

NOTICE

Notice is hereby given that the Fifteenth Annual General Meeting of the Members of **Future Ventures India Limited** will be held at Rangaswar Hall, 4th Floor, Y. B. Chavan Center, Gen. Jagannathrao Bhonsle Marg, Opp. Mantralaya, Mumbai - 400 021 on Friday, 23rd September, 2011 at 11.00 a.m. to transact the following businesses:

ORDINARY BUSINESS:

1. To consider and adopt the audited Balance Sheet as at 31st March, 2011 and the Profit and Loss Account, for the year ended on that date together with the Reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Anil Harish, who retires by rotation and being eligible, offers himself for re-appointment.
3. To appoint M/s. Deloitte Haskins & Sells, Chartered Accountants (Registration Number 008072S), as Statutory Auditors of the Company and to fix their remuneration, and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

“RESOLVED THAT M/s. Deloitte Haskins & Sells, Chartered Accountants registered with the Institute of Chartered Accountants of India (ICAI) vide registration number 008072S, the retiring Statutory Auditors, being eligible, be and are hereby re-appointed as Statutory Auditors of the Company to hold office from the conclusion of this meeting until the conclusion of the next Annual General Meeting of the Company and that the Audit Committee of the Board of Directors, be and is hereby authorised to fix their remuneration.”

SPECIAL BUSINESS:

4. To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:
“RESOLVED THAT Mr. Jagdish Shenoy who was appointed as an Additional Director of the Company by the Board of Directors, and who holds office upto the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing under Section 257 of the Companies Act, 1956, from a Member, proposing the candidature of Mr. Jagdish Shenoy for the office of Director of the Company, be and is hereby appointed as a Director of the Company, whose term shall be liable to retire by rotation.”
5. To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:
“RESOLVED THAT Mr. Gaurav Burman who was appointed as an Additional Director of the Company by the Board of Directors, and who holds office upto the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing under Section 257 of the Companies Act, 1956, from a Member, proposing the candidature of Mr. Gaurav Burman for the office of Director of the Company, be and is hereby appointed as a Director of the Company, whose term shall be liable to retire by rotation.”

By Order of the Board of Directors

**Sd/-
Manoj Gagvani
Company Secretary & Head-Legal**

Place: Mumbai
Date: 16th July, 2011

Registered Office:
Knowledge House, Shyam Nagar,
Off Jogeshwari Vikhroli Link Road,
Jogeshwari (East), Mumbai - 400 060.

NOTES:

- a) The Explanatory Statement pursuant to Section 173(2) of the Companies Act, 1956, in respect of the businesses set out in the Notice, wherever applicable, is annexed hereto.
- b) **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF /HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.**
- c) Proxies in order to be effective should be duly completed, stamped and signed and must be deposited at the Registered Office of the Company not less than 48 hours before the time for holding the Annual General Meeting.
- d) Corporate Members intending to send their authorised representative(s) to attend the Annual General Meeting are requested to send a certified copy of the Board Resolution authorising their representative to attend and vote on their behalf at the Annual General Meeting.
- e) The Register of Members and the Share Transfer Books of the Company will remain closed from Tuesday, 20th September, 2011 to Friday, 23rd September, 2011 (both days inclusive).
- f) Members who hold shares in electronic form are requested to write their Client ID and DP ID numbers and those who hold shares in physical form are requested to write their folio numbers in the attendance slip for attending the meeting to facilitate identification of membership at the Annual General Meeting.
- g) Members are requested to send all communications relating to shares to the Registrar and Share Transfer Agents of the Company at the following address:
Link Intime India Private Limited
C-13, Pannalal Silk Mills Compound,
L.B.S. Marg, Bhandup (West), Mumbai – 400 078
Tel No.: +91 22 2594 6970
Fax No.: +91 22 2594 6969
Email: rnt.helpdesk@linkintime.co.in
- h) Members desirous of obtaining any information as regards Accounts of the Company are requested to write to the Company at least one week before the Annual General Meeting so that the information required will be made available at the Annual General Meeting.
- i) Documents referred to in the accompanying Notice and the Explanatory Statement are available for inspection at the Registered Office of the Company on all working days between 11.00 a.m and 1.00 p.m. upto the date of the Annual General Meeting.
- j) Members/ Proxies are requested to bring the Attendance Slip(s) duly filled in and copies of the Annual Report at the Annual General Meeting.
- k) Information as required to be provided pursuant to the requirements of Clause 49 of the Listing Agreement with regards to the Directors seeking appointment and re-appointment at this Annual General Meeting is given as an Annexure to this Notice.

Important Communication to Members

The Ministry of Corporate Affairs (“MCA”) has taken a “Green Initiative in Corporate Governance” allowing paperless compliances by companies through electronic mode. Pursuant to the same, we propose to send notices/ documents including the Annual Report to the Members in electronic form, to the e-mail address provided by them and made available to us by the Depositories. Members who have not registered their e-mail addresses so far are requested to register their e-mail addresses, in respect of electronic holdings with the Depository through their concerned Depository Participant. Members who hold shares in physical form are requested to register their e-mail addresses with Link Intime India Private Limited, Registrar and Share Transfer Agents of the Company.

EXPLANATORY STATEMENT PURSUANT TO SECTION 173(2) OF THE COMPANIES ACT, 1956.

ITEM NO. 4

Mr. Jagdish Shenoy was appointed as an Additional Director of the Company by the Board of Directors with effect from 10th August, 2010. Pursuant to the provisions of Section 260 of the Companies Act, 1956 read with Article 16.3 of the Articles of Association of the Company, Mr. Jagdish Shenoy shall hold office only upto the date of this Annual General Meeting. In terms of the provisions of Section 257 of the Companies Act, 1956, the Company has received a notice from a Member, signifying his intention to propose the appointment of Mr. Jagdish Shenoy, as a Director of the Company.

Mr. Jagdish Shenoy aged 44, is a qualified chartered accountant with over 20 years of experience into systems documentation and business advisory. He has in the past been associated with RSM & Company, Chartered Accountants.

Your Directors recommend the Resolution at Item No. 4 as set out in this Notice for your approval.

None of the Directors other than Mr. Jagdish Shenoy are in any way concerned or interested in this Resolution.

ITEM NO. 5

Mr. Gaurav Burman was appointed as an Additional Director of the Company by the Board of Directors with effect from 16th July, 2011. Pursuant to the provisions of Section 260 of the Companies Act, 1956 read with Article 16.3 of the Articles of Association of the Company, Mr. Gaurav Burman shall hold office only upto the date of this Annual General Meeting. In terms of the provisions of Section 257 of the Companies Act, 1956, the Company has received a notice from a Member, signifying his intention to propose the appointment of Mr. Gaurav Burman, as a Director of the Company.

Mr. Gaurav Burman aged 39, holds a bachelors degree in Arts with a dual degree in Economics and History from Tufts University. He started his career in the Business Development Group at Dabur India Limited, forming joint ventures with several multinational corporations'. Mr. Burman was instrumental in forming a number of the new private equity products in his past assignments. Mr. Burman is also a member of the Board of Directors of various other companies. Mr. Burman is also a member of the Young Presidents Organisation (YPO).

Your Directors recommend the Resolution at Item No. 5 as set out in this Notice for your approval.

None of the Directors other than Mr. Gaurav Burman are in any way concerned or interested in this Resolution.

By Order of the Board of Directors

**Sd/-
Manoj Gagvani
Company Secretary & Head-Legal**

Place: Mumbai
Date: 16th July, 2011

Registered Office:
Knowledge House, Shyam Nagar,
Off Jogeshwari Vikhroli Link Road,
Jogeshwari (East), Mumbai - 400 060.

Particulars of Directors seeking Appointment / Re-appointment at the forthcoming Annual General Meeting (Pursuant to Clause 49 of the Listing Agreement)

Name of Director	Mr. Anil Harish	Mr. Jagdish Shenoy	Mr. Gaurav Burman (Appointed as Additional Director with effect from 16 th July, 2011.)
Date of Birth	19.03.1954	12.10.1966	16.01.1972
Date of Appointment	20.02.2008	10.08.2010	16.07.2011
Qualifications	Bachelor's degree in arts (honours) and Bachelor's degree in law from University of Mumbai and Master's degree in Law from University of Miami, USA.	Bachelor of Commerce from the University of Mumbai and Chartered Accountant	Bachelor of Arts with a dual degree in Economics and History from Tufts University.
Expertise in Specific Functional Areas	He is a partner of D.M. Harish & Co., Advocates and specialises in corporate laws, income tax and property matters.	Over 20 years of experience in systems documentation, training, internal and operational audits and business advisory. He has been associated with RSM & Company, Chartered Accountants.	Structuring private equity deals and forming private equity products.
Directorships held in other public companies (as on 31 st March, 2011)	<ol style="list-style-type: none"> 1. Ador Welding Limited 2. Advani Hotels and Resorts (India) Limited 3. Ashok Leyland Limited 4. Hinduja Global Solutions Limited 5. Hinduja Ventures Limited 6. Hotel Leelaventure Limited 7. Mahindra Lifespace Developers Limited 8. Mukta Arts Limited 9. Oberoi Realty Limited 10. Pantaloon Retail (India) Limited 11. Sunil Mantri Realty Limited 12. Unitech Limited 13. Valecha Engineering Limited 	<ol style="list-style-type: none"> 1. Aadhaar Retailing Limited 2. Indus-League Clothing Limited 	<ol style="list-style-type: none"> 1. Jetage Infrastructure Limited 2. NITCO Tiles Limited
Chairmanships/ Memberships of Audit Committee and Shareholders' / Investors' Grievances Committee of other public companies (as on 31 st March, 2011)	Hotel Leelaventure Limited - Audit Committee Hinduja Ventures Limited - Audit Committee - Chairman Hinduja Global Solutions Limited - Audit Committee - Chairman Ador Welding Limited - Audit Committee - Chairman Ashok Leyland Limited - Audit Committee - Chairman Mahindra Lifespace Developers Limited - Audit Committee Oberoi Realty Limited - Audit Committee Unitech Limited - Audit Committee Valecha Engineering Limited - Audit Committee	Indus-League Clothing Limited - Audit Committee	Nil
Shareholding of Directors	Nil	Nil	Nil