

**ALWYN D'SOUZA & CO.**  
**COMPANY SECRETARIES**

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**SCRUTINIZERS' REPORT**

To  
**The Managing Director**  
**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 05<sup>th</sup> January, 2016**

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 05<sup>th</sup> January, 2016 through postal ballot.

The Compliance with the provisions of the Companies Act, 2013 and the Rules made there under, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Uniform Listing Agreements entered into 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 Managing Director on the resolutions contained in the Notice dated 05<sup>th</sup> January, 2016 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 15<sup>th</sup> February, 2016 and reports provided by Registrar and Share 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 15<sup>th</sup> January, 2016 the votes were unblocked at 5.10 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 15<sup>th</sup> February, 2015 were diligently scrutinized and reconciled with the records maintained by the Company through their Registrar and Share 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 01<sup>st</sup> January, 2016 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. 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 resolutions contained in the Notice dated 05<sup>th</sup> January, 2016 through postal ballot are as under .



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

**Amendment to Main Object Clause of the Memorandum of Association.**

(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	37	25,499	0.052
E-voting	67	4,87,04,952	99.942
<b>TOTAL</b>	<b>104</b>	<b>4,87,30,451</b>	<b>99.994</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	3	65	0.000
E-voting	3	2,802	0.006
<b>TOTAL</b>	<b>6</b>	<b>2867</b>	<b>0.006</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	2	450
E-voting	Nil	Nil
<b>TOTAL</b>	<b>2</b>	<b>450</b>

Based on the foregoing, the Special Resolution for Amendment to Main Object Clause of the Memorandum of Association may be considered as carried by the requisite majority.



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

### **Amendments to Clause III B, Clause III C and Clause IV of the Memorandum of Association.**

(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	37	25,499	0.052
E-voting	67	4,87,05,947	99.942
<b>TOTAL</b>	<b>104</b>	<b>4,87,31,446</b>	<b>99.994</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	3	65	0.000
E-voting	3	2,802	0.006
<b>TOTAL</b>	<b>6</b>	<b>2867</b>	<b>0.006</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	2	450
E-voting	Nil	Nil
<b>TOTAL</b>	<b>2</b>	<b>450</b>

Based on the foregoing, the Special Resolution for Amendments to Clause III B, Clause III C Clause IV of the Memorandum of Association and all other corrections and alterations as mentioned in the aforesaid Notice may be considered as carried by the requisite majority.



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

#### **Adoption of new set of Articles of Association**

(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	37	25,499	0.052
E-voting	68	4,87,05,952	99.942
<b>TOTAL</b>	<b>105</b>	<b>4,87,31,451</b>	<b>99.994</b>

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

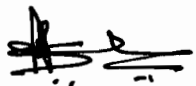
Particulars of Postal Ballot Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Physical	3	65	0.000
E-voting	3	2,802	0.006
<b>TOTAL</b>	<b>6</b>	<b>2,867</b>	<b>0.006</b>

(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	2	450
E-voting	Nil	Nil
<b>TOTAL</b>	<b>2</b>	<b>450</b>

Based on the foregoing, the Special Resolution for adoption of new set of Articles of Association in place of the existing Articles of Association in compliance with the provisions of the Companies Act, 2013 may be considered as carried by the requisite majority.

The relevant records relating to the electronic voting alongwith 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 consideration of results and the Chairman approves and signs the Minutes.



**Alwyn D'souza**

F.C.S No.5559,

Certificate of Practice No.5137

Practising Company Secretary

**Mumbai dated 17<sup>th</sup> February, 2016**