

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

POSTAL BALLOT

[Notice Pursuant to Section 110 of the Companies Act, 2013, read with Rule 22 of the Companies (Management and Administration) Rules, 2014]

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 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 is 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 Board of Directors has appointed Mr. Alwyn D'souza, Practising 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.

Members desiring to exercise their vote by postal ballot are requested to carefully read the instructions printed in the Postal Ballot Form and return the same duly completed in the enclosed self-addressed Business Reply Envelope. Postal Ballot Form(s), if sent by courier or by registered post / speed post at the expense of the Member(s) will also be accepted. The duly completed Postal Ballot Form(s) should reach the Scrutinizer not later than the close of working hours i.e. 5:00 p.m. IST on Monday, August 17, 2015 to be eligible for being considered, failing which it will be strictly considered that no reply has been received from the Member

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.

The Scrutinizer will submit his report to the Managing Director of the Company after the completion of the scrutiny of the postal ballots (including e-voting). The results shall be declared on or before August 20, 2015 and communicated to the Stock Exchanges where the Company's shares are listed, Depository, Registrar and Share Transfer Agent and would also be displayed on the Company's website at www.fmnl.co.in

By the Order of the Board
For Future Market Networks Limited

Sd/-
Anil Cherian
Chief: Legal & Company Secretary

Mumbai
July 13, 2015

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

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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, and other applicable provisions, if any, of the Companies Act, 2013 (including any amendment thereto or re-enactment thereof for the time being in force) (the "Act") and applicable provisions of the Listing Agreement executed by the Company with the Stock Exchanges, the Memorandum and Articles of Association of the Company and subject to all other requisite approvals, if and to the extent necessary, and such other approvals, permissions and sanctions as may be required, the consent of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as "Board", which term shall include a Committee thereof authorized for the purpose) for sale of the entire investment of the Company in Suhani Mall Management Company Private 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 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, 2013 (including any amendment thereto or re-enactment thereof for the time being in force) (the "Act") and applicable provisions of the Listing Agreement executed by the Company with the Stock Exchanges, the Memorandum and Articles of Association of the Company and subject to all other requisite approvals, if and to the extent necessary, and such other approvals, permissions and sanctions as may be required, the consent of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as "Board", which term shall include a Committee thereof authorized for the purpose) for sale of the entire investment of the Company in Aashirwad Malls Private 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 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. 3

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, 2013 (including any amendment thereto or re-enactment thereof for the time being in force) (the "Act") and applicable provisions of the Listing Agreement executed by the Company with the Stock Exchanges, the Memorandum and Articles of Association of the Company and subject to all other requisite approvals, if and to the extent necessary, and such other approvals, permissions and sanctions as may be required, the consent of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as "Board", which term shall include a Committee thereof authorized for the purpose) for sale of the entire investment of the Company in F R Retail Destination Private 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 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. 4

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, 2013 (including any amendment thereto or re-enactment thereof for the time being in force) (the "Act") and applicable provisions of the Listing Agreement executed by the Company with the Stock Exchanges, the Memorandum and Articles of Association of the Company and subject to all other requisite approvals, if and to the extent necessary, and such other approvals, permissions and sanctions as may be required, the consent of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as "Board", which term shall include a Committee thereof authorized for the purpose) for sale of the entire investment of the Company in Niyman Mall Management Company Private 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 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 Order of the Board
For FUTURE MARKET NETWORKS LIMITED

Sd/-
Anil Cherian
Chief: Legal & Company Secretary

Mumbai
July 13, 2015

Regd Office:

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

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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 July 10, 2015.
- 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 July 10, 2015.
- 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 to 4 pursuant to Section 102 of the Companies Act, 2013 (hereinafter referred to as the "Act"):

Item No. 1 to 4

The Company is proposing to restructure the businesses on a standalone basis with major focus on core subsidiaries / joint ventures. Accordingly, it is proposed to sell the investments held by the Company in Suhani Mall Management Company Private Limited (Suhani), Aashirwad Malls Private Limited (AMPL), F R Retail Destination Private Limited (FR) and Niyman Mall Management Company Private Limited (Niyman). The aforesaid investments were transferred and vested with the Company consequent to the Scheme of Amalgamation of Future Realtors India Private Limited with the Company pursuant to an order of Hon'ble High Court of Bombay dated January 20, 2012.

1,43,750 Equity shares of Rs. 10/- each of Suhani were held by Agre Properties & Services Limited (erstwhile wholly-owned subsidiary of the Company) and pursuant to a Scheme of Amalgamation approved by Hon'ble High Court of Bombay on March 26, 2013, the said shares were transferred and vested with the Company. The Company during the year 2011-12, invested an amount of Rs. 1680 Lacs by way of equity capital into Suhani. As on March 31, 2015, the investments of the Company in the aforesaid subsidiaries are as follows:

Sr.No.	Name of the Company	Total Amount of Investment as on March 31, 2015 (Rs. in lacs.)
1.	Suhani Mall Management Company Private Limited	2020.54
2.	Aashirwad Malls Private Limited	567.58
3.	F R Retail Destination Private Limited	273.34
4.	Niyman Mall Management Company Private Limited	782.58

The Board of Directors of the Company resolved to seek the consent of members for the sale of investments through postal ballot pursuant to Section 180(1)(a) of the Companies Act, 2013 read with other applicable provisions of the Act and Rules thereof and provisions of Listing Agreement executed by the Company with the Stock Exchanges.

As per the provisions of Rule 22(16)(i) of the Companies (Management and Administration) Rules, 2014 read with the provisions of the Listing Agreement, 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 to 4 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 Items No. 1 to 4 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 items no. 1 to 4 is available for inspection of the members at the Registered Office of the Company during the office hours on all working days up to the date of announcement of the results of this Postal Ballot

By Order of the Board
For FUTURE MARKET NETWORKS LIMITED

Sd/-
Anil Cherian
Chief: Legal & Company Secretary

Mumbai
July 13, 2015

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