

### Notice to Members

Notice is hereby given that the fourth Annual General Meeting of the members of Future Market Networks Limited (formerly known as Agre Developers Limited) will be held on Tuesday, 14<sup>th</sup> day of August 2012 at 1.30 p.m at Sunville Banquets 9, Dr. Annie Besant Road, Worli, Mumbai - 400018 to transact the following business:

#### ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Balance Sheet as at March 31, 2012, the Profit and Loss Account for the year ended on that date and the Reports of the Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Rahul Saraf, who retires by rotation and is eligible for re-appointment.
3. To appoint a Director in place of Mr. Rajesh Kalyani, who retires by rotation and is eligible for re-appointment.
4. To consider and if thought fit, to pass with or without modification (s), the following resolution as an Ordinary resolution:

**"RESOLVED THAT** Ms. NGS & Co., Chartered Accountants, Mumbai, bearing ICAI Registration No. 119850W, the retiring Auditors of the Company, be and are hereby appointed as the Auditors of the Company to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting on a remuneration as may be fixed by the Board of Directors of the Company."

#### Special Business:

5. Approval of Employees Stock Option Scheme 2012 (ESOS-2012) for Employees of the Company:

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 provisions of Section 81(1A) and other applicable provisions, if any, of the Companies Act, 1956, (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), (the "Act"), the relevant provisions of the Memorandum of Association and Articles of Association of the Company, the Listing Agreement entered into by the Company with the Stock Exchanges, the provisions of the Securities and Exchange Board of India (Employees Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999, as amended from time to time ("SEBI Guidelines"), the provisions of the Foreign Exchange Management Act, 1999 ("the FEMA"), such other rules, regulations and guidelines as may be applicable from time to time, such approval(s), consents, permissions and/or sanctions as may be required from appropriate regulatory authorities/institutions and subject to such terms and conditions as may be prescribed / imposed by such authorities / institutions, consent of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the "Board" which term shall be deemed to include any Committee thereof exercising the powers conferred on the Board by this resolution) to grant, offer and issue Options to subscribe up to 5,58,000 (Five Lacs Fifty Eight Thousand ) equity shares of the Company or beneficial interest therein, to or to the benefit of such persons who are in the permanent employment of the Company and Directors of the Company who are eligible under the applicable guidelines, whether working in India or abroad (hereinafter referred to as 'Employees' or 'said Employees') under the FMNL Employee Stock Option Scheme – 2012 ("FMNL ESOS – 2012"), at such price, on such terms and conditions and in such tranches as may be determined by the Board.

**RESOLVED FURTHER THAT** the Options may be granted or issued to the Employees directly and subject to the applicable provisions of the Act and the SEBI Guidelines.

**RESOLVED FURTHER THAT** without prejudice to the generality of the above but subject to the terms mentioned in the explanatory statement to this resolution, which are hereby approved by the Members or any amendment or modification thereof, the Board be and is hereby authorized to institute and implement the FMNL ESOS – 2012 as per the Scheme hereby specifically approved by the Members with authority to the Board to modify the same in such manner as may be deemed fit by the Board, detailing the terms for granting of stock options (including terms relating to eligibility of the said Employees under the FMNL ESOS – 2012), to determine, in its absolute discretion, as to when the said stock options are to be issued (or beneficial interest therein), the number of stock options to be issued in each tranche, the terms or combination of terms subject to which the said stock options are to be issued (including the combination of terms for stock options issued at various points of time), the manner in which the FMNL ESOS – 2012 would be administered.

**RESOLVED FURTHER THAT** in case of any corporate action(s) such as rights issues, bonus issues, merger and sale of division and/or others, if any, additional equity shares are issued by the Company to the option grantees for the purpose of making a fair and reasonable adjustment to the options granted earlier, the above ceiling of 5,58,000 (Five Lacs Fifty Eight Thousand ) shares of the equity share capital shall be suitably adjusted/increased.

**RESOLVED FURTHER THAT** in case the equity shares of the Company are either sub-divided or consolidated, then the number of shares to be allotted and the price of acquisition payable by the option grantees under the FMNL ESOS - 2012 shall automatically stand augmented or reduced, as the case may be, in the same proportion as the present face value of Rs. 10/- per equity share bears to the revised face value of the equity shares of the Company after such sub-division or consolidation, without affecting any other rights or obligations of the said allottees.

**RESOLVED FURTHER THAT** subject to the terms stated herein, the equity shares allotted pursuant to the aforesaid FMNL ESOS - 2012, shall in all respects rank pari passu inter se and shall also in all respects rank pari passu with the then existing equity shares of the Company.

**RESOLVED FURTHER THAT** ESOS may be operated and administered by the Compensation and Nomination Committee established by the Board on such terms as the Board may deem appropriate.

**RESOLVED FURTHER THAT** for the purpose of giving effect to any creation, offer, issue or allotment of equity shares or securities or instruments representing the same, as described above, or for the purpose of settling any ESOS Trust(s), the Board be and is hereby authorized on behalf of the Company to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary or desirable for such purpose, and with power on behalf of the Company to settle all questions, difficulties or doubts that may arise in regard to such issue(s) or allotment(s) (including to amend or modify any of the terms of such issue or allotment), as it may, in its absolute discretion deem fit, without being required to seek any further consent or approval of the Members.

**RESOLVED FURTHER THAT** as is required, the Company shall confirm to the accounting policies as contained in the SEBI Guidelines in force from time to time.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to make modifications in the said FMNL ESOS – 2012, as it may deem fit, from time to time in its absolute discretion in conformity with the provisions of the Act, the Memorandum of Association and Articles of Association of the Company, the SEBI Guidelines and any other applicable laws.

**RESOLVED FURTHER THAT** the Board, subject to the SEBI Guidelines, be and is hereby authorized to settle all issues that may arise in relation to the formulation and implementation of the FMNL ESOS– 2012 and to the issuance of the equity shares or beneficial interest therein (including to amend or modify any of the terms thereof) without being required to seek any further consent or approval of the Members.

**RESOLVED FURTHER THAT** for the purpose of giving effect to the above resolution, the Board be and is hereby authorized to do all such acts and deeds and execute all such documents, as it may in its absolute discretion deem necessary including taking all the necessary steps for listing of the equity shares allotted under the FMNL ESOS – 2012, on the Stock Exchanges as per the terms and conditions of the listing agreement entered into with the concerned Stock Exchange(s)."

6. Approval of Employees Stock Option Scheme 2012 (ESOS-2012) for Employees of the Subsidiaries of the Company:

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 provisions of Section 81(1A) and other applicable provisions, if any, of the Companies Act, 1956, (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), (the "Act"), the relevant provisions of the Memorandum of Association and Articles of Association of the Company, the Listing Agreement entered into by the Company with the Stock Exchanges, the provisions of the Securities and Exchange Board of India (Employees Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999, as amended from time to time ("SEBI Guidelines"), the provisions of the Foreign Exchange Management Act, 1999 ("the FEMA"), such other rules, regulations and guidelines as may be applicable from time to time, such approval(s), consents, permissions and/or sanctions as may be required from appropriate regulatory authorities/institutions and subject to such terms and conditions as may be prescribed / imposed by such authorities / institutions, consent of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the "Board" which term shall be deemed to include any Committee thereof exercising the powers conferred on the Board by this resolution) to grant, offer and issue Options to subscribe equity shares of the Company or beneficial interest therein, within the overall ceiling not exceeding the equity shares of the Company as mentioned in FMNL Employee Stock Option Scheme – 2012 ("FMNL ESOS – 2012"), to or to the benefit of such persons who are in the permanent employment of the Company and Directors of the Company, and / or Subsidiaries of the Company who are eligible under the applicable guidelines, present / future, whether working in India or



abroad (hereinafter referred to as 'Employees' or 'said Employees') under the FMNL ESOS – 2012, at such price, on such terms and conditions and in such tranches as may be determined by the Board.

**RESOLVED FURTHER THAT** the Options may be granted or issued to the Employees directly and subject to the applicable provisions of the Act, within the overall ceiling as mentioned in FMNL ESOS - 2012.

**RESOLVED FURTHER THAT** without prejudice to the generality of the above but subject to the terms and conditions mentioned in the explanatory statement to this resolution, which are hereby approved by the Members or any amendment or modification thereof, the Board be and is hereby authorized to institute and implement the FMNL ESOS – 2012 as per the Scheme hereby specifically approved by the Members with authority to the Board to modify the same in such manner as may be deemed fit by the Board, detailing the terms for granting of stock options (including terms relating to eligibility of the said Employees under the FMNL ESOS – 2012), to determine, in its absolute discretion, as to when the said stock options are to be issued (or beneficial interest therein), the number of stock options to be issued in each tranche, the terms or combination of terms subject to which the said stock options are to be issued (including the combination of terms for stock options issued at various points of time), the manner in which the FMNL ESOS – 2012 would be administered.

**RESOLVED FURTHER THAT** in case of any corporate action(s) such as rights issues, bonus issues, merger and sale of division and/or others, if any, additional equity shares are issued by the Company to the option grantees for the purpose of making a fair and reasonable adjustment to the options granted earlier, the above ceiling of 5,58,000 (Five Lacs Fifty Eight Thousand ) shares of the equity share capital shall be correspondingly adjusted/ increased.

**RESOLVED FURTHER THAT** in case the equity shares of the Company are either sub-divided or consolidated, then the number of shares to be allotted and the price of acquisition payable by the option grantees under the FMNL ESOS - 2012 shall automatically stand augmented or reduced, as the case may be, in the same proportion as the present face value of Rs. 10/- per equity share bears to the revised face value of the equity shares of the Company after such sub-division or consolidation, without affecting any other rights or obligations of the said allottees.

**RESOLVED FURTHER THAT** subject to the terms stated herein, the equity shares allotted pursuant to the aforesaid FMNL ESOS - 2012, shall in all respects rank pari passu inter se and shall also in all respects rank pari passu with the then existing equity shares of the Company.

**RESOLVED FURTHER THAT** as is required, the Company shall confirm to the accounting policies as contained in the SEBI Guidelines in force.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to make modifications in the said FMNL ESOS – 2012, as it may deem fit, from time to time in its absolute discretion in conformity with the provisions of the Act, the Memorandum of Association and Articles of Association of the Company, the SEBI Guidelines and any other applicable laws.

**RESOLVED FURTHER THAT** the Board, subject to the SEBI Guidelines, be and is hereby authorized to settle all issues that may arise in relation to the formulation and implementation of the FMNL ESOS– 2012 and to the issuance of the equity shares or beneficial interest therein (including to amend or modify any of the terms thereof) without being required to seek any further consent or approval of the Members.

**RESOLVED FURTHER THAT** for the purpose of giving effect to the above resolution, the Board be and is hereby authorized to do all such acts and deeds and execute all such documents, as it may in its absolute discretion deem necessary including taking all the necessary steps for listing of the equity shares allotted under the FMNL ESOS – 2012, on the Stock Exchanges as per the terms and conditions of the listing agreement entered into with the concerned Stock Exchange(s)."

**Registered Office:**

Knowledge House,  
Shyam Nagar,  
Off. Jogeshwari – Vikhroli Link Road,  
Jogeshwari East,  
Mumbai – 400060

Place : Mumbai  
Date : May 30, 2012

By Order of the Board  
For Future Market Networks Limited

Anil Cherian  
Company Secretary

### NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT ONE OR MORE PROXIES TO ATTEND AND VOTE ON HIS / HER BEHALF, AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.
2. The instrument of proxy in order to be effective, should be deposited at the Registered Office of the Company, duly completed and signed, not later than 48 hours before the commencement of the meeting. A Proxy Form is annexed herewith. Proxies submitted on behalf of the limited companies, societies, etc., must be supported by an appropriate resolution / authority, as applicable.
3. Members/Proxies should bring the Attendance Slip duly filled in for attending the meeting.
4. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
5. An Explanatory Statement pursuant to section 173 (2) of the Companies Act, 1956, relating to the Special Business set out above to be transacted at the Meeting along with required details in terms of Clause 49 of the Listing Agreement is annexed hereto and forms part of this Notice.
6. Appointment of Directors: At the ensuing Annual General Meeting Mr. Rahul Saraf and Mr. Rajesh Kalyani retire by rotation and seeks appointment as Directors. The details pertaining to these Directors required to be provided pursuant to clause 49 of the Listing Agreement are given in the Corporate Governance Report which forms part of the annual this report.
7. The Register of Members and Share Transfer Books of the Company will remain closed from August 8, 2012 to August 10, 2012 (both days inclusive).
8. Shareholders seeking any information with regard to Accounts are requested to write to the Company at an early date to enable the management to keep the information ready.
9. Members are requested to bring their copy of Annual Report to the meeting.
10. The Equity Shares of the Company are compulsorily traded in demat form and the share holders who have not yet dematerialized their shares are requested to dematerialize their shares by opening DP Account with nearest Depository Participants at the earliest to avail the benefits of dematerialization.
11. Members holding shares in electronic form are requested to intimate immediately any changes in their address or bank mandates to their Depository Participants with whom they are maintaining their demat accounts. Members holding Shares in physical form are requested to advise any change of address immediately to the Company / Registrar and Share Transfer Agent viz. Link Intime India Private Limited C/13, Pannalal Silk Mills Compound, L.B.S. Road, Bhandup (W), Mumbai 400 078 Maharashtra State
12. 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 Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company / Registrar and Share Transfer Agent, Link Intime India Private Limited.
13. Non-Resident Shareholders are requested to inform immediately Registrar and Share Transfer Agent , Link Intime India Private Limited
  - a) The change in the Residential status on return to India for permanent settlement.
  - b) The particulars of the Bank Account maintained in India with complete name, branch, account type, account number and address of the Bank, if not furnished earlier.
14. The Ministry of Corporate Affairs (MCA) has taken a "Green Initiative" in Corporate Governance and issued two Circulars Nos. 17/2011 and 18/2011 dated April 21, 2011 and April 29, 2011 respectively. Under first circular No. 17/2011 dated April 21, 2011, MCA has, *inter alia*, clarified that a Company would have complied with Section 53 of the Companies, Act, 1956, if the service of documents has been made through electronic mode provided that the Company has obtained e-mail addresses of its Members for sending the notice / documents through e-mail by giving an advance opportunity to every shareholder to register their e-mail addresses and changes therein from time to time with the Company.

It also provides that where any Member has not registered their e-mail address with the Company, the service documents etc. will be effected by other modes of services as provided under Section 53 of the Companies act, 1956.



Vide second Circular No. 18/2011 dated April 29, 2011, MCA has clarified that the Company would be in compliance of Section 219 (1) of the Companies Act, 1956, in case, a copy of Balance Sheet etc., is sent by electronic mail to its Members subject to the fact that Company has obtained:

- i. e-mail address of its Member for sending the Notice with Balance Sheet, Profit & Loss Account, Auditor's Report, Director's Report and Explanatory Statement etc. through email, after giving an advance opportunity to the Members to register their email address and changes therein from time to time with the Company or with the concerned depository.
- ii. Company's website displays full text of these documents well in advance prior to mandatory period and issues advertisement in prominent newspapers in both vernacular and English stating that the copies of aforesaid documents are available in the website and for inspection at the Registered Office of the company during office hours. Website must be designed in a way so that documents can be opened easily and quickly.
- iii. In cases where any Member has not registered his e-mail address for receiving the Balance Sheet etc. through e-mail, the Balance Sheet etc., will be sent by other modes of services as provided under section 53 of the Companies Act, 1956.
- iv. In cases any of the Members insists for physical copies of above documents, the same should be sent to them physically, by post free of cost.

**Accordingly, Members are requested to register their e-mail address (es) and changes therein from time to time, by directly sending the relevant email address along with details of name, address, Folio No., shares held:**

- i. **To the Registrars and Share Transfer Agents, Link Intime India Private Limited for shares held in physical form and;**
- ii. **In respect of shares held in demat mode, also provide DP ID/ Client ID with above details and register the same with their respective Depository Participants.**

**Upon registration of the email address (es), the Company proposes to send Notices, Annual Report and such other documents to those Members via electronic mode/e-mail.**

15. All documents referred to in the accompanying Notice are open for inspection at the Registered Office of the Company during the office hours on all working days between 11.00 a.m. and 1.00 p.m upto the date of Annual General Meeting.

**Registered Office:**

Knowledge House,  
Shyam Nagar,  
Off. Jogeshwari – Vikhroli Link Road,  
Jogeshwari East,  
Mumbai – 400060

Place : Mumbai  
Date : May 30, 2012

By Order of the Board  
For Future Market Networks Limited

Anil Cherian  
Company Secretary

**EXPLANATORY STATEMENT PURSUANT TO SECTION 173(2) OF THE COMPANIES ACT, 1956**

**Item No. 5 & 6**

As you are aware, the Company is engaged in the construction and development industry and accordingly, the success of the Company's objectives is largely determined by the quality of its work force and their commitment to the Company objectives. It is therefore, necessary to not only provide good employment opportunities across the organization but to also additionally motivate and incentivise them by aligning their interest with the interest of the organization in the long run. In recognition of this objective, the Company has implemented the FMNL Employee Stock Option Scheme – 2012. In the light of the pace of growth of the Company, the increase in the scope of its operations within construction and development, the senior hires undertaken by the Company and the pool of talent recruited at different levels in the organization/its subsidiaries, it is necessary that the Company undertakes programmes in a manner which enables it to attract, retain, motivate and incentivise employees at all levels while at the same time ensuring that the resultant equity dilution is based only on merits.

Accordingly, as per the recommendations of the Compensation and Nomination Committee, the Board of Directors of the Company ("Board") has approved and formulated the draft of the FMNL Employee Stock Option Scheme – 2012 ("FMNL ESOS - 2012") for Employees and/or Directors of the Company including the Employees and/or Directors of its Subsidiary Company(ies) ("Employees") in accordance with Securities and Exchange Board of India (Employees Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999, as amended from time to time ("SEBI Guidelines") and other applicable laws with the objective of rewarding the Employees for building up the value of the Company and for providing to the Employees a sense of ownership of and participation in the Company and also to provide them with an opportunity to share in the gains of its business. Your Board considers it appropriate, that with a view to motivate and retain the best talent, to extend the FMNL ESOS - 2012 to the Employees of the Company and also employees of the Company's Subsidiaries, as may be decided by the Board or a Committee thereof from time to time.

In terms of the provisions of Section 81(1A) of the Companies Act, 1956, issue of shares to persons other than the existing Members of the Company requires an approval of the Members by way of a Special Resolution and accordingly, the Resolution(s) at item no. 5 & 6, seek your approval to the issue of equity shares under the FMNL ESOS - 2012 to the Employees. The other details including the disclosures pursuant to the requirements of the SEBI Guidelines are as under:

<p>Total number of options to be granted</p>	<p>A maximum of 5,58,000 (Five Lacs Fifty Eight Thousand) options, subject to adjustments as may be required due to any corporate action.</p> <p>Each option is convertible into/or equal to one equity share of the Company.</p>
<p>Identification of classes of Employees entitled to participate in the FMNL ESOS – 2012</p>	<p>Permanent Employees and Directors of the Company and/or Subsidiary Companies, as may be decided by the Compensation and Nomination Committee from time to time shall be eligible to participate in FMNL ESOS – 2012.</p> <p>The grant of options may be decided by the Compensation and Nomination Committee and the same may be delegated to appropriate authority as may be decided by the Committee from time to time.</p> <p>The Employee(s) and Director(s) who is a promoter or belongs to the promoter or promoter group and any other entities / individuals specifically restrained under the laws, rules, guidelines etc. applicable in this regard, shall not be eligible to participate in FMNL ESOS – 2012.</p> <p>Further, any Director of the Company who either by himself or through his relative or through any-body corporate, directly or indirectly holds more than 10% of the outstanding equity shares of the Company shall not be eligible to participate in the FMNL ESOS – 2012.</p>



Requirements of vesting and period of vesting	<p>Requirements of vesting:</p> <p>For the purpose of Vesting, the person should be an Employee and / or Director, on the day of Vesting as per FMNL ESOS - 2012. The detailed terms and conditions relating to such vesting, the period over which and the proportion in which the stock options granted would vest would be specified in the stock option grant documents. (Subject to the minimum and maximum vesting period specified below).</p> <p>Period of Vesting:</p> <p>For the purpose of Vesting, the person should be an Employee and / or Director, on the day of Vesting as per FMNL ESOS – 2012. The detailed terms and conditions relating to such vesting, the period over which and the proportion in which the stock options granted would vest would be specified in the stock option grant documents. (Subject to the minimum and maximum vesting period specified below).</p>
Minimum and Maximum period within which the options shall be vested	Vesting of Options granted under FMNL ESOS – 2012 shall vest not less than one year and a maximum period within which the options shall be Vested is 4 (four) years from the date of grant of option.
Exercise Price, pricing formula	<p>The options can be exercised at any of the following price as may be determined by the Compensation and Nomination Committee at its sole discretion in respect of each grant under FMNL ESOS - 2012:</p> <ul style="list-style-type: none"> <li>i. Market Price or</li> <li>ii. Such price as may be determined by the Compensation and Nomination Committee, rounded off to the nearest rupee.</li> </ul> <p>Market Price shall be as per the SEBI Guidelines OR as determined by the method which the Compensation and Nomination Committee may approve in accordance with the SEBI Guidelines subject to the fact that the maximum discount to the Market Price shall not exceed 50% of the Market Price.</p>
Exercise period and process of exercise	The options shall be capable of being exercised within a period of 3 (three) years from the date of vesting of respective options.
Process for determining the eligibility of Employees to the FMNL ESOS – 2012	The process as may be determined by the Compensation and Nomination Committee in accordance with FMNL ESOS – 2012 including but not limited to length of service, performance of employee and overall contribution of employee to the growth of the Company.
Maximum number of options to be offered to each Employee/Director	No Employee shall be granted, in any fiscal year of the Company, options aggregating to more than 1% of the outstanding issued share capital as on the date of grant, (excluding outstanding options and conversions). Notwithstanding the foregoing, pursuant to a specific Special Resolution passed by the Members of the Company in General Meeting / through Postal Ballot, the Compensation Committee may grant to the Employee(s) / Director(s) mentioned in such Special Resolution, options aggregating to shares exceeding 1% of the outstanding issued share capital as on the date of the grant (excluding outstanding options and conversions).
Method which the Company shall use to value its option (whether fair value or intrinsic value)	The Company shall be using the intrinsic value method.

The Company shall comply with accounting policies as may be applicable to the Company from time to time, including those specified under the SEBI Guidelines.

In case the Company calculates the employees compensation cost using the intrinsic value of the stock options, the difference between the employee compensation cost so computed and the employee compensation cost that shall have been recognized if it had used the fair value of the options, shall be disclosed in the Directors' Report and also the impact of this difference on Profits and on earning per share of the Company shall also be disclosed in the Directors' Report.

The Board shall obtain a certificate from the statutory auditors of the Company certifying that the FMNL ESOS - 2012 has been implemented in accordance with the SEBI Guidelines and the present resolution(s). The said certificate shall be placed before the Members at each Annual General Meeting of the Company as per the requirements of the SEBI Guidelines.

The draft FMNL ESOS – 2012 is open for inspection by the Members between 11:00 a.m. to 1:00 p.m. on all working days of the Company upto the date of Annual General Meeting at its Registered Office. Any Member desirous of obtaining a copy of draft FMNL ESOS – 2012, may write to Mr. Anil Cherian, Company Secretary, at the Registered Office of the Company.

The stock options to be granted under the FMNL ESOS - 2012 shall not be treated as an offer or invitation made to public for subscription to the securities of the Company.

Your Directors recommend the resolution(s) for your approval.

None of the Directors of the Company is, in any way, concerned or interested in the resolution(s) except to the extent of equity shares, stock options and warrants convertible into equity shares of the Company held by them and/or to the extent of stock options that may be offered to them under the FMNL ESOS - 2012, if any.

**Registered Office:**

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Date : May 30, 2012

By Order of the Board  
For Future Market Networks Limited

Anil Cherian  
Company Secretary