

SCRUTINIZERS' REPORT

ON

POSTAL BALLOT

OF

Future Market Networks Limited

Alwyn D'Souza & Co.

Company Secretaries

[Firm Registration No: S2003MH061200] [Peer Review Certificate No.683/2020]

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

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SCRUTINIZERS' REPORT

To

The Chairman / Company Secretary

Future Market Networks Limited

Knowledge House, Shyam Nagar,

Off. Jogeshwari – Vikhroli Link Road,

Jogeshwari (East), Mumbai – 400060

Scrutinizers Report on Postal Ballot voting in respect of passing resolutions contained in the Notice dated January 13, 2023

Dear Sir,

REG: SCRUTINIZER'S REPORT

I, **Alwyn D'Souza** of Alwyn D'Souza & Co, Company Secretaries appointed as Scrutinizer by the Board of Directors of **Future Market Networks Limited** for the purpose of scrutinizing the Postal Ballot including voting by electronic means for seeking members favour/ against on the resolution as specified in the Postal Ballot Notice dated January 13, 2023.

I have carried out the work as Scrutinizer from the close of the remote e-voting period i.e., 5:00 P. M. IST on Thursday, February 16, 2023.

The Management of the Company is responsible to ensure the compliance with the requirements of the relevant provisions of the Companies Act, 2013 and Rules made thereunder and the various circulars issued by the Ministry of Corporate Affairs, Government of India and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 with the Stock Exchanges, relating to postal ballot through voting by electronic means.



My responsibility as the scrutinizer is restricted to make a scrutinizer report of the votes cast in favour / against on the resolution contained in the Postal Ballot Notice dated January 13, 2023 based on the reports generated from the e-voting system provided by the National Securities Depository Limited ('NSDL'), the authorised agency to provide remote e-voting facilities, engaged by the Company for the purpose.

I submit my report as under:

1. The Postal Ballot is held in compliance with the provisions of Section 110, and other applicable provisions of the Companies Act, 2013, as amended (the "Act"), read together with the Companies (Management and Administration) Rules, 2014, as amended (the "Management Rules"), General Circular Nos. 14/2020 dated April, 8, 2020, 17/2020 dated April 13, 2020, 20/2020 dated May 5, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021, 20/2021 dated December 8, 2021 and 3/2022 dated May 5, 2022, Circular no. 11/2022 dated December 28, 2022 issued by the Ministry of Corporate Affairs, Government of India (the "MCA Circulars"), Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India and any other applicable law, rules and regulations (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force for seeking consent / approval of the resolution as set out hereunder.
2. The Company has on January 17, 2023 sent Postal Ballot Notice through electronic mode to the Members whose e-mail ids were registered with the Company, Share Transfer Agents (STA), Central Depository Services (India) Limited ("CDSL")/ National Securities Depository Limited (NSDL) as on January 13, 2023 . The hard copy of the Postal Ballot Notice along with Postal Ballot forms and pre-paid business envelope was not sent to the Members for the Postal Ballot in accordance with the requirements specified under the MCA Circulars.
3. As stated in Sub-rule 3 of Rule 22 of Companies (Management and Administration) Rules, 2014, as amended, advertisements were published by the Company in 'Free Press Journal', ('English Newspaper') & 'Navshakti' ('Marathi Newspaper') on January 18, 2023 informing about the completion of dispatch of Postal Ballot notices/ forms, to the Members along with other related matters mentioned therein.



4. The Remote e-voting facility was provided by National Securities Depository Limited 'NSDL'. The Postal Ballot remote e-voting period commenced on Wednesday, January 18, 2023 (9:00 a.m. IST) and ended on Thursday, February 16, 2023 (5:00 p.m. IST).
5. After the time fixed for closing of the e-voting, the votes were unblocked on Thursday, February 16, 2023 at 5.00 p.m. IST in the presence of two witnesses who are not in the employment of the Company, on the e-voting website of ('NDSL') <https://www.evoting.nsdl.com/> and a final electronic report was generated by me. The data generated was diligently scrutinized.
6. The data for the purpose of verification of the number of shares was taken as of Friday, January 13, 2023 which was the relevant date (cut-off date), fixed for determining voting rights of the Members entitled to participate in the voting process.
7. This report is based on vote cast through e-voting, which was downloaded from the website <https://www.evoting.nsdl.com/>
8. The results of the remote e-voting in respect to the resolution contained in the Postal Ballot Notice dated Friday, January 13, 2023 is as under:

1. RESOLUTION NO. 1: ORDINARY RESOLUTION

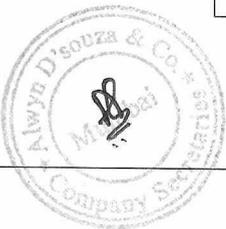
Appointment of Mr. Anil Biyani (DIN: 00005834) as a Non-Executive Director, liable to retire by rotation.

- (i) Voted *in favour* of the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
172	7,74,378	61.67

- (ii) Voted *against* the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
30	4,81,274	38.33



(iii) *Invalid* votes:

Number of members whose votes were declared invalid/abstain	Number of invalid/abstain votes cast by them
-	-

2. RESOLUTION NO. 2: ORDINARY RESOLUTION

Appointment of Mr. Shreesh Misra (DIN 01641532) as a Director:

(i) Voted *in favour* of the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
184	3,84,35,201	98.98

(ii) Voted *against* the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
26	3,95,701	1.02

(iii) *Invalid* votes:

Number of members whose votes were declared invalid/abstain	Number of invalid/abstain votes cast by them
-	-



3. RESOLUTION NO. 3: ORDINARY RESOLUTION

Appointment of Mr. Shreesh Misra (DIN 01641532) as a Whole-time Director:

(ii) Voted *in favour* of the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
184	3,84,33,501	98.98

(ii) Voted *against* the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
27	3,97,701	1.02

(iii) *Invalid* votes:

Number of members whose votes were declared invalid/abstain	Number of invalid/abstain votes cast by them
-	-



4. RESOLUTION NO. 4: ORDINARY RESOLUTION

Approval for payment of remuneration to related party for holding the office or place of profit.

(i) Voted in favour of the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
168	7,62,947	61.14

(ii) Voted against the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
31	4,84,886	38.86

(iii) Invalid votes:

Number of members whose votes were declared invalid/abstain	Number of invalid/abstain votes cast by them
-	-

Based on the foregoing, the resolution No. 1 to 4 is passed with requisite majority.

The relevant records relating to the e-voting 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.



Thanking you,
Sincerely,

For **Alwyn D'Souza & Co.**
Company Secretaries



Alwyn D'Souza

Proprietor

FCS No.5559, CP No.5137

[UDIN: F005559D003164033]



Place: Mumbai

Date: February 17, 2023

We the undersigned witnesseth that the votes were unblocked from the e-voting website of the National Securities Depository Limited ('NSDL') <https://www.evoting.nsdl.com/> in our presence at 5.00 P.M. IST on Thursday, February 16, 2023.



Edlon Dsouza

B/508, Shree Girnar Tower CHSL
Saibaba Nagar,
Mira Road East, Thane 401107



Krishnakant Adagale

Row House No.18,
Mansi Row Co.op Hsg Soc Ltd
Kashigaon, Mira Road East,
Thane 401107

Countersigned by:

For **FUTURE MARKET NETWORKS LIMITED**



Anil Cherian

Head – Legal and Company Secretary

Membership No. A16609

Place : Mumbai

Date : February 17, 2023

Future Market Networks Limited

Results of Voting (Physical Mode and E-voting Process) by Postal Ballot for Resolution no. 1 are as under:

Resolution Required : (Ordinary)		Appointment of Mr. Anil Biyani (DIN: 00005834) as a Non- Executive Director, liable to retire by rotation:						
Whether promoter/ promoter group are interested in the agenda / resolution?		Yes						
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes –Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100
Promoter and Promoter Group	E-Voting	-	-	-	-	-	-	-
	Poll	-	-	-	-	-	-	-
	Postal Ballot	37583410	0	0.000	0	0	0.000	0.000
	Total	37583410	0	0	0	0	0	0
Public Institutions	E-Voting	-	-	-	-	-	-	-
	Poll	-	-	-	-	-	-	-
	Postal Ballot	31556	0	0.000	0	0	0.000	0.000
	Total	31556	0	0	0	0	0	0
Public Non Institutions	E-Voting	-	-	-	-	-	-	-
	Poll	-	-	-	-	-	-	-
	Postal Ballot	19929415	1255652	6.300	774378	481274	61.671	38.329
	Total							
Total		57544381	1255652	2.182	774378	481274	61.671	38.329




Future Market Networks Limited

Results of Voting (Physical Mode and E-voting Process) by Postal Ballot for Resolution no. 2 are as under:

Resolution Required : (Ordinary)		Appointment of Mr. Shreesh Misra (DIN 01641532) as a Director						
Whether promoter/ promoter group are interested in the agenda / resolution?		No						
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes –Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100
Promoter and Promoter Group	E-Voting	-	-	-	-	-	-	-
	Poll	-	-	-	-	-	-	-
	Postal Ballot	37583410	37583069	99.999	37583069	0	100.000	0.000
	Total	37583410	0	0	0	0	0	0
Public Institutions	E-Voting	-	-	-	-	-	-	-
	Poll	-	-	-	-	-	-	-
	Postal Ballot	31556	0	0.000	0	0	0.000	0.000
	Total	31556	0	0	0	0	0	0
Public Non Institutions	E-Voting	-	-	-	-	-	-	-
	Poll	-	-	-	-	-	-	-
	Postal Ballot	19929415	1247833	6.261	852132	395701	68.289	31.711
	Total							
Total		57544381	38830902	67.480	38435201	395701	98.981	1.019



Future Market Networks Limited

Results of Voting (Physical Mode and E-voting Process) by Postal Ballot for Resolution no. 3 are as under:

Resolution Required : (Ordinary)		Appointment of Mr. Shreesh Misra (DIN 01641532) as a Whole-time Director.						
Whether promoter/ promoter group are interested in the agenda / resolution?		No						
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes –Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	$[3]=\{[2]/[1]\} * 100$	[4]	[5]	$[6]=\{[4]/[2]\} * 100$	$[7]=\{[5]/[2]\} * 100$
Promoter and Promoter Group	E-Voting	-	-	-	-	-	-	-
	Poll	-	-	-	-	-	-	-
	Postal Ballot	37583410	37583069	99.999	37583069	0	100.000	0.000
	Total	37583410	0	0	0	0	0	0
Public Institutions	E-Voting	-	-	-	-	-	-	-
	Poll	-	-	-	-	-	-	-
	Postal Ballot	31556	0	0.000	0	0	0.000	0.000
	Total	31556	0	0	0	0	0	0
Public Non Institutions	E-Voting	-	-	-	-	-	-	-
	Poll	-	-	-	-	-	-	-
	Postal Ballot	19929415	1248133	6.263	850432	397701	68.136	31.864
	Total							
Total		57544381	38831202	67.480	38433501	397701	98.976	1.024



Future Market Networks Limited

Results of Voting (Physical Mode and E-voting Process) by Postal Ballot for Resolution no. 4 are as under:

Resolution Required : (Ordinary)		Approval for payment of remuneration to related party for holding the office or place of profit						
Whether promoter/ promoter group are interested in the agenda / resolution?		Yes						
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes –Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100
Promoter and Promoter Group	E-Voting	-	-	-	-	-	-	-
	Poll	-	-	-	-	-	-	-
	Postal Ballot	37583410	0	0.000	0	0	0.000	0.000
	Total	37583410	0	0	0	0	0	0
Public Institutions	E-Voting	-	-	-	-	-	-	-
	Poll	-	-	-	-	-	-	-
	Postal Ballot	31556	0	0.000	0	0	0.000	0.000
	Total	31556	0	0	0	0	0	0
Public Non Institutions	E-Voting	-	-	-	-	-	-	-
	Poll	-	-	-	-	-	-	-
	Postal Ballot	19929415	1247833	6.261	762947	484886	61.142	38.858
	Total							
Total		57544381	1247833	2.168	762947	484886	61.142	38.858