

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 Committee of Board of Directors of the Company on 27th November, 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

Approval to sell investments in Future Retail Destination Limited pursuant to section 180 (1) (a) of the Companies Act, 2013

"RESOLVED THAT pursuant to the provisions of Section 180 (1) (a), and Section 110 of the Companies Act, 2013, read with the Companies (Management and Administration) Rules, 2014, subject to the provisions of Foreign Exchange Management Act, 1999, and other applicable provisions, if any, of the Companies Act, 1956 / Companies Act, 2013 (including any amendment thereto or re-enactment thereof for the time being in force) or any other law for the time being in force, and subject to consents, approvals and /or permissions of relevant authorities as may be required, the consent of the Company be and is hereby accorded to the Board of Directors to sell the equity shareholding in Future Retail Destination 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".

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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(*)	303	4,68,23,491	46,82,34,910		
(b)	Less : Invalid Postal Ballot Forms	33	1483	14,830		
(c)	Net Valid Postal Ballot Forms	270	4,68,22,008	46,82,20,080		
(d)	Postal Ballot Forms with assent for the Resolution	236	4,68,00,767	46,80,07,670	83.79	99.95
(e)	Postal Ballot Forms with dissent for the Resolution	34	21,241	2,12,410	0.04	0.05

(*) 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

Approval to sell investments in "Calcutta Riverside Project" held through River Bank Developers Private Limited and Calcutta Metropolitan Group Limited pursuant to section 180 (1) (a) of the Companies Act, 2013

"RESOLVED THAT pursuant to the provisions of Section 180 (1) (a), and 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, 1956/ Companies Act, 2013 (including any amendment thereto or re-enactment thereof for the time being in force) or any other law for the time being in force, and subject to consents, approvals and /or permissions of relevant authorities as may be required, the consent of the Company be and is hereby accorded to the Board of Directors to sell the equity shareholding and/or beneficial interest in the project named "Calcutta Riverside" held through River Bank Developers Private Limited and Calcutta Metropolitan Group Limited, on such terms and conditions as determined by the Board of Directors and/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 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".

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(*)	306	4,68,23,506	46,82,35,060		
(b)	Less : Invalid Postal Ballot Forms	40	1,559	15,590		
(c)	Net Valid Postal Ballot Forms	266	4,68,21,947	46,82,19,470		
(d)	Postal Ballot Forms with assent for the Resolution	233	4,68,00,733	46,80,07,330	83.79	99.95
(e)	Postal Ballot Forms with dissent for the Resolution	33	21,214	2,12,140	0.04	0.05

(*) Including votes Polled through E-Voting facility

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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.**



Alwyn D'souza

F.C.S No.5559,

Practising Company Secretary

Annex-103, Dimple Arcade, Asha Nagar,

Kandivli (E), Mumbai 400101

Mumbai 7th January, 2015