

FUTURE MARKET NETWORKS

catalysing consumption

CIN: L45400MH2008PLC179914

September 21, 2016

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 Sirs,

Sub: Outcome of 8th Annual General Meeting (AGM) and voting results of the Company

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

With reference to the above, please note that the 8th Annual General Meeting (AGM) of the Company was held on Tuesday, September 20, 2016 at 2.00 pm at Sunville Banquets 9, Dr. Annie Besant Road, Worli, Mumbai - 400018 and the business mentioned in the Notice dated August 12, 2016 were transacted.

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 as Annexure - I.
2. Voting results as required under Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations as Annexure - II.
3. Report of Scrutinizer dated September 21, 2016, Pursuant to Section 108 of the Companies Act, 2013 and Rule 20(4) (xii) of the Companies (Management and Administration) Rules, 2014.
4. Annual Report for the financial year 2015-16 as required under Regulation 34 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations duly approved and adopted by the members as per the provisions of the Companies Act, 2013.

The above said information/documents related to the 8th 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
Chief - Legal and Company Secretary



Encl: a/a

Future Market Networks Ltd:

Corporate Office : SOBO Central Mall, 4th Floor, 28, Pt. Madan Mohan Malviya Road, Near Haji Ali, Tardeo, Mumbai - 400 034.

T + 91 22 6620 1473, F + 91 22 6620 1462, www.fmn.co.in, Email : info.fmn@futuregroup.in

Registered Office : Knowledge House, Shyam Nagar, Jogeshwari-Vikholi Link Road, Jogeshwari (East), Mumbai - 400 060

Annexure - 1

Summary of proceedings of the 8th Annual General Meeting:

The 8th Annual General Meeting (AGM) of the Company was held on Tuesday, September 20, 2016 at 2.00 pm (IST) at Sunville Banquets 9, Dr. Annie Besant Road, Worli, Mumbai - 400018 and concluded at 3.00 pm (IST).

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. All the Directors of the Company except Mr. K.A Somayajulu and Ms. Udita Jhunhunwala, who had intimated their inability to attend the AGM, attended the AGM. The Chairman introduced the Board Members and Senior Management including Mr. Pramod Arora, CEO to the Shareholders and they were briefed about the operations and management of the Company. The notice convening the AGM along with explanatory statement was taken as read.

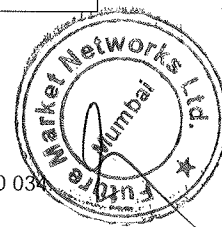
Thereafter, Chairman took up the items of Ordinary Business and Special Business, as listed in serial no. 1-5 below. Chairman gave the opportunity to ask questions and seek clarifications on the agenda items. The queries were satisfactorily replied by the Managing Director.

The Chairman informed the Members that the facility of remote e-voting was made available from Saturday, September 17, 2016 (9.00 am IST) to Monday, September 19, 2016 (5.00 pm IST) and that the facility of voting through physical ballot papers has been arranged for those members who are present at the Meeting and have not casted their votes though remote e-voting. Members were also informed that, since the Company has carried out remote e-voting on all resolutions set out in the Notice calling the AGM, voting by show of hands at the AGM was not permissible.

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 voting by way of physical ballot paper at the AGM in a fair and transparent manner

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

Sr. No.	Details of the Items	Resolution required (Ordinary/Special)
1.	a. audited financial statements of the Company for the financial year ended March 31, 2016, the reports of the Board of Directors and Auditors thereon	Ordinary
	b. audited consolidated financial statements of the Company for the financial year ended March 31, 2016, the reports of the Board of Directors and Auditors thereon	



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2.	Re-appointment of Mr. Rajesh Kalyani as a Director liable to retire by rotation	Ordinary
3.	Appointment M/s Viren Gandhi & Co. Chartered Accountants (ICAI Registration No. 111558W) as Statutory Auditors of the Company for a period of 3 years from the conclusion this Annual General Meeting till the conclusion of the 11 th Annual General Meeting and to fix their remuneration	Ordinary
4.	Approval of Future Market Networks Limited Employee Stock Options Scheme - 2016.	Special
5.	Approval of Future Market Networks Limited Employee Stock Options Scheme - 2016 for the Directors / Employees of the Subsidiaries and Associates of the Company	Special

The chairman thanked the members for attending and participating in 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
Chief - Legal and Company Secretary



Future Market Networks Ltd:

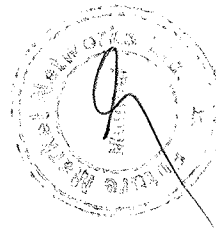
Corporate Office : SOBO Central Mall, 4th Floor, 28, Pt. Madan Mohan Malviya Road, Near Haji Ali, Tardeo, Mumbai - 400 034.

T + 91 22 6620 1473, F + 91 22 6620 1462, www.fmn.co.in, Email : info.fmn@futuregroup.in

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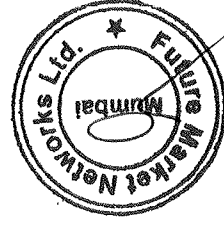
Annexure - 2Future Market Networks Limited – 8th Annual General Meeting (AGM) Voting Results

Date of AGM	September 20, 2016
Total no. of Shareholders as on cut-off date (September 13, 2016)	15433
No. of shareholders present in meeting either in person or through proxy:	
Promoter and Promoter group	15
Public	74
No. of shareholder attended the meeting through video conferencing:	
Promoter and Promoter group	None
Public	None



Future Market Networks Limited

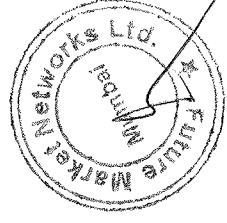
1 - Consider and adopt:										
a) Audited Financial Statement, Reports of the Board of Directors and Auditors										
b) Audited Consolidated Financial Statement.										
No										
Resolution Required : (Ordinary)										
Whether promoter/ promoter group are interested in the agenda/resolution?										
Category	Mode of Voting	No. of shares held [1]	No. of votes polled [2]	% of Votes Polled on outstanding shares [3]= $\frac{[2]}{[1]} \times 100$	No. of Votes - in favour [4]	No. of Votes -Against [5]	% of Votes in favour on votes polled [6]= $\frac{[4]}{[2]} \times 100$	% of Votes against on votes polled [7]= $\frac{[5]}{[2]} \times 100$		
Promoter and Promoter Group	E-Voting		40886650	100.00	40886650	0	100.00	0.00		
	Poll		0	0.00	0	0	0.00	0.00		
	Postal Ballot	40886700	0	0.00	0	0	0.00			
	Total		40886650	100.00	40886650	0	100.00	0.00		
Public Institutions	E-Voting		16548	2.75	16548	0	100.00	0.00		
	Poll		0	0.00	0	0	0.00	0.00		
	Postal Ballot	602417	0	0.00	0	0	0.00			
	Total		16548	2.75	16548	0	100.00	0.00		
Public Non Institutions	E-Voting		6096866	41.53	6096866	0	100.00	0.00		
	Poll		1349	0.01	1349	0	100.00	0.00		
	Postal Ballot	14682039	0	0.00	0	0	0.00	0.00		
	Total		6098215	41.54	6098215	0	100.00	0.00		
Total		56171156	47001413	83.68	47001413	0	100.00	0.00		



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]= $\frac{[2]}{[1]} \times 100$	[4]	[5]	[6]= $\frac{[4]}{[2]} \times 100$	[7]= $\frac{[5]}{[2]} \times 100$
Promoter and Promoter Group	E-Voting	40886700	40886650	100.00	40886650	0	100.00	0.00							
	Poll		0	0.00	0	0	0.00								
	Postal Ballot		0	0.00	0	0	0.00								
	Total		40886650	100.00	40886650	0	100.00	0.00	0.00						
Public Institutions	E-Voting	602417	16548	2.75	16548	0	100.00	0.00							
	Poll		0	0.00	0	0	0.00								
	Postal Ballot		0	0.00	0	0	0.00								
	Total		16548	2.75	16548	0	100.00	0.00	0.00						
Public Non Institutions	E-Voting	14682039	6096866	41.53	6096866	0	100.00	0.00							
	Poll		1349	0.01	1349	0	100.00								
	Postal Ballot		0	0.00	0	0	0.00								
	Total		6098215	41.54	6098215	0	100.00	0.00	0.00						
Total		56171156	47001413	83.68	47001413	0	100.00	0.00							



Future Market Networks Limited

3 - Appointment of Statutory Auditors and authorizing the Board to fix their remuneration.

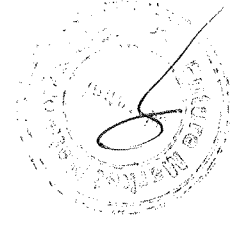
No										
Resolution Required : (Ordinary)										
Whether promoter/ promoter group are interested in the agenda/resolution?										
Category	Mode of Voting	No. of shares held [1]	No. of votes polled [2]	% of Votes Polled on outstanding shares [3]=([2]/[1])*100	No. of Votes – in favour [4]	No. of Votes –Against [5]	% of Votes in favour on votes polled [6]=([4]/[2])*100	% of Votes against on votes polled [7]=([5]/[2])*100		
Promoter and Promoter Group	E-Voting		40886650	100.00	40886650	0	100.00	0.00		
	Poll		0	0.00	0	0	0.00	0.00		
	Postal Ballot	40886700	0	0.00	0	0	0.00	0.00		
	Total		40886650	100.00	40886650	0	100.00	0.00		
Public Institutions	E-Voting		16548	2.75	16548	0	100.00	0.00		
	Poll		0	0.00	0	0	0.00	0.00		
	Postal Ballot	502417	0	0.00	0	0	0.00	0.00		
	Total		16548	2.75	16548	0	100.00	0.00		
Public Non Institutions	E-Voting		6096866	41.53	5095866	0	100.00	0.00		
	Poll		1349	0.01	1349	0	100.00	0.00		
	Postal Ballot	14582039	0	0.00	0	0	0.00	0.00		
	Total		6098215	41.54	6098215	0	100.00	0.00		
Total		56171156	47001413	83.68	47001413	0	100.00	0.00		



Future Market Networks Limited

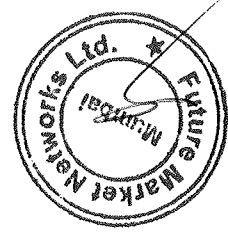
4 - Approval of Future Market Networks Limited Employee Stock Option Scheme – 2016 (FMNL-ESOS - 2016) for the Employees / Directors of the Company.

Resolution Required : (Special)		No									
Whether promoter/ promoter group are interested in the agenda/resolution?		No									
Category	Mode of Voting	No. of shares held [1]	No. of votes polled [2]	% of Votes Polled on outstanding shares [3]={[2]/[1]}*100	No. of Votes – in favour [4]	No. of Votes –Against [5]	% of Votes in favour on votes polled [6]={[4]/[2]}*100	% of Votes against on votes polled [7]={[5]/[2]}*100			
Promoter and Promoter Group	E-Voting		40886650	100.00	40886650	0	100.00	0.00			
	Poll		0	0.00	0	0	0.00	0.00			
	Postal Ballot	40886700	0	0.00	0	0	0.00	0.00			
	Total		40886650	100.00	40886650	0	100.00	0.00	0.00		
Public Institutions	E-Voting		16548	2.75	16044	504	96.95	3.05			
	Poll		0	0.00	0	0	0.00	0.00			
	Postal Ballot	602417	0	0.00	0	0	0.00	0.00			
	Total		16548	2.75	16044	504	96.95	3.05	0.00		
Public Non Institutions	E-Voting		6096893	41.53	6096839	54	100.00	0.00			
	Poll		1349	0.01	1349	0	100.00	0.00			
	Postal Ballot	14682039	0	0.00	0	0	0.00	0.00			
	Total		6098242	41.54	6098188	54	100.00	0.00	0.00		
Total		56171156	47001440	83.68	47000882	558	100.00	0.00			



Future Market Networks Limited

Resolution Required : (Special)		5 - Approval of Employees Stock Option Scheme 2016 (FMNL-ESOS-2016) for the Employees / Directors of the Subsidiaries and Associates of the Company.									
Whether promoter/ promoter group are interested in the agenda/resolution?		No									
Category	Mode of Voting	No. of shares held [1]	No. of votes polled [2]	% of Votes Polled on outstanding shares [3]= $\frac{[2]}{[1]}*100$	No. of Votes - in favour [4]	No. of Votes -Against [5]	% of Votes in favour on votes polled [6]= $\frac{[4]}{[2]}*100$	% of Votes against on votes polled [7]= $\frac{[5]}{[2]}*100$			
Promoter and Promoter Group	E-Voting		40886650	100.00	40886650	0	100.00	0.00			
	Poll		0	0.00	0	0	0.00	0.00			
	Postal Ballot	40886700	0	0.00	0	0	0.00	0.00			
	Total		40886650	100.00	40886650	0	100.00	0.00			
Public Institutions	E-Voting		16548	2.75	16044	504	96.95	3.05			
	Poll		0	0.00	0	0	0.00	0.00			
	Postal Ballot	602417	0	0.00	0	0	0.00	0.00			
	Total		16548	2.75	16044	504	96.95	3.05			
Public Non Institutions	E-Voting		6096893	41.53	6096839	54	100.00	0.00			
	Poll		1349	0.01	1349	0	100.00	0.00			
	Postal Ballot	14682039	0	0.00	0	0	0.00	0.00			
	Total		6098242	41.54	6098183	54	100.00	0.00			
Total		56171156	47001440	83.68	47000882	558	100.00	0.00			



Future Market Networks Limited

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

COMBINED SCRUTINIZERS' REPORT

ON

REMOTE E-VOTING AND POLL

CONDUCTED AT THE 8th ANNUAL GENERAL MEETING OF

FUTURE MARKET NETWORKS LIMITED

HELD ON 20TH SEPTEMBER, 2016

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 (E), Thane-401107 ; Tel:022-28125781 ; Mob: 09820465195; 09819334743

Ermail : alwyn.co@gmail.com Website:www.alwynjay.com

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 (E), Thane-401107 ; Tel:022-28125781 ; Mob: 09820465195; 09819334743

Email : alwyn.co@gmail.com Website:www.alwynjay.com

Report of the Scrutinizers

[Pursuant to Section 108 of the Companies Act, 2013 and Companies (Management and Administration) Rules 2014 as amended]

To,

The Chairman

Of 8th Annual General Meeting of the Equity Shareholders of **Future Market Networks Limited** held on Tuesday, 20th day of September 2016 at 2.00 p.m. at Sunville Banquets 9, Dr. Annie Besant Road, Worli, Mumbai - 400018.

Dear Sir,

I, Alwyn D'souza of M/s Alwyn D'souza & Co., Company Secretaries, Mumbai appointed as Scrutinizer for the purpose of scrutinizing both remote electronic voting process under the provisions of Section 108 of the Companies Act, 2013 read with Rule 20&21 of the Companies (Management and Administration) Amendment Rules, 2015 and in accordance with Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015 and voting by use of ballot at the venue of the Annual General Meeting on the resolutions contained in the Notice calling the 8th Annual General Meeting of the Company held on Tuesday, 20th day of September 2016 at 2.00 p.m. at Sunville Banquets 9, Dr. Annie Besant Road, Worli, Mumbai - 400018, submit my report as under:

- a) The Compliance with the provisions of the Companies Act, 2013 and the Rules made thereunder relating to remote E-Voting and voting by using ballots by the shareholders on the resolutions proposed in the Notice calling the 8th Annual General Meeting of the Company is the responsibility of the management. Our responsibility as 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 chairman on the resolutions based on the reports generated from the electronic voting system by the National Securities Depository Limited (NSDL) and the reports generated electronically by Registrar and Transfer Agents, M/s. Link Intime India Private Limited for voting by use of ballots at the meeting.
- b) The remote e-voting concluded on September 19, 2016 at 5.00 p.m.



- c) At the 8th Annual General Meeting of the Company held on 20th September, 2016, the Chairman at the end of the discussions on the resolution(s) announced the voting by use of ballots to facilitate the members present in the meeting who could not participate in the remote e-voting to record their votes.
- d) I have issued scrutinizer's report separately on the remote e-voting and voting by use of ballots at the meeting and I hereby submit a consolidated scrutinizer's report pursuant to rule 20 (4) (xii) on the resolutions contained in the Notice of the 8th Annual General Meeting.
- e) The consolidated result of the voting is as under:

A. RESOLUTION NO. 1 – ORDINARY RESOLUTION

To receive, consider and adopt:

- a) the audited financial statements of the Company for the financial year ended March 31, 2016, the reports of the Board of Directors and Auditors thereon; and
- b) the audited consolidated financial statement of the Company for the financial year ended March 31, 2016.

(i) Voted in favour of the resolution:

Particulars of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-Voting	65	4,70,00,064	-
Voting by Poll at the AGM venue	34	1,349	-
TOTAL	99	4,70,01,413	100

(ii) Voted against the resolution:

Particulars of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-Voting	Nil	Nil	-
Voting by Poll at the AGM venue	Nil	Nil	-
TOTAL	Nil	Nil	N.A

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(iii) Invalid votes:

Particulars of Voting	Total number of members whose votes were declared invalid	Total number of votes cast by them
Remote e-Voting	Nil	Nil
Voting by Poll at the AGM venue	Nil	Nil
TOTAL	Nil	Nil

B. RESOLUTION NO.2: ORDINARY RESOLUTION

To appoint a director in place of Mr. Rajesh Kalyani (holding DIN: 00220632), who retires by rotation and being eligible offers himself for re-appointment.

(i) Voted in favour of the resolution:

Particulars of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-Voting	65	4,70,00,064	-
Voting by Poll at the AGM venue	34	1,349	-
TOTAL	99	4,70,01,413	100

(ii) Voted against the resolution:

Particulars of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-Voting	Nil	Nil	-
Voting by Poll at the AGM venue	Nil	Nil	-
TOTAL	Nil	Nil	N.A

(iii) Invalid votes:

Particulars of Voting	Total number of members whose votes were declared invalid	Total number of votes cast by them
Remote e-Voting	Nil	Nil
Voting by Poll at the AGM venue	Nil	Nil
TOTAL	Nil	Nil



C. RESOLUTION NO.3: ORDINARY RESOLUTION

Appointment of M/s.Viren Gandhi & Co., Chartered Accountants, Mumbai, bearing ICAI Firm Registration No. 111558W, as the Statutory Auditors of the Company.

(i) Voted in favour of the resolution:

Particulars of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-Voting	65	4,70,00,064	-
Voting by Poll at the AGM venue	34	1,349	-
TOTAL	99	4,70,01,413	100

(ii) Voted against the resolution:

Particulars of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-Voting	Nil	Nil	-
Voting by Poll at the AGM venue	Nil	Nil	-
TOTAL	Nil	Nil	N.A

(iii) Invalid votes:

Particulars of Voting	Total number of members whose votes were declared invalid	Total number of votes cast by them
Remote e-Voting	Nil	Nil
Voting by Poll at the AGM venue	Nil	Nil
TOTAL	Nil	Nil

D. RESOLUTION NO.4: SPFCIAL RESOLUTION

Approval of Future Market Networks Limited Employee Stock Option Scheme - 2016.

(i) Voted in favour of the resolution:

Particulars of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-Voting	63	4,69,99,533	-
Voting by Poll at the AGM venue	34	1,349	-
TOTAL	97	4,70,00,882	99.999

Handwritten signature

(ii) Voted against the resolution:

Particulars of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-Voting	3	558	-
Voting by Poll at the AGM venue	Nil	Nil	-
TOTAL	3	558	0.001

(iii) Invalid votes:

Particulars of Voting	Total number of members whose votes were declared invalid	Total number of votes cast by them
Remote e-Voting	Nil	Nil
Voting by Poll at the AGM venue	Nil	Nil
TOTAL	Nil	Nil

E. RESOLUTION NO.5: SPECIAL RESOLUTION

Approval of Future Market Networks Limited - Employees Stock Option Scheme 2016 (FMNL - ESOS 2016) for Employees / Directors of the Subsidiaries and Associates of the Company.

(i) Voted in favour of the resolution:

Particulars of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-Voting	63	4,69,99,533	-
Voting by Poll at the AGM venue	34	1,349	-
TOTAL	97	4,70,00,882	99.999

(ii) Voted against the resolution:

Particulars of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-Voting	3	558	-
Voting by Poll at the AGM venue	Nil	Nil	-
TOTAL	3	558	0.001



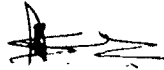
(iii) Invalid votes:

Particulars of Voting	Total number of members whose votes were declared invalld	Total number of votes cast by them
Remote e-Voting	Nil	Nil
Voting by Poll at the AGM venue	Nil	Nil
TOTAL	Nil	Nil

Based on the foregoing, the Resolution No.(s) 1 to 5 shall be deemed to have been passed with the requisite majority.

All the relevant records of Voting is under my safe custody until the Chairman considers, approves and signs the Minutes of the 8th Annual General Meeting and the same shall be handed over thereafter to the Chairman or the Company Secretary for safe keeping.

Thanking you,
Sincerely,

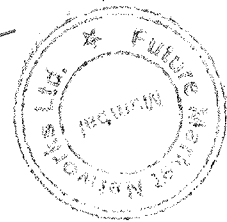


Alwyn D'souza
F.C.S No.5559,
Certificate of Practice No.5137
Practising Company Secretary

Countersigned by :
For Future Market Networks Limited



Rajesh Kalyani
Director
DIN: 00220632



Place: Mumbai
Date : 21.09.2016