

NOTICE

NOTICE IS HEREBY GIVEN THAT THE 12TH EXTRAORDINARY GENERAL MEETING OF THE MEMBERS OF FUTURE FINANCIAL SERVICES LIMITED WILL BE HELD ON WEDNESDAY, 29TH JULY, 2015 AT II FLOOR, ZONASHA ALPHA, 90/4, OUTER RING ROAD MARATHAHALLI, BANGALORE – 560037 AT 11.00 A.M. AT SHORTER NOTICE, TO TRANSACT THE FOLLOWING BUSINESS:-

SPECIAL BUSINESS:

1. Issue of 12.25% Rated, Fully Paid-Up, Cumulative, Non-Convertible, Compulsorily Redeemable Preference Shares (CNCRPS)

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

“RESOLVED THAT pursuant to the provisions of Sections 42, 55, 62 and other applicable provisions, if any, of the Companies Act, 2013 (‘the Act’) read with Rule 9 of the Companies (Share Capital and Debentures) Rules, 2014 (‘Rules’) framed thereunder, as may be amended from time to time, the provisions of the Foreign Exchange Management Act, 1999 (the ‘FEMA’) read with RBI guidelines issued from time to time and the Memorandum and Articles of Association of the Company and any rules, regulations/guidelines, if any, prescribed by any relevant authorities from time to time, to the extent applicable and subject to such other approvals, permissions and sanctions, as may be necessary and subject to such terms, conditions and modifications as may be considered necessary by the Board of Directors (hereinafter referred to as the ‘Board’ which term shall be deemed to include any Committee thereof or any other person(s) for the time being exercising the powers conferred on the Board by this Resolution) or as may be prescribed or imposed while granting such approvals, permissions and sanctions which may be agreed to by the Board, the consent of the Company be and is hereby accorded to authorize the Board to offer, issue and allot 15,00,000 – 12.25% Rated, Fully Paid-Up, Cumulative, Non-Convertible, Compulsorily Redeemable Preference Shares of Rs. 10/- each, aggregating to Rs. 1,50,00,000 (Rupees One crores and Fifty Lakhs Only) in one or more tranche(s), for cash at par, on a Private Placement Basis to M/s Karvy Capital Limited on the following terms and conditions and such other terms as set in the Term Sheet appended hereto.

| | |
|---|---|
| Dividend Payment | Annual and on the date of Redemption |
| Participation in Surplus Fund | In accordance with the Companies Act 2013 |
| Payment of Dividend on cumulative or non cumulative basis | Cumulative |
| Preference Shares Conversion | Non-Convertible |
| Voting Rights | The holder(s) of CNCRPS shall have no voting rights other than in respect of matters directly affecting the rights attached to the CNCRPS |
| Redemption of Preference Shares | The date of redemption shall be January 24,2017 |



| | |
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| | <p>Redemption Amount per CNCRPS shall be Face Value plus any dividend accrued but not paid on any previous Dividend Payment Date(s) as well the Dividend accrued upto the Redemption Date</p> <p>Redemption of CNCRPS shall be out of profits/ free reserves or out of the proceeds of a fresh issue of shares made for the purposes of the redemption or a combination of both, and subject to the provisions of Section 80 of the Companies Act, 1956 and any other statutory provisions in respect thereof</p> |
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“RESOLVED FURTHER THAT consent of the company be and is hereby accorded to authorize the Board for issuing Private placement offer letter in Form PAS-4 to the Proposed investors and to maintain complete record of Private placement offers in Form PAS-5 ”.

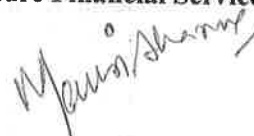
“RESOLVED FURTHER THAT for the purpose of giving effect to the above, the Board/ the Committee be and is hereby authorized on behalf of the Company to take all actions and do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, desirable, incidental or expedient to the issue or allotment of aforesaid 12.25% Rated, Fully Paid-Up, Cumulative, Non-Convertible, Compulsorily Redeemable Preference Shares and to resolve and settle all questions and difficulties that may arise in relation to the proposed issue, offer and allotment of any of the said **CNCRPS**, the utilization of the issue proceeds and to do all acts, deeds and things in connection therewith and incidental thereto as the Board in its absolute discretion may deem fit, including without limitation, issuing clarifications on the offer, making any application etc., to the concerned regulatory authorities, issue and allotment of the **CNCRPS**, to execute necessary documents and enter into contracts, arrangements, other documents (including for appointment of agencies, intermediaries and advisors for the issue) and to authorize all such persons as may be necessary, in connection therewith and incidental thereto as the Board may think fit in its absolute discretion.”

Place: Bangalore

Date:28/07/2015

For Future Financial Services Limited




Mansi Sharma
Company Secretary, Acs-28636
202, Absolute Apartments,
Gulmohar Enclave Road,
Munnekolala Kundalahalli Gate,
Bangalore

NOTES:

1. A member entitled to attend and vote in the above meeting is entitled to appoint one or more proxies to attend and on a poll, to vote instead of himself and proxy need not be a member.
2. Proxies in order to be effective should be lodged with the Company at the Registered Office of the Company at least 48 hours before the commencement of the meeting.
3. Members / Proxies should bring the duly filled Attendance Slip at the General Meeting. Corporate Members are requested to send a duly certified copy of the Board Resolution authorising their representative(s) to attend and vote on their behalf at the Meeting
4. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 setting out material facts is annexed hereto.
5. All the documents including the Memorandum and Articles of Association depicting the proposed changes referred to in the accompanying Notice and Explanatory Statement are open for inspection between 10.00 a.m. to 12.00 noon on all working days except Saturdays, Sundays and public holidays at the Registered Office of the Company.
6. All the documents including Explanatory Statement are open for inspection between 10.00 a.m. to 12.00 noon on all working days except Saturdays, Sundays and public holidays at the Registered Office of the Company.



EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES
ACT, 2013

Item No.1

The company wants to raise funds for augmenting the microfinance loan portfolio. Therefore, the Company is proposing to raise capital by issue of preference shares.

Consent of the shareholders is sought for issuing the 12.25% Rated, Fully Paid-Up, Cumulative, Non-Convertible, and Compulsorily Redeemable Preference Shares as stated in the resolution to M/s Karvy Capital Limited ("Investor"), having its place of business at Karvy Capital Ltd., 702, Hallmark Business Plaza, Sant Dnyaneshwar Marg, Bandra (East), Mumbai – 400051 which shall result in issuance of 15,00,000 12.25% Rated, Fully Paid-Up, Cumulative, Non-Convertible, and Compulsorily Redeemable Preference Shares of the Company, on a preferential basis, resulting in an inflow of up to Rs.1.50 Crores to the Company in accordance with the terms and nature of the 12.25% Rated, Fully Paid-Up, Cumulative, Non-Convertible, and Compulsorily Redeemable Preference Shares to be issued by the Company.

Section 62 of the Companies Act, 2013 provides that when it is proposed to increase the issued capital of a Company by allotment of further shares, such further shares shall be offered to the existing shareholders of the Company in the manner laid down in Section 62 unless the shareholders of the Company in general meeting decide otherwise.

The Resolution, if passed, will have the effect of allowing the Board to issue and allot **CNCRPS** to the Investor who is not an existing member of the Company. Since the proposed Special Resolution would result in issue of **CNCRPS** of the Company otherwise than to the members of the Company in the manner laid down under Section 62 of the Companies Act, 2013, consent of the shareholders is being sought pursuant to the provisions of Section 42, 62 and all other applicable provisions of the Companies Act, 2013.

The issue and allotment would be subject to the availability of regulatory approvals, if any. The following are disclosures of the Private placement allotment:

1. **The Objects of the issue through private placement offer:**
To raise funds in the form of **CNCRPS** to augment the microfinance loan portfolio.
2. **The intention of the Promoters/Directors/Key Management Personnel to subscribe to the offer:**

The Private placement offer is not being made to the Promoters, Directors or Key Management Personnel of the Company and the Promoters, Directors or Key Management Personnel of the Company do not intend to subscribe to the offer.



3. Relevant Date:

The Relevant Date for the determination of issue price of the equity shares pursuant to the aforesaid private placement is the date of circulation of Notice of General Meeting

4. Manner of Issue

Preference Shares is issued on private placement in terms of Section 42 and other applicable provisions and rules of the Companies Act 2013

5. Proposed Issue Price

Preference Shares are issued at Par ie. 1,500,000 CNCRPS of Face Value INR 10/- each aggregating upto INR 15,000,000/- (Rupees One Crore and Fifty Lakhs Only)

6. Pricing of Preferential Issue:

The valuation report for issue of equity on preferential basis has been obtained from a Practising chartered accountant as per the provisions of the companies Act, 2013

7. Terms, Manner and Mode of Issue and Redemption:

The terms of issue and redemption shall be as per the draft Term Sheet appended hereto.

8. Shareholding Pattern pre and post preferential offer:

The present shareholding pattern and the shareholding pattern assuming full allotment of equity shares are given below:

| Category | Pre Issue | | Post Issue | |
|----------------------------------|------------|------|------------|------|
| | Shares | % | Shares | % |
| A. Promoters | | | | |
| Promoters, Directors & Relatives | - | - | - | - |
| Corporate Bodies | - | - | - | - |
| Promoter's Total Shareholding-A | - | - | - | - |
| B. Others | | | | |
| Existing Equity Share Holders | 11,911,768 | 100% | 11,911,768 | 100% |
| Proposed issue | - | - | - | - |
| Sub total (B) | 11,911,768 | 100% | 11,911,768 | 100% |
| Grand Total [(A)+(B)] | 11,911,768 | 100% | 11,911,768 | 100% |

| Category | Pre Issue | Post Issue |
|----------|-----------|------------|
|----------|-----------|------------|



| | No. of Cumulative Redeemable Preference Shares | % | No. of Cumulative Redeemable Preference Shares | % |
|---------------------------------------|--|-------------|--|-------------|
| C. Others | - | - | - | - |
| Corporate Bodies | 1500000 | 100% | 3000000 | 100% |
| Proposed Issue to Corporate Bodies | 1500000 | 100% | 3000000 | 100% |
| Sub total (C) | 1500000 | 100% | 3000000 | 100% |
| Grand Total [(A)+(B)+(C)] | 11,911,768 | 100% | 1,49,11,768 | 100% |

9. Proposed time within which the allotment shall be completed.

The Allotment of shares will be completed as per the provisions of section 62(1)(c) of the Companies Act, 2013.

10. Whether a change in control is intended or expected.

There will not be any change in the control of the Company on account of the proposed preferential allotment of preference shares.

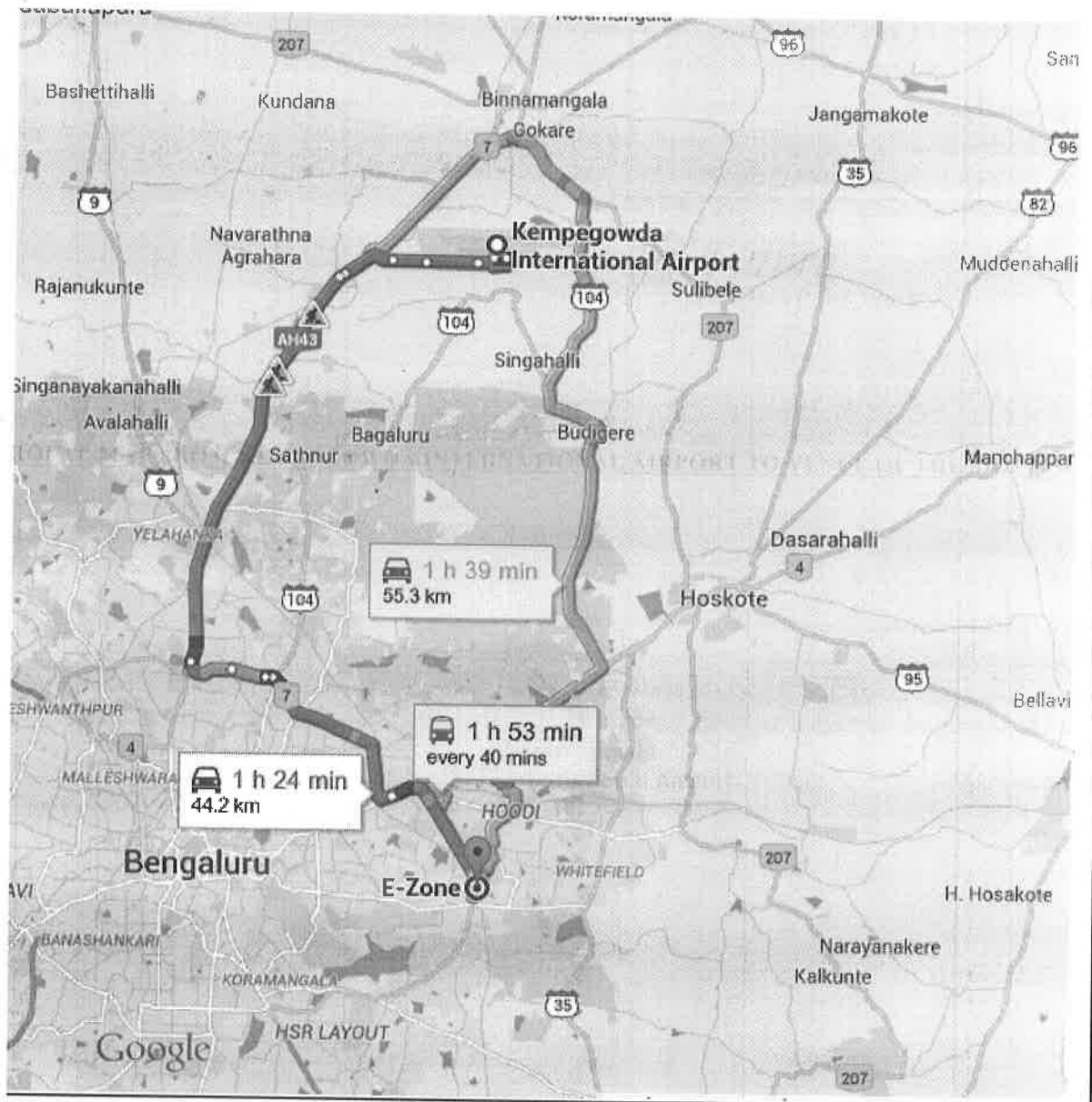
Place: Bangalore
 Date: 28/07/2015

For Future Financial Services Limited

Mansi Sharma
Mansi Sharma
 Company Secretary, Acs-28636
 202, Absolute Apartments,
 Gulmohar Enclave Road,
 Munnekolala Kundalahalli Gate,
 Bangalore



ROUTE MAP FROM KEMPEGOWDA INTERNATIONAL AIRPORT TO VENUE OF THE MEETING



NOTE:

Prominent Landmark of the company is EZONE Building , Marathahalli and opposite Hotel Park Plaza.



ATTENDANCE SLIP

**12TH EXTRAORDINARY GENERAL MEETING OF MEMBERS HELD ON WEDNESDAY,
29TH JULY, 2015 AT II FLOOR, ZONASHA ALPHA, 90/4, OUTER RING ROAD
MARATHAHALLI, BANGALORE – 560037 AT 11.00 A.M**

| | |
|--|--|
| <p>Regd. Folio No</p> <p>DP ID</p> <p>Client ID/Ben. A/C</p> <p>No. of shares held</p> | |
|--|--|

I certify that I am a registered shareholder/proxy for the registered Shareholder of the Company and hereby record my presence at the 12th Extraordinary General Meeting of Members held on Wednesday, 29th July, 2015 at II Floor, Zonasha Alpha, 90/4, Outer Ring Road Marathahalli, Bangalore – 560037 At 11.00 A.M

| | |
|---|--|
| <p>Member's/Proxy's name in Block Letters</p> <p>Member's/Proxy's Signature Note:</p> | |
|---|--|

Note: Please fill this attendance slip and hand it over at the entrance of the hall.

I certify that I am a registered shareholder/proxy for the registered Shareholder of the Company and hereby record my presence at the 12th Extraordinary General Meeting of Members held on Wednesday, 29th July, 2015 at II Floor, Zonasha Alpha, 90/4, Outer Ring Road Marathahalli, Bangalore – 560037 At 11.00 A.M



Member's/Proxy's Signature Note:

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

CIN: U65910KA1996PLC077857

Name of the company: Future Financial Services Limited

Registered office: 17/1, GRA Tower, Ambalipura Main Road, Off Sarjapur Road, Agara Post, Bengaluru, Karnataka

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

Registered office: 17/1, GRA Tower, Ambalipura Main Road, Off Sarjapur Road, Agara Post,

1. Name:

Address:

E-mail Id:

Signature:.....,

or failing him

2. Name:

Address:

E-mail Id:

Signature:.....,

or failing him



3. 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 12th Extraordinary General Meeting of Members held on Wednesday, 29th July, 2015 at II Floor, Zonasha Alpha, 90/4, Outer Ring Road Marathahalli, Bangalore – 560037 At 11.00 A.M and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.

Issue of 12.25% Rated, Fully Paid-Up, Cumulative, Non-Convertible, Compulsorily Redeemable Preference Shares (CNCRPS)

Signed this Day July, 2015

Signature of shareholder

Affix
Revenue
Stamp

Signature of Proxy holder(s)

Note: 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.

