

# ALWYN D'SOUZA

ALWYN D'SOUZA & CO.  
COMPANY SECRETARIES

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## SCRUTINIZERS' REPORT

To

**The Chairman**

**Future Market Networks Limited**

Knowledge House

Shyam Nagar Off Jogeshwari-Vikhroli Link Road

Jogeshwari (E), Mumbai 400 060.

### Scrutinizers Report on postal ballot voting including voting by electronic means in respect of passing resolutions contained in the Notice dated 13<sup>th</sup> July, 2015

Dear Sir,

I, Mr. Alwyn D'souza, Proprietor of Alwyn D'souza & Co., Company Secretaries have been appointed as Scrutinizer by the Board of Directors of **Future Market Networks Limited** (the Company) for scrutinizing postal ballot voting including voting by electronic means in respect of the resolutions contained in the notice dated 13<sup>th</sup> July, 2015 through postal ballot.

The Compliance with the provisions of the Companies Act, 2013 and the Rules made thereunder and the listing agreements with the Stock Exchanges relating to Postal Ballot including voting by electronic means is the responsibility of the management. My responsibility as a 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 contained in the Notice dated 13<sup>th</sup> July, 2015 based on the reports generated from the electronic voting system by the National Securities Depository Limited, (NSDL) and the scrutiny of the physical ballot received till the close of working hours ie., 5.00 p.m on Monday 17<sup>th</sup> August, 2015 and reports provided by Registrar and Transfer Agents, M/s. Link Intime India Private Limited.



I submit my report as under

1. After the time fixed for closing of the e-voting ie, 5.00 p.m on Monday 17th August, 2015 the votes were unblocked at 05.07 P.M on the e-voting website of the National Securities Depository Limited, (<http://www.evoting.nsdl.com>) and a final electronic report was generated by me. The data generated was diligently scrutinized.
2. The physical postal ballots received till the time fixed for closing of the Postal Ballot ie, 5.00 p.m on Monday 17<sup>th</sup> August, 2015 were diligently scrutinized and reconciled with the records maintained by the Company through their Registrar and Transfer Agents M/s. Link Intime India Private Limited and the authorisations lodged with the Company.
3. The data for the purpose of verification of the number of shares was taken as of 10<sup>th</sup> July, 2015 which was the cut-off date (record date) fixed for determining voting rights of the members entitled to participate in the voting process.
4. In cases where the members who have exercised their vote in physical as well as electronic mode, the vote by electronic mode only has been considered as specified in the instructions to the Postal Ballot Form.
5. Envelopes which have been undelivered bearing Serial No. **1** to **983** have not been opened and have been separately classified and kept.
6. In general and for your information, I carried out such scrutiny as I considered necessary on the basis of such authorizations and other documents and records

The results of the scrutiny of the above postal ballot voting including voting by electronic means in respect to passing of resolution contained in the Notice dated 13<sup>th</sup> July, 2015 through postal ballot is as under.



#### A. ITEM NO.1: SPECIAL RESOLUTION

Approval for sale of investment in Suhani Mall Management Company Private Limited pursuant to Section 180 (1) (a) of the Companies Act, 2013 and other applicable laws including the provisions of Listing Agreement executed by the Company with the Stock Exchanges.

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

| Particulars of Postal Ballot Voting | Number of members voted | Number of votes cast by them | % of total number of valid votes cast |
|-------------------------------------|-------------------------|------------------------------|---------------------------------------|
| Physical                            | 98                      | 6,134                        | 0.013                                 |
| E-voting                            | 84                      | 4,50,61,462                  | 99.972                                |
| <b>TOTAL</b>                        | <b>182</b>              | <b>4,50,67,596</b>           | <b>99.985</b>                         |

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

| Particulars of Postal Ballot Voting | Number of members voted | Number of votes cast by them | % of total number of valid votes cast |
|-------------------------------------|-------------------------|------------------------------|---------------------------------------|
| Physical                            | 12                      | 288                          | 0.001                                 |
| E-voting                            | 7                       | 6,259                        | 0.014                                 |
| <b>TOTAL</b>                        | <b>19</b>               | <b>6,547</b>                 | <b>0.015</b>                          |

(iii) **Invalid** votes:

| Particulars of Postal Ballot Voting | Total number of members whose votes were declared invalid | Total number of votes cast by them |
|-------------------------------------|---|------------------------------------|
| Physical                            | 23  | 851                                |
| E-voting                            | Nil   | Nil                                |
| <b>TOTAL</b>                        | <b>23</b>   | <b>851</b>                         |

Based on the foregoing, the Resolution for Sale of the entire investment of the Company in Suhani Mall Management Company Private Limited may be considered as carried by the requisite majority.

**B. ITEM NO.2 : SPECIAL RESOLUTION**

**Approval for sale of investment in Aashirwad Malls Private Limited pursuant to Section 180 (1) (a) of the Companies Act, 2013 and other applicable laws including the provisions of Listing Agreement executed by the Company with the Stock Exchanges.**

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

| Particulars of Postal Ballot Voting | Number of members voted | Number of votes cast by them | % of total number of valid votes cast |
|-------------------------------------|-------------------------|------------------------------|---------------------------------------|
| Physical                            | 96                      | 6013                         | 0.013                                 |
| E-voting                            | 83                      | 4,50,61,461                  | 99.972                                |
| <b>TOTAL</b>                        | <b>179</b>              | <b>4,50,67,474</b>           | <b>99.985</b>                         |

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

| Particulars of Postal Ballot Voting | Number of members voted | Number of votes cast by them | % of total number of valid votes cast |
|-------------------------------------|-------------------------|------------------------------|---------------------------------------|
| Physical                            | 13                      | 376                          | 0.001                                 |
| E-voting                            | 8                       | 6,260                        | 0.014                                 |
| <b>TOTAL</b>                        | <b>21</b>               | <b>6,636</b>                 | <b>0.015</b>                          |

(iii) **Invalid** votes:

| Particulars of Postal Ballot Voting | Total number of members whose votes were declared invalid | Total number of votes cast by them |
|-------------------------------------|---|------------------------------------|
| Physical                            | 24  | 883                                |
| E-voting                            | Nil   | Nil                                |
| <b>TOTAL</b>                        | <b>24</b>   | <b>883</b>                         |

Based on the foregoing, the Resolution for Sale of the entire investment of the Company in Aashirwad Malls Private Limited may be considered as carried by the requisite majority.

**C. ITEM NO.3: SPECIAL RESOLUTION**

**Approval for sale of investment in F R Retail Destination Private Limited pursuant to Section 180 (1) (a) of the Companies Act, 2013 and other applicable laws including the provisions of Listing Agreement executed by the Company with the Stock Exchanges.**

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

| Particulars of Postal Ballot Voting | Number of members voted | Number of votes cast by them | % of total number of valid votes cast |
|-------------------------------------|-------------------------|------------------------------|---------------------------------------|
| Physical                            | 97                      | 6,010                        | 0.013                                 |
| E-voting                            | 83                      | 4,50,61,461                  | 99.972                                |
| <b>TOTAL</b>                        | <b>180</b>              | <b>4,50,67,471</b>           | <b>99.985</b>                         |

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

| Particulars of Postal Ballot Voting | Number of members voted | Number of votes cast by them | % of total number of valid votes cast |
|-------------------------------------|-------------------------|------------------------------|---------------------------------------|
| Physical                            | 12                      | 379                          | 0.001                                 |
| E-voting                            | 8                       | 6,260                        | 0.014                                 |
| <b>TOTAL</b>                        | <b>20</b>               | <b>6,639</b>                 | <b>0.015</b>                          |

(iii) **Invalid** votes:

| Particulars of Postal Ballot Voting | Total number of members whose votes were declared invalid | Total number of votes cast by them |
|-------------------------------------|---|------------------------------------|
| Physical                            | 24  | 883                                |
| E-voting                            | Nil   | Nil                                |
| <b>TOTAL</b>                        | <b>24</b>   | <b>883</b>                         |

Based on the foregoing, the Resolution for Sale of the entire investment of the Company in F R Retail Destination Private Limited may be considered as carried by the requisite majority.

**D. ITEM NO.4: SPECIAL RESOLUTION**

**Approval for sale of investment in Niyman Mall Management Company Private Limited pursuant to Section 180 (1) (a) of the Companies Act, 2013 and other applicable laws including the provisions of Listing Agreement executed by the Company with the Stock Exchanges.**

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

| Particulars of Postal Ballot Voting | Number of members voted | Number of votes cast by them | % of total number of valid votes cast |
|-------------------------------------|-------------------------|------------------------------|---------------------------------------|
| Physical                            | 94                      | 6,091                        | 0.013                                 |
| E-voting                            | 83                      | 4,50,61,461                  | 99.972                                |
| <b>TOTAL</b>                        | <b>177</b>              | <b>4,50,67,552</b>           | <b>99.985</b>                         |

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

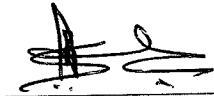
| Particulars of Postal Ballot Voting | Number of members voted | Number of votes cast by them | % of total number of valid votes cast |
|-------------------------------------|-------------------------|------------------------------|---------------------------------------|
| Physical                            | 13                      | 290                          | 0.001                                 |
| E-voting                            | 8                       | 6,260                        | 0.014                                 |
| <b>TOTAL</b>                        | <b>21</b>               | <b>6,550</b>                 | <b>0.015</b>                          |

(iii) **Invalid** votes:

| Particulars of Postal Ballot Voting | Total number of members whose votes were declared invalid | Total number of votes cast by them |
|-------------------------------------|---|------------------------------------|
| Physical                            | 26  | 892                                |
| E-voting                            | Nil   | Nil                                |
| <b>TOTAL</b>                        | <b>26</b>   | <b>892</b>                         |

Based on the foregoing, the Resolution for Sale of the entire investment of the Company in Niyman Mall Management Company Private Limited may be considered as carried by the requisite majority.

The relevant records relating to the electronic voting along with the physical postal ballot forms shall remain in my safe custody and will be handed over to the Company Secretary for preserving safely after the Chairman considers, approves and signs the Minutes.



**Alwyn D'souza**

F.C.S No.5559,

Certificate of Practice No.5137

Practising Company Secretary

**Mumbai dated 20<sup>th</sup> August, 2015**