

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

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|--|--|
| 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 July 13, 2015 of the Company by conveying my / our assent or dissent to the said resolutions by placing tick (v) 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 | Approval for sale of investment in Suhani Mall Management Company Private Limited pursuant to Section 180 (1) (a) of the Companies Act, 2013 and other applicable laws including the provisions of Listing Agreement executed by the Company with the Stock Exchanges. | | | |
| 2 | Approval for sale of investment in Aashirwad Malls Private Limited pursuant to Section 180 (1) (a) of the Companies Act, 2013 and other applicable laws including the provisions of Listing Agreement executed by the Company with the Stock Exchanges. | | | |
| 3 | Approval for sale of investment in F R Retail Destination Private Limited pursuant to Section 180 (1) (a) of the Companies Act, 2013 and other applicable laws including the provisions of Listing Agreement executed by the Company with the Stock Exchanges. | | | |
| 4 | Approval for sale of investment in Niyman Mall Management Company Private Limited pursuant to Section 180 (1) (a) of the Companies Act, 2013 and other applicable laws including the provisions of Listing Agreement executed by the Company with the Stock Exchanges. | | | |

Place :

Date :

Signature of the Shareholder

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

1. GENERAL INFORMATION

- 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.

2. PROCESS FOR MEMBERS OPTING FOR VOTING BY POSTAL BALLOT

- a) The votes should be cast either in favour or against by putting the tick (✓) Mark in the column provided for assent or dissent. Postal Ballot Form bearing (✓) in both the column will render the form invalid.
- b) The Voting shall be reckoned in proportion to a Member's share of the paid up equity share capital of the Company as on July 10, 2015.
- 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 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 authorisation, with the specimen signature(s) of the authorised 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 dematerialised 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 Monday, August 17, 2015. Postal Ballot Forms received after closing hours will be considered invalid.
- i) Postal Ballot Forms which are incomplete or unsigned or defective in any manner are liable to be rejected. The Scrutinizer's decision in this regard shall be final and binding.
- j) A Member seeking duplicate Postal Ballot Form or having any grievance pertaining to the Postal Ballot process can write to the Company's Registrars- Link Intime India Pvt Ltd, C-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 on Monday, August 17, 2015.
- 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" 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 Clause 35B of the Listing Agreement 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.

- 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 3 (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 "EVS" (Electronic Voting Sequence 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. 3A (ii) to (xii) 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 10.00 a.m on Tuesday, July 18, 2015 and ends on 5.00 p.m. IST on Monday, August 17, 2015. The e-voting module shall be disabled by NSDL for voting thereafter.