FUTURE CONSUMER ENTERPRISE LIMITED

an integrated food & FMCG company

29th December, 2014

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 in respect of the Special Resolution for granting authority to the Board of Directors to make investments, give loans, provide guarantee / security in excess of limits prescribed under Section 186 of the Companies Act, 2013.

In terms of provisions of Clause 31(c) of the Listing Agreement, please find attached herewith three copies 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

(formerly known as Future Ventures India 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 3084 1300 **Fax:** +91 22 6199 5391 **Emai:** 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"**), that the Special Resolution in respect of granting authority to the Board of Directors to make investments, give loans, provide guarantee/security in excess of limits prescribed under Section 186 of the Companies Act, 2013 is proposed to be passed by way of Postal Ballot.

An explanatory statement pertaining to the said Resolution, setting out material facts in respect of 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 the close of working hours on Tuesday, 27th January, 2015.

In accordance to the provisions of the Listing Agreement 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. AUTHORITY TO THE BOARD OF DIRECTORS TO MAKE INVESTMENTS, GIVE LOANS, PROVIDE GUARANTEE/ SECURITY IN EXCESS OF LIMITS PRESCRIBED UNDER SECTION 186 OF THE COMPANIES ACT, 2013

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

"**RESOLVED THAT** in supersession of the earlier resolution(s) passed by the Shareholders of the Company **("Shareholders")** and pursuant to the provisions of Section 186 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 subject to such consents, approvals, and permissions as 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 be deemed to include its **"Committee of Directors"**), consent of the Shareholders be and is hereby accorded to the Board to make loan(s) to any person or other body corporate and/or give any guarantee(s) / provide any security(ies) in connection with loan(s) made to any body corporate or person and/or acquire by way of subscription, purchase or otherwise, securities of any body corporate upto an aggregate amount not exceeding ₹ 1,800.00 Crore (Rupees One Thousand Eight Hundred Crore Only) notwithstanding that the aggregate of loan(s), guarantee(s) or security(ies) so far given or to be given and/or investment(s) so far made or to be made may exceed the limits prescribed under Section 186 of the Companies Act, 2013.

RESOLVED FURTHER THAT the Board be and is hereby authorised on behalf of the Company to do all such acts, deeds, matters and things as it may, in its absolute discretion deem necessary and with power on behalf of the Company to settle any questions, difficulties or doubts that may arise in this regard without requiring the Board to secure any further consent or approval of the Shareholders and the Board is hereby further authorized to nominate one or more representatives of the Company to execute such further deeds, documents and writings that may be considered necessary and to carry out any or all activities that the Board is empowered to do for the purpose of giving effect to this resolution."

By Order of the Board of Directors

Place: Mumbai
Date: 12th December, 2014

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 Resolution as set out in the Postal Ballot Notice is annexed hereto.

2. The Company has appointed Mr. Nilesh Shah, Practising Company Secretary as the Scrutinizer to receive and scrutinize the postal ballot forms from the Members. The postal ballot form and the self- addressed postage pre-paid envelope are enclosed for use of the Members.

3. The voting rights with one vote per share shall be reckoned on the paid up value of shares registered in the names of the Shareholders as on 19th December, 2014.

4. The Company also 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, cannot 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 postal ballot form shall only be taken into consideration and votes casted by e-voting shall be treated as invalid. E-voting shall commence from Friday, 26th December, 2014 at 9.30 a.m. and shall end on Tuesday, 27th January, 2015 at 6.00 p.m.

5. 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. 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. 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 the close of working hours on Tuesday, 27th January, 2015 to be eligible for being considered failing which, it will be strictly treated as if no reply has been received from the Member.

6. The Scrutinizer will submit his report to the Company after completion of the scrutiny and the results of postal ballot will be announced by placing it on the website of the Company www.futureconsumer.in on Wednesday, 28th January, 2015.

INSTRUCTIONS FOR VOTING

For Members opting to vote physically through postal ballot form

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 self addressed postage pre-paid envelope, so as to reach the Scrutinizer on or before the close of working hours on Tuesday, 27th January, 2015 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 process

1. Instructions for Members exercising votes through e-voting process.

   a. For Members' receiving e-mail on their registered email ids from NSDL:

      i. Open e-mail and open PDF file viz; "FutureConsumer 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 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 casted your vote for 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: nilesh@ngshah.com with a copy marked to evoting@nsdl.co.in and investor.care@futureconsumer.in

b. In case of Members receiving postal ballot form by Post:

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

ii. Please follow all steps from Sl. No. (a) (ii) to Sl. No. (a) (xii) above to cast your vote.

2. In case of any queries, you may refer to the Frequently Asked Questions (FAQs) for Members and e-voting user manual for Members available at the downloads section of www.evoting.nsdl.com or contact NSDL at the following Telephone No: 022-24994600

3. If you are already registered with NSDL for e-voting, then you can use your existing User ID and password for casting your vote.

4. 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

In terms of the provisions of Section 186 of the Companies Act, 2013, giving of any loan to any person or other body corporate and/ or to give any guarantee(s) / provide any security(ies) in connection with loan(s) made to any other body corporate or person and/or acquiring by way of subscription, purchase or otherwise, securities of any body corporate, in excess of the limits prescribed, requires approval of the Shareholders by way of a Special Resolution.

The Shareholders of the Company had earlier by way of a Special Resolution passed under the provisions of Section 186 of the Companies Act, 2013 and rules framed thereunder authorised the Board of Directors to make investments, give loans, provide guarantee/security in excess of limits prescribed thereunder upto an aggregate amount not exceeding ₹ 900.00 Crore (Rupees Nine Hundred Crore Only).

Considering the current business operations and further growth plans of the Company, it would be necessary to enhance the authorization granted to the Board of Directors of the Company to make any loan to any body corporate, give any guarantee or provide security in connection with loan made to any other body corporate and acquire by way of subscription, purchase or otherwise the securities of any other body corporate exceeding the limits prescribed under Section 186 of the Companies Act, 2013.

Accordingly, prior approval of the Shareholders is being sought by way of Special Resolution as set in Item No. 1 of this Notice.

Your Directors recommend the Resolution 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 save and except to the extent of their directorship/shareholding in any such body corporate as may be applicable.

By Order of the Board of Directors

Place: Mumbai
Date: 12th December, 2014

Manoj Gagvani
Company Secretary & Head-Legal

Registered Office:

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