FUTURE CONSUMER ENTERPRISE LIMITED

(formerly known as Future Ventures India Limited)
Corporate Identitiy 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 Email: investor.care@futureventures.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 Resolution(s) in respect of matters 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 each of the matters specified in the Postal Ballot Notice 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 Monday, 6th October, 2014.

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. **To approve borrowing limits 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 in supersession of the Resolution passed by the Shareholders of the Company at an Extra Ordinary General Meeting held on 5th February, 2008 and pursuant to the provisions of Section 180(1)(c), 180(2) and other applicable provisions, if any, of the Companies Act, 2013, read with 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, consent of the Shareholders of the Company **("Shareholders")** be and is hereby granted to the Board of Directors of the Company (**the "Board"**, which term shall be deemed to include its "Committee of Directors") for borrowing from time to time, whether by way of advances, loans, issue of debentures/bonds or other instruments and/or otherwise, any sum or sums of monies, which together with the monies already borrowed by the Company (apart from temporary loans obtained or to be obtained from the Company's bankers in the ordinary course of business), may exceed the aggregate of the paid-up share capital of the Company and its free reserves, that is to say, reserves not set apart for any specific purpose, provided that the total outstanding amount so borrowed shall not at any time exceed the limit of ₹ 1,000 Crore (Rupees One Thousand Crore only).

   RESOLVED FURTHER THAT the Board be and is hereby authorised on behalf of the Company to discuss, negotiate and finalise the terms and conditions for all such monies to be borrowed from time to time as to interest, repayment, security or otherwise howsoever it may think fit and to do all such acts, deeds, matters and things as it may, in its absolute discretion deem expedient and 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."

2. **Creation of charges on the assets 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 in supersession of the Resolution passed by the Shareholders of the Company at an Extra Ordinary General Meeting held on 5th February, 2008 and pursuant to the provisions of Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013, read with 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, consent of the Shareholders of the Company **("Shareholders")** be and is hereby accorded for creation by the Board of Directors of the Company (the **"Board"**, which term shall be deemed to include its "Committee of Directors"), such mortgages, charges and hypothecations as may be necessary on such of the assets of the Company, both present and future, in such manner as the Board may direct, together with power to take over the management of the Company in certain events, to or in favour of financial institutions, investment institutions and their subsidiaries, banks, mutual funds, trusts, other bodies corporate or other entities as may be permissible (hereinafter referred to as the **"Lending Agencies"**) and trustees for the holders of debentures/ bonds and/

or other instruments which may be issued on private placement basis or otherwise, to secure rupee term loans/foreign currency loans, debentures, bonds and other instruments of an outstanding aggregate value not exceeding ₹ 1,000 Crore (Rupees One Thousand Crore Only) together with interest thereon at the agreed rates, further interest, liquidated damages, premium on pre-payment or on redemption, costs, charges, expenses and all other monies payable by the Company to the trustees under the Trust Deed and to the Lending Agencies under their respective Agreements / Loan Agreements / Debenture Trust Deeds entered / to be entered into by the Company in respect of the said borrowings.

RESOLVED FURTHER THAT the Board be and is hereby authorised to finalise with such Lending Agencies/trustees, the terms and conditions and the documents for creating the aforesaid mortgage or charge and/or hypothecations and to accept any modifications to, or to modify, alter or vary, the terms and conditions or the documents as may be required and to do all such acts, deeds, matters and things, as it may in its absolute discretion deem necessary, proper or desirable and to settle any questions, difficulties or doubts that may arise in regard to creating mortgages / charges as aforesaid 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."

3. **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, read with 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, Reserve Bank 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 be deemed to include its "Committee of Directors"), 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 deem expedient and 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, agreements, undertakings and writings of all nature 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."

4. **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** 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 of the Company (**"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 ₹ 900.00 Crore (Rupees Nine 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 be 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."

5 Approval for Related Party Transaction(s).

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

"RESOLVED THAT pursuant to provisions of Section 188 and other applicable provisions, if any, of the Companies Act, 2013 read with Rules framed there under (including any statutory modification(s) or re-enactments thereof for the time being in force) and the provisions of Listing Agreement executed with the Stock Exchanges (as amended from time to time), consent of the Shareholders of the Company be and is hereby accorded to the Company, for entering into following related party transaction(s) with respective parties and to the extent of the maximum amounts in any financial year, stated against respective nature of transactions as provided below:

Nature of Transactions as per Section 188 of the Companies Act, 2013	Name of the Related Party	Name of Director or Key Managerial Personnel who is related, if any	Nature of Relationship	Material Terms, Monetary value and particulars of the contract or arrangement	Any Other Information relevant or important for the Members to take decision on the proposed resolution
Sale of Goods	Future Retail Limited	Mr. Kishore Biyani Mr. Anil Harish	- Mr. Kishore Biyani is the Director and Promoter of Future Retail Limited and the Company. - Mr. Anil Harish is the Director of Future Retail Limited and the Company.	Sale of goods at arms' length pricing upto ₹ 800 Crore per annum at prevailing market price from time to time as applicable in wholesale business. The goods are sold as per the terms and conditions provided under existing agreement for supply of goods.	None
Purchase of Goods	Future Agrovet Limited	Mr. Jagdish Shenoy	- Mr. Jagdish Shenoy is the Director of Future Agrovet Limited and the Company. - Subsidiary Company	Purchase of goods at arms' length pricing upto ₹ 150 Crore per annum at prevailing market price from time to time as applicable in wholesale business.	None

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

By Order of the Board of Directors

Manoj Gagvani
Company Secretary & Head-Legal

Place: Mumbai
Date: 12th August, 2014

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

5 Approval for Related Party Transaction(s).

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

"RESOLVED THAT pursuant to provisions of Section 188 and other applicable provisions, if any, of the Companies Act, 2013 read with Rules framed there under (including any statutory modification(s) or re-enactments thereof for the time being in force) and the provisions of Listing Agreement executed with the Stock Exchanges (as amended from time to time), consent of the Shareholders of the Company be and is hereby accorded to the Company, for entering into following related party transaction(s) with respective parties and to the extent of the maximum amounts in any financial year, stated against respective nature of transactions as provided below:

Nature of Transactions as per Section 188 of the Companies Act, 2013	Name of the Related Party	Name of Director or Key Managerial Personnel who is related, if any	Nature of Relationship	Material Terms, Monetary value and particulars of the contract or arrangement	Any Other Information relevant or important for the Members to take decision on the proposed resolution
Sale of Goods	Future Retail Limited	Mr. Kishore Biyani Mr. Anil Harish	- Mr. Kishore Biyani is the Director and Promoter of Future Retail Limited and the Company. - Mr. Anil Harish is the Director of Future Retail Limited and the Company.	Sale of goods at arms' length pricing upto ₹ 800 Crore per annum at prevailing market price from time to time as applicable in wholesale business. The goods are sold as per the terms and conditions provided under existing agreement for supply of goods.	None
Purchase of Goods	Future Agrovet Limited	Mr. Jagdish Shenoy	- Mr. Jagdish Shenoy is the Director of Future Agrovet Limited and the Company. - Subsidiary Company	Purchase of goods at arms' length pricing upto ₹ 150 Crore per annum at prevailing market price from time to time as applicable in wholesale business.	None

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

By Order of the Board of Directors

Manoj Gagvani
Company Secretary & Head-Legal

Place: Mumbai
Date: 12th August, 2014

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 respective Resolution(s) 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. All documents referred to in the accompanying Notice and the Explanatory Statement are open for inspection at the Registered Office of the Company during the office hours on all working days between 11.00 a.m. and 1.00 p.m., upto 6th October, 2014.
4. 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 15th August, 2014.
5. 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 Thursday, 4th September, 2014 at 9.30 a.m. and shall end on Monday, 6th October, 2014 at 6.00 p.m.
6. 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 Monday, 6th October, 2014 to be eligible for being considered failing which, it will be strictly treated as if no reply has been received from the Member.
7. 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 Tuesday, 7th October, 2014.

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 Monday, 6th October, 2014 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@futureventures.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 and 2

At an Extra Ordinary General Meeting held on 5th February, 2008, the Shareholders of the Company had by way of Ordinary Resolution(s) passed under the provisions of Section 293(1)(a) and 293(1)(d) of the Companies Act, 1956, approved the following :

1. borrowing monies on behalf of the Company (apart from temporary loans obtained or to be obtained from the Company's bankers in the ordinary course of business) in excess of the aggregate of the paid-up share capital of the Company and its free reserves, subject to the total outstanding amount so borrowed not exceeding a sum of ₹ 4,000 Crore at any point of time; and
2. creation of a mortgage or charge for the said borrowings, as security by way of mortgage/hypothecation on the Company's assets in favour of Company's Bankers/Financial Institutions/other investing agencies and trustees for the amounts borrowed within the limit as approved under Section 293(1)(d) of the Companies Act, 1956, including interest, charges, etc., payable thereon.

In terms of provisions of Section 180 of the Companies Act, 2013, (**"the Act"**), the above powers of the Board are required to be exercised only with the consent of the Shareholders by way of a Special Resolution.

The Ministry of Corporate Affairs (**"MCA"**) has vide its General Circular No. 4/2014 dated 25th March, 2014 clarified that the Ordinary Resolution passed under Sections 293(1)(a) and 293(1)(d) of the Companies Act, 1956 would be sufficient compliance of Section 180 of the Act only until 11th September, 2014.

The approval of the Shareholders for availing borrowings and creation of mortgage or charge for the said borrowing upto an amount of ₹ 1,000 Crore is therefore now being sought, by way of Special Resolution, pursuant to Section 180(1)(c) and 180(1)(a) of the Act, respectively.

Your Directors recommend the Resolution proposed at Item No. 1 and 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 aforesaid Special Resolution at Item No. 1 and 2 of the Notice.

Item No. 3

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 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 made for such NCDs during the year.

Considering the business requirements, the Company proposes to avail borrowings by issue of NCDs.

The approval of the Shareholders is being sought by way of a Special Resolution under Sections 42 and 71 of the Act, to enable the Company to offer or invite subscriptions for NCDs, in one or more tranches, during such period as prescribed, within the overall borrowing limits of the Company, as approved by the Shareholders from time to time.

Your Directors recommend the Resolution proposed at Item No. 3 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 aforesaid Special Resolution.

Item No. 4

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.

Considering the current business operations and further growth plans of the Company, it would be necessary to authorize 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.

In terms of the provisions of Section 186 of the Companies Act, 2013, prior approval of the Shareholders is being sought by way of Special Resolution as set out in Item No. 4 of this Notice.

Your Directors recommend the Resolution proposed at Item No. 4 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.

Item No. 5

In terms of provisions of Section 188(1) of the Companies Act, 2013 read with Rules framed there under, for entering into related party transactions as prescribed there under, the Company is required to obtain approval of the Board of Directors. It also provides that where the related party transactions exceed the thresholds prescribed, or do not meet the criteria mentioned therein, prior approval of the Shareholders by way of a Special Resolution will be required.

Further, the Listing Agreement with the Stock Exchanges (as amended) also provides for obtaining approval of the Shareholders by way of passing a Special Resolution for entering into material related party transactions as provided therein.

In accordance to the provisions of the Companies Act, 2013, the Board of Directors of your Company have approved entering into related party transactions providing the nature of such transactions, broad terms governing the same and the maximum amount per financial year upto which related party transactions may be entered by the Company. Approval of the Shareholders is therefore being sought by way Special Resolution set out at Item No. 5 of this Notice taking into consideration the merger of Future Agrovet Limited **("FAL")** with the Company, pursuant to Scheme of Amalgamation filed with Hon'ble High Court at Bombay, pending disposal. Consequent to approval of the said Scheme of Amalgamation, the Company shall sale goods being presently sold by FAL to Future Retail Limited which is estimated to be ₹ 650 Crore per annum.

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

Nature of Transactions as per Section 188 of the Companies Act, 2013	Name of the Related Party	Name of Director or Key Managerial Personnel who is related, if any	Nature of Relationship	Material Terms, Monetary value and particulars of the contract or arrangement	Any Other Information relevant or important for the Members to take decision on the proposed resolution
Sale of Goods	Future Retail Limited	Mr. Kishore Biyani Mr. Anil Harish	- Mr. Kishore Biyani is the Director and Promoter of Future Retail Limited and the Company. - Mr. Anil Harish is the Director of Future Retail Limited and the Company.	Sale of goods at arms' length pricing upto ₹ 800 Crore per annum at prevailing market price from time to time as applicable in wholesale business. The goods are sold as per the terms and conditions provided under existing agreement for supply of goods.	None
Purchase of Goods	Future Agrovet Limited	Mr. Jagdish Shenoy	- Mr. Jagdish Shenoy is the Director of Future Agrovet Limited and the Company. - Subsidiary Company	Purchase of goods at arms' length pricing upto ₹ 150 Crore per annum at prevailing market price from time to time as applicable in wholesale business.	None

The broad terms and other particulars of the contract or arrangement for sale of goods:

I **For sale of goods by the Company to Future Retail Limited ("FRL"):**

a) The Company shall act as an exclusive supplier of private products to FRL.

b) The products to be supplied to FRL shall be at agreed margins set under the agreement.

c) The title and risk in relation to the products shall pass on to the FRL once goods are delivered at store or any other destination designated by FRL.

d) The Company will provide assistance for liquidating slow moving products, if any which shall be informed by FRL prior to 25% of the expiry of shelf life of the products.

II **For sale of goods by Future Agrovet Limited ("FAL") to Future Retail Limited ("FRL"):**

a) FAL shall supply products with agreed minimum residual shelf life of respective products.

b) Products shall be delivered as per purchase orders raised by FRL within prescribed time frame or as may be agreed under respective purchase orders.

c) In case of any defect /deterioration in packaged products, the same shall be returned back to FAL.

No Shareholder of the Company being a related party or having any interest in the Special Resolution as set out at Item No. 5 of the Notice shall be entitled to vote on this Special Resolution.

Your Directors recommend the Resolution proposed at Item No. 5 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 aforesaid Special Resolution save and except to the extent of their directorship /shareholding, if any, in any of the entities mentioned in the resolution.

By Order of the Board of Directors

Manoj Gagvani
Company Secretary & Head-Legal

Place: Mumbai
Date: 12th August, 2014

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