

## 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 – 6199 5237 • Fax: 022 – 6199 5054  
 Email: [info.fmnl@futuregroup.in](mailto:info.fmnl@futuregroup.in) / Website : [www.fmn.co.in](http://www.fmn.co.in)

### POSTAL BALLOT FORM

(Please read the instructions printed in the Notice of Meeting of the Equity Shareholders)

#### TO BE RETURNED TO THE SCRUTINIZER

Serial No.

1.	Name and Registered Address of the Sole / First named Member  (IN BLOCK LETTERS)	
2.	Name(s) of the Joint Holder(s), if any	
3.	Registered Folio No*/ DP ID No. / Client ID No.  *(Applicable to shareholders holding shares in Physical Form)	
4.	No. of shares held	

I / We hereby exercise my / our vote in respect of the **Resolution** to be passed through postal ballot set out in the Notice of the Meeting of the Equity Shareholders dated August 3, 2018 and the meeting is scheduled pursuant to an order of the Mumbai Bench of National Company Law Tribunal (“**NCLT**” / “**TRIBUNAL**”) dated August 3, 2018, (“**the Order**”) in the Company Scheme Application No. 237 (MAH) of 2018, by conveying my / our assent or dissent to the said resolution by placing tick (✓) mark at the appropriate box below:

Item No.	Description	No. of Shares for which vote cast	I / we assent to the Resolution (FOR)	I / we dissent to the Resolution (AGAINST)
1	To approve the Scheme of Merger by Absorption of Star Shopping Centres Private Limited (“Transferor Company”) by Future Market Networks Limited (“Transferee Company”)			

Place :

Date :

Signature of the Shareholder

#### ELECTRONIC VOTING PARTICULARS

(Please read the e-voting instructions given overleaf before exercising the e-vote)

EVEN (Electronic Voting Event Number)	USER ID	PASSWORD
108956		

**Note: Please read carefully the instructions printed overleaf before exercising the vote.**

## Notes / Instructions

### 1. GENERAL INFORMATION

- a) Explanatory Statement and reasons for the proposed Special Resolution mentioned above as required under Section 102 of the Companies Act, 2013, setting out the material facts is appended in the notice.
- b) All relevant documents referred to in the Explanatory Statement are open for inspection at the Registered Office of the Company on all working days (Monday to Friday) between 11:00 A.M. to 1:00 P.M. up to the date of declaration of the Postal Ballot Result.
- c) You are requested to carefully read the instructions before exercising your vote.

### 2. Notes - Voting / E-voting - General

- a) There will be one Postal Ballot Form / e-voting for every Client ID No. / Folio No., irrespective of the number of joint holders.
- b) Members can opt for only one mode of voting i.e. either by Postal Ballot or through e-voting. In case you are opting for voting by Postal Ballot, then please do not cast your vote by e-voting and vice versa. In case Members cast their votes both by Postal Ballot and e-voting, the votes cast through e-voting shall prevail and the votes cast through postal ballot form shall be considered invalid.
- c) Voting rights in the Postal Ballot / e-voting cannot be exercised by a proxy.

### 3. PROCESS FOR MEMBERS OPTING FOR VOTING BY POSTAL BALLOT

- a) 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 (✓) in both the column will render the form invalid.
- b) The Voting shall be reckoned in proportion to a Member's share of the paid up equity share capital of the Company as on August 3, 2018.
- c) Members desiring to cast their vote by Postal Ballot should complete and sign this Postal Ballot Form and send it to the Scrutinizer, Mr. Alwyn D'souza, Practising Company Secretary (Membership No: 5559; CP: 5137) or failing him Mr. Vijay Sonone, Practising Company Secretaries (Membership No: 7301; CP: 7991) or failing him Mr. Jay D'Souza, Practising Company Secretaries (Membership No.: 3058; CP: 6915) at Knowledge House, Shyam Nagar, Off. Jogeshwari - Vikhroli Link Road, Jogeshwari East, Mumbai - 400060, in the enclosed postage prepaid self-addressed envelope. Postal Ballot Forms deposited in person or sent by post or courier at the expense of the Member will also be accepted.
- d) 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.
- e) In case of joint holding, this Postal Ballot Form should be completed and signed by the first named Member and in his absence by the next named Member.
- f) In respect of shares held by corporate and institutional shareholders (companies, trusts, societies, etc.), the completed Postal Ballot Form should be accompanied by a certified copy of the relevant board resolution / appropriate authorization, with the specimen signature(s) of the authorized signatory (ies) duly attested.
- g) The signature of the Member on this Postal Ballot Form should be as per the specimen signature furnished by National Securities Depository Limited (NSDL) / Central Depository Services (India) Limited (CDSL) or registered with the Company, in respect of shares held in dematerialized form or in physical form, respectively.
- h) Completed Postal Ballot Forms should reach the Scrutinizer not later than the close of working hour's i.e at 5.00 p.m. IST on Tuesday, September 18, 2018. Postal Ballot Forms received after closing hours will be considered invalid.
- i) Postal Ballot Forms which are incomplete or unsigned or defective in any manner are liable to be rejected. The Scrutinizer's decision in this regard shall be final and binding.
- j) A Member seeking duplicate Postal Ballot Form or having any grievance pertaining to the Postal Ballot process can write to the Company's Registrars- Link Intime India Pvt Ltd, C-101, 247 Park, LBS Marg, Vikhroli West, Mumbai - 400083 or to the e-mail ID [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in). Duly completed and signed duplicate Postal Ballot Forms should, however, reach the Scrutinizer not later than the close of working hours on Tuesday, September 18, 2018.
- k) 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.
- l) Members are requested not to send any paper (other than the resolution/authority as mentioned under "Process for Members opting for voting by Postal Ballot") along with the Postal Ballot Form in the enclosed self-addressed postage pre-paid envelope as all such envelopes will be sent to the Scrutinizer and if any extraneous paper is found in such envelope the same would not be considered and would be destroyed by the Scrutinizer.

### 4. PROCESS FOR MEMBERS OPTING FOR E-VOTING

In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, the Company is pleased to provide E-voting facility to the Equity shareholders to cast their votes electronically on the resolution mentioned in the Notice convening the meeting of the equity shareholders of the company (NCLT convened Meeting). The facility of casting the votes by the members using an electronic voting system from a place other than venue of the NCLT convened Meeting ("remote e-voting") will be provided by National Securities Depository Limited (NSDL).

- I. The facility for voting through ballot paper shall be made available at the NCLT convened Meeting and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper.
- II. The members who have cast their vote by remote e-voting prior to the NCLT Convened Meeting may also attend the NCLT Convened Meeting but shall not be entitled to cast their vote again.
- III. The instructions for remote e-voting are as under:

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

**Step 1 : Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com/>**

**Step 2 : Cast your vote electronically on NSDL e-Voting system.**

Details on Step 1 are mentioned below:

#### How to Log-in to NSDL e-Voting website?

- A. In case a Member receives an email from NSDL [for members whose email IDs are registered with the Company/Depository Participant(s)] :
  - i. Open the e-mail and also open PDF file namely "FMNL e-voting.pdf" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password / PIN for

remote e-voting. Please note that the password is an initial password. NOTE: Shareholders already registered with NSDL for e-voting will not receive the PDF file "remote e-voting.pdf".

- ii. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
- iii. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholders' section.
- iv. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL e-services i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL e-services after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

- v. Your User ID details are given below:

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the Applicant Company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

- vii. Your password details are given below:

- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need enter the 'initial password' and the system will force you to change your password.
- c) How to retrieve your 'initial password'?
  - i. If your email ID is registered in your demat account or with the Applicant Company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
  - ii. If your email ID is not registered, your 'initial password' is communicated to you on your postal address.

- viii. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:

- a) Click on "Forgot User Details/Password?" (If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
- b) Physical User Reset Password?" (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
- c) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) mentioning your demat account number/folio number, your PAN, your name and your registered address.

- ix. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.

- x. Now, you will have to click on "Login" button.

- xi. After you click on the "Login" button, Home page of e-Voting will open.

Details on Step 2 is given below:

#### How to cast your vote electronically on NSDL e-Voting system?

- i. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
- ii. After click on Active Voting Cycles, you will be able to see the "EVEN" of the company in which you are holding shares and whose voting cycle is in active status.
- iii. Select "EVEN" of "Future Market Networks Limited".
- iv. Now you are ready for e-Voting as the Voting page opens.
- v. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
- vi. Upon confirmation, the message "Vote cast successfully" will be displayed.
- vii. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
- viii. Once you have voted on the resolution, you will not be allowed to modify your vote.

- A. In case of any queries, you may refer to the 'Frequently Asked Questions' (FAQs) for Shareholders and e-voting user manual for Shareholders available at the Downloads section of NSDL's E-Voting website: [www.evoting.nsdl.com](http://www.evoting.nsdl.com). You can also send your queries/ grievances relating to e-voting to the e-mail ID :- [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)
- B. The period for e-voting starts at 9.00 a.m on Saturday, August 18, 2018 and ends on 5.00 p.m. IST on Tuesday, September 18, 2018. The e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently.
- C. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the 'Forgot Password' option available on the site to reset the password.