FUTURE CONSUMER ENTERPRISE LIMITED
an integrated food & FMCG company

30th August, 2016

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 : FCEL

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. Change in name of the Company
2. Alteration of Main Objects of the Memorandum of Association of the Company

In terms of the 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 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

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 are 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 29th September, 2016.

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. **Change in name 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 and Rules framed thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and subject to the approval of the Stock Exchange(s) where the shares of the Company are listed, the Central Government and / or any other concerned authorities, consent of the Shareholders of the Company be and is hereby accorded for changing the name of the Company from **'Future Consumer Enterprise Limited'** to **'Future Consumer Limited'** or such other name as may be requested for and approved by the Registrar of Companies and / or other competent authority.

   RESOLVED FURTHER THAT upon the change of name of the Company becoming effective, the name **'Future Consumer Enterprise Limited'** wherever it appears in the Memorandum of Association and the Articles of Association of the Company, Books of Accounts, Statutory Records, Letterheads, name plates and all other places and records concerning the Company, be substituted with the new name of the Company.

   RESOLVED FURTHER THAT the Board of Directors of the Company (the **"Board"** which term shall be deemed to include the **"Committee of Directors"** thereof) 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, including in relation to any other name, making representations and to settle any questions 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 of the Company and to authorize one or more representatives to carry out any or all activities that the Board is authorized to do for the purpose of giving effect to this resolution."

2. **Alteration of Main Objects 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 and approvals as may be required and also subject to such conditions that may be imposed by any authority while granting such consents and approvals and 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 main objects of the Memorandum of Association of the Company by substituting the existing Clause III(a)(1) of the Object Clause of the Memorandum of Association of the Company with the following Clause **III**(a)(1):

   To carry on the business, whether in India or abroad, of sourcing, processing, manufacturing, branding, distributing, selling, marketing, promoting, trading, buying, importing, exporting, using, improving, developing, storing, preserving, packing, re-packing, refining, transporting and otherwise dealing in any manner in all types of food, beverages and edible products including cereals, spices, masalas, vegetables, fruits, vegetarian and non-vegetarian food products, dairy products, milk products,bakery products, flours and mixes, frozen foods, packed foods, canned or tinned convenience foods, ready to eat foods, processed foods, drinks of all kind and every description,and all kind of fast moving consumer goods and products including personal care products, health care products, home care products such as soaps, body washes, shampoos, laundry products, wipes, creams, lotions and other similar products of all kind and every description, providing and availing incidental and ancillary services in

relation thereto and carrying out any and all such activities as may be necessary or related to or in connection with the business of the Company including by way of acting as agents, principals, contractors, warehousers, dealers, distributors, stockists, transporters, marketers, cultivators, convertors, franschisors, brokers, consultants, collaborators, job workers, service providers of all nature and/or otherwise.

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 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 of the Company and to authorize one or more representatives to carry out any or all activities that the Board is authorized to do for the purpose of giving effect to this resolution."

By Order of the Board of Directors

Place: Mumbai
Date: 12th August, 2016

Manoj Gagvani
Company Secretary & Head-Legal

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 Resolutions 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 31st August, 2016 at 9.00 a.m. and shall end on 29th September, 2016 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. 12th August, 2016 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. 12th August, 2016.
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 29th September, 2016 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 29th September, 2016 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 30th September, 2016. The results of postal ballot alongwith Scrutinizer 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 29th September, 2016, 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 Enterprise 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 Remote E-Voting: Active Voting Cycles

(vii) Select "EVEN" of Future Consumer Enterprise 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

The Company is an integrated food and FMCG company that operates across sourcing, processing, manufacturing, branding and distribution of food products and offers a wide range of food and FMCG products through various brands.

The Company proposes to create an umbrella brand, **'Future Consumer'** for using it across all packaging, communication and other consumer touch points by all the brands marketed by the Company.

The Board is of the opinion that a common consumer umbrella brand would help simplify as well as amplify the communication on the packaging of the brands marketed by the Company.

In view of the aforesaid, the present name of the Company is proposed to be changed to 'Future Consumer Limited'. The Board of Directors of your Company have, subject to the approval of the Shareholders, the Stock Exchange(s) where the shares of the Company are listed, the Central Government and / or any other regulatory authorities, approved the change in name of the Company from 'Future Consumer Enterprise Limited' to 'Future Consumer Limited' or such other name as may be approved by the Registrar of Companies and / or other competent authority and acceptable to the Board of Directors.

As per the provisions of Section 13 of the Companies Act, 2013, approval of the Shareholders by way of a Special Resolution and also approval of the Central Government is required for change in name of the Company. The necessary application shall be made to the Central Government for proposed change in name of the Company. Upon receiving requisite approval, necessary changes shall be made in the Memorandum and Articles of Association of the Company.

A copy of (a) the existing Memorandum and Articles of Association of the Company, and (b) the Memorandum and Articles of Association incorporating the proposed change in name of the Company will be available for inspection by the Members at the Registered Office of the Company between 11.00 a.m. to 1.00 p.m. upto 29th September, 2016, on all working days (except Saturday, Sunday and Public Holidays).

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

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

Item No. 2

In terms of the Investment Agreement dated 25th January, 2016 executed between the Company and Black River Food 2 Pte. Ltd (**"Black River"**), the Company is required to alter the objects clause of the Memorandum of Association (**"MOA"**) to remove any and all references to the Company undertaking any retail trading activities.

The existing Clause III(a)(1) of the MOA permits the Company to undertake retail business. Accordingly, it is proposed to alter Clause III(a)(1) of the MOA to enable the Company to make necessary modification by replacing the said clause with objects permitting to undertake the existing business of sourcing, processing, manufacturing, branding and distribution of food / FMCG products.

In terms of the provisions of Section 13 of the Companies Act, 2013, the object clause of the MOA can be altered only by seeking an approval of the Shareholders of the Company 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 of the Company 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. to 1.00 p.m. upto 29th September, 2016, 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 the Key Managerial Personnel of the Company and /or their respective relatives are in any way concerned or interested in the aforesaid Special Resolution.

By Order of the Board of Directors

Place: Mumbai
Date: 12th August, 2016

Manoj Gagvani
Company Secretary & Head-Legal

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

Printed by: www.westernpress.in