

ALWYN D'SOUZA

ALWYN D'SOUZA & CO.

COMPANY SECRETARIES

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SCRUTINIZERS' REPORT

To

The Chairman
Future Market Networks Limited
Knowledge House
Shyam Nagar Off Jogeshwari-Vikhroli Link Road
Jogeshwari (E), Mumbai 400 060

I, Mr. Alwyn D'souza, the undersigned, being the Scrutinizer appointed by the Board of Directors of the Company on **16th July, 2014** for conducting the Postal Ballot Process for considering the following resolution, hereby report to you the result of the Postal Ballot.

RESOLUTION NO.1: SPECIAL RESOLUTION

Borrowing powers of the Board

"RESOLVED THAT in supersession of Resolution passed by the members of the Company at the Annual General Meeting held on September 18, 2010 and pursuant to Section 180(1)(c) and all other applicable provisions, if any, of the Companies Act, 2013, and the rules framed there under, (including any amendment thereto or re-enactment thereof), the consent of the Members 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 any Committee thereof) for borrowing from time to time any sum or sums of monies which, together with the monies already borrowed by the Company (apart from temporary loans obtained or to be obtained from the Company's bankers in the ordinary course of business), may exceed the aggregate of the paid up capital of the Company and its free reserves, provided that the total amount so borrowed by the Board shall not at any time exceed the limit of Rs. 1000 crores.

RESOLVED FURTHER THAT the Board be and is hereby authorised on behalf of the Company to do all such acts, deeds and things, to execute all such documents, instruments in writing as may be required in its absolute discretion pursuant to the above Resolution."



The result of the Postal Ballot is as follows:-

Resolution No 1

Sr. No	Particulars	No. of Postal Ballot Forms	No. of Shares Voted Upon	Aggregate in value (Rs.)	Percentage of total paid up Equity Capital as on 31.03.2014	Percentage of Valid votes cast
(a)	Total Postal Ballot Forms/E-voting received(*)	81	41146465	411464650		
(b)	Less : Invalid Postal Ballot Forms	1	1	10		
(c)	Net Valid Postal Ballot Forms	80	41146464	411464640		
(d)	Postal Ballot Forms with assent for the Resolution	69	41135415	411354150	73.65	99.97
(e)	Postal Ballot Forms with dissent for the Resolution	11	11049	110490	0.02	0.03

(*) Including votes Polled through E-Voting facility

Based on the foregoing, the Resolution for conducting the Postal Ballot process for seeking members assent/or dissent for authorizing the Board of Directors to borrow may be considered as carried by the requisite majority under Companies Act, 2013.

RESOLUTION NO.2: SPECIAL RESOLUTION

Creation of Charges on the Company's properties

"RESOLVED THAT in supersession of Ordinary Resolution passed by the members of the Company at the Annual General Meeting held on September 18, 2010 and pursuant to Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013, and the rules framed there under as may be amended from time to time, (including any amendment thereto or re-enactment thereof), read with the Articles of Association of the Company and other applicable provisions, consent of the Company be and is hereby granted to the Board of Directors (hereinafter referred to as the "Board") of the Company for creation of mortgage / hypothecate / pledge / charge / security in any form or manner on all or any one or more of the movable and / or immovable properties or such other assets of the Company, wheresoever situated, both present and future, on such terms and conditions and at such time or times and

in such form or manner as it may deem fit, to or in favour of lenders including Banks, Financial Institutions, Investment Institutions, Non Banking Finance Companies (NBFC) or such other lenders and/or other investing agencies to secure any Asset Financing Facilities, Term Loans / Credit Facilities or otherwise, obtained / to be obtained from any of the aforesaid lenders, such security to rank in such manner as may be agreed to between the concerned parties and as may be thought expedient by the Board subject to the applicable limits pursuant to Section 180(1)(c) or such other limits as approved by the shareholders from time to time.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to finalise and execute with the Banks, Financial Institutions, Investment Institutions, Non Banking Finance Companies (NBFC) or such other lenders or other investing agencies, the requisite agreements, documents, deeds and writings for borrowing and / or creating the aforesaid mortgage and / or charge and to do all such acts, deeds, matters and things as may be necessary, proper or expedient to give effect to this resolution".

The result of the Postal Ballot is as follows:-

Resolution No 2

Sr. No	Particulars	No. of Postal Ballot Forms	No. of Shares Voted Upon	Aggregate in value (Rs.)	Percentage of total paid up Equity Capital as on 31.03.2014	Percentage of Valid votes cast
(a)	Total Postal Ballot Forms/E-voting received(*)	81	41146465	411464650		
(b)	Less : Invalid Postal Ballot Forms	1	1	10		
(c)	Net Valid Postal Ballot Forms	80	41146464	411464640		
(d)	Postal Ballot Forms with assent for the Resolution	66	41134890	411348900	73.65	99.97
(e)	Postal Ballot Forms with dissent for the Resolution	14	11574	115740	0.02	0.03

(*) Including votes Polled through E-Voting facility

Based on the foregoing, the Resolution for conducting the Postal Ballot process for seeking members assent/or dissent for authorizing the Board of Directors to for creation of charge on Company's properties **may be considered as carried by the requisite majority under Companies Act, 2013.**

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RESOLUTION NO.3: SPECIAL RESOLUTION

Giving of Loans / Guarantees, Providing of securities and making of investments in securities

"RESOLVED THAT pursuant to Section 186 and all other applicable provisions of the Companies Act, 2013 read with the Companies (Meetings of Board and its Powers) Rules, 2014 as may be amended, from time to time and Articles of Association of the Company, approval of the shareholders of the Company be and is hereby given to the Board of Directors for:

i. giving any loan to any person or other body corporate

ii. giving any guarantee or providing security in connection with a loan to any other body corporate.

iii. acquiring whether by way of subscription, purchase or otherwise, the securities of any other body corporate.

up to an amount, the aggregate outstanding of which should not exceed, at any given time, Rs. 1500 crores which shall be over and above the limits as specified in Section 186 (2) of the Companies Act, 2013 and the aggregate outstanding amount of loans / guarantees / securities given / provided to wholly owned subsidiary companies and / or joint venture companies and investments made in wholly owned subsidiary companies, from time to time.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors be and is hereby authorized to negotiate and decide, from time to time, terms and conditions, execute necessary documents, papers, agreements etc. for investments to be made, loans / guarantees to be given and securities to be provided to any person and / or any body corporate, do all such acts, deeds, matters and things, as it may, in its absolute discretion, deem necessary, proper or desirable, settle any question, difficulty or doubt that may arise in this regard and to delegate all or any of these powers to any Committee of Directors or Managing Director or Whole Time Director or Director or officer of the Company or any other person."



The result of the Postal Ballot is as follows:-

Resolution No 3

Sr. No	Particulars	No. of Postal Ballot Forms	No. of Shares Voted Upon	Aggregate in value (Rs.)	Percentage of total paid up Equity Capital as on 31.03.2014	Percentage of Valid votes cast
(a)	Total Postal Ballot Forms/E-voting received(*)	80	41146345	411463450		
(b)	Less : Invalid Postal Ballot Forms	1	1	10		
(c)	Net Valid Postal Ballot Forms	79	41146344	411463440		
(d)	Postal Ballot Forms with assent for the Resolution	59	41118072	411180720	73.62	99.93
(e)	Postal Ballot Forms with dissent for the Resolution	20	28272	282720	0.05	0.07

(*) Including votes Polled through E-Voting facility

Based on the foregoing, the Resolution for conducting the Postal Ballot process for seeking members assent/or dissent for giving of Loans / Guarantees, Providing of securities and making of investments in securities **may be considered as carried by the requisite majority under Companies Act, 2013.**



Alwyn D'souza
F.C.S No.5559,
Practising Company Secretary
Annex-103, Dimple Arcade, Asha Nagar,
Kandivli (E), Mumbai 400101

Mumbai 1st September, 2014