

FUTURE MARKET NETWORKS

catalysing consumption

CIN: L45400MH2008PLC179914

January 12, 2016

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.

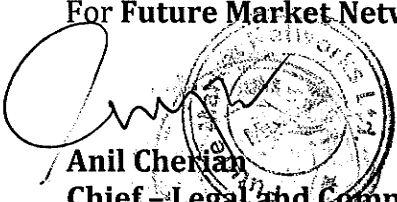
Further to our letter dated January 5, 2016, with regard to passing of Special Resolutions by way of Postal Ballot under section 110 of Companies Act, 2013, please find attached herewith Postal Ballot Notice along with the Explanatory Statement and Postal Ballot Form, which shall be forwarded to all the members of the Company whose name appear in the register of members and the list of beneficiaries received from the depositories as on January 1, 2016.

Kindly acknowledge the same.

Thanking you

Yours faithfully

For Future Market Networks Limited


Anil Cheria
Chief - Legal and Company Secretary

Future Market Networks Ltd.

Corporate Office : SOBO Central Mall, 4th Floor, 28, Pt. Madan Mohan Malviya Road, Near Haji Ali, Tardeo, Mumbai - 400 034.
T + 91 22 6620 1473, F + 91 22 6620 1462 www.fmn.co.in, Email : info.fmn@futuregroup.in

Registered Office : Knowledge House, Shyam Nagar, Jogeshwari-Vikholi Link Road, Jogeshwari (East), Mumbai - 400 060

Future Market Networks Limited

Regd Office: Knowledge House, Shyam Nagar
Off Jogeshwari-Vikhroli Link Road, Jogeshwari (E), Mumbai 400 060.
CIN: L45400MH2008PLC179914 • E-mail: info.fmn@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 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 facts concerning each 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(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 of the Company has appointed Mr. Alwyn D'souza, Company Secretary in Practice, Proprietor of M/s. Alwyn D'souza & Co, Company Secretaries, Mumbai, (Membership No. 5559 and Certificate of Practice No. 5137) 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 Monday, the 15th day of February, 2016 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 17th day of February, 2016 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 Cherian
Chief: Legal & Company Secretary

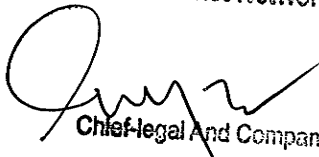
Mumbai
5th January, 2016

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

CIN: L45400MH2008PLC179914
info.fmn@futuregroup.in

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

For Future Market Networks Limited


Chief Legal And Company Secretary

Special Business: Proposed Resolutions

Item No. 1: Amendment to Main Object Clause of the Memorandum of Association:

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

"RESOLVED THAT pursuant to the provisions of Section 4, 13 and all other applicable provisions, if any, of the Companies Act, 2013, (including any statutory modifications or re-enactment thereof, for the time being in force) and the rules framed there under, and subject to the necessary registration approvals, consents, permissions and sanctions required, if any, by the jurisdictional Registrar of Companies, and any other appropriate authority and subject to such terms, conditions, amendments or modifications as may be required or suggested by any such appropriate authorities, which terms, conditions, amendments or modifications, the Board of Directors (hereinafter referred to as "the Board", which term shall include any of its duly authorised Committees or one or more Directors) is authorised to accept as it may deem fit, Sub Clause 2 of Clause III (A) of the Memorandum of Association, in relation to the main objects to be pursued by the Company on its incorporation, be and is hereby amended and replaced to read as under:

"III (A) The objects to be pursued by the Company on its incorporation are:-

2. To carry on the business in India or elsewhere of buying, selling, importing, exporting, distributing, transporting, warehousing, promoting, supplying, trading and dealing of all kinds of goods including fast moving consumable goods, merchandise either raw material, finished or semi-finished items of grocery, garments, fruits and vegetables, apparels, furniture, fixture and furnishing, cosmetic, child care products, electric and electronic products, home decor, jewellery, foot wear, entertainment, stationery, books and journals and to act as brokers, clearing and forwarding agent, shipper, commission agent, representative, franchiser, consultant, collaborator and marketing agents for aforesaid items on its own and to appoint sub-franchisers etc., for any of the above purposes.

RESOLVED FURTHER THAT the Board and/or Committee of Directors and/or the Company Secretary be and are hereby severally authorized to do all such acts, deeds and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to the aforesaid resolution."

Item No. 2: Amendments to Clause III B, Clause III C and Clause IV of the Memorandum of Association:

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

"RESOLVED THAT pursuant to Sections 4, 13 and other applicable provisions, if any, of the Companies Act, 2013, (including any statutory modifications or re-enactment thereof, for the time being in force) and the rules framed there under, and subject to necessary registration approvals, consents, permissions and sanctions required, if any, by the jurisdictional Registrar of Companies, and any other appropriate authority and subject to such terms, conditions, amendments or modifications, the Board of Directors (hereinafter referred to as "the Board", which term shall include any of its duly authorised Committees or one or more Directors) is authorised to accept as it may deem fit, the existing Clause III B and Clause III C of the Memorandum of Association, in relation to the objects incidental or ancillary to the attainment of the main objects and other objects, be and is hereby amended as follows:

1. By deleting the heading of Clause III B, "OBJECTS INCIDENTAL OR ANCILLARY TO THE ATTAINMENT OF THE MAIN OBJECTS:" and replacing it with the heading "Matters which are necessary for furtherance of the objects specified in clause III(A) are:-";
2. By amending existing Clause III (B) 19 and replace the same to read as under:

Subject to the provisions of section 180 and 73 of the Companies Act, 2013 and the Regulations made thereunder and as per directives of the Reserve Bank of India, to borrow or raise or secure the payments of money or to receive money other than public deposits on deposit at interest for any of the purposes of the Company and at such time or times and in such manner as may be thought fit in particular by the issue of debentures or debenture-stock, perpetual or otherwise, including debentures or debenture-stock convertible into shares of this or any other company or perpetual annuities and as security for any such money so borrowed, raised or received or of any such debentures or debenture-stock so issued, to mortgage, pledge or charge the whole or any part of the property, assets, or revenue and profits of the Company, present or future including its uncalled capital, by special assignment or otherwise or to transfer or convey the same absolutely or in trust and to give the lenders power of sale and other powers as may seem expedient and to purchase, redeem or pay off any securities. PROVIDED that, the Company shall not carry on banking business as defined in the Banking Regulation Act, 1949.

3. By amending existing Clause III (B) 25 and replace the same to read as under:

Subject to the provisions of the Companies Act, 2013, to sell or dispose of the undertaking of the Company or any part thereof for such consideration as the Company may think fit and in particular for shares, debentures or securities of any other company having objects altogether or in part similar to those of this Company.

4. By amending existing Clause III (B) 26 and replace the same to read as under:

To distribute any of the property of the Company or any proceeds of sale or disposal of any property in specie or kind among the members, subject to the provisions of the Companies Act, 2013, in the event of winding up of the Company.

5. By amending existing Clause III (B) 30 and replace the same to read as under:

Subject to the provisions of section 182 of the Act, to subscribe, contribute, gift or donate any moneys, rights or assets for any national, educational, religious, charitable, scientific, public, general or useful object or to make gifts or donations of moneys or such other assets to any institutions, clubs, societies, associations, trusts, scientific research associates, funds, universities colleges or any individual, body of individuals, or bodies corporate.

6. By deleting the heading of Clause III C, "C. OTHER OBJECTS";
7. By deleting existing Clauses III (C) 42, 43, 48, 49, 50, 52, 53, 55, 56, 57 and 59;
8. By re-numbering the Clause numbers in existing Clause III B and Clause III C pursuant to the above amendments;
9. By making necessary corrections to spelling error, grammatical errors, typographical errors as may be required in the existing Clauses III B and III C of the Memorandum of Association pursuant to the above amendments;

RESOLVED FURTHER THAT pursuant to the provisions of Section 4, 13 and all other applicable provisions, if any, of the Companies Act, 2013, (including any statutory modifications or re-enactment thereof, for the time being in force) and the rules framed there under, and subject to the necessary registration approvals, consents, permissions and sanctions required, if any, by the jurisdictional Registrar of Companies, and any other appropriate authority and subject to such terms, conditions, amendments or modifications as may be required or suggested by any such appropriate authorities, which terms, conditions, amendments or modifications, the Board of Directors (hereinafter referred to as "the Board", which term shall include any of its duly authorised Committees or one or more Directors) is authorised to accept as it may deem fit, Clause IV of the Memorandum of Association, be and is hereby amended and replaced to read as under:

"The liability of the member(s) is limited and this liability is limited to the amount unpaid, if any, on the shares held by them."

RESOLVED FURTHER THAT the Board and/or Committee of Director and/or the Company Secretary be and are hereby severally authorized to do all such acts, deeds and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to the aforesaid resolution."

Item No.3: Adoption of new set of Articles of Association:

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

"RESOLVED THAT pursuant to the provisions of Section 14 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), and subject to the necessary registration approvals, consents, permissions and sanctions required, if any, by the jurisdictional Registrar of Companies, and any other appropriate authority and subject to such terms, conditions, amendments or modifications as may be required or suggested by any such appropriate authorities, the Board of Directors (hereinafter referred to as "the Board", which term shall include any of its duly authorised Committees or one or more Directors) is authorised to accept as it may deem fit, the replaced, altered, modified and revised Articles of Association, and the new set of Articles of Association be and is hereby approved and adopted as the Articles of Association of the Company.

RESOLVED FURTHER THAT the Board and/or Committee of Director and/or the Company Secretary be and is hereby authorized to undertake all such acts, deeds, matters and things to finalise and execute all such deeds, documents and writings as may be deemed necessary, proper, desirable and expedient in its absolute discretion, to enable this resolution, and to settle any question, difficulty or doubt that may arise in this regard.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to delegate all or any of the powers conferred on it by or under this Resolution to any Committee of Directors of the Company or to any Director of the Company or any other officer(s) or employee(s) of the Company as it may consider appropriate in order to give effect to this resolution."

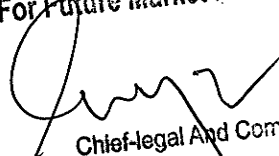
By the Order of the Board
For Future Market Networks Limited

Mumbai
5th January, 2016

Sd/-
Anil Cherian
Chief: Legal & Company Secretary

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

CIN: L45400MH2008PLC179914
info.fmn@futuregroup.in

For Future Market Networks Limited

Chief-Legal And Company Secretary

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 1st January, 2016.
- 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 1st January, 2016.
- 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 shall be declared on or before 17th day of February, 2016 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.

EXPLANATORY STATEMENT

Explanatory Statement pursuant to section 102 of the Companies Act, 2013 in respect of special resolutions set out in the notice.

Item No. 1: Amendment to Main Object Clause of the Memorandum of Association:

The Company is presently engaged in the business of Construction, Development, Mall Management and allied activities. With a view to maximising overall stakeholder's value, the management of the Company has been exploring new avenues of business which may be conveniently and advantageously combined with existing business of the Company.

The Company proposes to take up certain additional business activities related to buying, selling, importing, exporting, trading and dealing of all kinds of goods including fast moving consumable goods so as to cater the needs of retailers, who are also occupying space in the shopping malls managed by the Company.

In order to elaborate and clarify the existing business of the Company and to enable the Company to undertake these additional businesses as above, it is proposed to amend the Main Object Clause of the Memorandum of Association of the Company.

The Board of Directors resolved to amend the Memorandum of Association of the Company in line with Companies Act, 2013 read with applicable Rules and also to take additional business activities and authorised the Committee of Directors to give effect to the said resolution. By virtue of Section 13 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014; approval of members by way of special resolution under postal ballot is a prerequisite to amend the objects clause of the Company and thus your approval is sought for the same.

The existing main object clause and proposed main object clause are given below:

Existing main object clause III (A) 2	Proposed main object clause III (A) 2
To act as advisors, consultants, service providers, service contractor or sub-contractor, suppliers, administrator, licensor, designer, controller to render various mall management services for enhancing value, increasing of footfalls and ambience of the malls, shoppers plazas, shopping centres, departmental stores and such other above named properties and to undertake the business of providing turnkey solutions including development and execution of the retail outlet design of real estate of every kind and sort, including identification of the project or properties, negotiations, space planning, structure design, interior and exterior design, project administration, design and engineering services, procurement of equipments and controlling schedule and quality thereof and to provide other requisite infrastructure facilities to make the malls, shoppers plazas, shopping centres, departmental stores and such other real estate of every kind operational including but not limited to procurement of power, hiring/contracting security services, housing keeping facilities, catering services, engineering services, communication facilities and other day to day facilities of running malls either on its own or in partnership with others.	To carry on the business in India or elsewhere of buying, selling, importing, exporting, distributing, transporting, warehousing, promoting, supplying, trading and dealing of all kinds of goods including fast moving consumable goods, merchandise either raw material, finished or semi-finished items of grocery, garments, fruits and vegetables, apparels, furniture, fixture and furnishing, cosmetic, child care products, electric and electronic products, home decor, jewellery, foot wear, entertainment, stationery, books and journals and to act as brokers, clearing and forwarding agent, shipper, commission agent, representative, franchiser, consultant, collaborator and marketing agents for aforesaid items on its own and to appoint sub-franchisers etc., for any of the above purposes.

The Memorandum of Association of the Company, proposed to be amended as stated above, is being uploaded on the Company's website for perusal by the members.

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. 1 of the Notice.

The Board recommends the resolution as set out at Item No. 1 of the Notice for approval by the members.

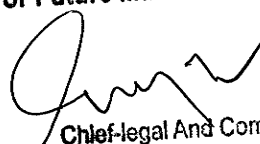
Item No. 2: Amendments to Clause III B, Clause III C and Clause IV of the Memorandum of Association:

With the enactment of new Companies Act, 2013, it is considered expedient to amend the existing Memorandum of Association of the Company in line with the requirements of the said act.

In terms of Section 4(1)(c) of the Companies Act, 2013, the Memorandum of Association of a company is to state the objects for which the Company is proposed to be incorporated and any matter considered necessary in furtherance thereof. As such, the requirements of separately indicating the "main objects", "incidental or ancillary objects" and "other objects" under the erstwhile legislation have changed. Accordingly, it is proposed to replace the existing heading of Clause III B related tools "Other Objects" in the existing Memorandum of Association, as relevant and may be required, to the Clause III (B) of the revised Memorandum of Association and delete the heading "Other Objects" in the existing Memorandum of Association in order comply with the provision of the Companies Act, 2013.

Further, certain provisions of the existing Clause III C were repetitive or required to be rephrased for the purpose of clarity or were not matters necessary for the furtherance of the main objects of the Company. Thus, while making the afore mentioned amendment it is considered expedient to amend such provisions of the existing Memorandum of Association to consolidate or delete repetitions, to delete matters which are not necessary for the furtherance of the main objects of the Company and to rephrase clauses for the purpose of clarity. It may be noted that the alterations are in the nature of additions, clarifications, restatements and consolidation of the current clauses and that the scope of the existing clauses remain substantively as before. A summary of the changes pertaining to consolidation, deletions and rephrasing undertaken in Clause III B and III C are provided below in tabular format for ease of reference:

1	<u>Existing Clause III (B) 19</u> Subject to the provisions of section 292 and 58A of the Companies Act, 1956 and the Regulations made thereunder and as per directives of the Reserve Bank of India, to borrow or raise or secure the payments of money or to receive money other than public deposits on deposit at interest for any of the purposes of the Company and at such time or times and in such manner as may be thought fit in particular by the issue of debentures or debenture-stock, perpetual or otherwise, including debentures or debenture-stock convertible into shares of this or an other company or perpetual annuities and as security for any such money so borrowed, raised or received or of any such debentures or debenture-stock so issued, to mortgage, pledge or charge the whole or any part of the property, assets, or revenue and profits of the Company, present or future including its uncalled capital, by special assignment or otherwise or to transfer or convey the same absolutely or in trust and to give the lenders power of sale and other powers as may seem expedient and to purchase, redeem or pay off any securities. PROVIDED that, the Company shall not carry on banking business as defined in the Banking Regulation Act, 1949.	<u>New Clause III (B) 19</u> Subject to the provisions of section 180 and 73 of the Companies Act, 2013 and the Regulations made thereunder and as per directives of the Reserve Bank of India, to borrow or raise or secure the payments of money or to receive money other than public deposits on deposit at interest for any of the purposes of the Company and at such time or times and in such manner as may be thought fit in particular by the issue of debentures or debenture-stock, perpetual or otherwise, including debentures or debenture-stock convertible into shares of this or any other company or perpetual annuities and as security for any such money so borrowed, raised or received or of any such debentures or debenture-stock so issued, to mortgage, pledge or charge the whole or any part of the property, assets, or revenue and profits of the Company, present or future including its uncalled capital, by special assignment or otherwise or to transfer or convey the same absolutely or in trust and to give the lenders power of sale and other powers as may seem expedient and to purchase, redeem or pay off any securities. PROVIDED that, the Company shall not carry on banking business as defined in the Banking Regulation Act, 1949.
2	<u>Existing Clause III (B) 25</u> Subject to the provisions of the Companies Act, 1956, to sell or dispose of the undertaking of the Company or any part thereof for such consideration as the Company may think fit and in particular for shares, debentures or securities of any other company having objects altogether or in part similar to those of this Company.	<u>New Clause III (B) 25</u> Subject to the provisions of the Companies Act, 2013, to sell or dispose of the undertaking of the Company or any part thereof for such consideration as the Company may think fit and in particular for shares, debentures or securities of any other company having objects altogether or in part similar to those of this Company.
3	<u>Existing Clause III (B) 26</u> To distribute any of the property of the Company or any proceeds of sale or disposal of any property in specie or kind among the members, subject to the provisions of the Companies Act, 1956, in the event of winding up of the Company.	<u>New Clause III (B) 26</u> To distribute any of the property of the Company or any proceeds of sale or disposal of any property in specie or kind among the members, subject to the provisions of the Companies Act, 2013, in the event of winding up of the Company.



4	Existing Clause III (B) 30 Subject to the provisions of section 293A of the Act, to subscribe, contribute, gift or donate any moneys, rights or assets for any national, educational, religious, charitable, scientific, public, general or useful object or to make gifts or donations of moneys or such other assets to any institutions, clubs, societies, associations, trusts, scientific research associates, funds, universities colleges or any individual, body of individuals, or bodies corporate.	New Clause III (B) 30 Subject to the provisions of section 182 of the Act, to subscribe, contribute, gift or donate any moneys, rights or assets for any national, educational, religious, charitable, scientific, public, general or useful object or to make gifts or donations of moneys or such other assets to any institutions, clubs, societies, associations, trusts, scientific research associates, funds, universities colleges or any individual, body of individuals, or bodies corporate.
5	Deletion of heading of Clause III B, "OBJECTS INCIDENTAL OR ANCILLARY TO THE ATTAINMENT OF THE MAIN OBJECTS:" and replacing it with the heading "Matters which are necessary for furtherance of the objects specified in clause III(A) are:-";	
6	Deletion of heading Clause III C, "C. OTHER OBJECTS";	
7	By deleting existing Clauses III (C) 42, 43, 48, 49, 50, 52, 53, 55, 56, 57 and 59;	
8	Re-numbering of Clause numbers in existing Clause III B and / Clause III C pursuant to the above amendments.	

Further, in terms of Section 4(1)(d) of the Companies Act, 2013, the Memorandum of Association of a company is to state, in the case of a company limited by shares, that liability of its members is limited to the amount unpaid, if any, on the shares held by them. Accordingly, it is proposed to amend Clause IV of the Memorandum of Association so as to comply with the provisions of Section 4 and 13 and other applicable provisions, of the Companies Act, 2013.

The Board of Directors at its meeting resolved to alter the Memorandum of Association as stated above to comply with the requirements under the Companies Act, 2013 and authorised the committee of Directors to give effect to the said resolution.

The proposed Memorandum of Association is available on the Company's website viz. www.fmn.co.in for perusal of the members.

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. 2 of the Notice.

The Board recommends the resolutions as set out at Item No. 2 of the Notice for approval by the members.

Item No. 3: Adoption of New Set of Articles of Association of the Company:

Upon enactment of the Companies Act, 2013, various provisions of the Companies Act, 1956 have been repealed and in view of the same the Articles of Association of the Company need to be re-aligned as per the provisions of the new Act.

The Board of Directors at its meeting resolved to incorporate/substitute/alter certain provisions in terms of the Companies Act, 2013 and authorised the Committee of Directors to give effect to the said resolution. As this would result in a number of changes in the existing Articles of Association of the Company, it is desirable to adopt a new set of Articles of Association in place of the existing Articles of Association of the Company in compliance of the provisions of Companies Act, 2013. In terms of Section 14 of the Companies Act, 2013, the consent of the Members by way of Special Resolution is required for adoption of new set of Articles of Association of the Company.

The proposed Articles of Association is being uploaded on the Company's website viz. www.fmn.co.in for your perusal.

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.

The Board recommends the resolution as set out at Item No. 3 of the Notice for approval by the members.

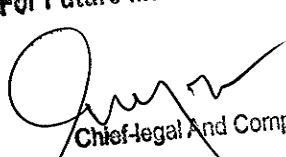
By the Order of the Board
For Future Market Networks Limited

Sd/-
Anil Cherian
Chief: Legal & Company Secretary

Mumbai
5th January, 2016

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

CIN: L45400MH2008PLC179914
info.fmn@futuregroup.in

For Future Market Networks Limited

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

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 investors 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 Resolutions to be passed through Postal Ballot for the business stated in the Postal Ballot Notice dated January 5, 2016 of the Company by conveying my / our assent or dissent to the said resolutions 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	Amendment to Main Object Clause of the Memorandum of Association			
2	Amendments to Clause III B, Clause III C and Clause IV of the Memorandum of Association			
3	Adoption of new set of Articles of Association.			

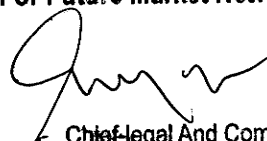
Place:

Date:

Signature of the Shareholder

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

For Future Market Networks Limited



Chief Legal And Company Secretary

Notes / Instructions

1. GENERAL INFORMATION

- There will be one Postal Ballot Form / e-voting for every Client ID No. / Folio No., irrespective of the number of joint holders.
- 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.
- Voting rights in the Postal Ballot / e-voting cannot be exercised by a proxy.

2. PROCESS FOR MEMBERS OPTING FOR VOTING BY POSTAL BALLOT

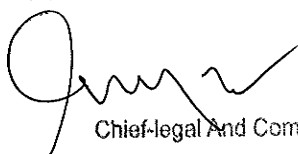
- The votes should be cast either in favour or against by putting the tick (✓) mark in the column provided for assent or dissent. Postal Ballot Form bearing (✓) in both the column will render the form invalid.
- The Voting shall be reckoned in proportion to a Member's share of the paid up equity share capital of the Company as on January 1, 2016.
- 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 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.
- 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.
- 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.
- 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 authorisation, with the specimen signature(s) of the authorised signatory (ies) duly attested.
- 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 dematerialised form or in physical form, respectively.
- Completed Postal Ballot Forms should reach the Scrutinizer not later than the close of working hours i.e at 5.00 p.m. IST on Monday, February 15, 2016. Postal Ballot Forms received after closing hours will be considered invalid.
- 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.
- 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-13 Pannalal Silk Mills Compound, L B S Marg Bhandup (W), Mumbai 400 078 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 as stated in point 'h' above on Monday, February 15, 2016.
- 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.
- 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" point 2 c above) 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.

3. PROCESS FOR MEMBERS OPTING FOR E-VOTING

In compliance with Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Sections 108, 110 and other applicable provisions of the Companies Act, 2013, read with the related Rules, the Company is pleased to provide e-voting facility to all its Members, to enable them to cast their votes electronically instead of dispatching the physical Postal Ballot Form by post. The Company has engaged the services of NSDL for the purpose of providing e-voting facility to all its Members.

- In case of Members receiving the Postal Ballot Form by E-mail:
 - 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.
 - Launch internet browser by typing the following URL: <https://www.evoting.nsdl.com/>
 - Click on "Shareholder – Login".
 - Insert user ID and password as initial password noted in step 3 (A) (i) above. Click "Login"
 - "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.
 - Home page of "e-Voting" opens. Click on "e-Voting: Active E-voting Cycles".
 - Select "EVEN" (Electronic Voting Event Number) of Future Market Networks Limited.
 - Now you are ready for e-Voting as "Cast Vote" page opens.
 - Cast your vote by selecting appropriate option and click on "Submit" and also click on "Confirm" when prompted.
 - Upon confirmation, the message "Vote cast successfully" will be displayed.
 - Once you have voted on the resolution, you will not be allowed to modify your vote.
 - 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.
- In case of Members receiving Postal Ballot Form by Post:
 - User ID and initial password is provided at the bottom of the Postal Ballot Form.
 - Please follow all steps from Sr. No. 3A (ii) to (xii) above, to cast your vote.
- 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.
- 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
- The period for e-voting starts at 10.00 a.m. IST on Friday, January 15, 2016 and ends on 5.00 p.m. IST on Monday, February 15, 2016. The e-voting module shall be disabled by NSDL for voting thereafter.
- 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.

For Future Market Networks Limited



Chief Legal And Company Secretary

Future Market Networks Limited