



Agre Developers Limited

(Formerly known as Future Mall Management Limited)

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

POSTAL BALLOT FORM

1 Name and Registered Address of the Sole/First named Shareholder

2 Name(s) of Joint shareholder(s), if any

3 DP ID No. / Client ID No./ Registered Folio No*. *(Applicable to investors holding shares in Physical Form)

4 No. of shares held

I / We hereby exercise my / our vote in respect of the special resolution to be passed through postal ballot for the business stated in the Notice of the Company by sending my / our assent or dissent to the said resolution by placing tick (✓) mark at the appropriate box below:

Description	No. of Shares for which vote cast	I / we assent to the resolution (FOR)	I / we dissent to the resolution (AGAINST)
Resolution for change of name of the Company from Agre Developers Limited to Future Market Networks Limited			

(Signature of the shareholder)

Place :

Date :

NOTE: PLEASE READ CAREFULLY THE INSTRUCTIONS PRINTED OVERLEAF BEFORE EXERCISING THE VOTE.



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POSTAL BALLOT NOTICE

(Pursuant to Section 192A of the Companies Act, 1956)

Dear Member(s),

The Company is engaged in the business of construction, development and management of various infrastructure platforms that supports private consumption in India. In order to ensure that the name of the Company appropriately conveys core areas of business operations of the Company, it is proposed to change the name of the Company to "FUTURE MARKET NETWORKS LIMITED".

Pursuant to Section 21 read with Section 192A of the Companies Act, 1956 and the Companies (Passing of Resolution by Postal Ballot) Rules, 2001, the Company seeks the approval of the members for the change in name by way of Special Resolution through Postal Ballot.

Accordingly, we are enclosing the proposed Special Resolution for the aforesaid proposal along with the Explanatory Statement pursuant to Section 173(2) and 192A(2) of the Companies Act, 1956 and the postal ballot form for your consideration and needful action.

Registered Office:

Knowledge House, Shyam Nagar
Jogeshwari – Vikhroli Link Road,
Jogeshwari (East)
Mumbai - 400060

Place : Mumbai

Date : November 28, 2011

By Order of the Board of Directors
for Agre Developers Limited

Sd/-

Anil Cherian
Company Secretary

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

NOTICE PURSUANT TO SECTION 192A OF THE COMPANIES ACT, 1956

NOTICE is hereby given to the Members of Agre Developers Limited for passing the following Special Resolution through Postal Ballot pursuant to Section 192A of the Companies Act, 1956 read with the Companies (Passing of the Resolution by Postal Ballot) Rules, 2001 (including any statutory modification or re-enactment thereof for the time being in force):

Text of the Special Resolution to be passed by the members through Postal Ballot:

Change of name of the Company

To consider and, if thought fit, to give assent/dissent to the following Resolution as a Special Resolution:

"RESOLVED THAT pursuant to Section 21 and other applicable provisions, if any, of the Companies Act, 1956, and subject to the approval of the Central Government, the name of the Company be changed from "Agre Developers Limited" to "Future Market Networks Limited".

RESOLVED FURTHER THAT pursuant to Sections 16, 31 and other applicable provisions, if any, of the Companies Act, 1956, the name "Agre Developers Limited" wherever it appears in the Memorandum of Association and the Articles of Association of the Company be substituted with the new name "Future Market Networks Limited"

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, matters and things as may be necessary, proper, expedient or incidental for the purpose of giving effect to this Resolution.

RESOLVED FURTHER THAT the Board, be and is hereby authorized to delegate all or any of its powers herein conferred to any Committee of Directors or Managing Director or any Director or Directors or Company Secretary or any other Officer or Officers of the Company with the power to further delegate any such powers as they may deem fit to give effect to the aforesaid resolution."

Registered Office:

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Jogeshwari – Vikhroli Link Road,
Jogeshwari (East)
Mumbai - 400060

Place : Mumbai

Date : November 28, 2011

By Order of the Board of Directors
for Agre Developers Limited

Sd/-

Anil Cherian
Company Secretary

NOTES:

- 1) Explanatory Statement comprising reasons for the above Special Resolution, pursuant to Section 173(2) read with Section 192A(2) of the Companies Act, 1956, is annexed herewith.
- 2) The Company has appointed Mr. Alwyn D'souza of M/s Alwyn D'souza & Co., Practicing Company Secretaries, Mumbai as Scrutinizer for conducting the voting through Postal Ballot in a fair and transparent manner.
- 3) The result of Postal Ballot shall be announced by the Managing Director of the Company on 11th January, 2012 at the Registered Office of the Company and the Resolution will be taken as passed effectively on the date of announcement of the result by the Managing Director.
- 4) Members are requested to carefully read the instructions printed in the Postal Ballot Form and return the said Postal Ballot Form (no other form or photocopy thereof is permitted) duly completed, in the attached self addressed postage prepaid envelope so as to reach the Scrutinizer on or before Monday, the 9th January 2012. Any response received from Members after 9th January 2012 shall be strictly treated as if no response is received. Members are requested to send the duly completed Postal Ballot Form well before 9th January, 2012 providing sufficient time for postal transit. The Scrutinizer will submit his Report and the result of the Postal Ballot shall be announced at the Registered Office of the Company on 11th January, 2012. Additionally the results will be put up on the Company's website www.agredevelopers.in and announced through a newspaper advertisement.

EXPLANATORY STATEMENT PURSUANT TO SECTIONS 173(2) AND 192A (2) OF THE COMPANIES ACT, 1956

The Company is engaged in the business of construction, development and management of various infrastructure platforms that supports private consumption in India.

Development and management of infrastructure for whole sale and retail markets in India is an opportunity with huge potential, the Company is currently engaged in. The Company already identified and initiated various measures to set up whole sale markets in three cities in India. Currently the Company is managing retail market infrastructure of more than 1 million sq ft of space.

Logistic parks will be the backbone of efficient markets for the effective networking and distribution of products. The markets developed and/or managed by the Company will be networked through large, modern and sophisticated logistic parks set up in large parcels of land ranging between 35-100 acres of land, located at strategic locations of the country.

The Company intends to create a network of modern retail & whole sale markets and infra logistic parks that will catalyze consumption.

In order to ensure that the name of the Company appropriately conveys core areas of business operations of the Company viz. development of markets and networking of such markets through logistic parks, it is proposed to change the name of the Company to "FUTURE MARKET NETWORKS LIMITED".

The provisions of the Companies Act, 1956 inter-alia require approval of the Members by way of Special Resolution for change of name of the Company and consequential alteration in the Memorandum of Association and Articles of Association of the Company. Hence, the Company seeks the approval of members for the change of name by way of a Special Resolution through postal ballot.

The Registrar of Companies, Mumbai, has confirmed the availability of this proposed name to the Company.

None of the Directors of the Company is, in any way, concerned or interested in this Resolution.

The Board of the Company recommends the resolution set out herein for your approval through Postal Ballot.

Inspection of Documents

The relevant documents referred to in the notice, will be open for inspection by Members at the Registered Office of the Company between 10.00 a.m. and 12.00 noon, on all working days, excluding Sundays and public holidays up to the date of declaration of results of Postal Ballot.

Registered Office:

Knowledge House, Shyam Nagar
Jogeshwari – Vikhroli Link Road,
Jogeshwari (East)
Mumbai - 400060
Place : Mumbai
Date : November 28, 2011

By Order of the Board of Directors
for Agre Developers Limited

Sd/-

Anil Cherian
Company Secretary

Notes / Instructions

1. Pursuant to the provisions of Section 192A of the Companies Act, 1956 read with Companies (Passing of resolution by Postal Ballot) Rules 2001, the assent or dissent of the members in respect of the Special Resolution contained in the Postal Ballot Notice dated November 28, 2011 is being determined through postal ballot.
2. 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 tick (✓) in both the column will render the form invalid.
3. A Member desirous of exercising his/her vote by postal ballot should complete the Postal Ballot Form in all respects and send it after signature to the Scrutinizer in the attached self addressed postage pre-paid envelope which shall be properly sealed with adhesive or adhesive tape. *However envelopes containing Postal Ballot Form, if sent by courier at the expenses of the member instead of using the postage pre-paid envelope will also be accepted.*
4. The self-addressed envelope bears the name and address of the Scrutinizer appointed by the Board of the Company.
5. The Postal Ballot Form should be signed by the Member as per specimen signature registered with the Company. In case, shares are jointly held, this Form should be completed and signed by the first named member and in his/her absence, by the next named member. Holders of Power of Attorney (POA) on behalf of member may vote on the Postal Ballot mentioning the registration no. of the POA or enclosing an attested copy of POA. *(However, where the Form is sent separately by the first named Shareholder and the Joint holder(s), the vote of the first named Shareholder would be valid.)*
6. 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.
7. Duly completed Postal Ballot Form should reach the Scrutinizer not later than the close of working hours (17.00 hrs) on 9th January, 2012. Postal ballot forms received after that date will be treated as if the reply from such members has not been received. The members are requested to send the duly completed Postal Ballot forms well before 9th January, 2012 providing sufficient time for postal transit.
8. The Voting shall be reckoned in proportion to a Member's share of the paid up equity share capital of the Company as on 25th November, 2011.
9. In case of shares held by Companies, Trusts, Societies, etc. the duly completed postal ballot form should be accompanied by a certified copy of the Board Resolution/Authority and preferably with attested specimen signature(s) of the duly authorized signatory(s) giving requisite authority to the person voting on the Postal Ballot Form.
10. Members are requested not to send any other matter along with the Postal ballot Form in the enclosed postage pre-paid self-addressed envelope. If any extraneous papers are found, the same will be destroyed by the scrutinizer
11. The exercise of vote by Postal Ballot is not permitted through proxy.
12. There will be only one Postal Ballot Form for every folio/client ID irrespective of the number of Joint Member(s).
13. Incomplete, unsigned, improperly or incorrectly tick marked Postal Ballot Forms will be rejected.
14. 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.
15. The Scrutinizer's decision on the validity of the Postal Ballot Form shall be final.
16. The results of the voting on the resolution will be declared at the Registered Office of the company on Wednesday the 11th January, 2012. The results will thereafter be published in news papers, for the information of the Members within 48 hours of the declaration of the results and will be placed at the web-site of the Company.
17. The item of business covered by this Postal Ballot will not be transacted at any General Meeting even though Members who have not exercised their franchise through Postal Ballot might be present in person or through proxy at the meeting.
18. The relevant documents referred to in the Notice are open for inspection at the registered office of the Company on all working days, excluding Sundays and public holidays, between 10.00 a.m. and 12.00 noon up to the date of declaration of results of Postal Ballot.
19. A shareholder may request for a duplicate Ballot paper, if so required. All such requests should be addressed to the Company's Registrars & Share Transfer Agents at: Link Intime India Pvt. Ltd., C-13, Pannalal Silk Mills Compound, L. B. S. Marg, Bhandup (West), Mumbai 400 078.
20. Any query in relation to the resolution proposed to be passed by Postal Ballot may be addressed to Mr. Anil Cherian, Company Secretary at Email: anil.cherian@futuregroup.in and/or Fax: 022 662 01462.
21. All postal ballot form shall be delivered on or before 9th January 2012 at the following address :
The Scrutinizer
Agre Developers Limited
Knowledge House, Shyam Nagar,
Off Jogeshwari – Vikhroli Link Road,
Jogeshwari (East), Mumbai – 400 060.