



NOTICE

Notice is hereby given that the Sixteenth Annual General Meeting of the Members of **Future Ventures India Limited** will be held at Rangaswar Hall, 4th Floor, Yashwantrao Chavan Pratishthan, Gen. Jagannathrao Bhonsle Marg, Opp. Mantralaya, Mumbai-400 021 on Wednesday, 5th September, 2012, 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, 2012 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. B. Anand, who retires by rotation and being eligible, offers himself for re-appointment.
3. To appoint a Director in place of Mr. G. N. Bajpai, who retires by rotation and being eligible, offers himself for re-appointment.
4. 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:

5. To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:
“**RESOLVED THAT** Ms. Vibha Rishi 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 Ms. Vibha Rishi 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

Manoj Gagvani
Company Secretary & Head-Legal

Date: 24th May, 2012

Place: Mumbai

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 Monday, 3rd September 2012 to Wednesday, 5th September, 2012 (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@linktime.co.in
- h) Members desirous of obtaining any information as regards Accounts 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 in respect of items referred 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 email 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. 5

Ms. Vibha Rishi was appointed as an Additional Director of the Company by the Board of Directors with effect from 14th February, 2012. 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, Ms. Vibha Rishi 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 Ms. Vibha Rishi, as a Director of the Company.

Ms. Vibha Rishi aged 51, holds a Master's degree in Business Administration from the Faculty of Management Studies, University of Delhi. She was associated with Future Group as Group Strategy and Consumer Director and was responsible for marketing, communication and customer strategy of the group companies. She has previously worked with Tata Administrative Services and PepsiCo.

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

None of the Directors other than Ms. Vibha Rishi are in any way concerned or interested in this Resolution.

By Order of the Board of Directors

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

Date: 24th May, 2012

Place: Mumbai

Registered Office:

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

Information pursuant to Clause 49 of the Listing Agreement executed with the Stock Exchange(s), in respect of individuals proposed to be appointed / re-appointed as Directors.

Name of Director	B. ANAND	G.N.BAJPAI	VIBHA RISHI
Date of Birth	12.03.1964	06.07.1942	19.06.1960
Date of Appointment	16.07.2009	20.02.2008	14.02.2012
Qualifications	Bachelor of Commerce and Chartered Accountant.	Master of Commerce from University of Agra and Bachelor of Laws from University of Indore.	Master's degree in Business Administration from the Faculty of Management Studies, University of Delhi.
Expertise in Specific Functional Area	Over 20 years of experience in Corporate Finance.	Was the Chairman of SEBI, Life Insurance Corporation of India and the Corporate Governance Task Force of International Organisation of Securities Commission and the Chairperson of the Insurance Institute of India. He has also been a member of the Board of Directors of General Insurance Corporation of India, ICICI Bank, Unit Trust of India, Axis Bank and Indian Railway Finance Corporation. Mr. Bajpai is on the Board of Advisors of Indian Army Group Insurance Fund and National Insurance Academy (University). Earlier he has served on the Governing Board of the Indian Institute of Management, Lucknow. He has delivered lectures at the London School of Economics, Harvard University and the Massachusetts Institute of Technology. He has also addressed the seminars organised by Organisation of Economic Co-operation and Development (OECD) and International Monetary Fund (IMF).	Was associated with Future Group as Group Strategy and Consumer Director and was responsible for marketing, communication and customer strategy of the group companies. She has previously worked with Tata Administrative Services and PepsiCo.
Directorships held in other companies (As on 31 st March, 2012)	<ol style="list-style-type: none"> 1. Staples Future Office Products Private Limited 2. Just Dial Limited 	<ol style="list-style-type: none"> 1. Apnapaisa Private Limited 2. Dalmia Cement (Bharat) Limited 3. Dhanlaxmi Bank Limited 4. Emaar MGF Land Limited 5. Future Capital Holdings Limited 6. Future Generali India Insurance Company Limited 7. Future Generali India Life Insurance Company Limited 8. IDE India 9. Informerics Valuation & Rating Private Limited 10. Institute of Insurance and Risk Management 11. Intuit Consulting Private Limited 12. Invent Assets Securitisation & Reconstruction Company Private Limited 13. Invent ARC Private Limited 14. Mandhana Industries Limited 15. Micromax Informatics Limited 16. New Horizons India Limited 17. Nitesh Estates Limited 18. PNB Housing Finance Limited 19. United Spirits Limited 20. Usha Martin Limited 21. Walchandnagar Industries Limited 	Nil
Chairmanships / Memberships of the Committees of the Board of Directors of other companies (As on 31 st March, 2012)	Just Dial Limited • Audit Committee - Chairman	Dalmia Cement (Bharat) Limited • Audit Committee – Member Emaar MGF Land Limited • Audit Committee – Member Future Capital Holdings Limited • Audit Committee – Member Future Generali India Life Insurance Company Limited • Audit Committee – Chairman • Shareholder Grievance Committee - Chairman Future Generali India Insurance Company Limited • Audit Committee – Chairman • Shareholder Grievance Committee - Chairman Mandhana Industries Limited • Audit Committee – Member	Nil
Shareholding of Directors	NIL	Nil	Nil
Relationship between Directors inter-se	None	None	None