

Future Market Networks Limited

Corporate Identification Number (CIN) : L45400MH2008PLC179914
Regd. Office: Knowledge House, Shyam Nagar, Off. Jogeshwari – Vikhroli Link Road,
Jogeshwari (East), Mumbai – 400060.

Tel: 022 – 6620 1473 Fax: 022 – 6620 1462 Email: info.fmn@futuregroup.in / Website : www.fmn.co.in

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 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 alongwith 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.

You are requested to carefully read the instructions printed on the 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 Saturday, August 30, 2014.

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 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 Monday, September 1, 2014 at 4.30 p.m. at the Registered Office of the Company. The aforesaid result would be displayed at the Registered Office of the Company, intimated to the Stock Exchanges where the Company’s shares are listed, published in the newspapers and displayed alongwith the Scrutinizer’s report on the Company’s website viz. www.fmn.co.in.

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, July 16, 2014

CIN: L45400MH2008PLC179914

E-mail: info.fmn@futuregroup.in

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

Proposed Resolutions:

Item No. 1

Borrowing powers of the Board

To consider and if thought fit, to accord assent/dissent to the following Resolution as a “**Special Resolution**”:-

“**RESOLVED THAT** in supersession of Resolution passed by the members of the Company at the Annual General Meeting held on September 18, 2010 and pursuant to Section 180(1)(c) and all other applicable provisions, if any, of the Companies Act, 2013, and the rules framed there under, (including any amendment thereto or re-enactment thereof), the consent of the Members be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as “the Board” which term shall be deemed to include any Committee thereof) for borrowing from time to time any sum or sums of monies which, together with the monies already borrowed by the Company (apart from temporary loans obtained or to be obtained from the Company’s bankers in the ordinary course of business), may exceed the aggregate of the paid up capital of the Company and its free reserves, provided that the total amount so borrowed by the Board shall not at any time exceed the limit of Rs. 1000 crores.

RESOLVED FURTHER THAT the Board be and is hereby authorised on behalf of the Company to do all such acts, deeds and things, to execute all such documents, instruments in writing as may be required in its absolute discretion pursuant to the above Resolution.”

Item No. 2

Creation of Charges on the Company's properties

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

“**RESOLVED THAT** in supersession of Ordinary Resolution passed by the members of the Company at the Annual General Meeting held on September 18, 2010 and pursuant to Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013, and the rules framed there under as may be amended from time to time, (including any amendment thereto or re-enactment thereof), read with the Articles of Association of the Company and other applicable provisions, consent of the Company be and is hereby granted to the Board of Directors (hereinafter referred to as the “Board”) of the Company for creation of mortgage / hypothecate / pledge / charge / security in any form or manner on all or any one or more of the movable and / or immovable properties or such other assets of the Company, wheresoever situated, both present and future, on such terms and conditions and at such time or times and in such form or manner as it may deem fit, to or in favour of lenders including Banks, Financial Institutions, Investment Institutions, Non Banking Finance Companies (NBFC) or such other lenders and/or other investing agencies to secure any Asset Financing Facilities, Term Loans / Credit Facilities or otherwise, obtained / to be obtained from any of the aforesaid lenders, such security to rank in such manner as may be agreed to between the concerned parties and as may be thought expedient by the Board subject to the applicable limits pursuant to Section 180(1)(c) or such other limits as approved by the shareholders from time to time.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to finalise and execute with the Banks, Financial Institutions, Investment Institutions, Non Banking Finance Companies (NBFC) or such other lenders or other investing agencies, the requisite agreements, documents, deeds and writings for borrowing and / or creating the aforesaid mortgage and / or charge and to do all such acts, deeds, matters and things as may be necessary, proper or expedient to give effect to this resolution”.

Item No. 3

Giving of Loans / Guarantees, Providing of securities and making of investments in securities

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

“**RESOLVED THAT** pursuant to Section 186 and all other applicable provisions of the Companies Act, 2013 read with the Companies (Meetings of Board and its Powers) Rules, 2014 as may be amended, from time to time and Articles of Association of the Company, approval of the shareholders of the Company be and is hereby given to the Board of Directors for:

- i. giving any loan to any person or other body corporate
- ii. giving any guarantee or providing security in connection with a loan to any other body corporate.
- iii. acquiring whether by way of subscription, purchase or otherwise, the securities of any other body corporate.

up to an amount, the aggregate outstanding of which should not exceed, at any given time, Rs. 1500 crores which shall be over and above the limits as specified in Section 186 (2) of the Companies Act, 2013 and the aggregate outstanding amount of loans / guarantees / securities given / provided to wholly owned subsidiary companies and / or joint venture companies and investments made in wholly owned subsidiary companies, from time to time.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors be and is hereby authorized to negotiate and decide, from time to time, terms and conditions, execute necessary documents, papers, agreements etc. for investments to be made, loans / guarantees to be given and securities to be provided to any person and / or any body corporate, do all such acts, deeds, matters and things, as it may, in its absolute discretion, deem necessary, proper or desirable, settle any question, difficulty or doubt that may arise in this regard and to delegate all or any of these powers to any Committee of Directors or Managing Director or Whole Time Director or Director or officer of the Company or any other person.”

By 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, July 16, 2014

CIN: L45400MH2008PLC179914

E-mail: info.fmdl@futuregroup.in

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 18, 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 July 18, 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.

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 alongwith 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
- 5) 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 3 pursuant to Section 102 of the Companies Act, 2013 (hereinafter referred to as the "Act"):

Item No. 1 & 2

The shareholders of the Company at their Annual General Meeting held on September 18, 2010 had approved the borrowings by the Company for an amount not exceeding Rs. 1000 Crores (Rupees One Thousand Crores Only) and creation of charge to secure the borrowings vide Ordinary Resolution(s) under Section 293(1) (d) and 293(1)(a) of Companies Act, 1956.

Pursuant to the notification issued by the Ministry of Corporate Affairs on September 12, 2013, Section 180 (1) (a) and 180(1) (c) of the Companies Act, 2013 have come into force with effect from September 12, 2013. Accordingly the limits approved by the members of the Company under Section 293 (1) (a) and 293 (1)(d) of Companies Act, 1956 is valid for a period of one year from the date of notification of Section 180 of the Companies Act, 2013. Accordingly, approval of the Members of the Company is being sought by way of Special Resolutions under Sections 180 (1) (c) and 180 (1) (a) of the Companies Act, 2013, to borrow monies in excess of Paid-up Capital of the Company and its free reserves and to create security by way of creating mortgage, hypothecation / pledge / security in any form or manner / charge on movable / immovable properties of the Company.

The Board recommends the Special Resolution(s) as set out in item Nos.1 & 2 of the Notice for the approval of the Members.

None of the Directors, Key Managerial Personnel of the Company or their relatives is in any way concerned or interested, financially or otherwise in this Resolution.

None of the Promoters, Directors and their relatives are interested in the resolution except to the extent of their shareholdings in company.

Item No. 3

As per the provisions of Section 186 of the Companies Act, 2013, no company shall directly or indirectly (a) give any loan to any person or other body corporate; (b) give any guarantee or provide security in connection with a loan to any other body corporate or person; and (c) acquire by way of subscription, purchase or otherwise, the securities of any other body corporate, exceeding sixty per cent of its paid-up share capital, free reserves and securities premium account or one hundred per cent of its free reserves and securities premium account, whichever is more.

Where such giving of any loan or guarantee or providing any security or the acquisition exceeds the limits specified, under Section 186 of the Companies Act, 2013 prior approval by means of a special resolution passed at a general meeting is necessary. The Company in its ordinary course of business invests its funds to attain greater financial flexibility and to enable optimal financing structure, this permission is sought pursuant to the provisions of Section 186 of the Companies Act, 2013 to give powers to the Board of Directors or any duly constituted Committee thereof or any person(s) duly authorized by the Board, for making further investment,

providing loans or give guarantee or provide security in connection with loans to any persons or any other body corporate for an amount not exceeding Rs. 1500 crores which shall be over and above the limits as specified in Section 186 (2) of the Companies Act, 2013 and the aggregate outstanding amount of loans / guarantees / securities given / provided to wholly owned subsidiary companies and / or joint venture companies and investments made in wholly owned subsidiary companies, from time to time.

The investment(s), loan(s), guarantee(s) and security (ies), as the case may be, will be made in accordance with the applicable provisions of the Companies Act, 2013 and relevant rules made there under.

These investments are proposed to be made out of own/surplus funds/internal accruals and or any other sources including borrowings, if necessary, to achieve long term strategic and business objectives.

As per the provisions of Rule 22(16)(j) of the Companies (Management and Administration) Rules, 2014, the resolution for giving loan or extending guarantee or providing security in excess of the limit as specified under Section 186(2) of the Act can be passed only through Postal Ballot process.

The Board recommends the resolution as set out at item no. 3 of the Notice for your approval.

None of the Directors, Key Managerial Personnel of Company and their relatives are in any way, deemed to be concerned or interested financially or otherwise in the Special resolution as set out at Item No. 3 of the Notice.

None of the Promoters, Directors and their relatives are interested in the resolution except to the extent of their shareholdings in company.

By 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

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