Limited, a subsidiary at Sri Lanka
2. Mibelle Future Consumer Products A.G., a Joint Venture at Switzerland.</td></tr>
<tr><td>II</td><td colspan="3">INFORMATION ABOUT THE APPOINTEE</td></tr>
<tr><td></td><td></td><td>Mr. Narendra Baheti</td><td>Ms. Ashni Biyani</td></tr>
<tr><td>1</td><td>Background details</td><td>Mr. Narendra Baheti is a commerce graduate. He carries with him expertise in dealing into agri commodity products. He has vast experience in wholesale trading of staples and dietary products.</td><td>Ms. Ashni Biyani has graduated as a textile designer at Srishti School of Art, Design and Technology in Bangalore. She has also attended courses on scenario planning at New York's Parsons School of Design and the Summer Institute of General Management at Graduate School of Business, Stanford University. She has been instrumental in bringing in design-led thinking within the Future Group's business decision making.</td></tr>
<tr><td>2</td><td>Past remuneration</td><td>Prior to appointment of Mr. Narendra Baheti as Executive Director of the Company, he was designated as 'Business Head – Agri Division' and was paid</td><td>During the financial year 2016-17, Ms. Ashni Biyani has been paid remuneration of ₹ 85,02,249/- plus perquisites not forming part of the remuneration.</td></tr>
</table>

		remuneration in terms of his appointment. There is no change in the remuneration proposed to be paid to Mr. Narendra Baheti in terms of this appointment, save and except the yearly increments and bonus, if any, payable as per the policy of the Company.	
3	Recognition or awards	No such specific recognition or awards.	No such specific recognition or awards.
4	Job profile and suitability	Mr. Narendra Baheti has been associated with Future Group since 2002. He is currently heading Strategic Planning division for development of supply chain, vendor development, sourcing of new variety of products and repackaging and transportation of products. He is professionally involved in the Business Planning & New business development, Augmentation of negotiating capacity with key suppliers, Maintenance of desired inventory levels in order to enhance profitability, developing purchasing capacity with use of futures & commodities markets, Development of R&D in derivatives to hedge the price fluctuation of commodities to achieve various objectives of the Company. With his vast experience in the trading, procurement, business development, he is appropriately suitable for the above job profile.	In her current role, Ms. Ashni Biyani leads a team that understands the nuances of Indian consumers. Championing the self-governing model of Holacracy, within the organisation, she is currently mentoring brand entrepreneurs and insuring a new self-organising culture. She has led the conceptualization and launch of various business formats across Future Group. She is currently focusing on creating futuristic food and fashion concepts. She has also co-founded "Holii" a fashion accessories brand in partnership with India's leading handbags and accessory brand Hidesign and has spearheaded the larger format Big Bazaar Family Center stores as its Concept Head. She lead the transformation of these larger size Big Bazaar stores and anchored them as community centres. With her experience in leading various business formats within Future Group, she is appropriately suitable for the above job profile.
5	Remuneration proposed	As per the resolution at Item No. 4 & 5 of the Notice read with Explanatory Statement thereto.	As per the resolution at Item No. 6 of the Notice read with Explanatory Statement thereto.
6	Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person, in case of expatriates the relevant details would be w.r.t the country of his origin	Considering the experience and knowledge of Mr. Narendra Baheti who is considered to be a thorough professional in the area of dealing into agribusiness & his contributions towards the business of the Company, the Board of Directors consider the proposed remuneration to be in line with the industry norms, size of the Company and the segment into which the Company carries on its business.	Considering the experience, knowledge and contributions of Ms. Ashni Biyani towards the business of the Company and the position she occupies, the Board of Directors consider the proposed remuneration to be in line with the industry norms, size of the Company and the segment into which the Company carries on its business.
7	Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any.	Mr. Narendra Baheti holds 6,80,000 equity shares in the Company aggregating to 0.04% of the paid-up equity share capital of the Company.	Ms. Ashni Biyani holds 67,169 equity shares in the Company. Ms. Ashni Biyani forms part of the Promoter and Promoter Group of the Company which holds 47.87% of the paid-up equity share capital of the Company.
III	**OTHER INFORMATION**		
1	Reasons of loss or inadequate profits	Inadequacy of profits during the year is pre-dominantly due to the reason that Company has in the recent past diversified into the Food & FMCG business and is in its growth stage. It is in the process of establishing its footprint in the industry, which calls for incurring of costs on new products and brand launches that are required to be expensed out and cannot be capitalized.	
2	Steps taken or proposed to be taken for improvement	Having introduced new brands and variety of products and undertaking extensive marketing campaigns the consumer awareness for the products of the Company is seen to be gradually increasing. The Company has also taken steps to enter the general trade which is expected to result into larger spread for the Company products. Besides, the Company products have also entered into modern retail chains and leading online distribution platforms. These steps are expected to result into improved revenues and margins.	
3	Expected increase in productivity and profits in measurable terms	The Company being in the growth phase has taken various initiatives by way of setting up manufacturing units, entering into joint ventures with players both in the national as well as international markets to introduce range of products and assortments. The productivity and profits are expected to gradually increase to depict in measurable terms, over a period of time.	
IV	**DISCLOSURES**	The details of remuneration package of Mr. Narendra Baheti and Ms. Ashni Biyani are as set out in the accompanying Notice. The Company makes appropriate applicable disclosures in the Directors' Report under the heading 'Corporate Governance' forming part of the Annual Report.	

By Order of the Board of Directors

Manoj Gagvani
Company Secretary & Head – Legal

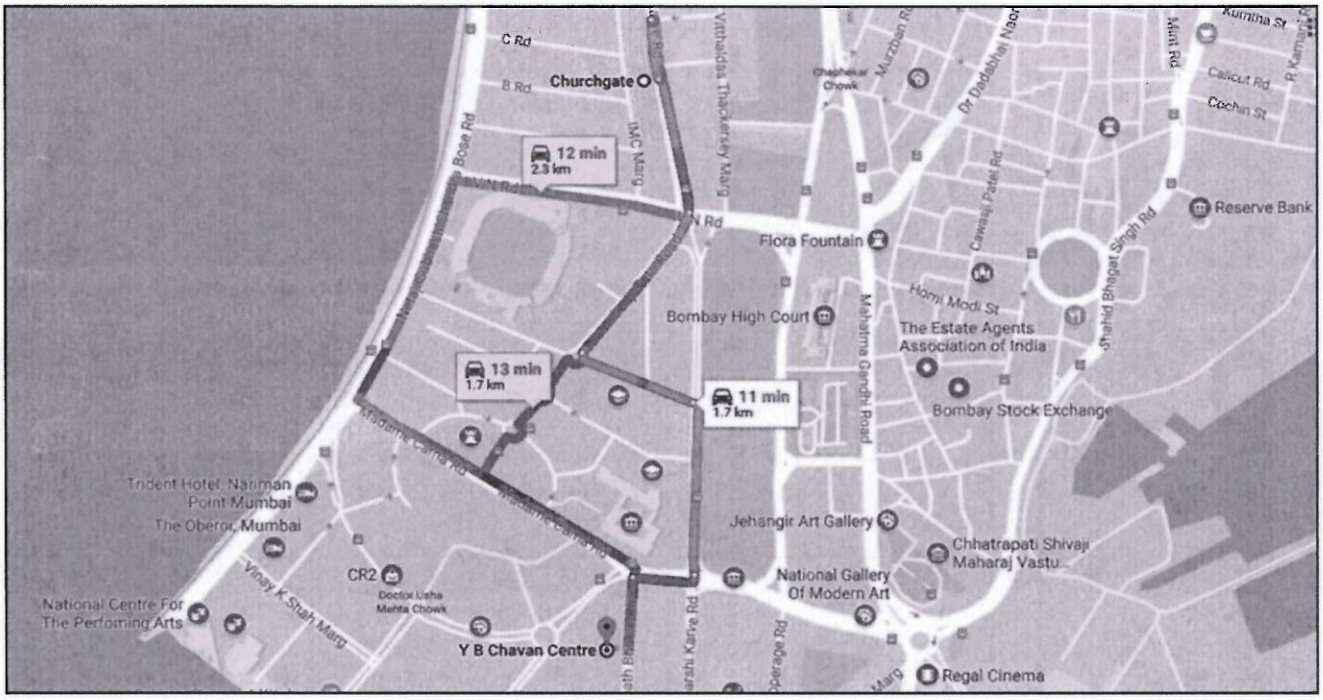
Place: Mumbai
Date: 26th May, 2017

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

Information required pursuant to Regulation 36 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings (SS-2), in respect of Directors seeking appointment / re-appointment at the Annual General Meeting

Name of Director	Narendra Baheti	Ashni Biyani
Date of Birth	26th December, 1967	25th December, 1984
Age	49 years	32 years
Date of first appointment on the Board	30th August, 2016	15th November, 2014
Qualifications	Graduate in Commerce	Graduate in Textile Designing
Experience and Expertise in Specific Functional Area	Narendra Baheti with his vast and varied experience continues to contribute in formulation of Integrated Food Strategy. He carries with him professional expertise in dealing into agri commodity products and has been instrumental in setting up the sourcing, processing and distribution centers for Staples (Agribusiness) in leading cities like Mumbai, Delhi, Kolkata, Bangalore and Hyderabad, for ensuring city specific reach of assortments to meet the established consumption pattern. As a mentor to erstwhile Future Agrovet Limited, (having amalgamated with the Company) he has also strengthened the supply chain management which today aids the Staples distribution to various formats of Future Group.	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. Ashni has led the conceptualization and launch of various business formats across Future Group. She is currently focusing on creating futuristic food and fashion concepts.
Terms and conditions of appointment	As per the resolution at Item No. 4 & 5 of the Notice read with Explanatory Statement thereto.	As per the resolution at Item No. 6 of the Notice read with Explanatory Statement thereto.
Number of Board meetings attended during the year 2016-17	3 (Three)	6 (Six)
Directorships held in other listed companies (As on March 31, 2017)	None	None
Directorships of other companies (As on March 31, 2017)	• Premium Harvest Limited • Aadhaar Wholesale Trading and Distribution Limited	• Future Ideas Company Limited • Idiom Design and Consulting Limited • Futurebazaar India Limited • Future Brands Limited • Futurefone Limited • Future People Services Limited • Future Capital Investment Private Limited • Idea India Ka Innovations Private Limited • Foresight Bullion India Private Limited • Holii Accessories Private Limited
Chairmanship / Membership of Committees of the Board of Directors of other listed companies (As on March 31, 2017)	None	None
Chairmanship / Membership of Committees of other companies (As on March 31, 2017)	**Aadhaar Wholesale Trading and Distribution Limited** Audit Committee – Member Nomination & Remuneration Committee – Member	**Future Ideas Company Limited** Audit Committee – Member Nomination & Remuneration Committee – Member **Future Brands Limited** Committee of Directors - Member **Idiom Design And Consulting Limited** Nomination & Remuneration Committee – Member
Shareholding of Director(s) (As on March 31, 2017)	6,80,000 Equity Shares	67,169 Equity Shares
Relationship with other Directors/ Key Managerial Personnel	Not related to any Director / Key Managerial Personnel.	Ms. Ashni Biyani is the daughter of Mr. Kishore Biyani, Promoter and Vice Chairman of the Company.

ROUTE MAP FOR THE VENUE OF AGM



The prominent land mark for the venue is Mantralaya.