

FUTURISTIC SOLUTIONS LIMITED

NOTICE OF EXTRA-ORDINARY GENERAL MEETING

(Pursuant to Section 101 of the Companies Act, 2013 read with Companies (Management & Administration) Rules, 2014)

Notice is hereby given that an Extra-Ordinary General Meeting of the members of Futuristic Solutions Limited will be held on Wednesday, the 31st Day of August, 2016 at 04.00 pm at India Habitat Centre, Lodhi Road, New Delhi - 110003 to transact the following business as special business:-

SPECIAL BUSINESS

Item No.1: Ratification of material related party transaction

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

"RESOLVED THAT pursuant to the provision of Regulation 23 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and in accordance with the prevailing provisions of Companies Act, 2013 read with the Companies (Meetings of Board and its Powers) Rules, 2014 including any statutory modification(s) or re-enactment(s) thereof, for the time being in force, consent of the shareholders be and is hereby accorded to ratify the agreement already entered into with M/s Futuristic Remedies Limited (hereinafter referred to as the 'FRL') for purchase of share in MOU entered with Mr. Vijay Dixit Proprietor of M/s Senior Builders Private Limited.

RESOLVED FURTHER THAT Mr. Mandeep Sandhu be and is hereby authorized to do such acts, deed, things and execute all such documents, undertakings as may be necessary for giving effect to the above resolution."

Item No.2: Ratification of material related party transaction

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

"RESOLVED THAT pursuant to the provision of Regulation 23 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and in accordance with the prevailing provisions of Companies Act, 2013 read with the Companies (Meetings of Board and its Powers) Rules, 2014 including any statutory modification(s) or re-enactment(s) thereof, for the time being in force, consent of the shareholders be and is hereby accorded to ratify the agreement already entered into with M/s Diana Euro Chem Private Limited (hereinafter referred to as the 'Diana Euro') for purchase of land situated at village Guniyal Gaon, pargana Western Doon, Tehsil & Distt. Dehradun.

RESOLVED FURTHER THAT Mr. Mandeep Sandhu be and is hereby authorized to do such acts, deed, things and execute all such documents, undertakings as may be necessary for giving effect to the above resolution."

Item No.3: Ratification of material related party transaction

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

"RESOLVED THAT pursuant to the provision of Regulation 23 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and in accordance with the prevailing provisions of Companies Act, 2013 read with the Companies (Meetings of Board and its Powers) Rules, 2014 including any statutory modification(s) or re-enactment(s) thereof, for the time being in force, consent of the shareholders be and is hereby accorded to ratify the agreement already entered into with M/s Futuristic Remedies Limited (previously known as M/s Oriental Architectonics Limited) for the purchase of debt or sums of money or any amount due and recoverable to the assignor from Punjab Govt. agency along with interest due and in future for the above said debt.

RESOLVED FURTHER THAT Mr. Mandeep Sandhu be and is hereby authorized to do such acts, deed, things and execute all such documents, undertakings as may be necessary for giving effect to the above resolution."

Item No.4: Approval of material related party transaction

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

"RESOLVED THAT pursuant to the provision of Regulation 23 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and in accordance with the prevailing provisions of Companies Act, 2013 read with the Companies (Meetings of Board and its Powers) Rules, 2014 including any statutory modification(s) or re-enactment(s) thereof, for the time being in force, consent of the shareholders be and is hereby accorded for entering into related party transaction by the Company with M/s Moral Holdings Limited for purchase of share in MOU entered with Mr. Vijay Dixit Proprietor of M/s Senior Builders Private Limited.

RESOLVED FURTHER THAT Mr. Mandeep Sandhu be and is hereby authorized to do such acts, deed, things and execute all such documents, undertakings as may be necessary for giving effect to the above resolution."

Item No.5: Approval of material related party transaction

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

"RESOLVED THAT pursuant to the provision of Regulation 23 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and in accordance with the prevailing provisions of Companies Act, 2013 read with the Companies (Meetings of Board and its Powers) Rules, 2014 including any statutory modification(s) or re-enactment(s) thereof, for the time being in force, consent of the shareholders be and is hereby accorded for entering into related party transaction by the Company with M/s Mishry Holdings Limited for purchase of share in MOU entered with Mr. Vijay Dixit Proprietor of M/s Senior Builders Private Limited.

RESOLVED FURTHER THAT Mr. Mandeep Sandhu be and is hereby authorized to do such acts, deed, things and execute all such documents, undertakings as may be necessary for giving effect to the above resolution."

**By order of the Board
For Futuristic Solutions Limited**

**Sd/-
Firdos Khan
(Company Secretary)**

Date: 26.07.2016
Place: New Delhi

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NOTES:

1. A member entitled to attend and vote at the Extra-Ordinary General Meeting ("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. The instrument appointing proxy 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 forty-eight hours before commencement of the meeting. A blank proxy form (MGT-11) is enclosed.

A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.

2. Corporate Members intending to send their authorized representative to attend the meeting are requested to send a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting
3. Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 relating to the Special Business to be transacted at the Meeting is annexed hereto.
4. Members are requested to bring their attendance slip to the meeting.
5. Voting through electronic means:

The instructions for shareholders voting electronically are as under:

- (i) The voting period begins on Saturday August 27, 2016 at 10.00 AM and ends on Tuesday August 30, 2016 at 5.00 PM. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of Wednesday, August 24, 2016, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iv) Click on Shareholders.
- (v) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (vi) Next enter the Image Verification as displayed and Click on Login.
- (vii) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (viii) If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> • Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field. • In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"> • If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (v).

- (ix) After entering these details appropriately, click on "SUBMIT" tab.
- (x) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (xi) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xii) Click on the EVSN for the Futuristic Solutions Limited on which you choose to vote.
- (xiii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

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- (xiv) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xvi) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvii) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xviii) If Demat account holder has forgotten the changed password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xix) Note for Non - Individual Shareholders and Custodians
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
 - The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
 - (i) Any person, who acquires shares of the Company and become Member of the Company after dispatch of the Notice and holding shares as on the cut-off date i.e. Wednesday, August 24, 2016 may follow the same instructions as mentioned above for e-Voting.
 - (ii) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com

STATEMENT PURSUING TO SECTION 102 (1) OF THE COMPANIES ACT, 2013 ("the Act") The following Statement sets out all material facts relating to the Special Business mentioned in the accompanying Notice:

ITEM NO. 1, 2, 3, 4 & 5

During the financial year 2005 and 2013, your Company entered into certain business transaction with M/s Futuristic Remedies limited and M/s Diana Euro Chem Private Limited, which are related parties as per Section 2 (76) of Companies Act, 2013. The Company also proposes to enter into certain business transactions with M/s. Moral Holdings Limited and M/s Mishry Holdings Limited during Financial Year 2016-17.

The nature of transactions, amount of transactions and other related information as envisaged under Companies (Meeting of Board and its powers) Rules, 2014 are provided hereunder:

EXISTING TRANSACTIONS

Name of Related party	Name of the 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
Futuristic Remedies Limited	Mandeep Sandhu, Sangeeta Sandhu and Kuldeep Sandhu	Enterprise over which KMP is able to exercise significant influence	(a) Purchase of share in MOU entered with Mr. Vijay Dixit Proprietor of M/s Senior Builders Private Limited on 03.09.2013. (b) Company is agreeing to purchase the rights at Rs. 140,00,000 (Rupees One Crore Forty Lacs only) as total consideration out of which the company has already given an advance of Rs. 65,85,000/- (Rupees Sixty Five Lacs and Eighty Five Thousand only) (c) The FSL shall be responsible for all cost, charges and interest for realization and settlement of the claim.
Diana Euro Chem Private Limited	Mandeep Sandhu, Sangeeta Sandhu	Enterprise over which KMP is able to exercise significant influence	(a) Purchase of land situated at village Guniyal Gaon, pargana Western Doon, Tehsil & Distt. Dehradun for Rs.405,00,000/- (Rupees Four Crores and Five Lacs only) on 15.06.2005. (b) Presently FSL paid 2,87,00,000/- (Rupees Two Crores Eighty Seven Lac only) to Diana Euro and balance will be paid in installments at different interval with mutual consent. (c) All the charges pertaining to above said land till the date of this agreement will be paid by the Vendor, after that it will be shared proportionately.
Futuristic Remedies Limited (previously known as M/s Oriental Architectonics Limited)	Mandeep Sandhu, Sangeeta Sandhu and Kuldeep Sandhu	Enterprise over which KMP is able to exercise significant influence	(a) Purchase of debt or sums of money or any amount due and recoverable to the assignor from Punjab Govt. Agency along with interest due and in future for the above said debt for Rs. 19,75,056/- on 09.02.2005. Further, Rs. 500,000 to be paid to FRL from the final payment received. (b) The FSL shall be responsible for all cost, charges and interest for realization and settlement of the claim. (c) The FRL hereby irrevocably relinquished all its rights, claims, demands, title and interest arising out of the contracts entered into between the assignor and the Punjab Govt Agency.

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PROPOSED TRANSACTIONS

Name of Related party	Name of the 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
Moral Holdings Limited	Mandeep Sandhu, Sangeeta Sandhu and Kuldip Sandhu	Enterprise over which KMP is able to exercise significant influence	(a) Purchase of share in MOU entered with Mr. Vijay Dixit Proprietor of M/s Senior Builders Private Limited (b) Company is agreeing to purchase the rights at Rs. 10,000,000 (Rupees One crore only) as total consideration (c) The FSL shall be responsible for all cost, charges and interest for realization and settlement of the claim.
Mishry Holdings Limited	Mandeep Sandhu, Sangeeta Sandhu and Kuldip Sandhu	Enterprise over which KMP is able to exercise significant influence	(a) Purchase of share in MOU entered with Mr. Vijay Dixit Proprietor of M/s Senior Builders Private Limited (b) Company is agreeing to purchase the rights at Rs.135,00,000 (Rupees One Crore Thirty Five Lacs only) as total consideration. (a) The FSL shall be responsible for all cost, charges and interest for realization and settlement of the claim.

As per provision of Regulation 23 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 all existing material related party contracts or arrangements entered into prior to the date of notification of these regulations and which may continue beyond such date shall be placed for approval of the shareholders in the first General Meeting subsequent to notification of these regulations. As the Company could not place the existing agreement in first general meeting, therefore, transactions which had taken place during Financial Year 2005 and 2013 are placed for the approval of shareholders in this meeting. Similarly the proposed transactions to be entered into during Financial Year 2016-17 are also placed for the approval of shareholders.

Relevant documents in respect of the said items are open for inspection by the members at the Registered Office of the Company on all working days during 12.00 p.m. to 2.00 p.m. up to the date of the Meeting.

The Board recommends the Special Resolution as set out at item No. 1,2,3,4 and 5 for the approval of the Shareholders.

Mr. Mandeep Sandhu, Mrs. Sangeeta Sandhu & Mrs. Kuldip Sandhu, directors of the Company and M/s Moral Holdings Limited and M/s Mishry Holdings Limited may be deemed to be interested in the resolution, did not take part in the deliberation and voting on the resolution.

**By order of the Board
For Futuristic Solutions Limited**

**Date: 26.07.2016
Place: New Delhi**

**Sd/-
Firdos Khan
(Company Secretary)**

PROXY FORM

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

EXTRAORDINARY GENERAL MEETING - AUGUST 31, 2016
FUTURISTIC SOLUTIONS LIMITED

REGD OFFICE: M-50, 2ND FLOOR, GREATER KAILASH-I, NEW DELHI - 110048
CIN: L74899DL1983PLC016586

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

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

Name : _____ Address : _____

E-mail Id : _____ Signature : _____ or failing him/her

Name : _____ Address : _____

E-mail Id : _____ Signature : _____ or failing him/her

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 Extraordinary General Meeting of the Company to be held on Wednesday, August 31, 2016 at 04:00 p.m. at India Habitat Centre Lodhi Road, New Delhi - 110003 and any adjournment thereof in respect of such resolution as indicated below:

Resolution No.	RESOLUTION	Optional		
		For	Against	Abstain
	Special Business			
1.	Ratification of material related party transaction with M/s Futuristic Remedies Limited			
2.	Ratification of material related party transaction with M/s Diana Euro Chem Private Limited			
3.	Ratification of material related party transaction with M/s Futuristic Remedies Limited			
4.	Approval of material related party transaction with M/s Moral Holdings Limited			
5.	Approval of material related party transaction with M/s Mishry Holdings Limited			

Signed this _____ day of _____ 2016.

Signature of Shareholder

Signature of Proxy holder(s)

Note:

- This form of proxy, in order to be effective, should be duly stamped, completed, signed and deposited at the registered office of the Company, not less than 48 hours before the commencement of the Extra-Ordinary General Meeting.
- A proxy need not be a member of the Company.
- It is optional to indicate your preference. If you leave the for, against or abstain column blank against any or all resolutions, your proxy will be entitled to vote in the manner as he/she may deem appropriate.
- A person can act as proxy on behalf of members not exceeding fifty and holding in the aggregate not more than 10% of the total share capital of the company carrying voting rights. A member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
- Appointing a proxy does not prevent a member from attending the meeting in person if he/she so wishes.
- For the resolutions, explanatory statements and notes, please refer Notice of the Extraordinary General Meeting.

ATTENDANCE SLIP

EXTRAORDINARY GENERAL MEETING - AUGUST 31, 2016

FUTURISTIC SOLUTIONS LIMITED

REGD OFFICE: M-50, 2ND FLOOR, GREATER KAILASH-I, NEW DELHI - 110048

CIN: L74899DL1983PLC016586

DP ID/Client ID/Folio No

No. of shares held

I certify that I am a member/proxy for the member of the Company.

I hereby record my presence at the Extraordinary General Meeting of the Company held on Wednesday, August 31, 2016 at 04.00 p.m. at India Habitat Centre Lodi Road, New Delhi - 110003

Name of the Member

Name of the Proxy

Signature

Note: Please complete this Attendance Slip and hand it over at the Attendance Verification Counter at the entrance of the meeting hall.

ROUTE MAP – For Extra-Ordinary General Meeting of Futuristic Solutions Limited

