

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 / Website : 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. 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 Regulation 44 of the Securities & Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Sections 108, 110 and other applicable provisions, if any, of the Companies Act, 2013, read with the related Rules and SEBI Circulars, the Company is pleased to provide e-voting facility to all its Shareholders, to enable them to cast their votes electronically. The Company has engaged the services of National Securities Depository Limited [NSDL] for the purpose of providing e-voting facility to all its Shareholders. The instructions for e-voting are as under:

- A. In case of Members receiving the Postal Ballot Form by E-mail:
 - i. Open e-mail and open PDF file viz; "FMNL e-Voting.pdf" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password for e-voting. Please note that the password is an initial password.
 - ii. Launch internet browser by typing the following URL: <https://www.evoting.nsdl.com/>
 - iii. Click on "Shareholder – Login".
 - iv. Insert user ID and password as initial password noted in step 4 (A) (i) above. Click "Login"
 - v. "Password change" menu appears. Change the password with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
 - vi. Home page of "e-Voting" opens. Click on "e-Voting: Active E-voting Cycles".
 - vii. Select "EVEN" (Electronic Voting Event Number) of Future Market Networks Limited.
 - viii. Now you are ready for e-Voting as "Cast Vote" page opens.
 - ix. Cast your vote by selecting appropriate option and click on "Submit" and also click on "Confirm" when prompted.
 - x. Upon confirmation, the message "Vote cast successfully" will be displayed.
 - xi. Once you have voted on the resolution, you will not be allowed to modify your vote.
 - xii. For the votes to be considered valid, the corporate and institutional shareholders (companies, trusts, societies, etc.) are required to send a scanned copy (PDF/JPG format) of the relevant Board Resolution/ Appropriate Authorization etc. together with attested specimen signature of the duly authorized signatory (ies), to the Scrutinizer through e-mail at alwyn.co@gmail.com marked to evoting@nsdl.co.in.
- B. In case of Members receiving Postal Ballot Form by Post:
 - (i) User ID and initial password is provided at the bottom of the Postal Ballot Form.
 - (ii) Please follow all steps from Sr. No. 3 above, to cast your vote.
- C. If you are already registered with NSDL for e-voting then you can use your existing user ID and password for Login to cast your vote.
- D. 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. You can also send your queries/ grievances relating to e-voting to the e-mail ID :- evoting@nsdl.co.in
- E. The period for e-voting starts at 09.00 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.
- F. 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.