

Regd. Off.: Knowledge House, Shyam Nagar, Off. Jogeshwari - Vikhroli Link Road, Jogeshwari (East), Mumbai 400060.  
 Tel. No. +91 22 66442200; Fax No.: +91 22 66442201; CIN: L52399MH1987PLC044954  
 Website: www.felindia.in; Email: investorrelations@futuregroup.in

## NOTICE

**Notice** is hereby given that the Thirtieth Annual General Meeting of the Company will be held at Rangaswar, Fourth Floor, Y. B. Chavan Centre, Gen. Jagannath Bhosale Marg, Mumbai 400 021 on Wednesday, August 29, 2018 at 4:00 PM to transact the following business:

### ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Standalone and Consolidated Financial Statements of the Company for the Financial Year ended March 31, 2018 together with the reports of the Board of Directors and of Auditors thereon;
2. To appoint a Director in place of Mr. Dinesh Maheshwari (DIN: 00088451) who retires by rotation and being eligible, offers himself for re-appointment;

### SPECIAL BUSINESS:

#### 3. Approval for entering into Related Party Transaction(s)

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

**“RESOLVED THAT** pursuant to the provisions of Section 188 and other applicable provisions of the Companies Act, 2013 (“the Act”) read along with the Companies (Meetings of Board and its Powers) Rules, 2014 (including any statutory modification(s), amendment(s), clarification(s), substitution(s) or re-enactment(s) thereof for the time being in force), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time (“Listing Regulation”), the provisions of the Memorandum and Articles of Association of the Company and the applicable rules, guidelines and circulars issued by the concerned statutory or regulatory authorities from time to time, the consent of the Members of the Company be and is hereby accorded to the Board of Directors (hereinafter referred to as “the Board”, which term shall deemed to include Audit Committee of the Board or any Director or Official of the Company), to enter into following related party transactions with respective parties and to the extent of maximum amount as stated against respective nature of transactions herein 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	Nature, Material Terms, Monetary Value and Particulars of the Contracts or Arrangements	Any Other Information Relevant or Important for the Members to Take Decision on the Proposed Resolution
Sale of various products including apparels and other products, etc.	Future Retail Limited (“FRL”)	Mr. Kishore Biyani	Mr. Kishore Biyani is the Chairman & Managing Director and Promoter of Future Retail Limited (“FRL”)	Additional limit for Sale of apparels and other products, etc. at agreed margin similar to margins agreed with other non-related vendors. The Company would be also selling various other products for additional amount upto ₹ 700 Crore taking in aggregate value of approval upto ₹ 3200 Crore for which it had entered into specific arrangements subject to the approval of Members.	The transaction have been reviewed and approved by the Board and Audit Committee and an arm’s length pricing has been established. In case of resale the same is being sold at cost of procurement plus minimum margin for handling as per applicable regulations.

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	Nature, Material Terms, Monetary Value and Particulars of the Contracts or Arrangements	Any Other Information Relevant or Important for the Members to Take Decision on the Proposed Resolution
Sale of apparel and other products and providing services	Future Lifestyle Fashions Limited ("FLFL")	Mr. Kishore Biyani	Mr. Kishore Biyani is the Managing Director and Promoter of Future Lifestyle Fashions Limited ("FLFL")	<p>The Company enters into transactions including sale of apparel and other products and providing services to FLFL in ordinary course of business and at arm's length basis.</p> <p>The maximum value of the above related party transaction(s) to be entered into individually or taken together with previous transactions, would be in aggregate of ₹ 700 Crore, during the financial year 2018-19.</p>	<p>The transaction have been reviewed and approved by the Board and Audit Committee and an arm's length pricing has been established.</p> <p>In case of resale, the same is being sold at cost of procurement plus minimum margin for handling as per applicable regulations.</p>

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to do and perform all such acts, deeds, matters and things, as may be required or deemed necessary or incidental thereto and to settle and finalize all issues that may arise in this regard, without further referring to the Members of the Company, including without limitation, negotiation, finalizing and executing of necessary agreements, undertakings, memorandum, deeds, documents and such other papers or writings as may be deemed necessary or expedient in its own discretion and in the best interest of the Company and to delegate all or any of its powers herein conferred to the Committee of Directors and / or any Director(s)/Officer(s) of the Company, to give effect to this resolution."

#### NOTES:

- A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF / HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.** A person can act as proxy on behalf of Members not exceeding fifty (50) and holding in aggregate not more than 10% (ten percent) of the total share capital of the Company carrying voting rights. In case a proxy is proposed to be appointed by a Member holding more than 10% (ten percent) of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other Member.

The instrument of Proxy in order to be effective should be deposited at the Registered Office of the Company, duly completed signed and stamped not less than 48 (Forty Eight) hours before the time for holding the Meeting. Proxies submitted on the behalf of limited companies, societies, etc. must be supported by appropriate resolution/ authority, as applicable, issued by the Member organization. Proxy in the prescribed Form No. MGT-11 is enclosed herewith.

- The Statement pursuant to Section 102 of the Companies Act, 2013 ("the Act"), relating to the Special Business to be transacted at the AGM is annexed thereto.
- Information as required under Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and the Secretarial Standard on General Meetings ("SS-2") issued by the Institute of Company Secretaries of India ("ICSI"), in respect of the Director seeking re-appointment at the Annual General Meeting ("AGM") is annexed hereto and forms part of the notice.
- Ratification of Appointment of Auditor**

The Members of the Company at their Twenty-Ninth Annual General Meeting held on August 29, 2017 appointed M/s. DMKH & Co., Chartered Accountants (Firm Registration number 116886W) as Statutory Auditors of the Company for the term of five consecutive financial years from the conclusion of Twenty-Ninth Annual General Meeting till the conclusion of the Thirty Fourth Annual General Meeting, subject to the ratification by the Members at the every Annual General Meeting held during the said term, in terms of the proviso under section 139 (1) of the Act.

The mandatory requirement of Ratification of Appointment of Statutory Auditors by the Members at every Annual General Meeting has been omitted vide notification dated May 7, 2018 issued by the Ministry of Corporate Affairs, New Delhi. Accordingly, no resolution is proposed for ratification of appointment of Auditors at this AGM.

5. Only Registered Members (i.e. Equity Member and Class B (Series -1) Member) of the Company may attend and vote at the AGM.
6. Voting on Resolution: As all resolution would be voted through electronic means or by Polling Papers at the Meeting by the Members who have not exercised their vote through electronic means. In voting by electronic means or by Polling Papers as the case may be, each Class B (Series-1) Shareholder shall be entitled to three votes for every four Class B (Series-1) Shares held and there shall be no vote entitlement for less than 4 Class B Shares held and any fractional voting right entitlement arising out of Class B Shares held in excess of multiple of 4 ignored for voting right entitlement and each Equity shareholder shall be entitled to one vote for every equity share held.
7. Pursuant to Section 113 of the Act and Rules framed thereunder, the Corporate Members intending to send their authorized representatives to attend the AGM are requested to send to the Company, a certified copy of the Board Resolution or Power of Attorney, if any, authorizing their representative(s) to attend and vote, on their behalf, at the AGM.
8. The Register of Directors and Key Managerial Personnel consisting their shareholding maintained under Section 170 of the Act along with all other Statutory Registers will be available for inspection by the Members at the Meeting.
9. Members are requested to send all communications relating to shares to our Registrar & Share Transfer Agent (R & T Agent) at the following address:

**LINK INTIME INDIA PRIVATE LIMITED**

C - 101, 247 Park, LBS Marg, Vikhroli (West), Mumbai 400 083

Phone No. +91 22 49186000; Fax No. +91 22 49186060;

Email ID : rnt.helpdesk@linkintime.co.in

Website: www.linkintime.co.in

10. Members are requested to send their queries with regard to the Accounts at least 7 (Seven) days in advance to the Registered Office of the Company.
  11. Members/Proxies are requested to bring the Attendance Slips duly filled in and copy of the Annual Report to the Meeting.
  12. Pursuant to Sections 124 and 125 of the Companies Act, 2013, read with the IEPF Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 ('IEPF Rules') dividend that are unpaid / unclaimed for a period of seven years from the date it became due for payment are required to be transferred by the Company to the Investor Education and Protection Fund ("IEPF"). Further, share in respect of such dividend which have not been claimed for a period of seven consecutive years are also required to be transferred to the demat account of IEPF Authority. In the interest of the Members, the Company sent periodical reminders to the Members to claim their dividend in order to avoid transfer of dividend / shares to IEPF Authority. Notices in this regard are also published in the newspapers and the details of unclaimed dividend and Members whose share are required to be transferred to the IEPF Authority, are uploaded on the Company's web link <http://felindia.in/investors/shares-transferred-to-IEPF.aspx>.
- In light of the provisions stated in above point, the Company has transferred to IEPF the amount of ₹ 6,66,588 unclaimed dividend of the year 2009 -10, of the Company outstanding for seven consecutive years. Further, 4,93,921 Equity Shares and 49,360 Class B (Series-1) Shares of the Company have also been transferred to the demat account of IEPF Authority.
13. The Members who have to claim dividend and / or shares that are transferred to demat account of IEPF Authority may claim the same from IEPF Authority by submitting an online application in the prescribed Form No. IEPF -5 available on the website [www.iepf.gov.in](http://www.iepf.gov.in) and sending physical copy of the same, duly signed to the Company, along with requisite documents enumerated in the Form No. IEPF-5. No claims shall lie against the Company in respect of the dividend / shares so transferred.
  14. To prevent fraudulent transactions, Members are advised to exercise due diligence and notify the Company of any change in address or demise of any Member as soon as possible. Members are also advised not to leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified.
  15. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are therefore, requested to submit the PAN to their Depository Participant(s) with whom they are maintaining their demat accounts. Members holding shares in physical form can submit the PAN details to the Registrar and Share Transfer Agents/Company.
  16. The Company has fixed August 22, 2018 as the Record Date for the purpose of this AGM.
  17. Electronic copy of the Annual Report for 2017-18 and Notice of 30th Annual General Meeting of the Company *inter-alia* indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent to all the Members, who's e-mail addresses are registered with the Company / Depository Participant(s) for communication purposes unless any Member has requested for a hard copy of the same. For Members who have not registered their Email address, physical copies of the Annual Report for 2017-18 and Notice of 30th AGM of the Company *inter-alia* indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent in the permitted mode. Members holding both, Equity Shares and Class B (Series-1) Shares are being sent only one copy of the Annual Report and Notice. Further, copies of the Annual Report will not be distributed at the AGM and Members are requested to bring their copies to the Meeting.

18. Members may also note that, the Notice of the 30th AGM and the Annual Report for 2017-18 will also be available on the Company's website [www.felindia.in](http://www.felindia.in) for their download. The physical copies of the aforesaid documents will also be available at the Company's Registered Office in Mumbai for inspection during normal business hours on (9.00 AM to 5.00 PM) on all working days upto and including the date of the 30th AGM of the Company. Even after registering for e-communication, Members are entitled to receive such communication in physical form, upon making a request for the same, by post, free of cost. For any communication, the Members may also send requests to the Company's investor relations e-mail id: [investorrelations@futuregroup.in](mailto:investorrelations@futuregroup.in).

19. Voting through Electronic Means

i. In compliance with provisions of Section 108 of the Act and Rule 20 of the Companies (Management and Administration) Rules 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of the (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and Secretarial Standard on General Meetings (SS-2) issued by the ICSI as amended from time to time, the Company is pleased to provide its Members the facility to exercise their rights to vote on the resolutions proposed to be considered at the 30th AGM by electronic means and business may be transacted through e-voting Services. The facility of casting the votes by the Members using an electronic voting system from a place other than venue of the AGM ("Remote e-voting") will be provided by National Securities Depository Limited ("NSDL").

- i) The Notice of the AGM shall be placed on the website of the Company [www.felindia.in](http://www.felindia.in) and on the website of NSDL [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
- ii) The facility for voting through Polling Paper shall be made available at the AGM.
- iii) Members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through Polling Paper.
- iv) The Members who have casted their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.
- v) The remote e-voting period commences on Sunday, August 26, 2018 (9:00 AM) and ends on Tuesday, August 28, 2018 (5:00 PM). During this period Member of the Company, holding shares either in physical form or in dematerialised form, as on the cut-off date of August 22, 2018, may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently.

vi) The instructions for remote e-voting are as under:

**Step 1:** Log-in to NSDL e-voting system at <https://www.evoting.nsdl.com/>

**Step 2:** Cast your vote electronically on NSDL e-voting system.

**Details on Step 1 is mentioned below:**

How to Log-in to NSDL e-voting website?

- A. Visit the e-voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
- B. Once the home page of e-voting system is launched, click on the icon "Login" which is available under "Member" section.
- C. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-voting and you can proceed to Step 2 i.e. Cast your vote electronically.

D. Your User ID details are given below :

Manner of Holding Shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the Company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

- E. Your password details are given below:
- a) If you are already registered for e-voting, then you can use your existing password to login and cast your vote.
  - b) If you are using NSDL e-voting system for the first time, you will need to retrieve the “initial password” which was communicated to you. Once you retrieve your “initial password”, you need to enter the “initial password” and the system will force you to change your password.
  - c) How to retrieve your “initial password”?
    - i) If your email ID is registered in your demat account or with the Company, your “initial password” is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your “User ID” and your “initial password”.
    - ii) Your email ID is not registered, your “initial password” is communicated to you on your postal address.
- F. If you are unable to retrieve or have not received the “Initial password” or have forgotten your password:
- a) Click on “Forgot User Details/Password?” (If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - b) “Physical User Reset Password?” (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
- If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) mentioning your demat account number/folio number, your PAN, your name and your registered address.
- G. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
- H. Now, you will have to click on “Login” button.
- I. After you click on the “Login” button, Home page of e-Voting will open.

**Details on Step 2 is given below:**

How to cast your vote electronically on NSDL e-voting system?

- a. After successful login at Step 1, you will be able to see the Home page of e-voting. Click on e-voting. Then, click on Active Voting Cycles.
- b. After click on Active Voting Cycles, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle is in active status.
- c. Select “EVEN” of Company.
- d. Now you are ready for e-voting as the Voting page opens.
- e. Cast your vote by selecting appropriate options i.e. assent or dissent, verify or modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
- f. Upon confirmation, the message “Vote Cast Successfully” will be displayed.
- g. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
- h. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

**General Guidelines for Member**

1. Institutional Member (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. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to [bhattivirendra1945@yahoo.co.in](mailto:bhattivirendra1945@yahoo.co.in) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).
  2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “Forgot User Details/Password?” or “Physical User Reset Password?” option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.
  3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Member and e-voting user manual for Member available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no.: 1800-222-990 or send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).
- II. The voting rights of Members shall be in proportion to their shares in the paid-up equity share capital of the Company as on the cut-off date i.e. August 22, 2018.

III. Any person, who acquires shares of the Company and become Member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. August 22, 2018, may obtain the login ID and password by sending a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or call on toll free no.:1800-222-990 or Issuer / R & T Agent.

However, if you are already registered with NSDL for e-voting, then you can use your existing user ID and password/PIN for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details / Password" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or contact NSDL at the toll free no.: 1800-222-990.

IV. A person, whose name is recorded in the register of Members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting, as well as voting at the meeting through polling paper.

V. Mr. Virendra Bhatt, Practicing Company Secretary (Membership No. 1157, Certificate of Practice No. 124) has been appointed as the Scrutinizer to scrutinize the remote e-voting process and votes cast through Polling Paper at the AGM in a fair and transparent manner.

VI. The Chairman of the Meeting shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of "Polling Paper" for all those Members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.

VII. The Scrutinizer shall after conclusion of voting at the AGM will first count the votes cast at the meeting and thereafter unlock the votes cast through remote e-voting in the presence of at least 2 (Two) witnesses who are not in the employment of the Company and shall make, not later than forty eight hours from the conclusion of the AGM, a consolidated Scrutinizer's Report of the votes cast in favour or against, if any, and forthwith, submit to the Chairman/ Director of the Company, who had been authorised by him in writing, who shall countersign the same and declare the result of the voting forthwith.

VIII. The Results declared along with the report of the scrutinizer shall be placed on the website of the Company [www.felindia.in](http://www.felindia.in) and on the website of NSDL [www.evoting.nsdl.com](http://www.evoting.nsdl.com) after the declaration of result by the Chairman/ Director of the meeting. The result shall also be forwarded to BSE Limited and National Stock Exchange of India Limited.

20. The Securities and Exchange Board of India ("SEBI") has made it mandatory for all companies to use the bank account details furnished by the Depositories for any payment (including dividend) through Electronic Clearing Services ("ECS") to investors. In the absence of ECS facility, companies shall mandatorily print the bank account details of the investors on such payment instruments. Members are encouraged to avail ECS facility and requested to update bank account details in the prescribed form to their respective Depository Participants(s) and / or the Company's R & T Agents.

21. Members can avail themselves of the facility of nomination in respect of shares held by them in physical form pursuant to the provisions of Section 72 of the Act. Members desiring to avail themselves of this facility may send their nominations in the prescribed Form No. SH-13 duly filled in to the Company's R & T Agents. Members holding shares in electronic form may contact their respective Depository Participants for availing this facility.

22. The route map of the venue of the AGM is enclosed herewith. The prominent landmark near the venue is Mantralaya, Mumbai.

By order of the Board  
**For Future Enterprises Limited**

Sd/-

**Deepak Tanna**  
**Company Secretary**

**Place : Mumbai**  
**Date : May 25, 2018**

**Registered Office:**

Future Enterprises Limited  
(CIN : L52399MH1987PLC044954)  
Knowledge House, Shyam Nagar,  
Off. Jogeshwari - Vikhroli Link Road,  
Jogeshwari (East), Mumbai - 400 060  
Tel No.: +91 22 6644 2200, Fax No.: +91 22 6644 2201  
E-mail: [investorrelations@futuregroup.in](mailto:investorrelations@futuregroup.in); Website: [www.felindia.in](http://www.felindia.in)

## Additional Information relating to the Ordinary Business

### Item No. 2

Mr. Dinesh Maheshwari, Executive Director and Chief Financial Officer of the Company is liable to retire by rotation and being eligible, offers himself for re-appointment.

Mr. Dinesh Maheshwari aged 49 years is a Commerce Graduate and Chartered Accountant. He has a strong knowledge of Indian Retail Industry with good understanding of Information Technology systems.

A brief profile of Mr. Dinesh Maheshwari, including nature of his expertise along with related details as required under the provisions of the Act, Regulation 36 of Listing Regulations and Secretarial Standards on General Meetings ("SS-2"), is provided in the Annexure A to this Notice.

Apart from Mr. Dinesh Maheshwari, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the passing of the Resolution.

## Statement pursuant to Section 102 of the Companies Act, 2013

### Item No. 3

The Company is entering into a related party transaction with Future Retail Limited ("FRL"), which was already approved by the Members at their earlier Meetings which *inter-alia*, includes, sale of apparel and various other products. The Company found this arrangement beneficial at national level and offered to enhance the scope of such transaction. Accordingly, the Company is proposing to increase the sale of apparel and other products to FRL. This requires additional approval requirement for the same upto ₹ 700 Crore for additional sale of apparel and other products taking in aggregate value upto ₹ 3,200 Crore.

Furthermore, the Company is also entering into related party transaction with Future Lifestyle Fashions Limited ("FLFL"), relating to Sale of apparel and other products and providing services. It is envisaged that the maximum value of the above related party transaction(s) to be entered into individually or taken together with previous transactions, would be in aggregate of ₹ 700 Crore, during the financial year 2018-19, which would exceed ten percent of the annual consolidated turnover of the Company, as per the last audited financial statements of the Company.

These transactions were approved by Audit Committee and the Board of Directors and are at arm's length basis and in the ordinary course of business. Further, in terms of provisions of Section 188(1) of the Act read with Rules framed thereunder, and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") provides for obtaining approval of the Members by way of passing a resolution for entering into material related party transactions as provided therein, in case it exceeds the threshold limit as prescribed therein.

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, are 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	Nature, 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 various products including apparels, and other products etc.	Future Retail Limited ("FRL")	Mr. Kishore Biyani	Mr. Kishore Biyani is the Chairman & Managing Director and Promoter of Future Retail Limited ("FRL")	Additional limit for Sale of apparels and other products, etc. at agreed margin similarly to margins agreed with other non-related vendors. The Company would be also selling various other products for additional amount upto ₹ 700 Crore taking in aggregate value of approval upto ₹ 3,200 Crore for which it had entered into specific arrangements subject to the approval of Members.	The transaction have been reviewed and approved by the Board and Audit Committee and an arm's length pricing has been established.  In case of resale the same is being sold at cost of procurement plus minimum margin for handling as per applicable regulations.

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	Nature, 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 apparel and other products and providing services	Future Lifestyle Fashions Limited ("FLFL")	Mr. Kishore Biyani	Mr. Kishore Biyani is the Managing Director and Promoter of Future Lifestyle Fashions Limited ("FLFL")	<p>The Company enters into transactions including sale of apparel and other products and providing services to FLFL in ordinary course of business and at arm's length basis.</p> <p>The maximum value of the above related party transaction(s) to be entered into individually or taken together with previous transactions, would be in aggregate of ₹ 700 Crore, during the financial year 2018-19.</p>	<p>The transaction have been reviewed and approved by the Board and Audit Committee and an arm's length pricing has been established.</p> <p>In case of resale, the same is being sold at cost of procurement plus minimum margin for handling as per applicable regulations.</p>

Pursuant to Regulation 23 of the Listing Regulations all entities falling under the definition "Related Party" shall abstain from voting in respect of the proposed resolution given in the notice, irrespective of whether the entity is a party to the particular transaction or not.

Your Directors recommends the **Ordinary Resolution** as set out in this Notice for the approval of the Members of the Company.

Mr. Kishore Biyani and his relatives to the extent of their shareholding in the Company, if any, shall be deemed to be concerned or interested in the Resolution set out under Item No. 3 of this Notice. None of the other Directors and Key Managerial Personnel of the Company and their respective relatives are concerned or interested, financially or otherwise, in the passing of the proposed Resolution.



## Annexure A

**Information provided pursuant to Regulation 36 Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards on General Meetings (“SS-2”) in respect of Director seeking appointment / re-appointment at the Annual General Meeting.**

<b>Name</b>	<b>Mr. Dinesh Maheshwari</b>
Date of Birth	January 18, 1969
DIN	00088451
Age	49 Years
Date of first appointment on the Board	Mr. Dinesh Maheshwari is the Executive Director and Chief Financial Officer of our Company. He was appointed as Executive Director and Chief Financial Officer of our Company with effect from May 04, 2016. He was earlier appointed as Chief Financial Officer with effect from October 31, 2010.
Qualification	He holds a bachelor’s degree in Commerce and is Chartered Accountant.
Experience	<p>He has joined the Group in 2004 and has over 20 years of rich managerial experience. He has Strong domain knowledge of Indian Retail Industry with good understanding of Information Technology systems and proven ability in setting up systems and procedures for robust management accounting.</p> <p>He is also having expert knowledge in the field of Corporate and Strategic Planning, Financial planning &amp; restructuring, Risk management system and process implementation, raising capital through innovative financial products, and a very good leader with strong relationship with stakeholders and employees.</p>
Terms and Conditions of Re-appointment along with details of remuneration sought to be paid	The terms and conditions of re-appointment and remuneration of Mr. Dinesh Maheshwari would be governed by the terms and conditions approved by the Member of the Company at the 28th Annual General Meeting held on 29th August, 2016.
Remuneration last Drawn	The Remuneration received by Mr. Dinesh Maheshwari in the Financial Year 2017-18 was ₹ 2.24 Crore from the Company.
Number of Board Meetings attended during the year 2017-18	During the year 1st April, 2017 to 31st March, 2018 7 (Seven) Board Meetings of the Company were held, and Mr. Dinesh Maheshwari had attended all the 7 (Seven) Meetings.
Directorship held in other Listed Companies (As on March 31, 2018)	-

Name	Mr. Dinesh Maheshwari
Directorship in other Public Companies (excluding foreign companies & Section 8 companies) (As on March 31, 2018)	1. Futurebazaar India Limited; 2. Future E-commerce Infrastructure Limited
Chairmanship / Membership of Committees of the Board of Directors of other listed companies (As on March 31, 2018)	-
Chairmanship / Membership of Committees of the Board of Directors of other companies (As on March 31, 2018)	1. Futurebazaar India Limited Nomination and Remuneration Committee – Member 2. Future E-Commerce Infrastructure Limited Audit Committee – Member
Shareholding of Director in the Company (As on March 31, 2018)	-
Relationship with other Director / Key Managerial Remuneration Personnel	None of the other Directors and Key Managerial Personnel of the Company and their respective relatives are concerned or interested, financially or otherwise, in the Resolution set out at Item No. 2 of the Notice

By order of the Board  
**For Future Enterprises Limited**

Sd/-  
**Deepak Tanna**  
**Company Secretary**

**Place : Mumbai**  
**Date : May 25, 2018**

**Registered Office:**  
Future Enterprises Limited  
(CIN : L52399MH1987PLC044954)  
Knowledge House, Shyam Nagar,  
Off. Jogeshwari - Vikhroli Link Road,  
Jogeshwari (East), Mumbai - 400 060  
Tel No.: +91 22 6644 2200, Fax No.: +91 22 6644 2201  
E-mail: investorrelations@futuregroup.in; Website: www.felindia.in

## Route map of the venue to the AGM



## NOTES

## NOTES

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Regd. Off.: Knowledge House, Shyam Nagar, Off. Jogeshwari - Vikhroli Link Road, Jogeshwari (East), Mumbai 400 060.  
 Tel. No. +91 22 66442200; Fax No.: +91 22 66442201; CIN: L52399MH1987PLC044954  
 Website: www.felindia.in; Email: [investorrelations@futuregroup.in](mailto:investorrelations@futuregroup.in)

**FORM NO. MGT- 11  
 PROXY FORM**

[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Name of the Member(s):	
Registered Address:	
E-mail ID:	
Folio No / Client ID:	DP. ID:

I / We, being the Member(s) of ..... Shares of the above named Company, hereby appoint:

- Name:.....Address:.....  
 E-mail Id:.....Signature..... Or failing him;
- Name:.....Address:.....  
 E-mail Id:.....Signature.....Or failing him;
- Name:.....Address:.....  
 E-mail Id:.....Signature.....

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Thirtieth Annual General Meeting of the Company to be held at Rangaswar, Fourth Floor, Y. B. Chavan Centre, Gen. Jagannath Bhosale Marg, Mumbai – 400 021 on Wednesday, August 29, 2018, at 4:00 PM and at any adjournment thereof in respect of such resolutions as are indicated below :

Sl. No.	Resolutions	Optional*	
		For	Against
<b>Ordinary Business</b>			
1.	To receive, consider and adopt the Audited Standalone and Consolidated Financial Statements of the Company for the financial year ended March 31, 2018 together with the Reports of the Board of Directors and Auditors thereon.		
2.	To appoint a Director in place of Mr. Dinesh Maheshwari (DIN: 00088451) who retires by rotation and being eligible, offers himself for re-appointment.		
<b>Special Business</b>			
3.	Approval for entering into Related Party Transaction(s).		

Signed this ..... day of ..... 2018.

Affix  
revenue  
stamp

.....  
 Signature of Proxy Holder(s)

.....  
 Signature of Member(s)

**Notes:**

\* It is optional to indicate your preference in the appropriate column. If you leave the 'For' or 'Against' column blank against any or all Resolutions, your Proxy will be entitled to vote in the manner as he/she may deem appropriate.

This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the meeting.

