

FUTURE MARKET NETWORKS LIMITED

Corporate Identification Number (CIN): L45400MH2008PLC179914

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

Contact: 7498185713 **Email:** info.fmnl@futuregroup.in • **Website:** www.fmn.co.in

NOTICE OF POSTAL BALLOT

[Pursuant to Section 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, each as amended, and applicable Circulars issued by the Ministry of Corporate Affairs, Government of India, from time to time.]

Voting Starts on	Voting Ends on
Sunday, October 19, 2025, at 9:00 a.m. (IST)	Monday, November 17, 2025, at 5:00 p.m. (IST)

Dear Member (s)

Notice is hereby given that the resolutions set out below are proposed to be passed by the members of Future Market Networks Limited (“the Company”) by means of Postal Ballot, only by way of remote e-voting process (“e-voting”), pursuant to Sections 108 and 110 of the Companies Act, 2013 (“the Act”), Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 (“the Rules”) and other applicable provisions of the Act and the Rules, Secretarial Standard on General Meetings (“SS-2”) issued by the Institute of Company Secretaries of India, General Circular Nos. 14/2020 dated April 8, 2020 and 17/2020 dated April 13, 2020 read with other relevant circulars, including General Circular No. 10/2021 dated June 23, 2021, General Circular No. 20/2021 dated December 08, 2021, General Circular No. 10/2022 dated December 28, 2022, General Circular 9/2023 dated September 25, 2023, General Circular 9/2024 dated September 19, 2024 and General Circular No. 03/2025 dated September 22, 2025 issued by the Ministry of Corporate Affairs (“MCA Circulars”) and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), and other applicable laws, rules and regulations (including any statutory modification or re-enactment thereof for the time being in force and as amended from time to time).

In compliance with the aforesaid MCA Circulars, this Postal Ballot Notice is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company/Depositories. The communication of assent or dissent of the Members would take place only through the remote e-voting system. If your e-mail address is not registered with the Company/Depositories, please follow the process provided in the Notes to receive this Postal Ballot Notice.

An Explanatory Statement pursuant to Sections 102, 110 and other applicable provisions, if any, of the Act, pertaining to the Special Resolution setting out the material facts and reasons thereof, is appended to this Postal Ballot Notice. Pursuant to Rule 22(5) of the Rules, the Directors of your Company has appointed Mr. Alwyn D’souza, Company Secretary in Practice, of M/s. Alwyn D’souza & Co, Company Secretaries, Mumbai, (Membership No. FCS 5559 and Certificate of Practice No. 5137) or failing him Mr. Jay D’Souza (Membership No. FCS 3058 and Certificate of Practice No. 6915), of Jay D’Souza & Co., Practicing Company Secretaries as the Scrutinizer to conduct the Postal Ballot through remote e-voting process in a fair and transparent manner.

The Company has engaged the services of National Securities Depository Limited (“NSDL”) as the agency to provide e-voting facility.

Members are requested to read the instructions given in the Notes to this Postal Ballot Notice so as to cast their vote electronically. The votes can be cast during the following voting period:

Voting Starts on	Voting Ends on
Sunday, October 19, 2025, at 9:00 a.m. (IST)	Monday, November 17, 2025, at 5:00 p.m. (IST)

Members are requested to carefully read the instructions mentioned under the head 'Information and Instructions for e-voting' in this Postal Ballot Notice and record their assent ("FOR") or dissent ("AGAINST") on the proposed resolution through the e-voting process not later than 5.00 p.m (IST) on Monday, November 17, 2025, failing which it will be strictly considered that no vote(s) has been received from the member.

In accordance with the MCA Circulars, the Company has made necessary arrangements with MUFG Intime India Private Limited, Registrar and Share Transfer Agent ("RTA") to enable the Members to register their e-mail address. Those Members who have not yet registered their e-mail address are requested to register the same by following the procedure set out in this Postal Ballot Notice.

This notice is being sent to all members/beneficiaries whose names appear in the Register of Members/Record of Depositories as on Cut-off-date October 10, 2025.

The Scrutinizer will submit his report to the chairman of the Company (the "Chairman") or any other person authorized by the Chairman, and the result of the voting by Postal Ballot will be announced not later than two working days from the conclusion of the e-voting. The result declared along with the Scrutinizer's report shall be communicated in the manner provided in this Postal Ballot Notice.

The last date of e-voting, i.e. November 17, 2025, shall be the date on which the resolution would be deemed to have been passed, if approved by the requisite majority.

The results along with the report of the Scrutinizer shall be displayed on the Company's website www.fmn.co.in and shall also be communicated to BSE Limited and the National Stock Exchange of India Limited, where the equity shares of the Company are listed.

By the Order of the Board
For Future Market Networks Limited
Sd/-
Anil Cherian
Head – Legal and Company Secretary

Date: October 15, 2025
Place: Mumbai

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

CIN: L45400MH2008PLC179914
info.fmnl@futuregroup.in

Encl: Notice and Explanatory Statement

Special Business:

Item No. 1:

Approval for “surrender of lease hold rights” vested with the Company regarding shopping mall known as “Diamond Plaza Mall”.

To consider and if thought fit to pass, with or without modification(s), the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to Section 180(1)(a) of the Companies Act, 2013 and other applicable provisions, if any, of the Companies Act, 2013 (“Act”) and the relevant Rules made thereunder (including any statutory modification(s) or reenactment(s) thereof, for the time being in force), provisions of Articles of Association of the Company and Regulation 37A of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the “Listing Regulations”) and all other provisions of all other applicable laws and subject to such approvals, sanctions, consents, registrations and permissions as may be required from statutory and regulatory authorities, if any, consent of the Members of the Company be and is hereby accorded for the proposed surrender of lease hold rights vested with the Company with regard to the shopping mall known as “Diamond Plaza Mall” situated at premises no. 1 Calcutta Jessore Road Kolkata – 700 055 (Postal Address: 68, Jessore Road, Kolkata – 700 055) vide Lease Deed dated January 31, 2013 in favour of the original lessors viz. M/s Super Diamond Enterprises, a partnership firm having its office at 2nd Floor, ALOM House, 7B, Pretoria Street, Kolkata 700071 (shall include it's successors and/or permitted assigns) along with the respective assets “on an as is where is basis” (hereinafter referred as ‘**Undertaking**’) for a compensation not less than INR 60,00,00,000/- (Indian Rupees Sixty Crores Only).

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors of the Company (hereinafter referred to as the “**Board**”) which term shall be deemed to include any committee which the board may have constituted or may constitute from time to time to exercise its power including the power conferred by this resolution be and is hereby authorised to do all such acts, deeds, matters and things as may be deemed necessary or incidental thereto, to effect the surrender and/or transfer of Undertaking and to negotiate, finalize, settle and execute such documents / deeds / writings / papers / agreements / applications as may be required for surrender and/or transfer of Undertaking.”

By the Order of the Board
For Future Market Networks Limited
Sd/-

Anil Cherian
Head – Legal and Company Secretary

Date: October 15, 2025

Place: Mumbai

Registered Office:

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

CIN: L45400MH2008PLC179914

info.fmnl@futuregroup.in

Notes:

1. A statement, pursuant to the provisions of Section 102(1) and other applicable provisions of the Act read with the Rules, setting out all material facts relating to the resolutions mentioned in this Postal Ballot Notice is attached.
2. In compliance with the MCA Circulars, this Postal Ballot Notice is being sent only through electronic mode to those members whose names appear on the register of members / register of beneficial owners as on Friday, October 10, 2025 (“Cut-Off Date”) received from the Depositories and whose e-mail address is registered with the Company / Registrar and Transfer Agent / Depository Participants / Depositories. Physical copies of this Postal Ballot Notice along with postal ballot forms and pre-paid business reply envelopes are not being sent to members for this Postal Ballot.
3. The Postal Ballot Notice is being sent in electronic form only to the Members having their email addresses registered with the Company or Depository Participants, as the case maybe. Pursuant to MCA circulars, the hard copy of this Notice, Postal Ballot Form and pre-paid business envelope are not required to be sent to the members. Accordingly, the communication of the assent or dissent of the Members would take place through e-voting facility/system only.
4. The Postal Ballot Notice is being sent to the members of the Company whose names appear on the Register of Members/List of Beneficial Owners as received from the Depositories as on Friday, October 10, 2025 (Cut-off date). A person who is not a member on the cutoff date should treat this notice for information purpose only.

It is however, clarified that all Shareholders of the Company as on the Cut-off Date (including those Shareholders who may not have received this Notice due to non-registration of their e-mail IDs with the Company’s RTA/ Depositories) shall be entitled to vote in relation to the Resolutions specified in this Notice in accordance with the process specified hereinafter in this Notice.

5. The voting rights of the Members shall be in proportion to their shares of the paid-up equity share capital of the Company, subject to the provisions of Companies Act, 2013, as on cut-off date.

Members who have not registered their e-mail address are requested to register the same in respect of Equity shares held in electronic form with the Depository through their Depository Participant(s) and in respect of shares held in physical form by writing to the Company’s Registrar and Share Transfer Agent, MUFG Intime India Private Limited (Formerly known as Link Intime India Private Limited) C 101, 247 Park, LBS Marg, Vikhroli West, Mumbai 400083.

6. Members may note that this Notice will also be available on the Company’s website www.fmn.co.in and shall sent to the Stock Exchanges for dissemination on its website www.bseindia.com and www.nseindia.com

7. Subject to the provisions of the Articles of Association of the Company, voting rights of a member / beneficial owner (in case of electronic shareholding) shall be in proportion to his / her / its shareholding in the paid-up equity share capital of the Company as on the Cut-Off Date.
8. Pursuant to the provisions of Sections 108, 110 and other applicable provisions of the Act and the Rules made thereunder, the MCA Circulars, Regulation 44 of the Listing Regulations read with Section VI-C of the SEBI Master Circular bearing reference no. SEBI Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated 3rd October, as amended (“SEBI Master Circular”), and SS-2 and any amendments thereto, the Company is providing the facility to the members to exercise their right to vote on the proposed resolutions electronically. The instructions for e-voting are provided as part of this Postal Ballot Notice.
9. Members desiring to exercise their vote through the e-voting process are requested to read the instructions in the Notes under the section “Instructions for the Shareholders relating to the E-voting” in this Postal Ballot Notice. Members are requested to cast their vote through the e-voting process from Sunday, October 19, 2025, at 9:00 a.m. (IST) and not later than 5:00 pm IST on Monday, November 17, 2025, to be eligible for being considered, failing which it will be strictly considered that no vote(s) has been received from the shareholder.
10. The e-voting will not be allowed beyond the aforesaid date and time and the e-voting module shall be forthwith disabled by NSDL upon expiry of the aforesaid period.
11. 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.fmnl.co.in besides being communicated to the Stock Exchanges on which the shares of the Company are listed.
12. All the documents referred to in this Postal Ballot Notice will be available for inspection electronically without any fee by the members from the date of circulation of this Postal Ballot Notice until the last date of e-voting.

Members seeking to inspect such documents can send an email to info.fmnl@futuregroup.in mentioning his / her / its folio number / DP ID and Client ID.

13. The resolutions, if approved, shall be deemed to have been passed on the last date of e-voting *i.e.*, Monday, November 17, 2025.

Instructions for the Shareholders relating to the E-voting

1. The voting period begins on Sunday, October 19, 2025, at 9:00 a.m. (IST) and ends on 5:00 pm IST on Monday, November 17, 2025. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on Friday, October 10, 2025 (Cut-off Date) may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter.

How do I vote electronically using NSDL e-Voting system?

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

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> <li data-bbox="472 947 1356 1245">1. For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period. <li data-bbox="472 1276 1356 1612">2. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period. <li data-bbox="472 1644 1356 1745">3. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp <li data-bbox="472 1776 1356 1904">4. 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. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under

	<p>‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</p> <p>5. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</p> <p style="text-align: center;">NSDL Mobile App is available on</p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">  <p>App Store</p> </div> <div style="text-align: center;">  <p>Google Play</p> </div> </div> <div style="display: flex; justify-content: space-around; align-items: center; margin-top: 10px;">   </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> 1. Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi. 2. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote. 3. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration 4. Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. NSDL where the e-Voting is in progress.
<p>Individual Shareholders (holding securities in demat mode) login through their depository participants</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p>

Important note:

Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022-23058738 or 022-23058542-43

B) Login Method for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

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

1. 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.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.
Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.
4. 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.	8 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 company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***
---	---

5. Password details for shareholders other than Individual shareholders 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 to 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 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, please follow steps mentioned below in **process for those shareholders whose email ids are not registered**
6. 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.
 - b) **Physical User Reset Password?**" (If you are holding shares in physical mode) option available on 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 mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
8. Now, you will have to click on “Login” button.
9. After you click on the “Login” button, Home page of e-Voting will open.

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

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

1. After successful login at Step 1, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle.
2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period.
3. Now you are ready for e-Voting as the Voting page opens.
4. 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.
5. Upon confirmation, the message “Vote cast successfully” will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to upload their Board Resolution / Power of Attorney / Authority Letter by clicking on "**Upload Board Resolution / Authority Letter**" displayed under "**e-Voting**" tab or send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to alwyn.co@gmail.com with a copy marked to evoting@nsdl.co.in.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. 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 User Details/Password?](#)" or "[Physical User Reset Password?](#)" option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to Ms. Pallavi Mhatre, Senior Manager, NSDL at evoting@nsdl.co.in

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to info.fmnl@futuregroup.in.
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to info.fmnl@futuregroup.in. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. **Login method for e-Voting for Individual shareholders holding securities in demat mode.**
3. Alternatively, shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

EXPLANATORY STATEMENT

Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 forming part of the Notice of the Postal Ballot.

Item No. 1:

Approval for “surrender of lease hold rights” vested with the Company regarding shopping mall known as “Diamond Plaza Mall”.

The Board of Directors of the Company at its meeting held on Wednesday, October 15, 2025 has, Subject to the Approval of Members of the Company by way of Special Resolution through Postal Ballot and such other approvals, consents, permissions and sanctions as may be deemed necessary, approved the surrender of lease hold rights vested with the Company with regard to the shopping mall known as “Diamond Plaza Mall” situated at premises no. 1 Calcutta Jessore Road Kolkata – 700 055 (Postal Address: 68, Jessore Road, Kolkata – 700 055) vide Lease Deed dated January 31, 2013 in favour of the original lessors viz. M/s Super Diamond Enterprises, a partnership firm having its office at 2nd Floor, ALOM House, 7B, Pretoria Street, Kolkata 700071 (shall include it's successors and/or permitted assigns) along with the respective assets “on an as is where is basis” (hereinafter referred as ‘**Undertaking**’) for a compensation not less than INR 60,00,00,000/- Crores (Indian Rupees Sixty Crores Only). The proposal was recommended by the Audit Committee of the Board and a valuation report from Mr. Vishnu Khandelwal, Registered Valuer was obtained for the purpose.

Pursuant to the provisions of Section 180(1)(a) of the Companies Act, 2013 and Regulation 37A of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 approval of the Members of the Company by way of Special Resolution is required to sell, lease or otherwise dispose of the whole or substantially the whole of the undertaking of the Company.

Rationale for surrender of lease hold rights:

The Company proposes to surrender its leasehold rights in respect of the property in consideration of a lump sum payment from the Owner. The consideration represents the fair value of the leasehold rights and is financially more beneficial than the continuing rental income. The proposed surrender will enable the Company to realize immediate value and reduce its borrowings and is therefore considered to be in the best interests of the Company and its members. Accordingly, it was resolved to seek the approval of members on the proposal.

Use of Proceeds arising therefrom:

While the specific utilization of the proceeds from the surrender of lease has not yet been determined, a substantial portion shall be utilized to repay the secured loan availed by the Company from “Axis Finance Limited” and the balance amount will allow the Company to capitalize on continuing the business of the Company and to look for new growth opportunities.

The Board is of the opinion that the surrender of lease of the Undertaking will be in the best interest of the Company and its members.

The Board recommends the Special Resolution as set out at Item No.1 of the accompanying notice for the approval of the Members.

None of the Directors / Key Managerial Personnel or their relatives are concerned or interested in the said resolution financially or otherwise.

Necessary transaction documents will be executed by the Company upon receipt of approval from the members.

By the Order of the Board
For Future Market Networks Limited
Sd/-
Anil Cherian
Head – Legal and Company Secretary

October 15, 2025
Mumbai

Registered Office:

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

CIN: L45400MH2008PLC179914
info.fmnl@futuregroup.in