

POSTAL BALLOT

Notice pursuant to Section 110 of the Companies Act, 2013

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 Rule 22 of 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 are 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 Company has appointed Mr. Alwyn D'souza, Practicing 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.

You are requested to carefully read the instructions printed on the Ballot Form, record your assent (for) or dissent (against) therein and return the same in original duly completed in the attached self-addressed, postage pre-paid envelope (if posted in India) so as to reach the Scrutinizer not later than the close of working hours i.e. 5:00 p.m. on Monday, January 5, 2015.

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.

Upon completion of the scrutiny of the Ballot Forms, the Scrutinizer will submit his report to the Managing Director. The result of the Postal Ballot would be announced by Managing Director or the Company Secretary of the Company on Wednesday, January 7, 2015 at 3.00 p.m. at the Registered Office of the Company. The Results will be uploaded on the website of the Company (www.fmnl.co.in) and will be intimated to the Stock Exchanges on which the Company is listed. The Resolutions, if approved, will be taken as passed effectively on the date of declaration of results.

By the Order of the Board
For Future Market Networks Limited

Sd/-
Anil Cherian
Chief: Legal & Company Secretary

Regd Office:

Knowledge House
Shyam Nagar Off Jogeshwari-Vikhroli Link Road
Jogeshwari (E), Mumbai 400 060
Mumbai, December 3, 2014
CIN: L45400MH2008PLC179914
info.fmnl@futuregroup.in

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

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, subject to the provisions of Foreign Exchange Management Act, 1999, and other applicable provisions, if any, of the Companies Act, 1956 / Companies Act, 2013 (including any amendment thereto or re-enactment thereof for the time being in force) or any other law for the time being in force, and subject to consents, approvals and /or permissions of relevant authorities as may be required, the consent of the Company be and is hereby accorded to the Board of Directors to sell the equity shareholding in Future Retail Destination 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 finalize the sale consideration, 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, 1956/ Companies Act, 2013 (including any amendment thereto or re-enactment thereof for the time being in force) or any other law for the time being in force, and subject to consents, approvals and /or permissions of relevant authorities as may be required, the consent of the Company be and is hereby accorded to the Board of Directors to sell the equity shareholding and/or beneficial interest in the project named "Calcutta Riverside" held through River Bank Developers Private Limited and Calcutta Metropolitan Group Limited, on such terms and conditions as determined by the Board of Directors and/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 the Order of the Board
For Future Market Networks Limited

Sd/-
Anil Cherian
Chief: Legal & Company Secretary

Regd Office:

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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 November 28, 2014.
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 November 28, 2014.
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.

EXPLANATORY STATEMENT

Explanatory Statement for Resolutions mentioned under Item Nos. 1 and 2 pursuant to Section 102 of the Companies Act, 2013 (hereinafter referred to as the "Act"):

Item No. 1 & 2

The Company entered into a joint venture with IL&FS Township & Urban Assets Limited (ITUAL), a subsidiary of Infrastructure Leasing & Financial Services (IL&FS) to set up large scale warehouse across the Country. The Company holds 50% equity capital of Future Retail Destination Limited (FRDL) i.e. ₹ 15 Crores. Considering the economic conditions and project viability, the Company and ITUAL mutually decided to exit from this business. In order to enable the Company to exit from the business by way of sale of share of held in FRDL, the Company seeking approval of the members through postal ballot.

Pursuant to a Scheme of Amalgamation sanctioned by the Hon'ble High Court of Bombay on January 20, 2012, 23% beneficial interest of "Calcutta River Side" project is transferred and vested with the Company and the beneficial interest is held by the Company through Riverbank Developers Private Limited and Calcutta Metropolitan Group Limited. It is proposed to sell these investments by way of sale of shares for an aggregate consideration of ₹ 33 Crores. Valuation report is obtained from an independent valuer in this regard. The Board of Directors at their meeting held on November 13, 2014 approved the sale of investments subject to the approval of shareholders through postal ballot pursuant to Sec 180(1)(a) of the Companies Act, 2013 read with other applicable provisions of the Act and Rules thereof.

As per the provisions of Rule 22(16)(i) of the Companies (Management and Administration) Rules, 2014, 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&2 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 Item No. 1 & 2 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 item no. 1 & 2 is available for inspection of the members at the Registered Office of the Company during the office hours on all working days till the date of closure of Postal Ballot.

For Future Market Networks Limited

Sd/-
Anil Cherian
Chief: Legal & Company Secretary

Regd Office:

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