

# **Future Market Networks Limited**

Registered Office : Knowledge House  
Shyam Nagar Off Jogeshwari-Vikhroli Link Road  
Jogeshwari (E), Mumbai 400 060

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## **SCRUTINIZERS' REPORT ON POSTAL BALLOT**

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**ALWYN D'SOUZA**

**Alwyn D'Souza & Co.**

**Company Secretaries**

Annex-103, Dimple Arcade, Asha Nagar, Kandivali (East), Mumbai 400101.

Branch Office: B-002, Gr. Floor, Shreepati-2, Royal Complex, Behind Olympia Tower,  
Mira Road (East), Thane-401107; Tel: 022-28125781; Mob: 09820465195;

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To,

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

Dear Sir,

**RE : SCRUTINIZERS' REPORT**

I refer to my appointment as Scrutinizer made by the Board of Directors of Future Market Networks Limited for conducting the Postal Ballot process for seeking members assent/or dissent under Section 180(1)(a) of the Companies Act, 2013, authorizing the Board of Directors to sell the investments in Naman Mall Management Company Private Limited as per details given in the notice dated 16<sup>th</sup> February, 2017.

I have carried out the work as Scrutinizer from the close of working hours on **25<sup>th</sup> March, 2017** to **27<sup>th</sup> March, 2017**. In this connection I need to bring to your attention the following aspects:-

1. All the Signatures have been verified with the specimen signature records maintained by the Company's Registrar and Share Transfer Agents viz. Link Intime India Private Limited, C 101, 247 Park, LBS Marg, Vikhroli West, Mumbai 400083 and I have relied on the certification given by them for the same .
2. The Company has appointed National Securities Depository Limited, (NSDL) to provide e-voting facility to its members whereby the members having shares in demat form and in physical form may vote either by way of Postal Ballot Form or by way of e-voting. In such cases the voting is taken into consideration based on the e-voting data provided by the NSDL.



3. I enclose the Scrutinizer's Report along with the relevant listings.



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**Alwyn D'souza**  
F.C.S No.5559,  
Certificate of Practice No.5137  
Practising Company Secretary

**Mumbai**  
27<sup>th</sup> March, 2017

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**Alwyn D'Souza & Co.**

**Company Secretaries**

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**SCRUTINIZERS' REPORT**

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

Scrutinizers Report on postal ballot voting including voting by electronic means in respect of passing resolution contained in the Notice dated 16<sup>th</sup> February, 2017

Dear Sir,

I, Mr. Alwyn D'souza, Proprietor of Alwyn D'souza & Co., Company Secretaries have been appointed as Scrutinizer by the Board of Directors of Future Market Networks Limited (the Company) for scrutinizing postal ballot voting including voting by electronic means in respect of the resolutions contained in the notice dated 16<sup>th</sup> February, 2017 through postal ballot.

The Compliance with the provisions of the Companies Act, 2013 and the Rules made there under, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Uniform Listing Agreements entered into with the Stock Exchanges relating to Postal Ballot including voting by electronic means is the responsibility of the management. My responsibility as a scrutinizer is to ensure that the voting process is conducted in a fair and transparent manner, and render a consolidated scrutinizer's report on the voting to the Managing Director on the resolution contained in the Notice dated 16<sup>th</sup> February, 2017 based on the reports generated from the electronic voting system by the National Securities Depository Limited, (NSDL) and the scrutiny of the physical ballots received till the close of working hours ie., 5.00 p.m on Saturday 25<sup>th</sup> March, 2017 and reports provided by Registrar and Share Transfer Agents, M/s. Link Intime India Private Limited.



I submit my report as under

1. After the time fixed for closing of the e-voting ie, 5.00 p.m on Saturday 25<sup>th</sup> March, 2017 the votes were unblocked at 7.17P.M on the e-voting website of the National Securities Depository Limited, (<http://www.evoting.nsdl.com>) and a final electronic report was generated by me. The data generated was diligently scrutinized.
2. The physical postal ballots received till the time fixed for closing of the Postal Ballot ie, 5.00 p.m on Saturday 25<sup>th</sup> March, 2017 were diligently scrutinized and reconciled with the records maintained by the Company through their Registrar and Share Transfer Agents M/s. Link Intime India Private Limited and the authorisations lodged with the Company.
3. The data for the purpose of verification of the number of shares was taken as of 17<sup>th</sup> February, 2017 which the cut-off date (record date) was fixed for determining voting rights of the members entitled to participate in the voting process.
4. In cases where the members who have exercised their vote in physical as well as electronic mode, the vote by electronic mode only has been considered as specified in the instructions to the Postal Ballot Form.
5. In general and for your information, I carried out such scrutiny as I considered necessary on the basis of such authorizations and other documents and records

The results of the scrutiny of the above postal ballot voting including voting by electronic means in respect to passing of resolution contained in the Notice dated 16<sup>th</sup> February, 2017 through postal ballot are as under .



Special Resolution under Section 180(1)(a) of the Companies Act, 2013, authorizing the Board of Directors / Committee of Directors to sell the investments held by the Company in Naman Mall Management Company Private Limited.

(i) Voted in favour of the resolution:

Particulars of Postal Ballot Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Physical	42	46,56,169	-
E-voting	96	4,75,57,268	-
<b>TOTAL</b>	<b>138</b>	<b>5,22,13,437</b>	<b>99.99</b>

(ii) Voted against the resolution:

Particulars of Postal Ballot Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Physical	4	42	-
E-voting	3	341	-
<b>TOTAL</b>	<b>7</b>	<b>383</b>	<b>0.001</b>

(iii) Invalid votes:

Particulars of Postal Ballot Voting	Total number of members whose votes were declared invalid	Total number of votes cast by them
Physical	5	1030
E-voting	Nil	Nil
<b>TOTAL</b>	<b>5</b>	<b>1030</b>

Based on the foregoing, the Special resolution under Section 180(1)(a) of the Companies Act, 2013, authorizing the Board of Directors / Committee of Directors to sell the investments in Naman Mall Management Company Private Limited may be considered as carried by the requisite majority.

The relevant records relating to the electronic voting alongwith the physical postal ballot forms shall remain in my safe custody and will be handed over to the Company Secretary for preserving safely after the consideration of results and the Chairman / Managing Director approves and signs the Minutes.



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**Alwyn D'souza**

F.C.S No.5559,

Certificate of Practice No.5137

Practising Company Secretary

**Mumbai dated 27<sup>th</sup> March, 2017**