

# 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.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 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 25<sup>th</sup> 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 28<sup>th</sup> 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 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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**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  
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**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](http://www.evoting.nsdl.com) or from the 'Investors' section on the Company's website [www.fmn.co.in](http://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](http://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

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