

REF: FMNL/ NCLT/ REG 44/ EQUITY/ 2022

April 22, 2022

To  
Dept. of Corporate Services (CRD)  
BSE Limited  
Phiroze Jeejeebhoy Towers,  
Dalal Street,  
Mumbai- 400 001

To  
Listing Department  
The National Stock Exchange of India Limited  
Exchange Plaza,  
Bandra- Kurla Complex, Bandra (East)  
Mumbai- 400 051

Scrip Code: 533296

NSE Symbol: FMNL

Dear Sir / Madam,

**Ref.: Regulations 30 and 44 (3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('the Listing Regulations')**

**Sub.: Disclosure of voting results of the Meeting of Shareholders of Future Market Networks Limited convened pursuant to the order passed by the Hon'ble National Company Law Tribunal, Mumbai Bench**

Further to our letter dated April 20, 2022, wherein we had provided the proceedings of the meeting of Equity Shareholders of Future Market Networks Limited which was held on Wednesday, April 20, 2022 at 3:00 p.m. through Video Conference (VC) / Other Audio-Visual means ("Meeting") pursuant to the directions issued by the Hon'ble National Company Law Tribunal, Mumbai Bench vide its order dated September 28, 2021 read with order dated February 28, 2022.

In this regard, we enclosed herewith the following:

1. The details of the combined voting results (Remote e-voting prior to the Meeting and e-voting at the Meeting, as required under Regulation 44 of the Listing Regulations - **Annexure I**;
2. Report of Scrutinizer dated April 22, 2022 on Remote e-voting prior to Meeting and e-voting at the Meeting - **Annexure II**;
3. Report of Scrutinizer dated April 22, 2022 on remote e-voting prior to the Meeting and e-voting at the Meeting considering the provisions circular No. CFD/DIL3/CIR/2017/21 dated March 10, 2017 and circular No. SEBI/HO/CFD/DIL1/CIR/P/2021/0000000665 dated November 23, 2021 of SEBI – **Annexure III**.

# FUTURE MARKET NETWORKS

catalysing consumption

CIN: L45400MH2008PLC179914

The above reports are also being uploaded on the Company's website and also on the website of National Securities Depository Limited.

You are kindly requested to take note of the above.

Thanking you,

Yours faithfully,

**For Future Market Networks Limited**



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

Encl: as above

**Future Market Networks Ltd.**

**Corporate Office** : Umang Tower, 2nd Floor, Ram Nagar, Mindspace, Off. Link Road, Behind Inorbit Mall, Malad (West), Mumbai – 400064.  
T +91 22 4069 5542 www.fmn.co.in Email : info.fmn@futuregroup.in

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

## Annexure – I Details of Voting Results

Combined results of votes cast through Remote e-voting prior to the Meeting and e-voting at the Meeting of Shareholders of Future Market Networks Limited convened pursuant to the order passed by the Hon'ble National Company Law Tribunal, Mumbai Bench (Meeting):

Date of Meeting	April 20, 2022
Total No. of Shareholders on record date	April 13, 2022 was the record date for reckoning the voting rights of the Shareholders.  Total Number of Shareholders:27254
No. of Shareholders present in the Meeting either in person or through proxy:	
Promoters and Promoter Group:	N.A.
Public	N.A.
No. of Shareholders attended the Meeting through Video Conferencing	
Promoters and Promoter Group:	11
Public	59
Mode of Voting	Remote e-voting and e-voting at the Meeting



# FUTURE MARKET NETWORKS

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CIN: L45400MH2008PLC179914

Resolution Required			To consider and approve the Composite Scheme of Arrangement between the Company, other Transferor companies and the Transferee company of Future Group and Reliance Group entities and their respective shareholders and creditors.					
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	41183410	41183410	100.0000	41183410	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>41183410</b>	<b>100.0000</b>	<b>41183410</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public Institutions	E-Voting	31216	0	0.0000	0	0	0.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<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	16329755	1584857	9.7053	1583448	1409	99.9111	0.0889
	Poll		188	0.0012	188	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>1585045</b>	<b>9.7065</b>	<b>1583636</b>	<b>1409</b>	<b>99.9111</b>	<b>0.0889</b>
<b>Total</b>		<b>57544381</b>	<b>42768455</b>	<b>74.3226</b>	<b>42767046</b>	<b>1409</b>	<b>99.9967</b>	<b>0.0033</b>



Future Market Networks Ltd.

Corporate Office : Umang Tower, 2nd Floor, Ram Nagar, Mindspace, Off. Link Road, Behind Inorbit Mall, Malad (West), Mumbai – 400064.  
T +91 22 4069 5542 www.fmn.co.in Email : info.fmn@futuregroup.in

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

# FUTURE MARKET NETWORKS LIMITED

CIN: L45400MH2008PLC179914

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## SCRUTINIZERS' REPORT

On voting at the Hon'ble National Company Law Tribunal, Mumbai Bench Convened Meeting of **Equity Shareholders** of FUTURE MARKET NETWORKS LIMITED) held on Wednesday, 20<sup>th</sup> April 2022, at 3.00 p.m. (IST) through Video Conferencing (VC) / Other Audio-Visual Means (OAVM)

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### ALWYN D'SOUZA 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.

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Branch Office: B-002, Gr. Flr, 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)

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**ALWYN D'SOUZA**  
**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.

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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)

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**Report of Scrutinizer**

[Pursuant to section 109 of the Companies Act, 2013 and rule 21 (2) of the  
Companies (Management and Administration) Rules, 2014 and other applicable  
provisions]

To,

**Mr.Rajesh Kalyani**

**The Chairman of NCLT convened meeting of Equity Shareholders of  
FUTURE MARKET NETWORKS LIMITED**

**(CIN: L45400MH2008PLC179914)**

Knowledge House, Shyam Nagar, Off. Jogeshwari- Vikhroli Link Road,  
Jogeshwari (E) Mumbai – 400060.

Dear Sir,

**Subject: Scrutinizer's Report for the Hon'ble National Company Law Tribunal, Mumbai Bench (NCLT) Convened Meeting of Equity Shareholders of Future Lifestyle Fashions Limited (the Company) pursuant to the order made by NCLT on 28th September 2021 read with the order dated 28th February 2022 (collectively referred to as "the Order") held on Wednesday, 20<sup>th</sup> April 2022, at 3.00 p.m. (IST) through Video Conferencing (VC) / Other Audio-Visual Means (OAVM)**

I, **Alwyn D'Souza**, Proprietor of **Alwyn D'Souza & Co.**, Company Secretaries, Mumbai, appointed as Scrutinizer, by the Hon'ble National Company Law Tribunal, Mumbai Bench, ("NCLT") vide order pronounced on 28th September, 2021 ("said Order") for the purpose of the meeting of the Equity Shareholders of FUTURE MARKET NETWORKS LIMITED conducted as per the said Order, seeking their approval to the Composite Scheme of Arrangement between Future Consumer Limited ("the Transferor Company 1")Future Lifestyle Fashions Limited ("Transferor Company 2"), Future Market Networks Limited ("Transferor Company 3"), Future Retail Limited ("Transferor Company 4"), Future Supply Chain Solutions Limited

("Transferor Company 5"), Future bazaar India Limited ("Transferor Company 6"), Acute Retail Infra Private Limited ("Transferor Company 7"), Basuti Sales and Trading Private Limited ("Transferor Company 8"), Brattle Foods Private Limited ("Transferor Company 9"), Chirag Operating Lease Co. Private Limited ("Transferor Company 10"), Hare Krishna Operating Lease Private Limited ("Transferor Company 11"), Nice Texcot Trading & Agency Private Limited ("Transferor Company 12"), Nishta Mall Management Company Private Limited ("Transferor Company 13"), Ojas Tradelease and Mall Management Private Limited ("Transferor Company 14"), Precision Realty Developers Private Limited ("Transferor Company 15"), Rivaaz Trade Ventures Private Limited ("Transferor Company 16"), Syntex Trading & Agency Private Limited ("Transferor Company 17"), Taquito Lease Operators Private Limited ("Transferor Company 18"), Unique Malls Private Limited ("Transferor Company 19") and Future Enterprises Limited ("Transferee Company" or "FEL") & their respective shareholders and creditors ("Part 1") And Future Enterprises Limited ("FEL") and Reliance Retail Ventures Limited ("RRVL") & their respective shareholders and creditors ("Part 2") And Future Enterprises Limited ("FEL") and Reliance Retail and Fashion Lifestyle Limited ("RRVL WOS") & their respective shareholders and creditors ("Part 3") ('the Scheme' or 'this Scheme') pursuant to the provisions of Sections 230 - 232 of the Companies Act, 2013 and other applicable provisions of the Companies Act, 2013 and Rule 6 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 for verifying voting carried through remote e-voting and e-voting at the Meeting and submit my report as under:

1. Pursuant to the above Order, the Company has confirmed that the copy of the Notice dated 8<sup>th</sup> October 2021 ("Original Notice") and Addendum to the Original Notice dated 11<sup>th</sup> March 2022 ("Addendum Notice") (collectively referred to as "the Notice") of the Meeting along with the process of voting were sent to the equity shareholders whose e-mail addresses were registered with the Company/Depository Participant(s). The Company has also confirmed that the copy of the Notice of the Meeting was sent through courier to all the equity shareholders of the Company whose email addresses were not available. The Company has also confirmed that the copy of the Notice of the Meeting was hosted on its website.
2. The Company has provided a facility to the equity shareholders to cast their votes either through remote e-voting or through e-voting during the Meeting.
3. The remote e-voting period commenced on Saturday 16th April, 2022 from 9:00 a.m. IST to Tuesday, 19th April 2022 up to 5:00 p.m. IST.;
4. the e-voting was also conducted during the Meeting;

5. The Company had appointed National Securities Depository Limited (NSDL) for conducting the electronic voting by the equity shareholders of the Company at the Meeting;
6. After the closure of the Meeting, the votes cast were unblocked by me and reconciled with the records maintained by the Company and Registrar and Transfer Agent of the Company - Link Intime India Private Limited.
7. The management of the Company is responsible to ensure the compliance with the requirements of the relevant provisions of the Companies Act, 2013 and the Rules made thereunder relating to e-voting. As per the Order, the quorum for the Hon'ble NCLT convened meeting of the equity shareholders is as per the provisions of Section 103 of the Companies Act, 2013. My responsibility as a scrutinizer is restricted to report on the votes cast in favour or against the resolution based on the details provided to me and/or I have access to.
8. I, **Alwyn D'Souza**, submit my report as under:

The results of the voting by equity shareholders of the Company on the resolution as provided in notice convening the Meeting (by way of remote e-voting prior to the Meeting and e-voting during the Meeting), are as under:

a) Voted in **favour** of Resolution: -

<b>Particulars</b>	<b>Remote E-Voting</b>	<b>E-Voting at the Meeting</b>	<b>Total</b>
Number of shareholders	299	20	319
Number of votes cast	42766858	188	42767046
Invalid votes	0	0	0
% of total number of votes cast	99.9963	0.0004	<b>99.997</b>



b) Voted **against** the Resolution: -

<b>Particulars</b>	<b>Remote E-Voting</b>	<b>E-Voting at the Meeting</b>	<b>Total</b>
Number of shareholders	9	0	9
Number of votes cast	1409	0	1409
Invalid votes	0	0	0
% of total number of votes cast	0.003	0.00	<b>0.003</b>

9. The complete details of the voting and other relevant electronic records have been provided to the Company.

Thanking you,

Yours faithfully,



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**Alwyn D'Souza**  
Practising Company Secretary  
FCS No.5559, CP No.5137  
**Alwyn D'Souza & Co**  
Company Secretaries  
[UDIN : F005559D000179689]

Mumbai, 21<sup>st</sup> April, 2022

# FUTURE MARKET NETWORKS LIMITED

CIN: L45400MH2008PLC179914

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## SCRUTINIZERS' REPORT

On voting at the Hon'ble National Company Law Tribunal, Mumbai Bench Convened Meeting of **Equity Shareholders** of FUTURE MARKET NETWORKS LIMITED) held on Wednesday, 20<sup>th</sup> April 2022, at 3.00 p.m. (IST) through Video Conferencing (VC) / Other Audio-Visual Means (OAVM)

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### ALWYN D'SOUZA 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.

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Mira Road (East), Thane-401107; Tel: 022-79629822; Mob: 09820465195;

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**ALWYN D'SOUZA**  
**Alwyn D'Souza & Co.**

Company Secretaries

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**Report of Scrutinizer**

[Pursuant to section 109 of the Companies Act, 2013 and rule 21 (2) of the  
Companies (Management and Administration) Rules, 2014 and other applicable  
provisions]

To,

**Mr.Rajesh Kalyani**

**The Chairman of NCLT convened meeting of Equity Shareholders of  
FUTURE MARKET NETWORKS LIMITED**

**(CIN: L45400MH2008PLC179914)**

Knowledge House, Shyam Nagar, Off. Jogeshwari- Vikhroli Link Road,  
Jogeshwari (E) Mumbai – 400060.

Dear Sir,

**Subject: Scrutinizer's Report for the Hon'ble National Company Law Tribunal, Mumbai Bench (NCLT) Convened Meeting of Equity Shareholders of Future Lifestyle Fashions Limited (the Company) pursuant to the order made by NCLT on 28th September 2021 read with the order dated 28th February 2022 (collectively referred to as "the Order") held on Wednesday, 20th April 2022, at 3.00 p.m. (IST) through Video Conferencing (VC) / Other Audio-Visual Means (OAVM)**

I, **Alwyn D'Souza**, Proprietor of **Alwyn D'Souza & Co.**, Company Secretaries, Mumbai, appointed as Scrutinizer, by the Hon'ble National Company Law Tribunal, Mumbai Bench, ("NCLT") vide order pronounced on 28th September, 2021 ("said Order") for the purpose of the meeting of the Equity Shareholders of FUTURE MARKET NETWORKS LIMITED conducted as per the said Order, seeking their approval to the Composite Scheme of Arrangement between Future Consumer Limited ("the Transferor Company 1")Future Lifestyle Fashions

Limited ("Transferor Company 2"), Future Market Networks Limited ("Transferor Company 3"), Future Retail Limited ("Transferor Company 4"), Future Supply Chain Solutions Limited ("Transferor Company 5"), Future bazaar India Limited ("Transferor Company 6"), Acute Retail Infra Private Limited ("Transferor Company 7"), Basuti Sales and Trading Private Limited ("Transferor Company 8"), Brattle Foods Private Limited ("Transferor Company 9"), Chirag Operating Lease Co. Private Limited ("Transferor Company 10"), Hare Krishna Operating Lease Private Limited ("Transferor Company 11"), Nice Texcot Trading & Agency Private Limited ("Transferor Company 12"), Nishta Mall Management Company Private Limited ("Transferor Company 13"), Ojas Tradelease and Mall Management Private Limited ("Transferor Company 14"), Precision Realty Developers Private Limited ("Transferor Company 15"), Rivaaz Trade Ventures Private Limited ("Transferor Company 16"), Syntex Trading & Agency Private Limited ("Transferor Company 17"), Taquito Lease Operators Private Limited ("Transferor Company 18"), Unique Malls Private Limited ("Transferor Company 19") and Future Enterprises Limited ("Transferee Company" or "FEL") & their respective shareholders and creditors ("Part 1") And Future Enterprises Limited ("FEL") and Reliance Retail Ventures Limited ("RRVL") & their respective shareholders and creditors ("Part 2") And Future Enterprises Limited ("FEL") and Reliance Retail and Fashion Lifestyle Limited ("RRVL WOS") & their respective shareholders and creditors ("Part 3") ('the Scheme' or 'this Scheme') pursuant to the provisions of Sections 230 - 232 of the Companies Act, 2013 and other applicable provisions of the Companies Act, 2013 and Rule 6 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 for verifying voting carried through remote e-voting and e-voting at the Meeting and submit my report as under:

1. Pursuant to the above Order, the Company has confirmed that the copy of the Notice dated 8<sup>th</sup> October 2021 ("Original Notice") and Addendum to the Original Notice dated 11<sup>th</sup> March 2022 ("Addendum Notice") (collectively referred to as "the Notice") of the Meeting along with the process of voting were sent to the equity shareholders whose e-mail addresses were registered with the Company/Depository Participant(s). The Company has also confirmed that the copy of the Notice of the Meeting was sent through courier to all the equity shareholders of the Company whose email addresses were not available. The Company has also confirmed that the copy of the Notice of the Meeting was hosted on its website.
2. The Company has provided a facility to the equity shareholders to cast their votes either through remote e-voting or through e-voting during the Meeting.
3. The remote e-voting period commenced on Saturday 16th April, 2022 from 9:00 a.m. IST to Tuesday, 19th April 2022 up to 5:00 p.m. IST.;
4. the e-voting was also conducted during the Meeting;

5. The Company had appointed National Securities Depository Limited (NSDL) for conducting the electronic voting by the equity shareholders of the Company at the Meeting;
6. After the closure of the Meeting, the votes cast were unblocked by me and reconciled with the records maintained by the Company and Registrar and Transfer Agent of the Company - Link Intime India Private Limited.
7. The management of the Company is responsible to ensure the compliance with the provisions of circular No. CFD/DIL3/CIR/2017/21 dated 10th March 2017 and circular No. SEBI/HO/CFD/DIL1/CIR/P/2021/0000000665 dated 23rd November 2021 issued by the Securities and Exchange Board of India (together "SEBI Circulars"). My responsibility as a scrutinizer is restricted to report on the votes cast in requirements of SEBI Circulars based on the details provided to me and/ or I have access to.
8. I, **Alwyn D'Souza**, submit my report as under:

The results of the voting by equity shareholders of the Company on the resolution as provided in notice convening the Meeting (by way of remote e-voting prior to the Meeting and e-voting during the Meeting), in terms of the SEBI Circulars, are as under:

a) Voted in **favour** of Resolution: -

Particulars	Remote E-Voting	E-Voting at the Meeting	Total
Number of shareholders	299	20	319
Number of votes cast	42766858	188	42767046
Invalid votes	0	0	0
% of total number of votes cast	99.9963	0.0004	<b>99.997</b>

b) Voted **against** the Resolution: -

Particulars	Remote E-Voting	E-Voting at the Meeting	Total
Number of shareholders	9	0	9
Number of votes cast	1409	0	1409
Invalid votes	0	0	0
% of total number of votes cast	0.003	0.00	<b>0.003</b>

9. In view of the SEBI Circulars, the above voting does not include voting done by the promoter/ promoter group of the Company.

10. The complete details of the voting and other relevant electronic records have been provided to the Company.

Thanking you,

Yours faithfully,



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**Alwyn D'Souza**  
Practising Company Secretary  
FCS No.5559, CP No.5137  
**Alwyn D'Souza & Co**  
Company Secretaries  
[UDIN : F005559D000179689]

Mumbai, 21<sup>st</sup> April, 2022