

FUTURE MARKET NETWORKS

catalysing consumption

CIN: L45400MH2008PLC179914

August 25, 2016

The Manager
Listing Department
National Stock Exchange of India Ltd
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 Sirs,

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

Sub: Notice of 8th Annual General Meeting.

With reference to the above, please find attached herewith the notice of 8th Annual General Meeting (AGM) of the Company which is scheduled to be held on September 20, 2016 at 2.00 p.m. at Sunville Banquets 9, Dr. Annie Besant Road, Worli, Mumbai - 400018.

Kindly take the same on record.

Thanking you,

Yours faithfully,

For Future Market Networks Limited


Anil Cherian
Chief: Legal & 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

NOTICE

Notice is hereby given that the Eighth Annual General Meeting of the members of Future Market Networks Limited will be held at Sunville Banquets 9, Dr. Annie Besant Road, Worli, Mumbai - 400018 on Tuesday, 20th day of September 2016 at 2.00 p.m. to transact the following business:

Ordinary Business:

1. To receive, consider and adopt:
 - a) the audited financial statements of the Company for the financial year ended March 31, 2016, the reports of the Board of Directors and Auditors thereon; and
 - b) the audited consolidated financial statement of the Company for the financial year ended March 31, 2016.
2. To appoint a director in place of Mr. Rajesh Kalyani (DIN: 00220632), who retires by rotation and being eligible offers himself for re-appointment.
3. To appoint Statutory Auditors and fix their remuneration and in this regard, consider and if thought fit, to pass with or without modification (s), the following resolution as an Ordinary resolution:

"RESOLVED THAT pursuant to the provisions of section 139 and other applicable provisions, if any, of the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force), and pursuant to the recommendation made by the Audit Committee of the Board, consent of the Company be and is hereby accorded for the appointment of M/s. Viren Gandhi & Co., Chartered Accountants, Mumbai, bearing ICAI Firm Registration No. 111558W, allotted by The Institute of Chartered Accountants of India (ICAI) be and are hereby appointed as the statutory auditors of the Company for a period of 3 years from the conclusion of eighth annual general meeting till the conclusion of the eleventh annual general meeting, on such remuneration as may be decided by the Board of Directors of the Company from time to time."

Special Business:

4. Approval of Future Market Networks Limited Employee Stock Option Scheme - 2016 ("FMNL - ESOS 2016")
To consider and, if thought fit, to give assent or dissent, to the following resolution to be passed as a Special Resolution:

"RESOLVED THAT, pursuant to the provisions of Section 62(1)(b) and all other applicable provisions, if any, of the Companies Act, 2013 (which deems to include the provisions the Companies Act, 1956 applicable, if any, for the time being in force), ("the Act") the Memorandum and Articles of Association of the Company, Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014, Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("the Listing Regulations"), such other applicable laws / Regulations and subject to such other approvals, permissions and sanctions as may be necessary and subject to such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions, the approval and consent of the Company be and is hereby accorded respectively to the 'Future Market Networks Limited - Employee Stock Option Scheme 2016' (hereinafter referred to as the "FMNL - ESOS 2016"/ "the Scheme") and to the Board of Directors of the Company (hereinafter referred to as "the Board" which term shall be deemed to include Compensation Committee already constituted by the Board under Section 178 of the Companies Act, 2013 nomenclature as the Nomination, Remuneration and Compensation Committee ("the Committee") to exercise its powers, including the powers, conferred by this Resolution) to create, offer and grant from time to time up to 16,85,151 (Sixteen Lakhs Eighty Five Thousand One Hundred and Fifty One) Options to the permanent employees, existing and future Directors including Whole-time directors but excluding the Independent Director of the Company and its existing and future subsidiary companies whether in or outside India as may be decided solely by the Board under the Scheme, exercisable into 16,85,151 (Sixteen Lakhs Eighty Five Thousand One Hundred Fifty One) Equity Shares of face value of ₹ 10/- each fully paid up, in one or more tranches, on such terms and in such manner as the Board may decide in accordance with the provisions of the act, laws and the regulations issued by the relevant authorities.

RESOLVED FURTHER THAT the Board (which includes Committee of Directors) be and is hereby authorized to issue and allot Equity Shares to the eligible employees and Directors of the Company upon exercise of Options from time to time in accordance with FMNL - ESOS 2016 for the implementation of the Scheme as per applicable laws and regulations.

RESOLVED FURTHER THAT the number of Options that may be granted to any eligible employee and / or director of the Company, during any one year under the FMNL - ESOS 2016, shall not exceed 1% of the issued capital of the Company.

RESOLVED FURTHER THAT the Equity Shares to be allotted and issued by the Company in the manner aforesaid shall rank paripassu in all respects with the then existing Equity Shares of the Company.

RESOLVED FURTHER THAT in case of any corporate action(s) such as rights issues, bonus issues, merger and sale of division and others, if any additional equity shares are issued by the Company to the option grantees for the purpose of making a fair and reasonable adjustment to the options granted earlier, the ceiling on the number of options mentioned in the resolution above, shall be deemed to be increased to the extent of such additional equity shares issued.

RESOLVED FURTHER THAT in case the equity shares of the Company are split or consolidated, then the number of shares to be allotted and the exercise price payable by the option grantees under the Scheme shall automatically stand augmented or reduced in the same proportion as the present face value of ₹10/- per equity share bears to the revised face value of the equity shares of the Company after such split or consolidation, without affecting any other rights or obligations of the said grantees.

RESOLVED FURTHER THAT the grant of Option shall be in accordance with the terms and conditions as regards price, payment, application, allotment etc. as decided by the Committee from time to time in accordance with the SEBI (Share Based Employee Benefits) Regulations, 2014.

RESOLVED FURTHER THAT the Board be and is hereby authorised to take requisite steps for listing of the Equity Shares allotted under FMNL - ESOS 2016 on the Stock Exchanges where the Equity Shares of the Company are listed.

RESOLVED FURTHER THAT the Company shall conform to the accounting policies prescribed from time to time under the SEBI (Share Based Employee Benefits) Regulations, 2014 and any other applicable provisions of the act, laws and the regulations to the extent relevant and applicable to FMNL - ESOS 2016.

RESOLVED FURTHER THAT the Board be and is hereby authorized at any time to modify, change, vary, alter, amend, suspend or terminate FMNL - ESOS 2016 subject to compliance with the applicable provisions of the Act, the Listing Regulations, SEBI (Share Based Employee Benefits) Regulations, 2014 and to do all such acts, deeds, matters and things as it may in its absolute discretion deem fit, for such purpose and also to settle any issues, questions, difficulties or doubts that may arise in this regard without being required to seek any further consent or approval of the members and further to execute all such documents, writings and to give such directions and/or instructions as may be necessary or expedient to give effect to such modification, change, variation, alteration, amendment, suspension or termination of FMNL - ESOS 2016 and do all other things incidental to and ancillary thereof.

RESOLVED FURTHER THAT the Board, be and is hereby authorized to do all such acts, deeds, and things, as it may, in its absolute discretion deem necessary including authorizing the Board to appoint Advisors, Consultants or Representatives, being incidental to the effective implementation and administration of FMNL - ESOS 2016 as also to make applications to the appropriate Authorities, for their requisite approvals as also to initiate all necessary actions for and to settle all such questions, difficulties or doubts whatsoever that may arise and take all such steps and decisions in this regard.

RESOLVED FURTHER THAT the Board be and is hereby authorized to make modifications, changes, variations, alterations or revisions in the terms and conditions of the Employee Stock Options or of the Scheme from time to time including but not limited to suspend, withdraw, terminate or revise the FMNL - ESOS 2016 as it may deem fit, from time to time at its sole and absolute discretion in conformity with the provisions of the Companies Act, 2013, the Memorandum and Articles of Association of the Company, SEBI (Share Based Employee Benefit) Regulations, 2014 and any other applicable laws."

5. Approval of Future Market Networks Limited - Employees Stock Option Scheme 2016 (FMNL - ESOS 2016) for Employees of the Subsidiaries and Associates of the Company:

To consider and, if thought fit, to give assent or dissent, to the following resolution to be passed as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Section 62(1)(b) and all other applicable provisions, if any, of the Companies Act, 2013 (which deems to include the provisions the Companies Act, 1956 applicable, if any, for the time being in force), the Memorandum and Articles of Association of the Company, Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014, Securities and Exchange

Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("the Listing Regulations") such other applicable laws / Regulations and subject to such other approvals, permissions and sanctions as may be necessary and subject to such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions, the approval of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as "the Board" which term shall be deemed to include Compensation Committee already constituted by the Board under Section 178 of the Companies Act, 2013 nomenclature as the Nomination, Remuneration and Compensation Committee ("the Committee") to exercise its powers, conferred by this resolution) to create, offer and grant from time to time up to 16,85,151 (Sixteen Lakhs Eighty Five Thousand One Hundred and Fifty One) Options to the permanent employees, existing and future directors, including the Whole-time Directors (but excluding the Independent Director) of the existing and future Subsidiary or Associate Company(ies) of the Company whether in or outside India under the Future Market Networks Limited – Employee Stock Option Scheme 2016' (hereinafter referred to as the "FMNL - ESOS 2016"/ "Scheme"), as may be decided solely by the Board under the Scheme, exercisable into 16,85,151 (Sixteen Lakhs Eighty Five Thousand One Hundred and Fifty One) Equity Shares of face value of ₹ 10/- each fully paid up, in one or more tranches, on such terms and in such manner as the Board may decide in accordance with the applicable provisions of the act, laws and regulations issued by the relevant authorities.

RESOLVED FURTHER THAT the Board (which includes Committee of Directors) be and is hereby authorized to issue and allot Equity Shares to the eligible employees and Directors of the subsidiary/associate company/ies of the Company upon exercise of Options from time to time in accordance with FMNL - ESOS 2016 for the implementation of the Scheme as per applicable provisions of the act, laws and the regulations.

RESOLVED FURTHER THAT the number of Options that may be granted to any employee and director of the subsidiary/associate company/ies of the Company, during any one year under the FMNL - ESOS 2016 shall not exceed 1% of the Issued Capital of the Company.

RESOLVED FURTHER THAT the Equity Shares to be allotted and issued by the Company in the manner aforesaid shall rank paripassu in all respects with the then existing Equity Shares of the Company.

RESOLVED FURTHER THAT in case of any corporate action(s) such as rights issues, bonus issues, merger and sale of division and others, if any additional equity shares are issued by the Company to the option grantees for the purpose of making a fair and reasonable adjustment to the options granted earlier, the ceiling on the number of options mentioned in the resolution above, shall be deemed to be increased to the extent of such additional equity shares issued.

RESOLVED FURTHER THAT in case the equity shares of the Company are split or consolidated, then the number of shares to be allotted and the exercise price payable by the option grantees under the Scheme shall automatically stand augmented or reduced in the same proportion as the present face value of Re.10/- per equity share bears to the revised face value of the equity shares of the Company after such split or consolidation, without affecting any other rights or obligations of the said grantees.

RESOLVED FURTHER THAT the grant of Option shall be in accordance with the terms and conditions as regards price, payment, application, allotment etc. as decided by the Committee from time to time in accordance with the SEBI (Shares Based Employee Benefits) Regulations, 2014.

RESOLVED FURTHER THAT the Board be and is hereby authorised to take requisite steps for listing of the Equity Shares allotted under FMNL - ESOS 2016 on the Stock Exchanges where the Equity Shares of the Company are listed.

RESOLVED FURTHER THAT the Company shall conform to the accounting policies prescribed from time to time under the SEBI (Shares Based Employee Benefits) Regulations, 2014 and any other applicable laws and the Act to the extent relevant and applicable to FMNL - ESOS 2016.

RESOLVED FURTHER THAT the Board be and is hereby authorized at any time to modify, change, vary, alter, amend, suspend or terminate FMNL - ESOS 2016 subject to compliance with the applicable Act, the SEBI (Shares Based Employee Benefits) Regulations, 2014 and the Listing Regulations and to do all such acts, deeds, matters and things as it may in its absolute discretion deems fit, for such purpose and also to settle any issues, questions, difficulties or doubts that may arise in this regard without being required to seek any further consent or approval of the members and further to execute all such documents, writings and to give such directions and/or instructions as may be necessary or expedient to give effect to such modification, change, variation, alteration, amendment, suspension or termination of FMNL - ESOS 2016 and do all other things incidental to and ancillary thereof.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds, and things, as it may, in its absolute discretion deem necessary including authorizing the Board to appoint Advisors, Consultants or Representatives, being incidental to the effective implementation and administration of FMNL - ESOS 2016 as also to make applications to the appropriate Authorities, for their requisite approvals as also to initiate all necessary actions for and to settle all such questions, difficulties or doubts whatsoever that may arise and take all such steps and decisions in this regard.

RESOLVED FURTHER THAT the Board be and is hereby authorized to make modifications, changes, variations, alterations or revisions in the terms and conditions of the Employee Stock Options or of the Scheme from time to time including but not limited to suspend, withdraw, terminate or revise the FMNL - ESOS 2016 as it may deem fit, from time to time at its sole and absolute discretion in conformity with the provisions of the Companies Act, 2013, the Memorandum and Articles of Association of the Company, SEBI (Share Based Employee Benefit) Regulations, 2014, the Listing Regulations and any other applicable laws."

Registered Office:

Knowledge House, Shyam Nagar,
Off. Jogeshwari – Vikhroli Link Road,
Jogeshwari East,
Mumbai – 400060

CIN: L45400MH2008PLC179914
E-mail: info.fmnl@futuregroup.in
Website: www.fmn.co.in

Place : Mumbai
Date : August 12, 2016

By Order of the Board
For Future Market Networks Limited

Anil Cherian
Chief – Legal & Company Secretary

IMPORTANT NOTES:

1. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 relating to Special Business to be transacted at the Annual General Meeting is annexed hereto.
2. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY / PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF / HERSELF. SUCH A PROXY / PROXIES NEED NOT BE A MEMBER OF THE COMPANY.** A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the total share capital of the Company.

The instrument of Proxy in order to be effective should be deposited at the Registered Office of the Company, duly completed and signed, not less than 48 (Forty Eight) hours before the commencement of the meeting. A Proxy form is sent herewith. Proxies submitted on behalf of the companies, societies etc., must be supported by an appropriate resolution/authority, as applicable.

3. Under Section 124 of the Companies Act, 2013, the amount of dividend remaining unpaid or unclaimed for a period of seven years from the due date is required to be transferred to the Investor Education and Protection Fund (IEPF), constituted by the Central Government. The Company has not yet declared dividend, however, in terms of section 125 (l) of the Companies Act, 2013, there are unclaimed sale proceeds of fractional shares arise out of issuance of shares consequent to the Demerger of the Company. This amount shall be due for transfer during the financial year 2017-2018.

The members who have not yet claimed their entitlements are requested to make their claims directly to the Company or to Link Intime India Private Limited, C-13, Pannalal Silk Mills Compound, LBS Marg, Bhandup (West) Mumbai – 400078.

4. To prevent fraudulent transactions, members are advised to exercise due diligence and notify the Company of any change in address or demise of any member as soon as possible. Members are also advised not to leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified.
5. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company.
6. SEBI has also mandated that for registration of transfer of securities, the transferee(s) as well as transferor(s) shall furnish a copy of their PAN card to the Company for registration of transfer of securities.

7. Details as required in sub-regulation (3) of Regulation 36 of the Listing Regulations in respect of the Directors seeking appointment/ re-appointment, at the Annual General Meeting, forms integral part of the notice. Requisite declarations have been received from the Director for his appointment/ reappointment.
8. Electronic copy of the Annual Report for 2016 is being sent to all the members whose email IDs are registered with the Company/ Depository Participants(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Annual Report for 2016 is being sent in the permitted mode.
9. Electronic copy of the Notice of the 8th Annual General Meeting of the Company inter alia indicating the process and manner of electronic voting ('e-voting') along with Attendance Slip, Proxy Form and Route Map is being sent to all the members whose email IDs are registered with the Company/ Depository Participants(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Notice of the 8th Annual General Meeting of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip, Proxy Form and Route Map is being sent in the permitted mode.
10. Members may also note that the Notice of the 8th Annual General Meeting, Attendance Slip, Proxy Form, Route Map, Ballot Paper and the Annual Report for 2016 will also be available on the Company's website www.fmn.co.in for their download. The physical copies of the aforesaid documents will also be available at the Company's Registered Office at Knowledge House, Shyam Nagar, Off. Jogeshwari – Vikhroli Link Road, Jogeshwari East, Mumbai – 400060 for inspection during normal business hours on working days. Even after registering for e-communication, members are entitled to receive such communication in physical form, upon making a request for the same, by post free of cost. For any communication; the shareholders may also send requests to the Company's email id: info.fmnl@futuregroup.in.
11. The business set out in the Notice will be transacted through electronic voting system and the Company is providing facility for voting by electronic means. Instructions and other information related to e-voting are given in this Notice under Note No. 25. The Company will also send communication relating to remote e-voting which inter alia would contain details about User ID and password along with a copy of this Notice to the members separately.
12. Any members proposes to seek any clarification on the accounts requested to send the queries to the Company at its registered office at least seven working days prior to the date of Annual General Meeting to enable the management to compile the relevant information to reply the same in the meeting.
13. The Company has notified closure of the Register of Members and Share Transfer Books of the Company from Friday, September 16, 2016 to Tuesday, September 20, 2016 (both days inclusive).
14. Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013 will be available for inspection of Members at the Annual General Meeting.
15. As per the provisions of the Companies Act, 2013, facility for making nomination is now available to shareholders in respect of shares held by them. Nomination forms can be obtained from the Company.
16. The Annual Reports will not be distributed at the Annual General Meeting. Members/ Proxies should bring the enclosed Attendance Slip duly filled in, for attending the meeting along with the Annual Report.
17. Corporate Members intending to send their authorized representatives, pursuant to Section 113 of the Companies Act, 2013 are requested to send duly certified copy of the Board Resolution authorizing their representatives to attend and vote at the ensuing Annual General Meeting so as to reach the Company on or before September 17, 2016.
18. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
19. Members are requested to bring their attendance slip along with their copy of Annual Report to the meeting.
20. Relevant documents referred to in the accompanying Notice and the Statement are open for inspection by the members at the Registered Office of the Company on all working days, except Saturdays, during the business hours up to the date of the Meeting.
21. The Equity Shares of the Company are compulsorily traded in demat form and the share holders who have not yet dematerialized their shares are requested to dematerialize their shares by opening DP Account with nearest Depository Participants at the earliest to avail the benefits of dematerialization.
22. Members holding shares in electronic form are requested to intimate immediately any changes in their address or bank mandates to their Depository Participants with whom they are maintaining their demat accounts. Members holding Shares in physical form are requested to advise any change of address immediately to the Company / Registrar and Share Transfer Agent viz. Link Intime India Private Limited C/13, Pannalal Silk Mills Compound, L.B.S. Road, Bhandup (W), Mumbai 400 078 Maharashtra State.



23. Non-Resident Shareholders are requested to inform immediately Registrar and Share Transfer Agent , Link Intime India Private Limited:
- The change in the Residential status on return to India for permanent settlement.
 - The particulars of the Bank Account maintained in India with complete name, branch, account type, account number and address of the Bank, if not furnished earlier.
24. Members who have not registered their e-mail address so far are requested to register their e-mail address so that they can receive the Annual Report and other communications form the Company electronically.
25. Voting through electronic means and poll:

- I. In compliance with the provisions of Section 108 of the Companies Act, 2013 ("the Act") and Rule 20 of the Companies (Management and Administration) Rules, 2014 and amendments thereof and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is providing its members with the facility for voting by electronic means provided by National Securities Depository Limited (NSDL) on all the resolutions set forth in this Notice.

The Company also will be providing voting facility through polling paper at the Meeting and members attending the Meeting who have not already cast their vote by remote e-voting may be able to exercise their voting right at the Meeting. Members who have cast their vote by remote e-voting prior to the Meeting may also attend the Meeting but shall not be entitled to cast their vote again.

The procedure and instructions for remote E-Voting facility are as follows:

A. In case a Member receives an email from NSDL [for members whose email IDs are registered with the Company/Depository Participants(s)]:

- Open email and open PDF file viz; "future market e-Voting.pdf" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password/PIN 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
- Put user ID and password as initial password/PIN noted in step (i) above. Click Login.
- Password change menu appears. Change the password/PIN 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 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 "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.

Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to alwyn.co@gmail.com with a copy marked to evoting@nsdl.co.in

B. In case a Member receives physical copy of the Notice of AGM [for members whose email IDs are not registered with the Company/ Depository Participants(s) or requesting physical copy] :

i.	Initial password is provided as below/at the bottom of the Attendance Slip for the AGM		
	EVEN (Electronic Voting Event Number)	USER ID	PASSWORD / PIN
ii.	Please follow all steps from Sl. No. (ii) to Sl. No. (xii) above, to cast vote.		

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 Downloads section of www.evoting.nsdl.com

- If you are already registered with NSDL for e-voting then you can use your existing user ID and password/PIN for casting your vote.
- You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).

- IV. The remote e-voting period commences on Saturday, September 17, 2016 (9:00 am) and ends on Monday, September 19, 2016 (5:00 pm). During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of September 13, 2016, may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the shareholder by means of e-voting, shareholder shall not be allowed to change it subsequently.
- V. The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date (record date) of September 13, 2016.

Any person who acquires shares of the Company and becomes member of the Company after the dispatch of the Notice and holding shares as of the cut-off date, i.e. August 12, 2016 may obtain the login ID and password by sending a request at evoting@nsdl.co.in or issuer.

However if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting vote. If you forget your password, you can reset your password by using "Forget User Details / Password" option available on www.evoting.nsdl.com or contact NSDL at the following toll free no: 1800-222-990.

A member may participate in the Annual General Meeting even after exercising his right to vote through remote voting but shall not be allowed to vote again at the AGM.

Mr. Alwyn D'souza, Practicing Company Secretary of M/s. Alwyn D'souza & Co, Company Secretaries, Mumbai, has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner at the 8th Annual General Meeting of the Company.

The Chairman shall at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting, with the assistance of the scrutinizer, by use of "Ballot Paper" for all those members, who are present at the AGM but have not cast their votes by availing the remote e-voting facility.

- VI. The Scrutinizer shall, immediately after the conclusion of voting at the AGM, first count the votes casted at the Meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two (2) witnesses not in the employment of the Company and make within a period of three (3) days from the conclusion of the AGM, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him, of the Company.

The results declared along with the report of the scrutinizer shall be placed on the Company's website www.fmn.co.in and on the websites of Stock Exchanges and NSDL.

- VII. The resolution shall be deemed to be passed on the date of the AGM, subject to receipt of sufficient votes through a compilation of voting results (i.e remote e-Voting and voting held at the AGM)
25. It may be noted that shareholders can opt for only one mode of voting i.e. either by Physical Ballot or e-Voting. In case of receipt of vote by both the modes, voting done through e-Voting shall prevail and voting done by Physical Ballot shall be treated as invalid.
26. All documents referred to in the accompanying Notice are open for inspection at the Registered Office of the Company during the office hours on all working days between 11.00 a.m. and 1.00 p.m. upto the date of Annual General Meeting.

Registered Office:

Knowledge House, Shyam Nagar,
Off. Jogeshwari – Vikhroli Link Road,
Jogeshwari East,
Mumbai – 400060

CIN: L45400MH2008PLC179914
E-mail: info.fmn@futuregroup.in
Website: www.fmn.co.in

Place : Mumbai
Date : August 12, 2016

By Order of the Board
For Future Market Networks Limited

Anil Cherian
Chief – Legal & Company Secretary

Explanatory Statement

(Pursuant to section 102 of the Companies Act, 2013)

As required by section 102 of the Companies Act, 2013 (Act), the following explanatory statement sets out all material facts relating to the business mentioned under Item Nos. of the accompanying Notice:

Item No. 4 and 5

As per Regulation 6 and Regulation 14 of the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014, the key details of FMNL - ESOS 2016 ("the Scheme") are set out below:

1. Brief description of the Scheme

Equity based compensation is considered to be an integral part of employee compensation across sectors which enables alignment of personal goals of the employees with organizational objectives by participating in the ownership of the Company through stock based compensation scheme. The Company believes in rewarding its employees including Directors of the Company as well as that of the Subsidiary and/or Associate Company (ies) for their continuous hard work, dedication and support, which has led the Company and the Subsidiary and Associate Company (ies) on the growth path. The objective of the FMNL - ESOS 2016 is to provide an incentive to attract and retain the key employees by way of rewarding their performance and motivate them to contribute to the overall corporate growth and profitability.

Accordingly, the Board of Directors ("the Board") of the Company at its meeting held on August 12, 2016 approved FMNL - ESOS 2016 subject to the approval of the members and the provisions of the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 as amended from time to time and authorized the Nomination, Remuneration and Compensation Committee ("the Committee") constituted under Section 178 of the Companies Act, 2013 to formulate the detailed terms and conditions of the FMNL - ESOS 2016 and to administer and implement the FMNL - ESOS 2016 in accordance with the provisions of the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 and the Listing Regulations.

Approval of the members is being sought for issue of Stock Option to the eligible employees and / or Directors of the Company and its subsidiary and / or associate company (in India or outside India).

The FMNL - ESOS 2016 is formulated in accordance with Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014.

The main features of the FMNL - ESOS 2016 which is as under:

2. Total number of Options to be granted:

A total of 16,85,151 (Sixteen Lakhs Eighty Five Thousand One Hundred Fifty One) Options exercisable into an aggregate of 16,85,151 (Sixteen Lakhs Eighty Five Thousand One Hundred and Fifty One) Equity Shares in the Company of face value of ₹ 10/- each fully paid-up, would be available for grant to the eligible employees of the Company and eligible employee of its Subsidiary and / or Associate Company(ies) aggregately under FMNL - ESOS 2016, in one or more tranches.

Vested options lapsed due to non-exercise and/or unvested options that get cancelled due to resignation of the employees or otherwise, would be available for being re-granted at a future date. The Board or the Committee is authorized to regrant such lapsed / cancelled options as per the provisions of FMNL - ESOS 2016.

Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 require that in case of any corporate action(s) such as rights issues, bonus issues, merger and sale or division, and others, a fair and reasonable adjustment needs to be made to the Options granted. Accordingly, if any additional Equity Shares are issued by the Company to the Option grantees for making such fair and reasonable adjustment, the above ceiling Shares shall be deemed to be increased to the extent of such additional equity shares issued.

3. Identification of classes of employees entitled to participate in the Employee Stock Option Scheme(s):

Following classes of employees are entitled to participate in the FMNL - ESOS 2016:

- a. Permanent employees of the Company working in India or out of India;
- b. A director of the Company, but excluding an independent director; or,
- c. An employee as defined in clause (a) or (b) of a Subsidiary and / or Associate, in India or outside India.

Following persons are not eligible:

- a. an Employee who is a Promoter or belongs to the Promoter Group; or
- b. a Director who either by himself or through his relatives or through anybody corporate, directly or indirectly holds more than 10% of the outstanding equity shares of the Company, and Independent Directors.

4. Terms of the Scheme:

- a. The company shall not vary the terms of the schemes in any manner, which may be detrimental to the interests of the employees. Provided that the Company shall be entitled to vary the terms of the schemes to meet any regulatory requirements.
- b. Subject to the proviso to sub-regulation (1), the Company may by special resolution in a general meeting vary the terms of the schemes offered pursuant to an earlier resolution of the general body but not yet exercised by the employee provided such variation is not prejudicial to the interests of the employees.
- c. The notice for passing special resolution for variation of terms of the schemes shall disclose full details of the variation, the rationale therefore, and the details of the employees who are beneficiaries of such variation.
- d. The Company may re-price the options as the case may be which are not exercised, whether or not they have been vested if the Schemes were rendered unattractive due to fall in the price of the Equity Shares in the stock market.

Provided that the Company ensures that such re-pricing shall not be detrimental to the interest of the employees and approval of the shareholders in general meeting has been obtained for such repricing.

5. Transferability of Employee Stock Options:

- a. The Options granted to an employee shall not be transferable to any person and shall not be pledged, hypothecated, mortgaged or otherwise alienated in any manner. However, in the event of the death of the Option grantee, the right to exercise all the Options granted to him till such date shall be vest in his legal heirs or nominees.
- b. In the event of resignation or termination of the employee, all the options which are granted and yet not vested as on that day shall lapse.
- c. In the event that an employee who has been granted benefits under the Scheme is transferred or deputed to an associate/subsidiary company prior to vesting or exercise, the vesting and exercise as per the terms of grant shall continue in case of such transferred or deputed employee even after the transfer or deputation.

6. Requirements of vesting and period of vesting: Following table shall be applicable in case of various scenarios (during employment) for vesting and exercising.

Following table shall be applicable in case of various scenarios (during employment) for vesting and exercising.

In case of	All Unvested Securities / Options	All Vested Securities / Options
Death*	Immediately vest – have to get exercised within 1 year from such vesting.	Have to get exercised within 12 months from such vest*
Permanent incapacitation	Immediately vest – have to get exercised within 1 year from such vesting.	Have to get exercised within 12 months from such vest
Retirement	Vesting continues during remaining term specified.	24 months to exercise
Voluntary Resignation	Forfeited / Lapse	3 months to exercise
Termination for cause as defined in the Scheme	Forfeited / Lapse	Forfeited / Lapse
Termination for without cause as defined in the Scheme	Forfeited / Lapse	3 months to exercise

* Option shall vest in and exercised by legal heirs of the deceased employee.



The Committee may, at its discretion, lay down certain performance metrics on the achievement of which such Options would vest, the detailed terms and conditions relating to such performance-based vesting, and the proportion in which Options granted would vest subject to the minimum vesting period of 1 year.

7. Maximum period within which the Options shall be vested:

Options granted under FMNL - ESOS 2016 would vest within the period of 4 years from the date of grant of such Options as per the terms and conditions mentioned in the FMNL - ESOS 2016.

8. Exercise price or pricing formula:

The Exercise Price shall be the price not being less than the face value of an Equity Share as determined by the Committee.

9. Exercise period and the process of Exercise:

The vested Options shall be eligible for exercise on and from the date of vesting. The vested Options need to be exercised within a maximum period of 36 months from the date of vesting of such Options. The vested Option shall be exercisable by the Directors / Employees by a written application to the Company/ the Committee expressing his/ her desire to exercise such Options in such manner and on such format as may be prescribed by the Committee from time to time. The Options shall lapse if not exercised within the specified exercise period.

10. Appraisal process for determining the eligibility of employees under FMNL - ESOS 2016:

The appraisal process for determining the eligibility of the employees will be decided by the Committee from time to time.

The employees would be granted Options under the FMNL - ESOS 2016 based on various parameters such as work performance, period of service, rank, band or designation and such other parameters as may be decided by the Committee from time to time.

11. Maximum number of Options to be issued per employee and in aggregate:

The number of Options that may be granted to any specific employee, in any financial year under the Scheme shall be less than 1% of the Issued Share Capital (excluding outstanding warrants and conversions) of the Company unless prior specific approval from members of the Company through a special resolution to this effect is not obtained. The maximum number of Options to be issued shall be in accordance with the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 at all the time.

12. Implementation and administration of the Scheme

The FMNL -ESOS 2016 will be implemented and administered directly by the Company.

13. New Issue of shares or secondary market acquisition by the trust or both

The FMNL -ESOS 2016 involves only new issue of shares by the Company.

14. Listing of Equity Shares

Subject to the approval of the Stock Exchanges the relevant equity shares on exercise of the Options shall be listed on the Stock Exchanges on which the Equity Shares of the Company are listed.

15. Certificate from auditors:

The Board of Directors shall at each annual general meeting place before the shareholders a certificate from the auditors of the company that the scheme(s) has been implemented in accordance with the prescribed regulations and in accordance with the resolution of the company in the general meeting.

16. Disclosure and Accounting Policies:

- a. Any company implementing any of the share based schemes shall follow the requirements of the 'Guidance Note on Accounting for employee share based Payments' (Guidance Note) or Accounting Standards as may be prescribed by the Institute of Chartered Accountants of India (ICAI) from time to time, including the disclosure requirements prescribed therein.
- b. Where the existing Guidance Note or Accounting Standard do not prescribe accounting treatment or disclosure requirements for any of the schemes covered under these regulations then the company shall comply with the relevant Accounting Standard as may be prescribed by the ICAI from time to time.

17. Method of Option valuation:

To calculate the employee compensation cost, the Company shall use the Intrinsic Value method for valuation of the options granted. The difference between the employee compensation cost so computed and the employee compensation cost that shall have been recognized if it had used the fair value of the options and the impact of this difference on profits and on Earning Per Share (EPS) of the company shall also be disclosed in the Directors' report.

As the FMNL - ESOS 2016 provides for issue of shares to be offered to persons other than existing shareholders of the Company, consent of the members is being sought pursuant to Section 62(1)(b) and all other applicable provisions, if any, of the Companies Act, 2013 and as per Regulation 6 of the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014.

A copy of the scheme shall be kept for inspection by the members till the date of ensuing Annual General Meeting at the Registered Office during office hours.

18. Rights of the option holder.

The employee shall not have right to receive any dividend or to vote or in any manner enjoy the benefits of a shareholder in respect of option granted to him, till shares are allotted upon exercise of option.

19. Consequence of failure to exercise option

All unexercised options shall lapse if not exercised on or before the exercise period ends. The amount payable by the employee, if any, at the time of grant of option, - (a).may be forfeited by the company if the option is not exercised by the employee within the exercise period; or (b).may be refunded to the employee if the options are not vested due to non-fulfillment of conditions relating to vesting of option as per the FMNL - ESOS 2016.

None of the Directors, Key Managerial Personnel of the Company including their relatives are interested or concerned in the resolution No. 4 & 5, and the Board of Directors recommend passing of the resolutions as set out in item nos. 4 and 5 for the approval of members by of special resolutions except to the extent of their existing shareholding entitlements, if any, under the FMNL - ESOS 2016.

Registered Office:

Knowledge House, Shyam Nagar,
Off. Jogeshwari – Vikhroli Link Road,
Jogeshwari East,
Mumbai – 400060

CIN: L45400MH2008PLC179914
E-mail: info.fmnl@futuregroup.in
Website: www.fmn.co.in

Place : Mumbai
Date : August 12, 2016

By Order of the Board
For Future Market Networks Limited

Anil Cherian
Chief: Legal & Company Secretary



ADDITIONAL INFORMATION IN TERMS OF REGULATION 36 OF THE SECURITIES EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 IN RESPECT OF DIRECTORS BEING PROPOSED FOR APPOINTMENT / RE-APPOINTMENT

Name of Director	Mr. Rajesh Kalyani
Date of Birth	8 th October 1969
Date of Appointment	23 rd September 2010
Qualification	Chartered Accountant
Expertise in specific functional areas:	Mr. Rajesh Kalyani is a member of the Institute of Chartered Accountants of India with 25 years of experience. He is in employment at a senior position with one of the leading organised retailer and has wide experience in areas of business planning, project & working capital management, properties, commercial & taxation matters.
Other Directorship(s)	Retail Light Techniques India Limited
Membership in Committees	Name of the Company : Retail Light Techniques India Limited Committee : Audit Committee Position held : Member
Number of shares held in the Company	1,50,000
Relationship with other Directors	None

The details provided herein above are as on March 31, 2016