

September 30, 2020

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: Outcome of 12th Annual General Meeting (AGM) and voting results

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

With reference to the above, please note that the 12th Annual General Meeting (AGM) of the Company was held on Tuesday, September 29, 2020 from 2.00 PM to 2.45 PM through Video Conferencing / Other Audio Visual means and the business mentioned in the Notice dated June 30, 2020 were transacted. E-Voting was permitted till 3.00 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. Summary of proceedings as required under Regulation 30, Para A of Part-A of Schedule -III of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 - **Annexure – I**.
2. The details of combined voting results (Remote e-voting and E-voting conducted at the AGM) as required under Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations - **Annexure – II**.
3. Report of Scrutinizer dated September 30, 2020, pursuant to Section 108 of the Companies Act, 2013 and Rule 20(4) (xii) of the Companies (Management and Administration) Rules, 2014 - **Annexure III**

The above said information/documents related to the 12th Annual General Meeting ('AGM') 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

Digitally signed
by ANIL CHERIAN
Date: 2020.09.30
12:28:45 +05'30'

Anil Cherian
Head – Legal and Company Secretary

Encl: a/a

Summary of proceedings of the 12th Annual General Meeting:

The 12th Annual General Meeting (AGM) of the Company was held on Tuesday, September 29, 2020 at 2:00 PM (IST) through Video Conferencing (VC) / Other Audio Video Means (OAVM) and concluded at 2:45 pm (IST). E-Voting was permitted till 3.00 PM to the members who were present at meeting but not casted their votes through remote e-voting.

The Chairman welcomed all the Members and informed that in view of the Pandemic COVID-19 and keeping in view safety of everyone, the AGM of the Company is being conducted through VC/OAVM pursuant to the MCA and SEBI Circulars.

Mr. Vijai Singh Dugar, Chairman of the Company and Audit Committee, chaired the meeting. The requisite quorum being present, the Chairman called the meeting to order. Total of 104 (one hundred and four) Members were present at the AGM. All the Directors of the Company attended the AGM. The notice convening the AGM along with explanatory statement was taken as read. Since there was no qualification in the reports of Statutory Auditors and Secretarial Auditor, the same were also taken as read with the permission of the members present at the AGM.

The Chairman informed the Members that the facility of remote e-voting was made available from Saturday, September 26, 2020 (9.00 am IST) to Monday, September 28, 2020 (5.00 pm IST) Members who were present in the AGM 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 AGM 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 AGM in a fair and transparent manner.

Chairman took up the items of Ordinary Business and Special Business, as listed in serial no. 1-5 below.

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

Sr. No.	Particulars	Resolution required (Ordinary/Special)
1.	a. Adoption of Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2020 together with the reports of the Board of Directors and Auditors thereon	Ordinary
	b. Adoption of Audited Consolidated Financial Statement of the Company for the financial year ended March 31, 2020 together with the report of Auditors thereon.	

2.	Re-appointment of Mr. Rajesh Kalyani (DIN: 00220632) as a Director liable to retire by rotation	Ordinary
3.	Re-appointment of Mr. Pramod Arora (DIN: 02559344) as a Director liable to retire by rotation.	Ordinary
4.	Appointment of Statutory Auditors and authorizing the Board to fix their remuneration.	Ordinary
5.	Approval of Related Party Transaction with Riddhi Siddhi Mall Management Private Limited.	Ordinary

The Chairman then invited the queries/comments from the Members who has registered themselves to speak/ask questions at the AGM. 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 AGM.

The Chairman thanked the Members, Statutory Auditors, Secretarial Auditor, representatives of NSDL and Directors for attending and participating in the AGM through VC / OAVM. The Members were informed that the voting on NSDL platform would continue till 3.00 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 shall be announces and made available on the website of stock exchange within 48 hours 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
Digitally signed
by ANIL CHERIAN
Date: 2020.09.30
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Anil Cherian
Head – Legal and Company Secretary

Annexure - II

Future Market Networks Limited – 12th Annual General Meeting (AGM) Voting Results

Day and Date of AGM	Tuesday, September 29, 2020
Total no. of Shareholders as on cut-off date (September 22, 2020)	19642
No. of shareholder attended the meeting either in person or through Proxy	
Promoter and Promoter group	None
Public	None
No. of shareholder attended the meeting through Video Conferencing*:	
Promoter and Promoter group	7
Public	97
No. of resolution passed in the meeting	5

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

ANIL
CHERIAN

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by ANIL CHERIAN
Date: 2020.09.30
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Future Market Networks Limited

Resolution Required : (Ordinary)			1. Consider and adopt: a) the Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2020 together with the reports of the Board of Directors and Auditors thereon; b) the Audited Consolidated Financial Statement of the Company for the financial year ended March 31, 2020 together with the report of Auditors thereon					
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	41183410	41183360	99.9999	41183360	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		NA	NA	NA	NA	NA	NA
	Total		41183360	100.0000	41183360	0	100.0000	0.0000
Public Institutions	E-Voting	188187	0	0.0000	0	0	0.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		NA	NA	NA	NA	NA	NA
	Total		0	0.0000	0	0	0.0000	0.0000
Public Non Institutions	E-Voting	16172784	8898399	55.0208	8898342	57	99.9994	0.0006
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		NA	NA	NA	NA	NA	NA
	Total		8898399	55.0208	8898342	57	99.9994	0.0006
Total		57544381	50081759	87.0315	50081702	57	100.0000	0.0001

Future Market Networks Limited

Resolution Required : (Ordinary)			2. Appointment of Director in place of Mr. Rajesh Kalyani (DIN: 00220632) who retires by rotation and being eligible offers himself for re-appointment.					
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	41183410	41183360	99.9999	41183360	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		NA	NA	NA	NA	NA	NA
	Total		41183360	100.0000	41183360	0	100.0000	0.0000
Public Institutions	E-Voting	188187	0	0.0000	0	0	0.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		NA	NA	NA	NA	NA	NA
	Total		0	0.0000	0	0	0.0000	0.0000
Public Non Institutions	E-Voting	16172784	8857077	54.7653	8856959	118	99.9987	0.0013
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		NA	NA	NA	NA	NA	NA
	Total		8857077	54.7653	8856959	118	99.9987	0.0013
Total		57544381	50040437	86.9597	50040319	118	100.0000	0.0002

Future Market Networks Limited

Resolution Required : (Ordinary)			3. Appointment of Director in place of Mr. Pramod Arora (DIN: 02559344) who retires by rotation and being eligible offers himself for re-appointment.					
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	41183410	41183360	99.9999	41183360	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		NA	NA	NA	NA	NA	NA
	Total		41183360	100.0000	41183360	0	100.0000	0.0000
Public Institutions	E-Voting	188187	0	0.0000	0	0	0.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		NA	NA	NA	NA	NA	NA
	Total		0	0.0000	0	0	0.0000	0.0000
Public Non Institutions	E-Voting	16172784	8873399	54.8662	8873281	118	99.9987	0.0013
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		NA	NA	NA	NA	NA	NA
	Total		8873399	54.8662	8873281	118	99.9987	0.0013
Total		57544381	50056759	86.9881	50056641	118	100.0000	0.0002

Future Market Networks Limited

Resolution Required : (Special)		4. Appointment of Statutory Auditors and authorizing the Board to fix their remuneration.						
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	41183410	41183360	99.9999	41183360	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		NA	NA	NA	NA	NA	NA
	Total		41183360	100.0000	41183360	0	100.0000	0.0000
Public Institutions	E-Voting	188187	0	0.0000	0	0	0.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		NA	NA	NA	NA	NA	NA
	Total		0	0.0000	0	0	0.0000	0.0000
Public Non Institutions	E-Voting	16172784	8898399	55.0208	8898342	57	99.9994	0.0006
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		NA	NA	NA	NA	NA	NA
	Total		8898399	55.0208	8898342	57	99.9994	0.0006
Total		57544381	50081759	87.0315	50081702	57	100.0000	0.0001

Future Market Networks Limited

Resolution Required : (Ordinary)			5. Approval of Related Party Transaction with Riddhi Siddhi Mall Management Private Limited.					
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	41183410	0	0.0000	0	0	0.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		NA	NA	NA	NA	NA	NA
	Total		0	0.0000	0	0	0.0000	0.0000
Public Institutions	E-Voting	188187	0	0.0000	0	0	0.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		NA	NA	NA	NA	NA	NA
	Total		0	0.0000	0	0	0.0000	0.0000
Public Non Institutions	E-Voting	16172784	8871399	54.8539	8871305	94	99.9989	0.0011
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		NA	NA	NA	NA	NA	NA
	Total		8871399	54.8539	8871305	94	99.9989	0.0011
Total		57544381	8871399	15.4166	8871305	94	100.0000	0.0011

FUTURE MARKET NETWORKS LIMITED

CONSOLIDATED SCRUTINIZER'S REPORT

ON

REMOTE E-VOTING AND E-VOTING DURING THE

12TH ANNUAL GENERAL MEETING OF FUTURE MARKET

NETWORKS LIMITED HELD THROUGH VIDEO

CONFERENCING/OTHER AUDIO VISUAL MEANS ON TUESDAY

SEPTEMBER 29, 2020

ALWYN D'SOUZA
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, alwyn.co@gmail.com; Website : www.alwynjay.com

ALWYN D'SOUZA
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, alwyn.co@gmail.com; Website : www.alwynjay.com

**Consolidated Scrutinizer's Report on Remote E-Voting and
E-Voting during the 12th Annual General Meeting of Future Market
Networks Limited held through Video Conferencing/Other Audio
Visual Means (VC/OAVM) on Tuesday, September 29, 2020 at 2.00
p.m. IST.**

To,

The Executive Director
Future Market Networks Limited
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 12th Annual General Meeting 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 AGM is held in compliance with the applicable provisions of the Companies Act, 2013 and the Rules made thereunder read with the MCA General Circulars dated May 5, 2020, April 8, 2020 and April 13, 2020 (collectively referred to as "MCA Circulars") and SEBI Circular dated May 12, 2020. Further as confirmed by the Company the Notice of the 12th AGM along with the Annual Report 2019-20 was sent only through electronic mode to those Members whose e-mail addresses were registered with the Company/Registrar and Transfer Agents (RTA) or Central Depositories Services (India) Limited (CDSL) /National Securities Depositories Limited (NSDL).
- 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 AGM) on the resolutions proposed in the Notice calling the 12th AGM 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 AGM was provided by NSDL.
- d) The remote e-voting period commenced on Saturday, September 26, 2020 (9:00 a.m. IST) and ended on Monday, September 28, 2020 (5:00 p.m. IST).
- e) At the 12th AGM of the Company held on Tuesday, September 29, 2020, the Chairman at the end of the discussions on the resolution(s) announced that the e-voting facility has been provided 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 resolutions to be passed.
- f) After the closure of the e-voting facility provided during the AGM, the votes were unblocked on Tuesday, September 29, 2020 at around 3.00 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 12th AGM based on the scrutiny of remote e-voting and the e-voting during the AGM 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. September 22, 2020 were entitled to vote on the resolutions proposed in the Notice calling the 12th AGM of the Company.
- i) The results of the remote e-voting together with e-voting conducted during the AGM are as under:

1. RESOLUTION NO.1 AS AN ORDINARY RESOLUTION:

To receive, consider and adopt:

- a) **the Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2020 together with the reports of the Board of Directors and Auditors thereon; and**
- b) **the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2020 together with the report of Auditors thereon**

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

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
153	50081702	100.000

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

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
3	57	0.000

(iii) **Invalid** votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
0	0

2. RESOLUTION NO.2 AS AN ORDINARY RESOLUTION:

To appoint a director in place of Mr. Rajesh Kalyani (DIN: 00220632), who retires by rotation in terms of Section 152 (6) of the Companies Act, 2013, and being eligible, offers himself for re-appointment

(i) Voted in favour of the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
149	50040319	100.000

(ii) Voted against the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
4	118	0.000

(iii) Invalid votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
0	0

3. RESOLUTION NO.3 AS AN ORDINARY RESOLUTION:

To appoint a director in place of Mr. Pramod Arora (DIN: 02559344), who retires by rotation in terms of Section 152 (6) of the Companies Act, 2013, and being eligible, offers himself for re-appointment

(i) Voted in favour of the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
151	50056641	100.000

(ii) Voted against the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
4	118	0.000

(iii) Invalid votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
0	0

4. RESOLUTION NO.4 AS AN ORDINARY RESOLUTION:

To appoint Statutory Auditors and fix their remuneration

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

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
153	50081702	100.000

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

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
3	57	0.000

(iii) **Invalid** votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
0	0

5. RESOLUTION NO.5 AS ORDINARY RESOLUTION:

Approval of Related Party Transaction with Riddhi Siddhi Mall Management Private Limited

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

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
134	8871305	99.999

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

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
5	94	0.001

(iii) **Invalid** votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
0	0

Based on the foregoing, all the above Resolution Nos. 1 to 5 as also mentioned in the Notice of the 12th AGM of the Company dated June 30, 2020 were passed under remote e-voting and e-voting conducted during the AGM with the requisite majority.

All the relevant records of remote e-voting and e-voting during the AGM will remain in my safe custody until the Chairman considers, approves and signs the Minutes of the 12th AGM and the same shall be handed over thereafter to the Chairman or the Company Secretary for safe keeping.

Thanking you,
Sincerely,



Alwyn D'Souza

Practising Company Secretary
FCS No.5559, CP No.5137
Alwyn D'Souza & Co
Company Secretaries
[UDIN : F005559B000814334]

Mumbai, September 30, 2020

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 at 3.00 P.M IST on September 29, 2020.



Edlon Dsouza

Flat No.214, Shram Saphalya,
Station Road, Sheetal Nagar,
Mira Road East, Thane 401107

Countersigned by:
For Future Market Networks Limited

Anil Cherian
Head: Legal & Company Secretary

Mumbai, September 30, 2020



Krishnakant Adagale

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