FUTURE CONSUMER ENTERPRISE LIMITED

an integrated food & FMCG company

19th May, 2015

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.: Code of Fair Disclosure and Code of Conduct for Prevention of Insider Trading

In terms of the provisions of the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 read with Circular No. CIR/ISD/01/2015 dated 11th May, 2015 issued by the Securities and Exchange Board of India, this is to confirm that the Company has:

1. Formulated and published on its website – www.futureconsumer.in, 'Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information', copy of which is enclosed herewith.

2. Formulated the 'Code of Conduct for Prevention of Insider Trading'.

Kindly take it on record and acknowledge receipt of the same.

Yours truly,
For **Future Consumer Enterprise Limited**

Manoj Gagvani
Company Secretary & Head – Legal

Encl.: As above

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Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information

[Framed under Regulation 8(1) of Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015]

This document forms the Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information ("Code") adopted by Future Consumer Enterprise Limited ("FCEL" / "Company"). This Code is consistent with Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015.

The principles for fair disclosure, in terms of the Code adopted by the Company are as follows:

1. The Company shall promptly make public disclosure of unpublished price sensitive information that would impact price discovery, as soon as it has credible and concrete information, in order to make such information generally available. Such disclosures shall be subject to internal corporate approvals and made through the authorised personnel of the Company.

2. The Company shall make uniform and universal dissemination of unpublished price sensitive information to avoid selective disclosure.

3. The Company Secretary shall serve as Chief Investor Relations Officer and is authorised for the purposes of this Code to deal with dissemination of information and disclosure of unpublished price sensitive information.

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4. The Company shall make prompt dissemination of unpublished price sensitive information that gets disclosed selectively, inadvertently or otherwise if at all, to make such information generally available.

5. The Company shall make appropriate and fair response to queries on news reports and requests for verification of market rumours by regulatory authorities.

6. The company shall ensure that information shared with analysts and research personnel is not unpublished price sensitive information.

7. The Company shall develop best practices to make transcripts or records of proceedings of meetings with analysts and other investor relations conferences on the website of the Company to ensure official confirmation and documentation of disclosures made.

8. The Company shall handle all unpublished price sensitive information on a need-to-know basis.

Any subsequent modification(s) / amendment(s) to Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, to that extent, shall automatically apply to this Code.

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