

February 20, 2017

The Manager
Listing Department
National Stock Exchange of India Limited
Exchange Plaza,
Bandra Kurla Complex, Bandra (E)
Mumbai-400 051

Dept of Corporate Services (CRD)
BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai - 400 001

Dear Sir/Madam,

Sub: Postal Ballot

Ref: Scrip Code: BSE – 533296 and NSE – FMNL.

Further to our letter dated February 16, 2017, with regard to passing of Special Resolutions by way of Postal Ballot under section 110 of Companies Act, 2013, please find attached herewith Postal Ballot Notice along with the Explanatory Statement and Postal Ballot Form, which shall be forwarded to all the members of the Company whose name appear in the register of members and the list of beneficiaries received from the depositories as on February 17, 2017.

Kindly acknowledge the same.

Thanking you

Yours faithfully

For **Future Market Networks Limited**



Anil Cherian
Head – Legal and Company Secretary



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 4487 Fax: 022 – 6199 5269
Email: info.fmnl@futuregroup.in / Website : www.fmn.co.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 Member,

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 resolution appended below is proposed to be passed as special resolution by way of postal ballot / e-voting. The explanatory statement pertaining to the said resolution setting out the facts concerning the item and the reasons thereof, as required in terms of Section 102 of the Act, 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 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.

Mr. Alwyn D'souza (Membership No. 5559 and Certificate of Practice No. 5137) or failing him Mr. Vijay Sonone (Membership No. 7301 and Certificate of Practice No. 7991) of M/s. Alwyn D'souza & Co, Company Secretaries, Mumbai, has been appointed as the Scrutinizer for conducting the postal ballot and e-voting 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. Postage of such envelope will be borne and paid by the Company. Postal Ballot Form, if sent by courier or by registered post / speed post at the expense of the Member will also be accepted. The Postal Ballot Form may also be deposited personally at the address given on the self-addressed Business Reply Envelope. 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 Saturday 25th day of March, 2017 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 instructions in the notes in 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 and e-voting. The results shall be declared on or before 28th day of March, 2017 and communicated to the Stock Exchanges where the Company's shares are listed, Depositories, Registrar and Share Transfer Agent and would also be displayed on the Company's website at www.fmn.co.in along with scrutinizers report.

By the Order of the Board
For Future Market Networks Limited
Sd/-
Anil Cheriaan
Head: Legal & Company Secretary

Mumbai
February 16, 2017

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

CIN: L45400MH2008PLC179914
info.fmnl@futuregroup.in

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

Proposed Resolution (Sale of Investment):

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 Section 180 (1) (a), 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"), Regulation 24(5) of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 and applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, 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) to sell the equity shareholding of the Company in Naman 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 finalize the sale consideration, 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 the Order of the Board
For Future Market Networks Limited
Sd/-
Anil Cherian
Head: Legal & Company Secretary

Mumbai
February 16, 2017

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

CIN: L45400MH2008PLC179914
info.fmn@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 Resolution 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 February 17, 2017.
- 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 February 17, 2017.
- 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 Resolution mentioned under Item No. 1 pursuant to Section 102 of the Companies Act, 2013 (hereinafter referred to as the "Act"):

Item No. 1

The Company acquired entire share capital of Naman Mall Management Company Private Limited, a Company which owns a shopping mall cum entertainment center at Indore with a total leasable area of approximately 18761.78 sq. mts. pursuant to a share purchase agreement entered into with Treasure Management Malls Private Limited on June 22, 2016. In terms of the said Agreement, the Company acquired the entire paid up capital of ₹ 78,00,000/- at face value along with outstanding secured credit facilities from Punjab National Bank (PNB) of approximately ₹ 72.80 crores.

However considering the delay in project implementation on account of various reasons, the Board resolved to exit from the project. The Company shall engage with potential buyers to complete the transaction. The Board and/or its Committee shall consider the sale of shares/investments based on valuation report of independent valuers.

The Board of Directors of the Company resolved to seek the consent of members for the sale of investment 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 SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

As per the provisions of Rule 22(16)(i) of the Companies (Management and Administration) Rules, 2014 read with the provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the resolution for sale of the whole or substantially the whole of an undertaking of a company 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 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 item No. 1 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 item no. 1 is available for inspection of the members at the Registered Office of the Company during the office hours on all working days (Monday to Friday) up to the date of announcement of the results of this Postal Ballot.

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

Mumbai
February 16, 2017

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

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POSTAL BALLOT FORM

Serial No.	
Name and Registered Address of the Shareholder(s) including Joint Holder(s), if any, (IN BLOCK LETTERS)	
Registered Folio No*/ DP ID No. & Client ID No. *(Applicable to shareholders holding shares in Physical Form)	
No. of shares held	

ELECTRONIC VOTING PARTICULARS

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

EVEN (Electronic Voting Event Number)	USER ID	PASSWORD

I / We hereby exercise my / our vote in respect of the following Special Resolution to be passed through Postal Ballot for the business stated in the Postal Ballot Notice dated February 16, 2017 of the Company 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	Special Resolution under Section 180(1)(a) of the Companies Act, 2013, authorizing the Board of Directors to sell the investments in Naman Mall Management Company Private Limited as per the details given in the notice.			

Place :

Date :

Signature of the Shareholder

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 casted 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 February 17, 2017.
- 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 or failing him Mr. Vijay Sonone of M/s. Alwyn D'souza & Co, Practicing Company Secretaries, 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 Saturday March 25, 2017. 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 Registrar, Link Intime India Pvt. Ltd., C-13 Pannatal Silk Mills Compound, L B S Marg Bhandup (W), Mumbai 400 078 or to the e-mail 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 Saturday March 25, 2017.
- 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 109, 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 Thursday, February 23, 2017 and ends on 5.00 p.m. IST on Saturday, March 25, 2017. 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.

