

FUTURE MARKET NETWORKS LIMITED

Corporate Identification Number (CIN): L45400MH2008PLC179914

Regd. Office: Knowledge House, Shyam Nagar, Off. Jogeshwari – Vikhroli Link Road,
 Jogeshwari (East), Mumbai – 400060

Email: info.fmn@futuregroup.in • **Website:** www.fmn.co.in

POSTAL BALLOT NOTICE

[Pursuant to Section 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, each as amended, and applicable Circulars issued by the Ministry of Corporate Affairs, Government of India, from time to time.]

Voting Starts on	Voting Ends on
Saturday, January 18, 2025 at 9:00 a.m. (IST)	Monday, February 17, 2025 at 5:00 p.m. (IST)

To,

The Members,

Notice is hereby given that the resolutions set out below are proposed for approval by the members of Future Market Networks Limited (“the Company”) by means of Postal Ballot, only by remote e-voting process (“e-voting”) being provided by the Company to all its members to cast their votes electronically, pursuant to Section 110 of the Companies Act, 2013 (“the Act”), Rule 22 of the Companies (Management and Administration) Rules, 2014 (“the Rules”) and other applicable provisions of the Act and the Rules, General Circular Nos. 14/2020 dated April 8, 2020 and 17/2020 dated April 13, 2020 read with other relevant circulars, including General Circular No. 9/2024 dated September 19, 2024, issued by the Ministry of Corporate Affairs (“MCA Circulars”), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), Secretarial Standard on General Meetings (“SS-2”) issued by the Institute of Company Secretaries of India and other applicable laws, rules and regulations (including any statutory modification(s) or re-enactment(s) thereof for the time being in force). The Statement, pursuant to the provisions of Section 102(1) and other applicable provisions of the Act read with the Rules, setting out all material facts relating to the resolutions proposed in this Postal Ballot Notice is also attached.

In compliance with Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (the “LODR Regulations”) and pursuant to the provisions of Sections 108 and 110 of the Act read with the rules framed thereunder and the MCA Circulars, the manner of voting on the proposed resolution is restricted only to e-voting i.e., by casting votes electronically instead of submitting postal ballot forms. In compliance with the MCA Circulars, the postal ballot notice and instructions for e-voting are being sent only through electronic mode to those Members whose email addresses are registered with the Company / depository participant(s).

Mr. Alwyn D’souza, Company Secretary in Practice, of M/s. Alwyn D’souza & Co, Company Secretaries, Mumbai, (Membership No. FCS 5559 and Certificate of Practice No. 5137) or failing him Mr. Jay D’Souza (Membership No. FCS 3058 and Certificate of Practice No. 6915), of Jay D’Souza & Co., Practicing Company Secretaries has been appointed as Scrutinizer for conducting the Postal Ballot, through e-voting process, in a fair and transparent manner and they have communicated their willingness to be appointed and will be available for the said purpose. The Scrutinizer’s decision on the validity of the votes cast in the Postal Ballot shall be final.

The Company has engaged the services of National Securities Depository Limited (“NSDL”) as the agency to provide e-voting facility.

Members are requested to read the instructions given in the Notes to this Postal Ballot Notice so as to cast their vote electronically. The votes can be cast during the following voting period:

Voting Starts on	Voting Ends on
Saturday, January 18, 2025 at 9:00 a.m. (IST)	Monday, February 17, 2025 at 5:00 p.m. (IST)

Members are requested to carefully read the instructions mentioned under the head ‘Information and Instructions for e-voting’ in this Postal Ballot Notice and record their assent (“FOR”) or dissent (“AGAINST”) on the proposed resolution through the e-voting process not later than 5.00 p.m (IST) on Monday, February 17, 2025, failing which it will be strictly considered that no vote(s) has been received from the member.

In accordance with the MCA Circulars, the Company has made necessary arrangements with MUFG Intime India Private Limited, Registrar and Share Transfer Agent ("RTA") to enable the Members to register their e-mail address. Those Members who have not yet registered their e-mail address are requested to register the same by following the procedure set out in this Postal Ballot Notice.

In accordance with the provisions of the MCA Circulars, shareholders can vote only through the E-voting process. Accordingly, the Company is pleased to offer a remote E-voting facility to all its shareholders to cast their votes electronically. Shareholders are requested to read the instructions in the Notes under the section "General information and instructions relating to E-voting" in this postal ballot notice ("Postal Ballot Notice") to cast their vote electronically.

This notice is being sent to all members/beneficiaries whose names appear in the Register of Members/Record of Depositories as on Cut-off-date January 10, 2025.

The Scrutinizer will submit his report to the chairman of the Company (the "Chairman") or any other person authorized by the Chairman, and the result of the voting by Postal Ballot will be announced not later than two working days from the conclusion of the e-voting. The result declared along with the Scrutinizer's report shall be communicated in the manner provided in this Postal Ballot Notice.

The last date of e-voting, i.e. Monday, February 17, 2025, shall be the date on which the resolution would be deemed to have been passed, if approved by the requisite majority.

The results along with the report of the Scrutinizer shall be displayed on the Company's website www.fmn.co.in and shall also be communicated to BSE Limited and the National Stock Exchange of India Limited, where the equity shares of the Company are listed.

By the Order of the Board

For Future Market Networks Limited

Sd/-

Anil Cherian

Head – Legal and Company Secretary

Date: January 16, 2025

Place: Mumbai

Registered Office:

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

CIN: L45400MH2008PLC179914

info.fmnl@futuregroup.in

Encl: Notice and Explanatory Statement

Special Business:

Item No. 1:

Transactions with Metawear Limited, a related party of the Company.

To consider, and if thought fit, to pass the following Resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Regulation 23(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), as amended from time to time, Section 188 and all other applicable provisions of the Companies Act, 2013 (“Act”) read with Rules made thereunder, other applicable laws/statutory provisions, if any, (including any statutory modification(s) or amendment(s) or reenactment (s) thereof, for the time being in force), the Company’s Policy on Related Party Transactions, and subject to such approval(s), consent(s), permission(s) as may be necessary from time to time and basis the approval and recommendation of the Audit Committee and the Board of Directors of the Company, the approval of the Shareholders of Future Market Networks Limited (the “Company”) be and is hereby accorded to the Company to enter/continue to enter into Material Related Party Transaction(s)/ Contract(s)/Arrangement(s)/ Agreement(s) (whether by way of an individual transaction or transaction taken together or series of transactions or otherwise,) with Metawear Limited, related party falling within the definition of ‘Related Party’ under Section 2(76) of the Act and Regulation 2(1)(zb) of the SEBI Listing Regulations, during financial year(s) 2024-25 to 2026-2027 on such material terms and conditions as detailed in the explanatory statement to this Resolution and as may be mutually agreed between related party and the Company, such that the maximum value of the Related Party Transactions with such party, in aggregate, does not exceed value as detailed in the explanatory statement provided that the said Transaction(s)/ Contract(s)/ Arrangement(s)/ Agreement(s) shall be carried out in the ordinary course of business and at arm’s length basis.

RESOLVED FURTHER THAT the Board of Directors of the Company (hereinafter referred to as “Board” which term shall be deemed to include the Audit Committee of the Company and any duly constituted/ to be constituted Committee of Directors thereof to exercise its powers including powers conferred under this resolution) be and is hereby authorised to do all such acts, deeds, matters and things as it may deem fit at its absolute discretion and to take all such steps as may be required in this connection including finalizing and executing necessary documents, contract(s), scheme(s), agreement(s) and such other documents as may be required, seeking all necessary approvals to give effect to this resolution, for and on behalf of the Company and settling all such issues, questions, difficulties or doubts whatsoever that may arise and to take all such decisions from powers herein conferred to, without being required to seek further consent or approval of the Shareholders and that the Shareholders shall be deemed to have given their approval thereto expressly by the authority of this resolution.

RESOLVED FURTHER THAT the consent of the Shareholders of the Company be and is hereby accorded to the Board of Directors of the Company to delegate all or any of its powers herein conferred to any Committee of Directors/ Executives of the Company to give effect to the aforesaid resolution.

RESOLVED FURTHER THAT all actions taken by the Board in connection with any matter referred to or contemplated in this resolution, be and are hereby approved, ratified and confirmed in all respects.”

Item No. 2:

Transactions with Jeremia Real Estate Private Limited, a related party of the Company.

To consider, and if thought fit, to pass the following Resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Regulation 23(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), as amended from time to time, the applicable provisions of the Companies Act, 2013 (“Act”) read with Rules made thereunder, other applicable laws/statutory provisions, if any, (including any statutory modification(s) or amendment(s) or reenactment (s) thereof, for the time being in force), the Company’s Policy on Related Party Transactions, and subject to such approval(s), consent(s), permission(s) as may be necessary from time to time and basis the approval and recommendation of the Audit Committee and the Board of Directors of the Company, the approval of the Shareholders of Future Market Networks Limited (the “Company”) be and is hereby accorded to the Company to enter/continue to enter into Material Related Party Transaction(s)/ Contract(s)/Arrangement(s)/ Agreement(s) (whether by way of an individual transaction or transaction taken together or series of transactions or otherwise,) with Jeremia Real Estate Private Limited, related party falling within the definition of ‘Related Party’ under Section 2(76) of the Act and Regulation 2(1)(zb) of the SEBI Listing Regulations, during financial year(s) 2024-25 to 2026-2027 on such material terms and conditions as detailed in the explanatory statement to this Resolution and as may be mutually agreed between related party and the Company, such that the maximum value of the Related Party Transactions with such party, in aggregate, does not exceed value as detailed in the explanatory statement provided that the said Transaction(s)/ Contract(s)/ Arrangement(s)/ Agreement(s) shall be carried out in the ordinary course of business and at arm’s length basis.

RESOLVED FURTHER THAT the Board of Directors of the Company (hereinafter referred to as "Board" which term shall be deemed to include the Audit Committee of the Company and any duly constituted/ to be constituted Committee of Directors thereof to exercise its powers including powers conferred under this resolution) be and is hereby authorised to do all such acts, deeds, matters and things as it may deem fit at its absolute discretion and to take all such steps as may be required in this connection including finalizing and executing necessary documents, contract(s), scheme(s), agreement(s) and such other documents as may be required, seeking all necessary approvals to give effect to this resolution, for and on behalf of the Company and settling all such issues, questions, difficulties or doubts whatsoever that may arise and to take all such decisions from powers herein conferred to, without being required to seek further consent or approval of the Shareholders and that the Shareholders shall be deemed to have given their approval thereto expressly by the authority of this resolution.

RESOLVED FURTHER THAT the consent of the Shareholders of the Company be and is hereby accorded to the Board of Directors of the Company to delegate all or any of its powers herein conferred to any Committee of Directors/ Executives of the Company to give effect to the aforesaid resolution.

RESOLVED FURTHER THAT all actions taken by the Board in connection with any matter referred to or contemplated in this resolution, be and are hereby approved, ratified and confirmed in all respects."

By the Order of the Board

For Future Market Networks Limited

Sd/-

Anil Cherian

Head – Legal and Company Secretary

Date: January 16, 2025

Place: Mumbai

Registered Office:

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

CIN: L45400MH2008PLC179914

info.fmnl@futuregroup.in

Notes:

1. A statement, pursuant to the provisions of Section 102(1) and other applicable provisions of the Act read with the Rules, setting out all material facts relating to the resolutions mentioned in this Postal Ballot Notice is attached.
2. In compliance with the MCA Circulars, this Postal Ballot Notice is being sent only through electronic mode to those members whose names appear on the register of members / register of beneficial owners as on Friday, January 10, 2024 ("Cut-Off Date") received from the Depositories and whose e-mail address is registered with the Company / Registrar and Transfer Agent / Depository Participants / Depositories. Physical copies of this Postal Ballot Notice along with postal ballot forms and pre-paid business reply envelopes are not being sent to members for this Postal Ballot.
3. The Postal Ballot Notice is being sent in electronic form only to the Members having their email addresses registered with the Company or Depository Participants, as the case maybe. Pursuant to MCA circulars, the hard copy of this Notice, Postal Ballot Form and pre-paid business envelope are not required to be sent to the members. Accordingly, the communication of the assent or dissent of the Members would take place through e-voting facility/system only.
4. The Postal Ballot Notice is being sent to the members of the Company whose names appear on the Register of Members/List of Beneficial Owners as received from the Depositories as on Friday, January 10, 2025 (Cut-off date). A person who is not a member on the cutoff date should treat this notice for information purpose only.
5. The voting rights of the Members shall be in proportion to their shares of the paid-up equity share capital of the Company, subject to the provisions of Companies Act, 2013, as on cut-off date.

Members who have not registered their e-mail address are requested to register the same in respect of Equity shares held in electronic form with the Depository through their Depository Participant(s) and in respect of shares held in physical form by writing to the Company's Registrar and Share Transfer Agent, MUFG Intime India Private Limited (Formerly known as Link Intime India Private Limited) C 101, 247 Park, LBS Marg, Vikhroli West, Mumbai 400083.

6. Members may note that this Notice will also be available on the Company's website www.fmn.co.in and shall sent to the Stock Exchanges for dissemination on its website www.bseindia.com and www.nseindia.com
7. Subject to the provisions of the Articles of Association of the Company, voting rights of a member / beneficial owner (in case of electronic shareholding) shall be in proportion to his / her / its shareholding in the paid-up equity share capital of the Company as on the Cut-Off Date.
8. Pursuant to the provisions of Sections 108, 110 and other applicable provisions of the Act and the Rules made thereunder, the MCA Circulars, Regulation 44 of the Listing Regulations read with Section VI-C of the SEBI Master Circular bearing reference no. SEBI Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated 3rd October, as amended ("SEBI Master Circular"), and SS-2 and any amendments thereto, the Company is providing the facility to the members to exercise their right to vote on the proposed resolutions electronically. The instructions for e-voting are provided as part of this Postal Ballot Notice.
9. Members desiring to exercise their vote through the e-voting process are requested to read the instructions in the Notes under the section "Instructions for the Shareholders relating to the E-voting" in this Postal Ballot Notice. Members are requested to cast their vote through the e-voting process from Saturday, January 18, 2025 at 9:00 a.m. (IST) and not later than 5:00 pm IST on Monday, February 17, 2025 to be eligible for being considered, failing which it will be strictly considered that no vote(s) has been received from the shareholder.
10. The e-voting will not be allowed beyond the aforesaid date and time and the e-voting module shall be forthwith disabled by NSDL upon expiry of the aforesaid period.
11. 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.fmnl.co.in besides being communicated to the Stock Exchanges on which the shares of the Company are listed.
12. All the documents referred to in this Postal Ballot Notice will be available for inspection electronically without any fee by the members from the date of circulation of this Postal Ballot Notice until the last date of e-voting.
Members seeking to inspect such documents can send an email to info.fmnl@futuregroup.in mentioning his / her / its folio number / DP ID and Client ID.
13. The resolutions, if approved, shall be deemed to have been passed on the last date of e-voting i.e., Monday, February 17, 2025.

Instructions for the Shareholders relating to the E-voting

- The voting period begins on Saturday, January 18, 2025 at 9:00 a.m. (IST) and ends on 5:00 pm IST on Monday, February 17, 2025. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the Friday, January 10, 2025 (Cut-off Date) may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter.

How do I vote electronically using NSDL e-Voting system?





The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsd.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience. <p style="text-align: center;">NSDL Mobile App is available on</p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">  </div> <div style="text-align: center;">  </div> </div> <div style="display: flex; justify-content: space-around; align-items: center; margin-top: 10px;"> <div style="text-align: center;">  </div> <div style="text-align: center;">  </div> </div>

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. NSDL where the e-Voting is in progress.
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Important note:

Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 or 022-23058542-43

B) Login Method for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

- Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
- Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
- A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below:

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:
- If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
 - How to retrieve your 'initial password'?
 - If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered**
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
- Click on "**Forgot User Details/Password?**" (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - Physical User Reset Password?** (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

Step 2: Cast your vote electronically on NSDL e-Voting system.

How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to upload their Board Resolution / Power of Attorney / Authority Letter by clicking on "**Upload Board Resolution / Authority Letter**" displayed under "**e-Voting**" tab or send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to alwyn.co@gmail.com with a copy marked to evoting@nsdl.co.in.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to Ms. Pallavi Mhatre, Senior Manager, NSDL at evoting@nsdl.co.in

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to info.fmnl@futuregroup.in.

In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to info.fmnl@futuregroup.in. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. **Login method for e-Voting for Individual shareholders holding securities in demat mode**.

Alternatively shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

EXPLANATORY STATEMENT

Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 forming part of the Notice of the Postal Ballot.

ITEM NO.1 &2

Context relating to the material related party transactions with Metawear Limited and Jerimia Real Estate Private Limited.

Regulation 23(4) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time (“SEBI Listing Regulations”) provides that all material related party transactions and subsequent material modifications as defined by the audit committee under sub regulation (2) of Regulation 23 shall require prior approval of the shareholders through resolution and no related party shall vote to approve such resolutions whether the entity is a related party to the particular transaction or not.

In this context the Resolution is proposed for the approval of the Shareholders of the Company and the relevant details given below:

Information required to be disclosed in the Explanatory Statement pursuant to the SEBI Master Circular No. SEBI/ HO/CFD/PoD2/ CIR/P/2023/120 dated July 11, 2023 read with SEBI Circular No. SEBI/HO/CFD/ CMD1/CIR/P/2021/662 dated November 22, 2021, are as follows:

S.No	Description	Particulars
1.	Name of the related party	Metawear Limited
2.	Nature of relationship [including nature of its interest (financial or otherwise)]	One of the entities in the Promoter Group of the Company having significant beneficial interest in Metawear Limited.
3.	Type and particulars of the proposed transaction	Acquisition of equity shares / convertible securities / advancing inter corporate deposits / franchise arrangement / Rent / Common Area Maintenance Charges / other business arrangements at arm length and in ordinary course of business.
4.	Name of the director or key managerial personnel who is related, if any and nature of relationship.	None.
5.	Nature, duration/tenure, material terms, monetary value and particulars of contract/ arrangement	Transactions in the normal course of business with terms and conditions that are generally prevalent in the industry segments. Monetary value of transactions upto to a maximum of INR 12,00,00,000/- [Indian Rupees Twelve Crores Only] each during the tenure by way of Acquisition of equity shares / convertible securities / advancing inter corporate deposits / franchise arrangement / Rent / Common Area Maintenance Charges / other business arrangements at arm length and in ordinary course of business.
6.	Tenure of the transaction.	Business arrangements from time to time and/or Contractual commitments for a tenure of 3 years viz financial year 2024-25, 2025-26 and 2026-27.
7.	Value of the proposed transaction.	Upto a maximum of INR 12,00,00,000/- [Indian Rupees Twelve Crores Only]
8.	Percentage of Future Market Networks Limited’s consolidated turnover, for the immediately preceding financial year that is represented by the value of the proposed transaction.	12.89 %
9.	Justification of the proposed transaction.	For the purpose of achieving the business objectives and continuity in operations and to smoothen business operations for both the companies.
10.	Details of the valuation report or external party report (if any) enclosed with the Notice.	All contracts with related party defined as per Section 2(76) of the Act are reviewed for arm’s length testing internally.

S.No	Description	Particulars						
11.	Details of transaction relating to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary:							
a	Details of the source of funds in connection with the proposed transaction.	Acquisition of equity shares / convertible securities / advancing inter corporate deposits shall / are made out of the proceeds of the preferential issue made by the company in terms of the applicable laws and approval of the Audit Committee and Board.						
b	<p>In case any financial indebtedness is incurred to make or give loans, inter corporate deposits, advances or investment:</p> <ul style="list-style-type: none"> • Nature of indebtedness • Cost of funds and tenure. 	Not Applicable						
c	<p>Terms of the loan, inter-corporate deposits, advances or investment made or given (including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security)</p>	<p>Acquired 12% Unlisted, Unrated, Unsecured, Redeemable, Optionally Convertible Debentures ("OCDs").</p> <p>The terms of issue of OCDs are as set out below:</p> <table border="1" data-bbox="568 717 1479 1538"> <tr> <td data-bbox="568 717 756 758">Term</td> <td data-bbox="761 717 1479 758">10 years from the date of Allotment.</td> </tr> <tr> <td data-bbox="568 758 756 1437">Conversion / Redemption (in accordance with Applicable Law)</td> <td data-bbox="761 758 1479 1437"> <ul style="list-style-type: none"> • If the equity valuation of the Issuer reaches INR 150 crores, then the Holder shall have the right to convert the OCDs into such number of Equity Shares of INR 10/- each at Fair market value of the Equity Shares as on the date of conversion. • If the equity valuation of the Issuer does not reach INR 150 crores, then at the option of the Issuer: <ul style="list-style-type: none"> a) the OCDs shall be redeemed at par value; and / or b) the OCDs shall be convertible into such number of Equity Shares of INR 10/- each at Fair market value of the Equity Shares as on the date of conversion along with the holder having a right to receive such number of additional Equity Shares of the Issuer as mutually agreed between the Holder and the Issuer. • Mandatorily convertible into equity shares at the end of 10 years if OCDs have not been redeemed until that date and the conversion shall be at Fair Market Value of the Equity Shares of the Issuer. • The equity shares to be allotted pursuant to the conversion shall rank pari passu with the existing equity shares of the Company. </td> </tr> <tr> <td data-bbox="568 1437 756 1538">Amendment of terms</td> <td data-bbox="761 1437 1479 1538">Subject to applicable Law, the rights, privileges and conditions attached to OCD's may be varied, modified or abrogated only with the prior written consent of the holder of OCD's.</td> </tr> </table>	Term	10 years from the date of Allotment.	Conversion / Redemption (in accordance with Applicable Law)	<ul style="list-style-type: none"> • If the equity valuation of the Issuer reaches INR 150 crores, then the Holder shall have the right to convert the OCDs into such number of Equity Shares of INR 10/- each at Fair market value of the Equity Shares as on the date of conversion. • If the equity valuation of the Issuer does not reach INR 150 crores, then at the option of the Issuer: <ul style="list-style-type: none"> a) the OCDs shall be redeemed at par value; and / or b) the OCDs shall be convertible into such number of Equity Shares of INR 10/- each at Fair market value of the Equity Shares as on the date of conversion along with the holder having a right to receive such number of additional Equity Shares of the Issuer as mutually agreed between the Holder and the Issuer. • Mandatorily convertible into equity shares at the end of 10 years if OCDs have not been redeemed until that date and the conversion shall be at Fair Market Value of the Equity Shares of the Issuer. • The equity shares to be allotted pursuant to the conversion shall rank pari passu with the existing equity shares of the Company. 	Amendment of terms	Subject to applicable Law, the rights, privileges and conditions attached to OCD's may be varied, modified or abrogated only with the prior written consent of the holder of OCD's.
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Amendment of terms	Subject to applicable Law, the rights, privileges and conditions attached to OCD's may be varied, modified or abrogated only with the prior written consent of the holder of OCD's.							
d	The purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT	Business Development including setting up of new stores, General Corporate purpose and repayment existing un secured loans.						
e	Any other relevant information	<p>The transactions are proposed to be entered for the purpose of achieving the business objectives and continuity in operations.</p> <p>All these transactions will be executed on an arm's length basis and in the ordinary course of business of the Company.</p>						

S.No	Description	Particulars
1.	Name of the related party	Jeremia Real Estate Private Limited
2.	Nature of relationship [including nature of its interest (financial or otherwise)]	Subsidiary
3.	Type and particulars of the proposed transaction	Acquisition of equity shares / convertible securities / advancing inter corporate deposits / Rent / Common Area Maintenance Charges / other business arrangements at arm length and in ordinary course of business.
4.	Name of the director or key managerial personnel who is related, if any and nature of relationship.	None. However, in terms of regulation 24 (1) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015, Ms. Priya Khandelwal, Independent Director of the Company is on the Board of Jeremia Real Estate Private Limited.
5.	Nature, duration/tenure, material terms, monetary value and particulars of contract/ arrangement	Transactions in the normal course of business with terms and conditions that are generally prevalent in the industry segments. Monetary value of transactions upto to a maximum of INR 15,00,00,000/- [Indian Rupees Fifteen Crores Only] each during the tenure by way of Acquisition of equity shares / convertible securities / advancing inter corporate deposits / Rent / Common Area Maintenance Charges / other business arrangements at arm length and in ordinary course of business.
6.	Tenure of the transaction.	Business arrangements from time to time and/or Contractual commitments for a tenure of 3 years viz financial year 2024-25, 2025-26 and 2026-27.
7.	Value of the proposed transaction.	Upto a maximum of INR 15,00,00,000/- [Indian Rupees Fifteen Crores Only]
8.	Percentage of Future Market Networks Limited's consolidated turnover, for the immediately preceding financial year that is represented by the value of the proposed transaction.	16.12 %
9.	Justification of the proposed transaction.	For the purpose of achieving the business objectives and continuity in operations and to smoothen business operations for both the companies.
10.	Details of the valuation report or external party report (if any) enclosed with the Notice.	All contracts with related party defined as per Section 2(76) of the Act are reviewed for arm's length testing internally.
11.	Details of transaction relating to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary:	
a	Details of the source of funds in connection with the proposed transaction.	Acquisition of equity shares / convertible securities / advancing inter corporate deposits shall / are made out of the proceeds of the preferential issue made by the company in terms of the applicable laws and approval of the Audit Committee and Board.
b	In case any financial indebtedness is incurred to make or give loans, inter corporate deposits, advances or investment: • Nature of indebtedness • Cost of funds and tenure.	Not Applicable
c	Terms of the loan, inter-corporate deposits, advances or investment made or given (including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security)	Interest Rate- 12%, Unsecured, Repayment schedule – on demand.

S.No	Description	Particulars
d	The purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT	Business Development, General Corporate purpose and repayment existing un secured loans.
e	Any other relevant information	The transactions are proposed to be entered for the purpose of achieving the business objectives and continuity in operations. All these transactions will be executed on an arm's length basis and in the ordinary course of business of the Company.

By the Order of the Board

For Future Market Networks Limited

Sd/-

Anil Cherian

Head – Legal and Company Secretary

Date: January 16, 2025

Place: Mumbai

Registered Office:

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

CIN: L45400MH2008PLC179914

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