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

17th January, 2017

To,
Department of Corporate Services
BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street, Mumbai-400 001
Scrip Code: 533400

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

Dear Sir / Madam,

Sub: Passing of Resolution by Postal Ballot

On the above subject, this is to inform you that, in terms of the provisions of Section 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, consent of the Shareholders of the Company is being sought through Postal Ballot for the following matters:

1. Issue of Non-Convertible Debentures
2. Alteration of Objects Clause of the Memorandum of Association of the Company

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

Kindly take the same on records and acknowledge receipt of the same.

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

POSTAL BALLOT NOTICE

(Pursuant to Section 110 of the Companies Act, 2013)

Dear Shareholder(s),

Notice is hereby given that pursuant to Section 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, as amended from time to time (hereinafter referred to as the **"Rules"**), the Special Resolution(s) in respect of the matter(s) as set out in accompanying Postal Ballot Notice is proposed to be transacted by way of Postal Ballot.

An explanatory statement pertaining to the said Resolution(s) setting out material facts in respect of the same is annexed hereto. This Postal Ballot Notice together with postal ballot form is being sent to you for your consideration.

Members who wish to cast their votes physically through postal ballot form are requested to carefully read the instructions printed in the postal ballot form and return the form duly completed in the attached self addressed postage pre-paid envelope so as to reach the Scrutinizer on or before 16th February, 2017.

In accordance to the provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and that of the Rules, the Company is pleased to offer e-voting facility to its Shareholders. The Company has engaged National Securities Depository Limited (**"NSDL"**), an agency authorized by the Ministry of Corporate Affairs (**"MCA"**) for providing e-voting platform. The procedure for e-voting is explained under the Notes provided with this Postal Ballot Notice.

1. Issue of Non-Convertible Debentures.

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 42, 71 and other applicable provisions, if any, of the Companies Act, 2013, and Rules framed there under (including any statutory modification(s) or re-enactments thereof for the time being in force), and in accordance with the provisions as may be prescribed by Securities and Exchange Board of India, or such other agencies/ authorities, read together with applicable Rules, Regulations, Guidelines and Circulars thereto, as amended from time to time and in force, and subject to such consents, approvals and permissions that may be necessary in that regards and subject to such conditions that may be imposed by any authority while granting such consents, approvals and permissions as may be agreed to by the Board of Directors of the Company (the "**Board**" which term shall deemed to include its **"Committee of Directors"** thereof), consent of the Shareholders of the Company ("**Shareholders**") be and is hereby accorded for making offer(s) or invitation(s) to subscribe to Non-Convertible Debentures on private placement basis or otherwise as may be permissible, in one or more tranches, during the period of one year from the date of passing of the Special Resolution, within the overall borrowing limits of the Company, as approved by the Shareholders from time to time.

RESOLVED FURTHER THAT the Board be and is hereby authorised on behalf of the Company to determine the terms and conditions for issue of Non-Convertible Debentures, including the class of investors to whom the same be issued, listing of Non - Convertible Debentures and to do all such acts, deeds, matters and things as it may, in its absolute discretion consider necessary, expedient or desirable and to settle any questions, difficulties or doubts that may arise with respect to the above matter without requiring the Board to secure any further consent or approval of the Shareholders including to authorise one or more representatives to carry out any of the activities that the Board is authorised to do for the purpose of giving effect to this resolution."

2. Alteration of Objects Clause of the Memorandum of Association of the Company

To consider and if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 13 and 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 subject to such consents, approvals and permissions as may be required and also subject to such conditions that may be imposed by any authority while granting such consents, approvals and permissions which may be agreed to by the Board of Directors of the Company (the "**Board**" which term shall deemed to include its **"Committee of Directors"** thereof), consent of the Shareholders of the Company ("**Shareholders**") be and is hereby accorded to alter the Objects Clause of the Memorandum of Association of the Company by deleting the following existing Clause III(a)(3) from the Main Objects and inserting the same as Clause III(b)(1F) after the existing Clause III(b)(1E) of the Memorandum of Association of the Company:

To subscribe for, absolutely or conditionally, purchase or otherwise acquire and to hold, dispose of and trade in shares, stocks and securities of any other company whether Indian or foreign, carry on the business of financiers, that is to say, to lend money either with or without security to such person or persons, firms, associations, companies, or bodies corporate and upon such terms and conditions as the Company thinks fit but the Company shall not do banking as defined in the Banking Regulation Act, 1949, mobilise capital from financial investors and public markets and to manage the investment of such funds in business opportunities in India.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds, matters and things as it may, in its absolute discretion, consider necessary, expedient or desirable, and to settle any questions, difficulties or doubts that may arise with respect to the above matter without requiring the Board to secure any further consent or approval of the Shareholders including to authorise one or more representatives to carry out any of the activities that the Board is authorised to do 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: 12th January, 2017

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

Notes:

1. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, setting out material facts in relation to the Resolution(s) as set out in the Postal Ballot Notice is annexed hereto.
2. The Company offers e-voting option to all the Members. Members have an option to vote either through e-voting or physically through postal ballot form. Members opting for e-voting should not vote through postal ballot form. Similarly, Members opting to vote through postal ballot form should not exercise the option for e-voting. However, in case Members cast their vote exercising both the options, i.e through postal ballot form and e-voting, then votes casted through e-voting shall only be taken into consideration and votes casted by postal ballot form shall be treated as invalid. E-voting shall commence from 18th January, 2017 at 9.00 a.m. and shall end on 16th February, 2017 at 5.00 p.m.
3. The Company has appointed Mr. Nilesh Shah, Practising Company Secretary (Membership No. FCS 4554) as the Scrutinizer to scrutinize the e-voting process and voting done through physical postal ballot form in a fair and transparent manner. The postal ballot form and the self- addressed postage pre-paid envelope are enclosed for use of the Members.
4. Members whose names appear on the Register of Members / List of Beneficial Owners as on the cut-off date i.e. 6th January, 2017 will be considered for the purpose of voting.
5. The voting rights with one vote per share shall be reckoned on the paid-up value of shares registered in the name of the Shareholders as on the cut-off date i.e. 6th January, 2017.
6. All documents referred to in the accompanying Notice and the Explanatory Statement are open for inspection at the Registered Office of the Company between 11.00 a.m. and 1.00 p.m., up to 16th February, 2017 on all working days (except Saturday, Sunday and Public Holidays).
7. Members who have registered their e-mail ids for receipt of documents in electronic mode under the 'Green Initiative' undertaken by MCA, are being sent postal ballot notice alongwith with postal ballot form on their registered e-mail IDs. For Members whose email IDs are not registered, physical copy of the Postal Ballot Notice together with the Postal Ballot Form is being sent by permitted mode along with a self- addressed postage pre-paid envelope. Members have an option to cast their votes either through e-voting or through postal ballot form. Members who wish to cast their votes physically through postal ballot form may do so by filling up the details required therein. The postal ballot form for casting vote physically can also be obtained from the Company's Registrar and Share Transfer Agents, Link Intime India Private Limited, C-13, Pannalal Silk Mills Compound, LBS Marg, Bhandup (West), Mumbai – 400 078 or from the Company.
8. The postal ballot form duly completed should be sent to the Scrutinizer in the attached self-addressed postage pre-paid envelope, so as to reach the Scrutinizer on or before 16th February, 2017 to be eligible for being considered failing which, it will be strictly treated as if no reply has been received from the Member.
9. The Scrutinizer will submit his report to the Company after completion of the scrutiny and the results of postal ballot will be announced on 17th February, 2017. The results of postal ballot alongwith Scrutinizer's Report will 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.

INSTRUCTIONS FOR VOTING

For Members opting to vote physically through postal ballot form

1. You are requested to carefully read the instructions printed in the postal ballot form and return the form duly completed with your assent (for) or dissent (against), in the attached postage pre-paid envelope, so as to reach the Scrutinizer on or before 16th February, 2017, to be eligible for being considered, failing which, it will be strictly treated as if no reply has been received from the Member.

For Members opting to vote electronically through e-voting

Instructions for Members for 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 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 E-Voting opens. Click on E-Voting: Active Voting Cycles

(vii) Select "EVEN" of Future Consumer Limited

(viii) Now you are ready for 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 Postal Ballot Notice:

(i) Initial password is provided at the bottom of the postal ballot form.

(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 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 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).

Explanatory Statement pursuant to section 102 of the Companies Act, 2013.

Item No. 1

As per the provisions of the Companies Act, 2013 read with the Rules framed there under **("Act")**, a company offering or making an invitation to subscribe to Non-Convertible Debentures (**"NCDs"**) is required to obtain the prior approval of the Shareholders of the Company (**"Shareholders"**) by way of a Special Resolution. Such an approval by way of Special Resolution can be obtained once a year for all the offers and invitations to be made for such NCDs during the year.

The Shareholders had at an Extra Ordinary General Meeting held on 22nd January, 2016, approved issue of NCDs on private placement basis or otherwise, within the overall borrowing limits of the Company, as approved by the Shareholders from time to time. However, the Company has not made any offer for issue of NCDs under the said approval.

Considering the business requirements, the Company may need to avail borrowings by issuance of NCDs. Since the earlier resolution passed by the Shareholders is valid only for a period of one year from the date of its approval, fresh approval of the Shareholders is being sought by way of this Special Resolution in terms of Sections 42 and 71 of the Act, to enable the Company to offer or invite subscriptions for NCDs, in one or more tranches. The approval as sought shall enable the Company to offer or invite subscriptions for NCDs during the period of one year from the date of passing of the Special Resolution by the Shareholders, subject however to the overall borrowing limits, that may have been approved by the Shareholders from time to time.

Your Directors recommend the Resolution proposed at Item No. 1 of this Notice for your approval.

None of the Directors and/or Key Managerial Personnel of the Company and/or their respective relatives are in any way concerned or interested in said Special Resolution.

Item No. 2

While seeking approval of the Registrar of Companies, Mumbai, Maharashtra (**"ROC"**), for change in name of the Company from 'Future Consumer Enterprise Limited' to 'Future Consumer Limited', the Company has been advised by the ROC to alter the Memorandum of Association (**"MOA"**) by removing the existing Clause III(a)(3) from the main objects, which otherwise enables the Company to undertake activities of trading and dealing in stock and securities of any other company.

The Company presently undertakes business of sourcing, processing, manufacturing, branding and distribution of food / FMCG products. Since the activities of trading and dealing in stock and securities is not the main business activity undertaken by the Company, it is proposed to alter the objects clause of the MOA of the Company by deleting the existing Clause III(a)(3) from the Main Objects and inserting the same under the existing Clause III(b) - 'the objects incidental and ancillary to the attainment of the main objects', as Clause III(b)(1F) after the existing Clause III(b)(1E).

In terms of the provisions of Section 13 of the Companies Act, 2013, the objects clause of the MOA can be altered only by seeking approval of the shareholders by way of passing a Special Resolution. In furtherance to the above, Rule 22 of the Companies (Management and Administration) Rules, 2014, stipulates that consent of the shareholders for this purpose shall be obtained by means of postal ballot. Accordingly, approval of the Shareholders is being sought through postal ballot by passing of Special Resolution as set out in this Postal Ballot Notice.

The copy of a) existing Memorandum and Articles of Association of the Company and b) Memorandum and Articles of Association of the Company incorporating the proposed amendment(s) thereto will be available for inspection by the Members at the Registered Office of the Company between 11.00 a.m. and 1.00 p.m., upto 16th February, 2017, on all working days (except Saturday, Sunday and Public Holidays).

Your Directors recommend the Resolution proposed at Item No. 2 of this Notice for your approval.

None of the Directors and/or Key Managerial Personnel of the Company and/or their respective relatives are in any way concerned or interested in the said Special Resolution.

By Order of the Board of Directors

Manoj Gagvani
Company Secretary & Head-Legal

Place: Mumbai
Date: 12th January, 2017

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

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