

Future Market Networks Limited

CIN: L45400MH2008PLC179914

Registered Office : Knowledge House

Shyam Nagar Off Jogeshwari-Vikhroli Link Road

Jogeshwari (E), Mumbai 400 060

SCRUTINIZERS' REPORT ON POSTAL BALLOT

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,
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To,

The Chairman

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 for approval for Related Party Transactions with Riddhi Siddhi Mall Management Private Limited, as per the details given in the notice dated November 14, 2019.

I have carried out the work as Scrutinizer from the close of working hours on **December 18, 2019**. In this connection I need to bring to your attention the following aspects:-

1. The Specimen Signatures of the Members who have casted votes through Postal Ballot Forms 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.



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

Mumbai
December 19, 2019

ALWYN D'SOUZA
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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.

Scrutinizers Report on postal ballot voting including voting by electronic means in respect of passing resolutions contained in the Notice dated November 14, 2019

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 November 14, 2019 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 Executive Director on the resolution contained in the Notice dated November 14, 2019 based on the reports generated from the electronic voting system by the National Securities Depository



Limited, (NSDL) and the scrutiny of the physical ballot received till the close of working hours ie., 5.00 p.m on Wednesday December 18, 2019 and reports provided by the Company/Registrar and Share Transfer Agents, 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 Wednesday December 18, 2019 the votes were unblocked at 5.06 P.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 Wednesday December 18, 2019 were diligently scrutinized and reconciled with the records maintained by the Company through their Registrar and Share Transfer Agents 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 November 08, 2019 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 resolutions contained in the Notice dated November 14, 2019 through postal ballot are as under .

I. Ordinary Resolution under Section 188 of the Companies Act, 2013, for approval for Related Party Transactions with Riddhi Siddhi Mall Management 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 | 43 | 1063 | - |
| *E-voting | 93 | 9463269 | - |
| TOTAL | 136 | 9464332 | 99.995 |

(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 | 1 | 1 | - |
| E-voting | 5 | 466 | - |
| TOTAL | 6 | 467 | 0.005 |

(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 | 1 | 2 |
| E-voting | 0 | 0 |
| TOTAL | 1 | 2 |

* The Votes casted through E-Voting by 2 (two) Shareholders holding a total of 27000 shares have not been considered since they are related parties to the resolution.

Based on the foregoing, the Ordinary resolution under Section 188 of the Companies Act, 2013 for approval for Related Party Transactions with Riddhi Siddhi Mall Management Private Limited, as per the details given in the notice dated November 14, 2019 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 approves and signs the Minutes.



Alwyn D'souza

F.C.S No.5559,

Certificate of Practice No.5137

Practising Company Secretary

Mumbai dated December 19, 2019