

FUTURE MARKET NETWORKS

catalysing consumption

CIN: L45400MH2008PLC179914

July 14, 2015

The Manager
Listing Department
National Stock Exchange of India Limited
Exchange Plaza,
Bandra Kurla Complex, Bandra (E)
Mumbai-400 051

Dept of Corporate Services (CRD)
Bombay Stock Exchange Limited
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai - 400 001

Dear Sir/Madam,

Sub: Postal Ballot

Ref: Scrip Code: BSE - 533296 and NSE - FMNL.

Further to our letter dated July 9, 2015 with regard to passing of Special Resolutions by way of Postal Ballot under section 110 of Companies Act, 2013, please find enclosed herewith the copy of Notice along with the Explanatory Statement and Postal Ballot Form for your records.

Kindly take the note of the same.

Thanking you

Yours faithfully

For Future Market Networks Limited



Anil Cherian
Anil Cherian
Chief - Legal and Company Secretary

Encl: a/a

Future Market Networks Ltd.

Corporate Office : SOBO Central Mall, 4th Floor, 28, Pt. Madan Mohan Malviya Road, Near Haji Ali, Tardeo, Mumbai - 400 034.

T + 91 22 6620 1473, F + 91 22 6620 1462, www.fmn.co.in, Email : info.fmn@futuregroup.in

Registered Office : Knowledge House, Shyam Nagar, Jogeshwari-Vikholi Link Road, Jogeshwari (East), Mumbai - 400 060

Future Market Networks Limited

Regd Office: Knowledge House, Shyam Nagar
Off Jogeshwari-Vikhroli Link Road, Jogeshwari (E), Mumbai 400 060.
CIN: L45400MH2008PLC179914 E-mail : info.fmnl@futuregroup.in

POSTAL BALLOT

[Notice Pursuant to Section 110 of the Companies Act, 2013, read with Rule 22 of the Companies (Management and Administration) Rules, 2014]

Dear Members,

Notice is hereby given pursuant to Section 110 and other applicable provisions of the Companies Act, 2013, (the "Act") if any, read together with the Companies (Management and Administration) Rules, 2014, including any statutory modification or re-enactment thereof for the time being in force, that the Resolutions appended below are proposed to be passed as Special Resolutions by way of Postal Ballot/ e-Voting. The Explanatory Statement pertaining to the said Resolutions setting out the material facts concerning each item and the reasons thereof is annexed hereto along with a Postal Ballot form (the "Form") for your consideration.

In the event of the resolution as set out below if assented by the requisite majority of the shareholders by means of postal ballot shall be deemed to have been passed as Special resolution(s) at the general meeting of the Company. The date of announcement of the result shall be considered to be the date of the general meeting and the date of passing of the said resolution(s).

The Board of Directors has appointed Mr. Alwyn D'souza, Practising Company Secretary of M/s. **Alwyn D'souza & Co, Company Secretaries, Mumbai**, as the Scrutinizer for conducting the Postal Ballot process in a fair and transparent manner.

Members desiring to exercise their vote by postal ballot are requested to carefully read the instructions printed in the Postal Ballot Form and return the same duly completed in the enclosed self-addressed Business Reply Envelope. Postal Ballot Form(s), if sent by courier or by registered post / speed post at the expense of the Member(s) will also be accepted. The duly completed Postal Ballot Form(s) should reach the Scrutinizer not later than the close of working hours i.e. 5:00 p.m. IST on Monday, August 17, 2015 to be eligible for being considered, failing which it will be strictly considered that no reply has been received from the Member

Members desiring to opt for e-voting as per facilities arranged by the Company are requested to read the notes to the Notice and instructions overleaf the Form.

The Scrutinizer will submit his report to the Managing Director of the Company after the completion of the scrutiny of the postal ballots (including e-voting). The results shall be declared on or before August 20, 2015 and communicated to the Stock Exchanges where the Company's shares are listed, Depository, Registrar and Share Transfer Agent and would also be displayed on the Company's website at www.fmnl.co.in

By the Order of the Board
For Future Market Networks Limited

Mumbai
July 13, 2015

Sd/-
Anil Cherian
Chief: Legal & Company Secretary

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

CIN: L45400MH2008PLC179914
info.fmnl@futuregroup.in

Encl: (i) Notice and Explanatory Statement
(ii) Postal Ballot Form and
(iii) Self addressed Business Reply Envelope

For Future Market Networks Limited



Chief Legal And Company Secretary

Proposed Resolutions (Sale of Investments):

Item No. 1

To consider and if thought fit, to accord assent/dissent to the following Resolution as a **"Special Resolution"**:-

"RESOLVED THAT pursuant to the provisions of Section 180 (1) (a), and Section 110 of the Companies Act, 2013, read with the Companies (Management and Administration) Rules, 2014, and other applicable provisions, if any, of the Companies Act, 2013 (including any amendment thereto or re-enactment thereof for the time being in force) (the "Act") and applicable provisions of the Listing Agreement executed by the Company with the Stock Exchanges, the Memorandum and Articles of Association of the Company and subject to all other requisite approvals, if and to the extent necessary, and such other approvals, permissions and sanctions as may be required, the consent of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as "Board", which term shall include a Committee thereof authorized for the purpose) for sale of the entire investment of the Company in Suhani Mall Management Company Private Limited on such terms and conditions as determined by the Board of Directors or its Committee.

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution, the Board of Directors of the Company or a Committee thereof, be and is hereby authorized to take such actions and to give all such directions as may be necessary or desirable and also to settle any question or difficulty that may arise in regard to the proposed sale and further to do all such acts, deeds, matters and things and to execute all such deeds, documents and writings as may be necessary, desirable or expedient in connection therewith".

Item No. 2

To consider and if thought fit, to accord assent/dissent to the following Resolution as a **"Special Resolution"**:-

"RESOLVED THAT pursuant to the provisions of Section 180 (1) (a), and Section 110 of the Companies Act, 2013, read with the Companies (Management and Administration) Rules, 2014, and other applicable provisions, if any, of the Companies Act, 2013 (including any amendment thereto or re-enactment thereof for the time being in force) (the "Act") and applicable provisions of the Listing Agreement executed by the Company with the Stock Exchanges, the Memorandum and Articles of Association of the Company and subject to all other requisite approvals, if and to the extent necessary, and such other approvals, permissions and sanctions as may be required, the consent of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as "Board", which term shall include a Committee thereof authorized for the purpose) for sale of the entire investment of the Company in Aashirwad Malls Private Limited on such terms and conditions as determined by the Board of Directors or its Committee.

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution, the Board of Directors of the Company or a Committee thereof, be and is hereby authorized to take such actions and to give all such directions as may be necessary or desirable and also to settle any question or difficulty that may arise in regard to the proposed sale and further to do all such acts, deeds, matters and things and to execute all such deeds, documents and writings as may be necessary, desirable or expedient in connection therewith".

Item No. 3

To consider and if thought fit, to accord assent/dissent to the following Resolution as a **"Special Resolution"**:-

"RESOLVED THAT pursuant to the provisions of Section 180 (1) (a), and Section 110 of the Companies Act, 2013, read with the Companies (Management and Administration) Rules, 2014, and other applicable provisions, if any, of the Companies Act, 2013 (including any amendment thereto or re-enactment thereof for the time being in force) (the "Act") and applicable provisions of the Listing Agreement executed by the Company with the Stock Exchanges, the Memorandum and Articles of Association of the Company and subject to all other requisite approvals, if and to the extent necessary, and such other approvals, permissions and sanctions as may be required, the consent of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as "Board", which term shall include a Committee thereof authorized for the purpose) for sale of the entire investment of the Company in F R Retail Destination Private Limited on such terms and conditions as determined by the Board of Directors or its Committee.

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution, the Board of Directors of the Company or a Committee thereof, be and is hereby authorized to take such actions and to give all such directions as may be necessary or desirable and also to settle any question or difficulty that may arise in regard to the proposed sale and further to do all such acts, deeds, matters and things and to execute all such deeds, documents and writings as may be necessary, desirable or expedient in connection therewith".

For Future Market Networks Limited



Chief Legal And Company Secretary

Item No. 4

To consider and if thought fit, to accord assent/dissent to the following Resolution as a **"Special Resolution"**:-

"RESOLVED THAT pursuant to the provisions of Section 180 (1) (a), and Section 110 of the Companies Act, 2013, read with the Companies (Management and Administration) Rules, 2014, and other applicable provisions, if any, of the Companies Act, 2013 (including any amendment thereto or re-enactment thereof for the time being in force) (the "Act") and applicable provisions of the Listing Agreement executed by the Company with the Stock Exchanges, the Memorandum and Articles of Association of the Company and subject to all other requisite approvals, if and to the extent necessary, and such other approvals, permissions and sanctions as may be required, the consent of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as "Board", which term shall include a Committee thereof authorized for the purpose) for sale of the entire investment of the Company in Niyman Mall Management Company Private Limited on such terms and conditions as determined by the Board of Directors or its Committee.

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution, the Board of Directors of the Company or a Committee thereof, be and is hereby authorized to take such actions and to give all such directions as may be necessary or desirable and also to settle any question or difficulty that may arise in regard to the proposed sale and further to do all such acts, deeds, matters and things and to execute all such deeds, documents and writings as may be necessary, desirable or expedient in connection therewith".

By Order of the Board
For FUTURE MARKET NETWORKS LIMITED

Sd/-
Anil Cherian
Chief: Legal & Company Secretary

Mumbai
July 13, 2015

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

CIN: L45400MH2008PLC179914
info.fmn@futuregroup.in

NOTES:

- 1) Pursuant to Section 102 of the Companies Act, 2013, read with Companies (Management and Administration) Rules, 2014, the Explanatory Statement setting out material facts and reasons for the proposed Special Resolutions are appended herein.
- 2) The Postal Ballot Notice is being sent to all the Members, whose names appear in the Register of Members/list of Beneficial Owners, received from National Securities Depository Limited (NSDL)/ Central Depository Services (India) Limited as on July 10, 2015.
- 3) The voting shall be reckoned in proportion to a Member's share of voting rights on the paid-up Share capital of the Company as on July 10, 2015.
- 4) In compliance with the provisions of Sections 108 and 110 and other applicable provisions of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, the Company is pleased to offer e-voting facility as an option to all the Members of the Company. The Company has entered into an agreement with NSDL for facilitating e-voting to enable the Members to cast their votes electronically instead of dispatching Postal Ballot Form. E-voting is optional.
- 5) As per Companies (Management and Administration) Rules, 2014, Notice of Postal Ballot may be served on the Members through electronic transmission. Members who have registered their e-mail IDs with depositories or with the Company are being sent Notice of Postal Ballot by e-mail and Members who have not registered their e-mail IDs will receive Notice of Postal Ballot along with Postal Ballot Form through post/courier. Members who have received Postal Ballot Notice by e-mail and who wish to vote through physical Postal Ballot Form may download the Postal Ballot Form from the link www.evoting.nsdl.com or from the 'Investors' section on the Company's website www.fmn.co.in
- 6) The results of the Postal Ballot along with the Scrutinizer report will also be displayed at the Company's Registered Office and hosted on the Website of the Company i.e., www.fmn.co.in besides being communicated to the Stock Exchanges on which the shares of the Company are listed.

For Future Market Networks Limited

Chief Legal And Company Secretary

EXPLANATORY STATEMENT

Explanatory Statement for Resolutions mentioned under Item Nos. 1 to 4 pursuant to Section 102 of the Companies Act, 2013 (hereinafter referred to as the "Act"):

Item No. 1 to 4

The Company is proposing to restructure the businesses on a standalone basis with major focus on core subsidiaries / joint ventures. Accordingly, it is proposed to sell the investments held by the Company in Suhani Mall Management Company Private Limited (Suhani), Aashirwad Malls Private Limited (AMPL), F R Retail Destination Private Limited (FR) and Niyman Mall Management Company Private Limited (Niyman). The aforesaid investments were transferred and vested with the Company consequent to the Scheme of Amalgamation of Future Realtors India Private Limited with the Company pursuant to an order of Hon'ble High Court of Bombay dated January 20, 2012.

1,43,750 Equity shares of Rs. 10/- each of Suhani were held by Agre Properties & Services Limited (erstwhile wholly-owned subsidiary of the Company) and pursuant to a Scheme of Amalgamation approved by Hon'ble High Court of Bombay on March 26, 2013, the said shares were transferred and vested with the Company. The Company during the year 2011-12, invested an amount of Rs. 1680 Lacs by way of equity capital into Suhani. As on March 31, 2015, the investments of the Company in the aforesaid subsidiaries are as follows:

Sr.No.	Name of the Company	Total Amount of Investment as on March 31, 2015 (Rs. in lacs.)
1.	Suhani Mall Management Company Private Limited	2020.54
2.	Aashirwad Malls Private Limited	567.58
3.	F R Retail Destination Private Limited	273.34
4.	Niyman Mall Management Company Private Limited	782.58

The Board of Directors of the Company resolved to seek the consent of members for the sale of investments through postal ballot pursuant to Section 180(1)(a) of the Companies Act, 2013 read with other applicable provisions of the Act and Rules thereof and provisions of Listing Agreement executed by the Company with the Stock Exchanges.

As per the provisions of Rule 22(16)(i) of the Companies (Management and Administration) Rules, 2014 read with the provisions of the Listing Agreement, the resolution for sale of the whole or substantially the whole of an undertaking of a company giving as specified under Section 180(1)(a) of the Act can be passed only through Postal Ballot process.

The Board recommends the resolution as set out at item no. 1 to 4 of the Notice for your approval.

Directors, Key Managerial Personnel, and their relatives who are members of the Company, may be deemed to be concerned or interested in the Items No. 1 to 4 of the accompanying notice only to the extent of their respective shareholding in the Company, to the same extent as that of every other member of the Company.

Copy of the relevant documents with regard to items no. 1 to 4 is available for inspection of the members at the Registered Office of the Company during the office hours on all working days up to the date of announcement of the results of this Postal Ballot

By Order of the Board
For FUTURE MARKET NETWORKS LIMITED

Sd/-
Anil Cherian
Chief: Legal & Company Secretary

Mumbai
July 13, 2015

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

CIN: L45400MH2008PLC179914
info.fmnl@futuregroup.in

For Future Market Networks Limited


Chief: Legal And Company Secretary

Future Market Networks Limited

Corporate Identification Number (CIN) : L45400MH2008PLC179914
Regd. Office: Knowledge House, Shyam Nagar, Off. Jogeshwari – Vikhroli Link Road,
Jogeshwari (East), Mumbai – 400060. Tel: 022 – 6620 1473 Fax: 022 – 6620 1462
Email: info.fmnl@futuregroup.in / Website : www.fmn.co.in

POSTAL BALLOT FORM

Serial No.	
Name and Registered Address of the Shareholder(s) including Joint Holder(s), if any, (IN BLOCK LETTERS)	
Registered Folio No*/ DP ID No. & Client ID No. *(Applicable to investors holding shares in Physical Form)	
No. of shares held	

ELECTRONIC VOTING PARTICULARS

(Please read the e-voting instructions given overleaf before exercising the e-vote)

EVEN (Electronic Voting Event Number)	USER ID	PASSWORD

I / We hereby exercise my / our vote in respect of the following Special Resolutions to be passed through Postal Ballot for the business stated in the Postal Ballot Notice dated July 13, 2015 of the Company by conveying my / our assent or dissent to the said resolutions by placing tick (v) mark at the appropriate box below:

Item No.	Description	No. of Shares for which vote cast	I / we assent to the resolution (FOR)	I / we dissent to the resolution (AGAINST)
1	Approval for sale of investment in Suhani Mall Management Company Private Limited pursuant to Section 180 (1) (a) of the Companies Act, 2013 and other applicable laws including the provisions of Listing Agreement executed by the Company with the Stock Exchanges.			
2	Approval for sale of investment in Aashirwad Malls Private Limited pursuant to Section 180 (1) (a) of the Companies Act, 2013 and other applicable laws including the provisions of Listing Agreement executed by the Company with the Stock Exchanges.			
3	Approval for sale of investment in F R Retail Destination Private Limited pursuant to Section 180 (1) (a) of the Companies Act, 2013 and other applicable laws including the provisions of Listing Agreement executed by the Company with the Stock Exchanges.			
4	Approval for sale of investment in Niyman Mall Management Company Private Limited pursuant to Section 180 (1) (a) of the Companies Act, 2013 and other applicable laws including the provisions of Listing Agreement executed by the Company with the Stock Exchanges.			

Place :

Date :

Signature of the Shareholder

Note: Please read carefully the instructions printed overleaf before exercising the vote.

For Future Market Networks Limited


Chief Legal And Company Secretary

1. GENERAL INFORMATION

- a) There will be one Postal Ballot Form / e-voting for every Client ID No. / Folio No., irrespective of the number of joint holders.
- b) Members can opt for only one mode of voting i.e. either by Postal Ballot or through e-voting. In case you are opting for voting by Postal Ballot, then please do not cast your vote by e-voting and vice versa. In case Members cast their votes both by Postal Ballot and e-voting, the votes cast through e-voting shall prevail and the votes cast through postal ballot form shall be considered invalid.
- c) Voting rights in the Postal Ballot / e-voting cannot be exercised by a proxy.

2. PROCESS FOR MEMBERS OPTING FOR VOTING BY POSTAL BALLOT

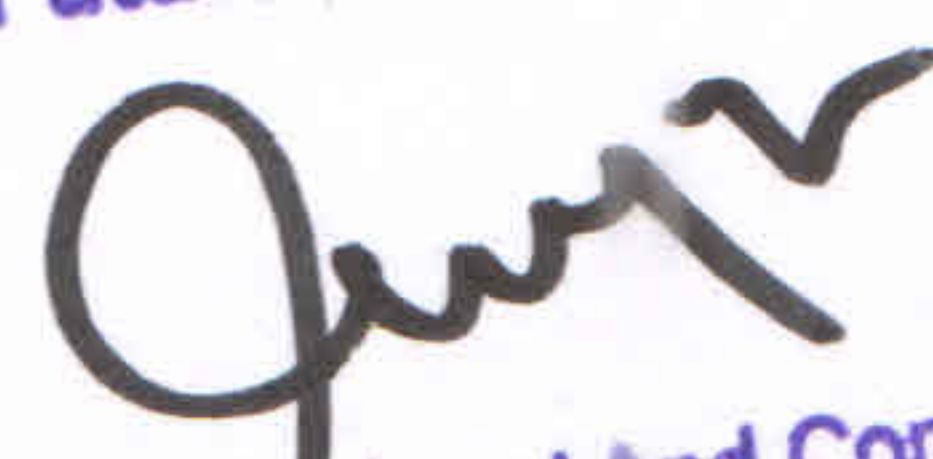
- a) The votes should be cast either in favour or against by putting the tick (✓) Mark in the column provided for assent or dissent. Postal Ballot Form bearing (✓) in both the column will render the form invalid.
- b) The Voting shall be reckoned in proportion to a Member's share of the paid up equity share capital of the Company as on July 10, 2015.
- c) Members desiring to cast their vote by Postal Ballot should complete and sign this Postal Ballot Form and send it to the Scrutinizer, Mr. Alwyn D'souza of M/s. Alwyn D'souza & Co, Practicing Company Secretaries, at Knowledge House, Shyam Nagar, Off. Jogeshwari – Vikhroli Link Road, Jogeshwari East, Mumbai - 400060, in the enclosed postage prepaid self-addressed envelope. Postal Ballot Forms deposited in person or sent by post or courier at the expense of the Member will also be accepted.
- d) Members holding shares in dematerialized form are advised, in their own interest, to get their signatures verified by their Banker/Depository Participant (DP). Signatures should be verified by the Manager of the concerned Banker/DP by affixing a rubber stamp/seal mentioning name and address of the Banker/DP and name, stamp and signature of the Manager.
- e) In case of joint holding, this Postal Ballot Form should be completed and signed by the first named Member and in his absence by the next named Member.
- f) In respect of shares held by corporate and institutional shareholders (companies, trusts, societies, etc.), the completed Postal Ballot Form should be accompanied by a certified copy of the relevant board resolution / appropriate authorisation, with the specimen signature(s) of the authorised signatory (ies) duly attested.
- g) The signature of the Member on this Postal Ballot Form should be as per the specimen signature furnished by National Securities Depository Limited (NSDL) / Central Depository Services (India) Limited (CDSL) or registered with the Company, in respect of shares held in dematerialised form or in physical form, respectively.
- h) Completed Postal Ballot Forms should reach the Scrutinizer not later than the close of working hour's i.e at 5.00 p.m. IST on Monday, August 17, 2015. Postal Ballot Forms received after closing hours will be considered invalid.
- i) Postal Ballot Forms which are incomplete or unsigned or defective in any manner are liable to be rejected. The Scrutinizer's decision in this regard shall be final and binding.
- j) A Member seeking duplicate Postal Ballot Form or having any grievance pertaining to the Postal Ballot process can write to the Company's Registrars- Link Intime India Pvt Ltd, C-13 Pannalal Silk Mills Compound, L B S Marg Bhandup (W), Mumbai 400 078 or to the e-mail ID evoting@nsdl.co.in. Duly completed and signed duplicate Postal Ballot Forms should, however, reach the Scrutinizer not later than the close of working hours on Monday, August 17, 2015.
- k) Members from whom no Postal Ballot Form is received or received after the aforesaid stipulated period shall not be counted for the purposes of passing of the resolution.
- l) Members are requested not to send any paper (other than the resolution/authority as mentioned under "Process for Members opting for voting by Postal Ballot" point 2 c above) along with the Postal Ballot Form in the enclosed self-addressed postage pre-paid envelope as all such envelopes will be sent to the Scrutinizer and if any extraneous paper is found in such envelope the same would not be considered and would be destroyed by the Scrutinizer.

3. PROCESS FOR MEMBERS OPTING FOR E-VOTING

In compliance with Clause 35B of the Listing Agreement and Sections 108, 110 and other applicable provisions of the Companies Act, 2013, read with the related Rules, the Company is pleased to provide e-voting facility to all its Members, to enable them to cast their votes electronically instead of dispatching the physical Postal Ballot Form by post. The Company has engaged the services of NSDL for the purpose of providing e-voting facility to all its Members.

- A. In case of Members receiving the Postal Ballot Form by E-mail:
 - i. Open e-mail and open PDF file viz; "FMNL 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.nsdl.com/>
 - iii. Click on "Shareholder – Login".
 - iv. Insert user ID and password as initial password noted in step 3 (A) (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 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 E-voting Cycles".
 - vii. Select "EVS" (Electronic Voting Sequence Number) of Future Market Networks 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 click on "Confirm" when prompted.
 - x. Upon confirmation, the message "Vote cast successfully" will be displayed.
 - xi. Once you have voted on the resolution, you will not be allowed to modify your vote.
 - xii. For the votes to be considered valid, the corporate and institutional shareholders (companies, trusts, societies, etc.) are required to send a scanned copy (PDF/JPG format) of the relevant Board Resolution/ Appropriate Authorization etc. together with attested specimen signature of the duly authorized signatory (ies), to the Scrutinizer through e-mail at alwyn.co@gmail.com marked to evoting@nsdl.co.in.
- B. In case of Members receiving Postal Ballot Form by Post:
 - (i) User ID and initial password is provided at the bottom of the Postal Ballot Form.
 - (ii) Please follow all steps from Sr. No. 3A(ii) to (xii) above, to cast your vote.
- C. If you are already registered with NSDL for e-voting then you can use your existing user ID and password for Login to cast your vote.
- D. In case of any queries, you may refer to the 'Frequently Asked Questions' (FAQs) for Shareholders and e-voting user manual for Shareholders available at the Downloads section of NSDL's E-Voting website: www.evoting.nsdl.com. You can also send your queries/ grievances relating to e-voting to the e-mail ID :- evoting@nsdl.co.in
- E. The period for e-voting starts at 10.00 a.m on Tuesday, July 18, 2015 and ends on 5.00 p.m. IST on Monday, August 17, 2015. The e-voting module shall be disabled by NSDL for voting thereafter.

For Future Market Networks Limited



Chief Legal And Company Secretary