

ALWYN D'SOUZA

ALWYN D'SOUZA & CO.
COMPANY SECRETARIES

Annex-103, Dimple Arcade, Asha Nagar, Kandivli (E), Mumbai 400101. Tel: 022-28549355

Branch Office: D-003, Gr. Flr, Indraprasta, Poonam Vihar, Mira Road (E) Thane 401107.

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Report of Scrutinizer

[Pursuant to Section 108 of the Companies Act, 2013 and Rule 20(xi) of the Companies
(Management and Administration) Rules, 2014]

To,

The Chairman
Future Market Networks Limited

Dear Sir,

I, Alwyn D'souza of Alwyn Dsouza & Co., Company Secretaries, Mumbai, appointed as Scrutinizer for the purpose of scrutinizing the e-voting process of **Future Market Networks Limited** ("the Company") in a fair and transparent manner, for the below mentioned resolution(s) as contained in the Notice of the 6th Annual General Meeting of the Company to be held on **18th September, 2014** submit our report as under:

1. The e-voting period commenced on 11th September, 2014 from 9.00 AM and concluded on 13th September, 2014 at 6.00 PM. The e-voting services were provided by National Securities Depository Services Limited, (NSDL).
2. The votes were unblocked on 13th September, 2014 in the presence of two witnesses **Ms. Kirti Iyer** residing at Building No.2, Room No.106, Mahadeo Complex, Ramdev Park Road, Mira Road (East) , Thane 401107 and **Ms. Divya Ved** residing at 11 Victor Apartments, Holly Cross Road, I C Colony, Borivali (West), Mumbai 400103 and who are not in the employment of the Company.
3. The Equity Shareholders holding shares as on 08th August, 2014, "Cut off date" were entitled to vote on the resolutions stated in the Notice of the 6th Annual General Meeting of the Company.
4. The Public Notice regarding the details of AGM and e-voting information was released in The Free Press Journal (English Edition) newspaper on August 26, 2014 and in Navshakti (Regional Language) newspaper on August 27, 2014.
5. The results of e-Voting alongwith the list of shareholders who voted "For" and "Against" the below resolutions were downloaded from the e-voting website of NSDL
6. The results of the e-voting are as under:



A. RESOLUTION NO.1 - ORDINARY RESOLUTION

To receive, consider and adopt the Financial Statements of the Company for the year ended March 31, 2014 including audited Balance Sheet as at March 31, 2014 and the Statement of Profit and Loss Account for the year ended on that date and the Reports of the Directors and Auditors thereon.

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

Number of members voted electronically	Number of votes cast in favour of the resolution	% of total number of valid votes cast
43	40897318	100

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

Number of members voted electronically	Number of votes cast against the resolution	% of total number of valid votes cast
NIL	NIL	NIL

(iii) **Invalid** votes:

Total number of members whose votes were invalid	Total number of votes cast by them
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:

Number of members voted electronically	Number of votes cast in favour of the resolution	% of total number of valid votes cast
41	40896506	99.998

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

Number of members voted electronically	Number of votes cast against the resolution	% of total number of valid votes cast
1	780	0.002

(iii) **Invalid** votes:

Total number of members whose votes were invalid	Total number of votes cast by them
NIL	NIL

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C. RESOLUTION NO.3: ORDINARY RESOLUTION

Appointment of M/s. NGS & Co.LLP, Chartered Accountants, Mumbai, bearing ICAI Registration No. 119850W,, as Statutory Auditors of the Company and fixation of their remuneration.

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

Number of members voted electronically	Number of votes cast in favour of the resolution	% of total number of valid votes cast
42	40896538	99.998

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

Number of members voted electronically	Number of votes cast against the resolution	% of total number of valid votes cast
1	780	0.002

(iii) **Invalid** votes:

Total number of members whose votes were invalid	Total number of votes cast by them
NIL	NIL

D. RESOLUTION NO.4: ORDINARY RESOLUTION

Appointment of Mr. Ameet Bhimrao Naik (holding DIN 00342339) as an Independent Director, for a period of Three consecutive years, commencing from the date of this Annual General Meeting to September 17, 2017.

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

Number of members voted electronically	Number of votes cast in favour of the resolution	% of total number of valid votes cast
39	40894331	99.998

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

Number of members voted electronically	Number of votes cast against the resolution	% of total number of valid votes cast
2	784	0.002

(iii) **Invalid** votes:

Total number of members whose votes were invalid	Total number of votes cast by them
NIL	NIL



H. RESOLUTION NO.5: ORDINARY RESOLUTION

Appointment of Mr. Vijai Singh Chandan Mal Dugar (holding DIN 06463399) as an Independent Director, for a period of Three consecutive years, commencing from the date of this Annual General Meeting to September 17, 2017.

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

Number of members voted electronically	Number of votes cast in favour of the resolution	% of total number of valid votes cast
42	40896538	99.998

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

Number of members voted electronically	Number of votes cast against the resolution	% of total number of valid votes cast
1	780	0.002

(iii) **Invalid** votes:

Total number of members whose votes were invalid	Total number of votes cast by them
NIL	NIL

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I. **RESOLUTION NO.6: ORDINARY RESOLUTION**

Appointment of Mr. Rahul Saraf (holding DIN 00005314), as an Independent Director, for a period of Three consecutive years, commencing from the date of this Annual General Meeting to September 17, 2017.

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

Number of members voted electronically	Number of votes cast in favour of the resolution	% of total number of valid votes cast
40	40896020	99.997

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

Number of members voted electronically	Number of votes cast against the resolution	% of total number of valid votes cast
3	1298	0.003

(iii) **Invalid** votes:

Total number of members whose votes were invalid	Total number of votes cast by them
NIL	NIL

The relevant records relating to electronic voting shall remain in our safe custody until the Chairman considers, approves and signs the minutes of the 6th Annual General Meeting and the same shall thereafter be handed over to the Company Secretary for safe keeping.



Alwyn D'souza
F.C.S No.5559,
Certificate of Practice No.5137
Practising Company Secretary
Place : Mumbai
Date : 17.09.2014

We the undersigned witnesseth that the votes were unblocked from the e-voting website of National Securities Depository Services Limited, (NSDL) (<https://www.evoting.nsdl.com/>) in our presence on 13th September, 2014 at the office of the Scrutinizer.



Ms. Kirti Iyer
Building No.2, Room No.106,
Mahadeo Complex, Ramdev
Park Road, Mira Road (East),
Thane 401107.



Ms. Divya Ved
11 Victor Apartments, Holly Cross Road,
I C Colony, Borivali (West), Mumbai 400103.