

FUTURE VENTURES INDIA LIMITED

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

POSTAL BALLOT NOTICE

(Pursuant to Section 192A of the Companies Act, 1956)

Dear Member(s),

Notice is hereby given pursuant to Section 192A of the Companies Act, 1956 read with the Companies (Passing of the Resolution by Postal Ballot) Rules, 2011, as amended from time to time (hereinafter referred to as the "**Postal Ballot Rules**"), that the following Resolution in respect of alteration of Main Objects of the Memorandum of Association of the Company is proposed to be passed by Postal Ballot. An explanatory statement pertaining to the aforesaid Resolution 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 the close of working hours on Thursday, 28th March, 2013.

In accordance to the provisions of the Listing Agreement and that of the Postal Ballot Rules, the Company is pleased to offer e-voting facility to its Members. 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 notice.

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

"RESOLVED THAT pursuant to the provisions of Section 16, 17, 18 and all other applicable provisions, if any, of the Companies Act, 1956 (including any statutory modification(s) or re-enactments thereof, for the time being in force) ("**Companies Act**") read with Section 192A of the Companies Act and the Companies (Passing of the Resolution by Postal Ballot) Rules, 2011, and subject to the necessary consents and approvals as may be required, including sanction of Composite Scheme of Arrangement and Amalgamation between the Company, Future Consumer Enterprises Limited, Express Retail Services Private Limited and Think Fresh International Private Limited and their respective shareholders and creditors ("**Scheme**") from the Hon'ble High Court at Bombay and Delhi and subject to such further conditions that may be imposed while granting such approvals, consents and sanctions which may be agreed by the Board of Directors of the Company (the "**Board**", which term shall be deemed to include any duly constituted Committee 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 in the manner set out hereunder to come into effect from the 'Appointed Date' as defined under the Scheme, more particularly as described under Clause 39 forming part of the Part E thereof :

The following clause shall be substituted for existing Clause No. III(a) in the main objects clause of the Memorandum of Association of the Company:

"The main objects for which the Company is incorporated are as follows:

1. To carry on trade or retail business in India through retail formats and including but not limited to hyper markets, super markets, mega stores/discount stores, cash & carry, departmental stores, shoppers plaza, direct to home, phone order and mail order, catalogue, through internet and other forms and multi level channels for all products and services, dealing in all kind of goods, materials and items including but not limited to food & provisions, household goods, consumer durables, jewellery, home improvement products, footwears, luggage, books & stationery, health care and beauty products, toys and music, computers & accessories, telecom products, agri input products, furniture & furnishings, automobile & accessories, and acquiring and running food, service and entertainment centers including but not limited to multiplexes, cinemas, gaming centers, amusement parks, restaurants and food courts and acquiring of land or building on lease or freehold or any commercial or industrial or residential building for running and management of retail business and to acquire flats, offices and retail spaces for carrying on retail business and to sell them, lease or sublet them and to undertake and execute civil, mechanical, electrical and structural works contracts and sub contracts in all their respective branches to carry on retailing business.
2. To carry on the business of selling, exchanging, altering, importing, exporting, distributing or otherwise dealing in ready-made garments and hosiery made of cotton, silk, rayon, wool, nylon, man-made fabrics, polyester, canvas, jute, leather, any other fabric coated with any chemical or not, or other preparation and other fabric and any other

business of manufacturing, processing, dyeing, bleaching, buying, selling, exchanging, importing, exporting or otherwise dealing in yarns and textiles made of cotton, silk, rayon, wool, nylon, man-made fibres, polyester, canvas or any other substances.

3. To carry on the business of making investments and to hold, vary the investments and holdings of the Company as may from time to time be deemed desirable and to subscribe to the shares and securities being issued by companies and to generally do all activities and enter into all kinds of financial arrangements so as to enable mobilising of funds by and for such companies and ensuring liquidity for the investor investing in shares and securities issued by such companies and to invest money of the Company (or any of its subsidiaries) in any investments and to hold, sell or otherwise deal with investments or currencies or other financial assets and to carry on the business of investment company.
4. To subscribe for, absolutely or conditionally, purchase or otherwise acquire and to hold, dispose of and trade in shares, stocks and securities of any other company whether Indian or foreign, carry on the business of financiers, that is to say, to lend money either with or without security to such person or persons, firms, associations, companies, or bodies corporate and upon such terms and conditions as the Company thinks fit but the Company shall not do banking as defined in the Banking Regulation Act, 1949, mobilise capital from financial investors and public markets and to manage the investment of such funds in business opportunities in India."

RESOLVED FURTHER THAT pursuant to the provisions of Section 149(2A) and other applicable provisions, if any, of the Companies Act, consent of the Shareholders be and is hereby accorded for commencement of all or any of the businesses as stated in revised Clause III(a) consequent to alteration of the Memorandum of Association of the Company coming into effect.

RESOLVED FURTHER THAT the Board be and is hereby authorised on behalf of the Company to decide and finalise on the necessary course of action, including to do all such acts, deeds, matters and things as it may, in its absolute discretion be deemed necessary, with power on behalf of the Company to settle questions, difficulties or doubts that may arise in that regards without requiring the Board to secure any further consent or approval of the Shareholders and to authorise one or more representatives of the Company, to carry out any or all of the activities that the Board is authorised to do 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: 14th February, 2013

Registered Office:

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

Notes:

1. An Explanatory Statement pursuant to Sections 173(2) and 192A(2) of the Companies Act, 1956 setting out material facts in relation to the Special Resolution set out in the Notice is annexed hereto.
2. The Company has appointed Mr. Sanjay Dholakia, 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 28th March, 2013.
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.
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 Thursday, 28th March, 2013 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 the Company Secretary on Tuesday, 2nd April, 2013 at 4.00 p.m at the Registered Office of the Company and will be displayed on the notice board. The results will also be displayed on the website of the Company www.futureventures.in. The date of declaration of results of postal ballot shall be the date on which the resolution shall be deemed to have been passed, if approved by requisite majority.

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 self-addressed postage pre-paid envelope, so as to reach the Scrutinizer on or before the close of working hours on Thursday, 28th March, 2013 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; "FutureVentures 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.nsd.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 Ventures India 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 at sanjayrd65@yahoo.com with a copy marked to evoting@nsdl.co.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.nsd.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).

EXPLANTORY STATEMENT PURSUANT TO SECTION 173 and 192A OF THE COMPANIES ACT, 1956.

Your Company is in the process of realignment in terms whereof it is proposed to predominantly undertake the business of Food/FMCG, Distribution and Edutainment (**the “Realignment”**).

As a part of the Realignment, the Board of Directors of the Company (“**Board**”) at their meeting held on 9th Novemebr,2012, had subject to the approval of the Shareholders of the Company (“**Shareholders**”), Stock Exchanges and sanction of the relevant High Courts, approved:

- (i) Scheme of Arrangement and Amalgamation between the Company, Future Consumer Enterprises Limited, Express Retail Services Private Limited and Think Fresh International Private Limited and their respective shareholders and creditors (the “**Composite Food Scheme**”); and
- (ii) Scheme of Arrangement and Amalgamation between the Company, Pantaloon Retail (India) Limited, Future Lifestyle Fashions Limited, Indus-League Clothing Limited and Lee Copper (India) Limited and their respective shareholders and creditors (the “**Composite Fashion Scheme**” which together with the Composite Food Scheme is hereafter collectively referred to as the “**Schemes**”).

Pursuant to the Schemes becoming effective, your Company will become an operating entity primarily doing the business of Food / FMCG, rural distribution and edutainment. Your Company would also continue making investments pursuant to the objects specified under the offer document for its Initial Public Offering. Consequently, your Company will also cease to be a non banking financial company (“**NBFC**”).

In view of the Realignment, it would be necessary for the Company to alter its main object clause to undertake new line of business activities as stated above.

It is proposed to substitute the existing Clause No. III(a) in the main objects clause of the Memorandum of Association of the Company as mentioned in the proposed resolution.

Section 17 of the Companies Act, 1956 (the “**Companies Act**”) stipulates that the object clause of the Memorandum of Association can be altered by a special resolution passed by the Shareholders. Further, Section 192A of the Companies Act read with Companies (Passing of the Resolution by Postal Ballot) Rules, 2011 stipulates that the consent of the Shareholders for this purpose shall be obtained by means of postal ballot. In terms of provisions of Section 149(2A) of the Companies Act, consent of the Shareholders is required for commencement of any new businesses mentioned in the proposed new Clause No. III(a) of the Memorandum of Association of the Company. Accordingly, approval of the Shareholders is being sought through postal ballot by passing of Special Resolution as set out in the Notice.

All the documents referred to in the Notice and Explanatory Statement together with the copy of:

- (a) the existing Memorandum and Articles of Association of the Company, and
- (b) the Memorandum and Articles of Association of the Company incorporating the proposed amendments to the Objects Clause,

will be available for inspection at the Registered Office of the Company between 11.00 a.m. and 1.00 p.m on all working days upto 28th March,2013.

Your Directors recommend passing of Special Resolution as set out in the Notice for your approval.

None of the Directors of the Company are in any way concerned or interested in the aforesaid Special Resolution.

By Order of the Board of Directors

Manoj Gagvani
Company Secretary & Head-Legal

Place: Mumbai

Date: 14th February, 2013

Registered Office:

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