

October 21, 2013

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

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

Dear Sir,

**Sub: RESULTS OF POSTAL BALLOT**

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

Pursuant to Section 192A of the Companies Act, 1956 read with Rule 2A of the Companies (Passing of the resolution by postal ballot) Rules, 2001, the approval of the shareholders was sought by Postal Ballot for making certain amendments / alterations in the Object Clauses of the Memorandum of Association of the Company by amending / altering clauses".

Mr. Alwyn D'souza, Practicing Company Secretary was appointed as the Scrutinizer for conducting postal ballot process in a fair and transparent manner.

The last date for receipt of the postal ballot forms duly completed by the shareholders was Friday, October 18, 2013.

The Scrutinizer appointed by the Board has submitted his report on the postal ballot and the following results were announced on October 21, 2013 at the Registered Office of the Company.

Details of Vote Casted for Special Resolution under section 17 of the Companies Act, 1956:

| Sr. No | Particulars   | No. of Postal Ballot Forms | No. of Shares Voted Upon | Aggregate in value (Rs.) | Percentage of total paid up Equity Capital as on 31/3/2013 | Percentage of Valid votes cast |
|--------|---|----------------------------|--------------------------|--------------------------|--|--------------------------------|
| (a)    | Total Postal Ballot Forms received(*)               | 270                        | 38742981                 | 387429810                |  |                                |
| (b)    | Less : Invalid Postal Ballot Forms                  | 26                         | 6642                     | 66420                    |  |                                |
| (c)    | Net Valid Postal Ballot Forms                       | 244                        | 38736339                 | 387363390                |  |                                |
| (d)    | Postal Ballot Forms with assent for the Resolution  | 233                        | <b>38733798</b>          | <b>387337980</b>         | 69.348%  | <b>99.993%</b>                 |
| (e)    | Postal Ballot Forms with dissent for the Resolution | 11                         | <b>2541</b>              | <b>25410</b>             | 0.005%   | <b>0.007%</b>                  |



Accordingly, the above resolution has been passed by the requisite majority.

Please also find attached herewith certified copy of the resolution passed.

Kindly take the above information on your records.

Thanking you,

Yours truly,

**For Future Market Networks Limited**

  
**Anil Cherian**  
**Chief - Legal & Company Secretary**



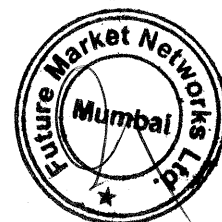
**CERTIFIED TRUE COPY OF THE SPECIAL RESOLUTION APPROVED BY THE MEMBERS OF FUTURE MARKET NETWORKS LIMITED THROUGH POSTAL BALLOT ON OCTOBER 21, 2013**

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**To amend the Main Object Clause 1, 2 and 2A and deletion of Clauses 47, 48, 55, 56, 58 and 64 of the Other Objects of the Company**

**"RESOLVED THAT** pursuant to the provisions of section 17 and other applicable provisions, if any, of the Companies Act, 1956, Clause 1, 2 and 2A of the Main Object Clause of the Memorandum of Association of the Company be altered and substituted with the following clauses:

1. To carry on the business in India or elsewhere of maintaining, operating, managing malls, shopping centres, immovable properties of all nature and description including shopping malls, commercial complexes, shopping plazas, cinema halls, theatres, departmental stores, hypermarkets, shops, business houses, offices, residential estates, hotels, motels, resorts, homes, organizations, exhibition centres, conference centres, boarding and lodging houses, clubs, dressing rooms, and places of amusement and recreation, sports, entertainment.
  2. To act as advisors, consultants, service providers, service contractor or sub-contractor, suppliers, administrator, licensor, designer, controller to render various mall management services for enhancing value, increasing of footfalls and ambience of the malls, shoppers plazas, shopping centres, departmental stores and such other above named properties and to undertake the business of providing turnkey solutions including development and execution of the retail outlet; identification of the project or properties, negotiations, space planning, structure design, interior and exterior design, project administration, design and engineering services, procurement of equipments and controlling schedule and quality thereof and to provide other requisite infrastructure facilities to make the malls, shoppers plazas, shopping centres, departmental stores including but not limited to procurement of power, hiring/ contracting security services, housing keeping facilities, catering services, engineering services, communication facilities and other day to day facilities of running malls either on its own or in partnership with others.
- 2A# To carry on the business in India or elsewhere of builders, contractors, erectors, constructors of buildings of all nature being residential, industrial, institutional or commercial, townships, holiday resorts, hotels, motels, shopping malls and preparing plans for building sites, constructing, reconstructing, erecting, altering, improving, enlarging, developing, decorating, furnishing and maintaining of structures, flats, houses, factories, commercial buildings, garages, warehouses, buildings for all purposes and conveniences and to purchase for development free-hold and lease-hold lands, houses, building, structures and other properties of any tenure and any interest therein.




**RESOLVED FURTHER THAT** pursuant to the provisions of section 17 and other applicable provisions, if any, of the Companies Act, 1956, existing Clauses 47, 48, 55, 56, 58 and 64 of the Other Objects under the Object Clause of the Memorandum of Association of the Company be deleted and all other Clauses be renumbered accordingly.

**RESOLVED FURTHER THAT** Mr. Sunil Biyani, Managing Director or Mr. Anil Cherian, Company Secretary of the Company be and are hereby severally authorised to do all such acts, deeds and things as may be required, proper and expedient to give effect to aforesaid resolution.

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, Board of Directors of the Company or any of its committee constituted be authorised to do all acts, deeds, matters and things as they may in their absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in this regard and to sign and execute all necessary documents, applications, returns and writings as may be necessary, proper, desirable or expedient."

**For Future Market Networks Limited**

  
**Anil Cherian**  
**Chief - Legal and Company Secretary**

