

29th October, 2024

The Manager
Listing Department
National Stock Exchange of India Limited
Exchange Plaza,
Bandra Kurla Complex, Bandra (E)
Mumbai - 400 051

Dept of Corporate Services (CRD)
BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai - 400 001

Dear Sir/Madam,

Subject: Outcome of Extra Ordinary General Meeting ('EOGM').

Ref: Scrip Code: BSE – 533296 and NSE – FMNL

With reference to the above, please note that the Extra Ordinary General Meeting ('EOGM') of the Company was held on Tuesday, October 29, 2024 from 2.00 PM to 2.17 PM through Video Conferencing / Other Audio Visual means and the business mentioned in the Notice dated October 07, 2024 were transacted. E-Voting was permitted till 2.30 PM to the members who were present at meeting but not casted their votes through remote e-voting.

In this regard, please find enclosed the following:

Summary of proceedings as required under Regulation 30, Part-A of Schedule -III of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 - **Annexure – I.**


The above said information/documents related to the EOGM is available on the company's website, www.fmn.co.in.

Please take the same on records.

Thanking you,

Yours faithfully,

For Future Market Networks Limited



Anil Cherian
Head – Legal and Company Secretary

Encl: a/a

Summary of proceedings of the Extra Ordinary General Meeting:

The Extra Ordinary General Meeting ('EOGM') of the Company was held on Tuesday, October 29, 2024 from 2.00 PM (IST) through Video Conferencing (VC)/Other Audio Video Means (OAVM) and concluded at 2:17 PM (IST). E-Voting was permitted till 2:30 PM (IST) to the members who were present at meeting but not casted their votes through remote e-voting.

Mr. Pramod Arora, Non-Executive Independent Director of the Company took the Chair and commenced the proceedings of the meeting.

Mr. Pramod Arora, thereafter welcomed all the Members and informed that in compliance with the provisions of the Companies Act, 2013 read with rules framed thereunder, the circulars issued by the Ministry of Corporate Affairs ("MCA"), and the Securities and Exchange Board of India ("SEBI") and the Secretarial Standards issued by the Institute of Companies Secretaries of India, the EOGM of the Company was held through VC/OAVM. The Company had provided all Members the facility to attend the EOGM through VC/OAVM.

The requisite quorum being present, the Chairman called the meeting to order. Total of 68 (Sixty-Eight) Members were present at the EOGM.

The notice convening the EOGM along with explanatory statement and Corrigendum dated 25th October, 2024 were taken as read.

The Chairman informed the Members that the facility of remote e-voting was made available from Saturday, October 26, 2024 (9:00 AM IST) to Monday, October 28, 2024 (5:00 PM IST) Members who were present in the EOGM through VC/OAVM facility and had not cast their vote through remote e-voting were provided an opportunity to cast their votes electronically during the EOGM through the NSDL platform.

The Chairman also informed that Mr. Alwyn D'souza, Practicing Company Secretary has been appointed as Scrutinizer for scrutinizing the remote e-voting process and e-voting conducted during the EOGM in a fair and transparent manner.

The Chairman took up the items of Special Business, as listed in serial no. 1 below.

The following items as set out in the Notice convening the EOGM were transacted at the meeting:

| Sr. No. | Particulars | Resolution required (Ordinary/Special) |
|-------------------------|--|--|
| Special Business | | |
| 1. | ISSUE OF EQUITY SHARES AND FULLY CONVERTIBLE WARRANTS ON PREFERENTIAL BASIS TO A PROMOTER GROUP ENTITY OF THE COMPANY AND A NON-PROMOTER GROUP ENTITY. | Special |

The Chairman then invited the queries/comments from the Members who has registered themselves to speak/ask questions at the EOGM. Clarifications/ Responses were provided to various queries raised by the Members at the Meeting.

The Chairman then requested the Members, who had not cast their vote through remote e-voting, to do electronic voting on all the above resolutions set out in the Notice of EOGM.

Thereafter, the Chairman thanked all the Members, representatives of NSDL, Directors for attending and participating in the EOGM through VC / OAVM. The Members were informed that the voting on NSDL platform would continue till 2.47 PM (IST) to enable the members who have not cast their vote yet and who would like to cast their vote and that the results of the voting would be declared and shall be announced and made available on the website of stock exchange within 2 working days from the conclusion of the Meeting

The Chairman informed that the result will be announced within permitted time on receipt of Scrutinizer's report.

Please take the same on records.

Thanking you,

Yours faithfully,

For Future Market Networks Limited



Anil Cherian
Head – Legal and Company Secretary

October 30, 2024

The Manager
Listing Department
National Stock Exchange of India Limited
Exchange Plaza,
Bandra Kurla Complex, Bandra (E)
Mumbai - 400 051

Dept of Corporate Services (CRD)
BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai - 400 001

Dear Sir / Madam,

Sub: Scrutinizer Report and Voting results of Extra Ordinary General Meeting (EOGM)

Ref: Scrip Code: BSE – 533296 and NSE – FMNL

With reference to the above, please note that the Extra-Ordinary General Meeting (“EOGM”) of the Company was held on Tuesday, October 29, 2024 at 02.00 p.m. to 2.17 PM through Video Conferencing / Other Audio Visual means and the business mentioned in the Notice dated October 07, 2024 were transacted. E-Voting was permitted till 2.47 PM to the members who were present at meeting but not casted their votes through remote e-voting.

In this regard, please find enclosed the following:

1. The details of combined voting results (Remote e-voting and E-voting conducted at the EOGM) as required under Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations - **Annexure – I**.
2. Report of Scrutinizer dated October 30, 2024, pursuant to Section 108 of the Companies Act, 2013 and Rule 20(4) (xii) of the Companies (Management and Administration) Rules, 2014 - **Annexure II**

The above said information/documents related to the EOGM is available on the company's website, www.fmn.co.in.

Please take the same on records.

Thanking you,

Yours faithfully,

For Future Market Networks Limited



Anil Cherian
Head – Legal and Company Secretary

Encl: a/a

Annexure – I
Future Market Networks Limited
Voting Results

| | |
|---|-----------------------------|
| Day and Date of EOGM | Tuesday, 29th October, 2024 |
| Total no. of Shareholders as on cut-off date (22nd October, 2024) | 31,765 |
| No. of shareholder attended the meeting either in person or through Proxy | 0 |
| Promoter and Promoter group | None |
| Public | None |
| No. of shareholder attended the meeting through Video Conferencing*: | 68 |
| Promoter and Promoter group | 0 |
| Public | 68 |
| No. of resolution passed in the meeting | 1 |

*Video Conferencing includes video Conferencing (VC)/Other Audio Video Means (OAVM)

| | |
|-------------------------------|---|
| Resolution Required : Special | ISSUE OF EQUITY SHARES AND FULLY CONVERTIBLE WARRANTS ON PREFERENTIAL BASIS TO A PROMOTER GROUP ENTITY OF THE COMPANY AND A NON-PROMOTER GROUP ENTITY |
|-------------------------------|---|

| | |
|---|----|
| 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 |
|-----------------------------|-------------------------------|--------------------|---------------------|---|--------------------------|------------------------|--------------------------------------|------------------------------------|
| | | | | | | | | |
| Promoter and Promoter Group | E-Voting | 3,75,83,410 | 1,91,968 | 0.51 | 1,91,968 | - | - | - |
| | Poll | | - | - | - | - | - | - |
| | Postal Ballot (if applicable) | | NA | NA | NA | NA | NA | NA |
| | Total | | 1,91,968 | 100 | 1,91,968 | - | 100 | - |
| Public Institutions | E-Voting | 32 | - | - | - | - | - | - |
| | Poll | | - | - | - | - | - | - |
| | Postal Ballot (if applicable) | | NA | NA | NA | NA | NA | NA |
| | Total | | - | - | - | - | - | - |
| Public Non Institutions | E-Voting | 1,99,60,939 | 6,45,854 | 3.24 | 6,45,754 | 100 | 100 | 0 |
| | Poll | | - | - | - | - | - | - |
| | Postal Ballot (if applicable) | | NA | NA | NA | NA | NA | NA |
| | Total | | 6,45,854 | 3 | 6,45,754 | 100 | 100 | 0 |
| Total | | 57544381 | 8,37,822 | 1 | 8,37,722 | 100 | 100 | 0 |



CONSOLIDATED SCRUTINIZER'S REPORT

ON

**REMOTE E-VOTING AND E-VOTING DURING THE
EXTRA ORDINARY GENERAL MEETING OF FUTURE MARKET**

NETWORKS LIMITED HELD THROUGH VIDEO

CONFERENCING/OTHER AUDIO VISUAL MEANS ON

TUESDAY, OCTOBER 29, 2024

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.

Branch Office: B-002, Gr. Floor, Shreepati-2, Royal Complex, Behind Olympia Tower,
Mira Road (East), Thane-401107; Tel: 022-79629822; Mob: 09820465195;

E-mail: alwyn@alwynjay.com ;Website : www.alwynjay.com

Consolidated Scrutinizer's Report on Remote E-Voting and E-Voting during the Extra Ordinary General Meeting ["EOGM"] and during permitted time to vote after the EOGM, of Future Market Networks Limited held through Video Conferencing/Other Audio Visual Means (VC/OAVM) on Tuesday October 29, 2024 at 2.00 p.m. IST.

To,

The Executive Director

Future Market Networks Limited

[CIN: L45400MH2008PLC179914]

Knowledge House, Shyam Nagar,

Off. Jogeshwari - Vikhroli Link Road,

Jogeshwari (E) Mumbai – 400060



Sub: **Passing of Resolution(s) through electronic voting pursuant to section 108 of the Companies Act 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended**

Dear Sir,

I, **Alwyn D'souza** of M/s. **Alwyn D'souza & Co.**, Company Secretaries, Mumbai, appointed by the Board of Directors of **Future Market Networks Limited** (the Company) as the Scrutinizer for the purpose of scrutinizing the remote e-voting and e-voting process conducted during the Extra Ordinary General Meeting ("EOGM")_and during permitted time to vote after the EOGM of the Company held through VC/OAVM pursuant to the provisions of Section 108 of the Companies Act 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended and in accordance with Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. I say, I am familiar and well versed with the concept of electronic voting system as prescribed under the said Rules.

I, submit my report as under:

- a) The Ministry of Corporate Affairs ("MCA") vide its General Circular No. 14/2020 dated April 08, 2020, General Circular No. 17/2020 dated April 13, 2020, General Circular No. 20/2020 dated May 05, 2020, General Circular No. 02/2021 dated January 13, 2021, General Circular no. 21/2021 dated December 14, 2021, General Circular No. 2/2022 dated May 05, 2022, General Circular No. 10/2022 dated December 28, 2022 and General Circular No. 09/2023 dated September 25, 2023 and all other relevant circulars issued by the Ministry of Corporate Affairs from time to time (collectively referred to as "MCA Circulars") and the Securities and Exchange Board of India ("SEBI") has vide its Circular Nos. SEBI/HO/CFD/ CMD1/ CIR/P/2020/79 dated May 12, 2020, SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021, SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022, SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 5, 2023 and Circular No. SEBI/ HO/CFD/ CFD-PoD-2/P/CIR/2023/167 dated October 07, 2023 (collectively referred to as "SEBI Circulars") permitted the holding of this Extra Ordinary General Meeting ("EOGM" or "the Meeting") through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM"), without the physical presence of the Members at a common venue.

In compliance with the provisions of Companies Act, 2013, (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended) and all other applicable laws and the above circulars the Extra Ordinary General Meeting of the Company was held through Video Conferencing ("VC")/ Other Audio Visual Means ("OAVM") on Tuesday, October 29, 2024 at 02.00 p.m.

Further as confirmed by the Company the Notice of the EOGM dated October 07, 2024 along with the Explanatory Statement and corrigendum to the notice dated October 25, 2024 is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company, Registrar and Transfer Agents (RTA) or Central Depositories Services (India) Limited (CDSL) /National Securities Depositories Limited (NSDL). The Notice of the EOGM and Corrigendum to the Notice is also uploaded on the website of the Company.

- b) The Compliance with the applicable provisions of the Companies Act, 2013 and the Rules made thereunder relating to electronic voting (which includes remote e-voting and e-voting conducted during the EOGM) on the resolutions proposed in the Notice calling the EOGM and corrigendum to the said notice of the Company was the responsibility of the management. My responsibility as a scrutinizer was to ensure that the voting process is conducted in a fair and transparent manner, and render Scrutinizer's Report related to electronic voting.
- c) The facility for remote e-voting and e-voting during the EOGM and during permitted time to vote after the EOGM was provided by NSDL.

- d) The remote e-voting period commenced on Saturday, October 26, 2024 (9:00 a.m. IST) and ended on Monday, October 29, 2024 (5:00 p.m. IST).
- e) At the EGM of the Company held on Tuesday October 29, 2024, the Chairman after the conclusion of the EGM at 2.17 p.m announced that the e-voting facility shall be available for further 30 minutes to facilitate voting for those members who attended the meeting through VC/OAVM but could not participate in the remote e-voting to record their votes on the resolution to be passed.
- f) After the closure of the e-voting facility provided during the EOGM, the votes were unblocked on Tuesday October 29, 2024 at around 2.47 p.m IST in the presence of two witnesses viz., Mr. Edlon Dsouza and Mr. Krishnakant Adagale who are not in the employment of the Company, on the e-voting website of NSDL (<https://www.evoting.nsdl.com>) and a final electronic report was generated by me. The data generated was diligently scrutinized.
- g) I hereby submit a Consolidated Scrutinizer's Report pursuant to Rule 20(4)(xii) of the Companies (Management and Administration) Rules, 2014 on the resolutions contained in the Notice of the EOGM based on the scrutiny of remote e-voting and the e-voting during the EOGM and votes cast therein based on the data downloaded from the e-voting system of NSDL.
- h) The Members holding equity shares as on the cut-off date i.e. Tuesday October 22, 2024 were entitled to vote on the resolutions proposed in the Notice calling the EOGM of the Company.
- i) The results of the remote e-voting together with e-voting conducted during the EOGM are as under:

1. RESOLUTION NO.1 AS SPECIAL RESOLUTION:

ISSUE OF EQUITY SHARES AND FULLY CONVERTIBLE WARRANTS ON PREFERENTIAL BASIS TO A PROMOTER GROUP ENTITY OF THE COMPANY AND A NON-PROMOTER GROUP ENTITY.

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

| Type of Voting | Number of members voted | Number of valid votes cast by them | % of total number of valid votes cast |
|--|-------------------------|------------------------------------|---------------------------------------|
| Remote e-voting and E-voting at EGM | 110 | 8,37,722 | 99.99 |

(ii) Voted **against** the resolution:

| Type of Voting | Number of members voted | Number of valid votes cast by them | % of total number of valid votes cast |
|--|-------------------------|------------------------------------|---------------------------------------|
| Remote e-voting and E-voting at EGM | 1 | 100 | 0.01 |

(iii) **Invalid** votes:

| Total number of members whose votes were declared invalid | Total number of votes cast by them |
|---|------------------------------------|
| Nil | Nil |

Based on the foregoing, all the above Resolution No. 1 as also mentioned in the Notice of the EOGM of the Company dated October 07, 2024 and corrigendum dated October 25, 2024 to the said notice were passed under remote e-voting and e-voting conducted during the EOGM with the requisite majority.

All the relevant records of remote e-voting and e-voting during the EOGM will remain in my safe custody until the Chairman considers, approves and signs the Minutes of the EOGM and the same shall be handed over thereafter to the Whole Time Director or the Company Secretary for safe keeping.

Thanking you,
Sincerely,

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



Alwyn D'Souza
Proprietor
FCS No.5559, CP No.5137
[UDIN: F005559F001826972]

Place: Mumbai
Date : October 30, 2024

We the undersigned witnesseth that the votes were unblocked from the e-voting website of the National Securities Depository Limited (<https://www.evoting.nsdl.com/>) in our presence on Tuesday, October 29, 2024 at 2.47 p.m.



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 & Company Secretary

Mumbai, October 30, 2024

