

September 26, 2024

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: Scrutinizer Report and Voting results of 16<sup>th</sup> Annual General Meeting (AGM)**

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

With reference to the above, please note that the 16<sup>th</sup> Annual General Meeting (AGM) of the Company was held on Wednesday, September 25, 2024 from 2.00 PM to 2.34 PM through Video Conferencing / Other Audio Visual means and the business mentioned in the Notice dated August 29, 2024 were transacted. E-Voting was permitted till 3.34 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. 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 – I**.
2. Report of Scrutinizer dated September 25, 2024, pursuant to Section 108 of the Companies Act, 2013 and Rule 20(4) (xii) of the Companies (Management and Administration) Rules, 2014 – **Annexure II**

The above said information/documents related to the 16<sup>th</sup> Annual General Meeting ('AGM') is available on the company's website, [www.fmn.co.in](http://www.fmn.co.in)

Please take the same on records.

Thanking you,

Yours faithfully,

**For Future Market Networks Limited**



**Anil Cherian**  
**Head – Legal and Company Secretary**

**Encl: a/a**

**Annexure – I  
Future Market Networks Limited  
Voting Results**

<b>Day and Date of AGM</b>	<b>Wednesday, September 25, 2024</b>
<b>Total no. of Shareholders as on cut-off date (September 18, 2024)</b>	32,559
<b>No. of shareholder attended the meeting either in person or through Proxy</b>	0
<b>Promoter and Promoter group</b>	None
<b>Public</b>	None
<b>No. of shareholder attended the meeting through Video Conferencing*:</b>	87
<b>Promoter and Promoter group</b>	2
<b>Public</b>	85
<b>No. of resolution passed in the meeting</b>	2
<small>*Video Conferencing includes video Conferencing (VC)/Other Audio Video Means (OAVM)</small>	

<b>Resolution Required : (Ordinary)</b>	<p><b>1. To receive, consider and adopt:</b></p> <p>a) the Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2024 together with the reports of the Board of Directors and Auditors thereon; and</p> <p>b) the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2024 together with the report of Auditors thereon.</p>
---	--

<b>Whether promoter/ promoter group are interested in the agenda/resolution?</b>	<b>NO</b>
--	-----------

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
Promoter and Promoter Group	E-Voting	3,75,83,410	1,51,00,100	40	1,51,00,100	-	100	-
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		NA	NA	NA	NA	NA	NA
	<b>Total</b>		<b>1,51,00,100</b>	<b>100</b>	<b>1,51,00,100</b>	<b>-</b>	<b>100</b>	<b>-</b>
Public Institutions	E-Voting	32	-	-	-	-	-	-
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		NA	NA	NA	NA	NA	NA
	<b>Total</b>		<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>
Public Non Institutions	E-Voting	1,99,29,755	4,08,144	2	3,23,287	84,857	79	21
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		NA	NA	NA	NA	NA	NA
	<b>Total</b>		<b>4,08,144</b>	<b>2</b>	<b>3,23,287</b>	<b>84,857</b>	<b>79</b>	<b>21</b>
<b>Total</b>		<b>57513197</b>	<b>1,55,08,244</b>	<b>27</b>	<b>1,54,23,387</b>	<b>84,857</b>	<b>99</b>	<b>1</b>



Resolution Required : (Ordinary)			2. To appoint a director in place of Mr. Anil Biyani (DIN: 00005834), who retires by rotation in terms of Section 152 (6) of the Companies Act, 2013, 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	37583410	15100100	40.1776	15100100	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
	<b>Total</b>		<b>15100100</b>	<b>100.0000</b>	<b>15100100</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public Institutions	E-Voting	32	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
	<b>Total</b>		<b>0</b>	<b>0.0000</b>	<b>0</b>	<b>0</b>	<b>0.0000</b>	<b>0.0000</b>
Public Non Institutions	E-Voting	19929755	408044	2.0474	207792	200252	50.9239	49.0761
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		NA	NA	NA	NA	NA	NA
	<b>Total</b>		<b>408044</b>	<b>2.0474</b>	<b>207792</b>	<b>200252</b>	<b>50.9239</b>	<b>49.0761</b>
<b>Total</b>		<b>57513197</b>	<b>15508144</b>	<b>26.9645</b>	<b>15307892</b>	<b>200252</b>	<b>98.7087</b>	<b>1.2913</b>

Note: All the aforesaid resolutions were passed.



# **CONSOLIDATED SCRUTINIZER'S REPORT**

**ON**

**REMOTE E-VOTING AND E-VOTING DURING THE  
16<sup>TH</sup> ANNUAL GENERAL MEETING OF FUTURE MARKET**

**NETWORKS LIMITED HELD THROUGH VIDEO**

**CONFERENCING/OTHER AUDIO VISUAL MEANS ON**

**WEDNESDAY, SEPTEMBER 25, 2024**

# 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](mailto:alwyn@alwynjay.com) ; Website : [www.alwynjay.com](http://www.alwynjay.com)

**Consolidated Scrutinizer's Report on Remote E-Voting and E-Voting during the 16<sup>th</sup> Annual General Meeting of Future Market Networks Limited held through Video Conferencing/Other Audio Visual Means (VC/OAVM) on Wednesday, September 25, 2024 at 2.00 p.m. IST.**

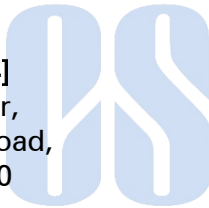
To,

The Executive Director

**Future Market Networks Limited**

[CIN: L45400MH2008PLC179914]

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 16<sup>th</sup> 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 Ministry of Corporate Affairs ("MCA") vide its General Circular No. 14/2020 dated April 08, 2020, General Circular No. 17/2020 dated April 13, 2020, General Circular No. 20/2020 dated May 05, 2020, General Circular No. 02/2021 dated January 13, 2021, General Circular no. 21/2021 dated December 14, 2021, General Circular No. 2/2022 dated May 05, 2022, General Circular No. 10/2022 dated December 28, 2022 and General Circular No. 09/2023 dated September 25, 2023 and all other relevant circulars issued by the Ministry of Corporate Affairs from time to time (collectively referred to as "MCA Circulars") and the Securities and Exchange Board of India ("SEBI") has vide its Circular Nos. SEBI/HO/CFD/ CMD1/ CIR/P/2020/79 dated May 12, 2020, SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021, SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022, SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 5, 2023 and Circular No. SEBI/ HO/CFD/ CFD-PoD-2/P/CIR/2023/167 dated October 07, 2023 (collectively referred to as "SEBI Circulars") permitted the holding of this Annual General Meeting ("AGM" or "the Meeting") through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM"), without the physical presence of the Members at a common venue.

In compliance with the provisions of Companies Act, 2013, (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended) and the above circulars the 16<sup>th</sup> Annual General Meeting of the Company was held through Video Conferencing ("VC")/ Other Audio Visual Means ("OAVM") on Wednesday, September 25, 2024 at 02.00 p.m.

Further as confirmed by the Company the Notice of the AGM along with the Annual Report 2023-24 is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company, Registrar and Transfer Agents (RTA) or Central Depositories Services (India) Limited (CDSL) /National Securities Depositories Limited (NSDL) and also been uploaded on the website of the Company.

- 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 16<sup>th</sup> 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 21, 2024 (9:00 a.m. IST) and ended on Tuesday, September 24, 2024 (5:00 p.m. IST).

- e) At the 16<sup>th</sup> AGM of the Company held on Wednesday, September 25, 2024, the Chairman after the conclusion of the AGM at 2.34 p.m announced that the e-voting facility has been provided for 60 minutes 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 Wednesday, September 25, 2024 at around 3.34 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 16<sup>th</sup> 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. Wednesday, September 18, 2024 were entitled to vote on the resolutions proposed in the Notice calling the 16<sup>th</sup> 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, 2024 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, 2024 together with the report of Auditors thereon.**

- (i) Voted in favour of the resolution:

Type of Voting	Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
<b>Remote e-voting and E-voting at AGM</b>	<b>190</b>	<b>1,54,23,387</b>	<b>99.45</b>

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

Type of Voting	Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
<b>Remote e-voting and E-voting at AGM</b>	<b>9</b>	<b>84,857</b>	<b>0.55</b>

(iii) **Invalid votes:**

Total number of members whose votes were declared invalid	Total number of votes cast by them
<b>Nil</b>	<b>Nil</b>

## **2. RESOLUTION NO. 2 AS AN ORDINARY RESOLUTION:**

**To appoint a director in place of Mr. Anil Biyani (DIN: 00005834), 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:

Type of Voting	Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
<b>Remote e-voting and E-voting at AGM</b>	<b>186</b>	<b>1,53,07,892</b>	<b>98.71</b>

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

Type of Voting	Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
<b>Remote e-voting and E-voting at AGM</b>	<b>12</b>	<b>2,00,252</b>	<b>1.29</b>

(iii) **Invalid votes:**

Total number of members whose votes were declared invalid	Total number of votes cast by them
<b>Nil</b>	<b>Nil</b>





Based on the foregoing, all the above Resolution Nos. 1 to 2 as also mentioned in the Notice of the 16<sup>th</sup> AGM of the Company dated August 13, 2024 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 16<sup>th</sup> AGM and the same shall be handed over thereafter to the Chairman or the Company Secretary for safe keeping.

Thanking you,  
Sincerely,

For **Alwyn D'Souza & Co.**  
Company Secretaries



**Alwyn D'Souza**  
Proprietor  
FCS No.5559, CP No.5137  
[UDIN: F005559F001318310]



Place: Mumbai  
Date : September 25, 2024

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 on Wednesday, September 25, 2025 at 3.34 p.m.



*Edlon Dsouza*  
B/508, Shree Girnar Tower CHSL  
Saibaba Nagar,  
Mira Road East, Thane 401107



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

Countersigned by:  
For **Future Market Networks Limited**



**Anil Cherian**  
Head: Legal & Company Secretary

Mumbai, September 25, 2024