

November 22, 2021

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,

Sub: Results and voting pattern of Postal Ballot under Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Ref: Scrip Code: BSE - 533296 and NSE - FMNL.

With reference to the above, please find enclosed herewith results and voting pattern for the resolution passed by way of Postal Ballot vide notice dated October 20, 2021 in terms of Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Please take note that the said resolution was passed with requisite majority.

Kindly take the same on your records.

Thanking you,

Yours truly,

For Future Market Networks Limited



Anil Cherian
Head - Legal & Company Secretary

Encl: a/a

Results under Regulation 44 (3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 - Future Market Networks Limited

RESULTS OF POSTAL BALLOT

Day and Date of AGM/EGM/(Date of Declaration of Postal Ballot Results)	Monday, November 22, 2021
Total no. of Shareholders as on cut-off date (October 15, 2021)	22589
No. of shareholders present in meeting either in person or through proxy:	
Promoter and Promoter group	Not Applicable
Public	
No. of shareholder attended the meeting through video conferencing:	
Promoter and Promoter group	Not Applicable
Public	



Future Market Networks Limited

Results of Voting (Physical Mode and E-voting Process) by Postal Ballot for Resolution no. 1 are as under:

Resolution Required : (Special)		Approval for Related Party Transaction(s) with regard to the financial assistance availed by the Company and guarantee to be provided for the same by way of collateral securities / pledge of shares by Group Companies.						
Whether promoter/ promoter group are interested in the agenda / resolution?		Yes						
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	-	-	-	-	-	-	-
	Poll	-	-	-	-	-	-	-
	Postal Ballot	41183410	0	0.000	0	0	0.000	0.000
	Total							
Public Institutions	E-Voting	-	-	-	-	-	-	-
	Poll	-	-	-	-	-	-	-
	Postal Ballot	31216	0	0.000	0	0	0.000	0.000
	Total							
Public Non Institutions	E-Voting	-	-	-	-	-	-	-
	Poll	-	-	-	-	-	-	-
	Postal Ballot	16329755	3644713	22.319	3620124	24589	99.325	0.675
	Total							
Total		57544381	3644713	6.334	3620124	24589	99.325	0.675




Future Market Networks Limited

CIN: L45400MH2008PLC179914

SCRUTINIZERS' REPORT ON
POSTAL BALLOT
BY VOTING THROUGH ELECTRONIC
MEANS (REMOTE E-VOTING)

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.

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 ; Website : www.alwynjay.com

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.

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 ;Website : www.alwynjay.com

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 by electronic means in respect of passing resolutions contained in the Notice dated October 20, 2021

Dear Sir,

REG: SCRUTINIZER'S REPORT

I, **Alwyn D'Souza** of Alwyn D'Souza & Co, Company Secretaries appointed as Scrutinizer by the Board of Directors of **Future Market Networks Limited** for the purpose of scrutinizing the Postal Ballot by electronic means for seeking members favour / against on the resolution as specified in the Postal Ballot Notice dated October 20, 2021.

I have carried out the work as Scrutinizer from the close of the remote e-voting period i.e., 5:00 P. M. IST on Sunday November 21, 2021.

The Management of the Company is responsible to ensure the compliance with the requirements of the relevant provisions of (i) the Companies Act, 2013 and the rules made thereunder including circular dated April 8, 2020 and April 13, 2020; and (ii) the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 with the Stock Exchanges, relating to postal ballot including voting by electronic means.

My responsibility as the scrutinizer is restricted to make a scrutinizer report of the votes cast in favour / against on the resolution contained in the Postal Ballot Notice dated October 20, 2021 based on the reports generated from the e-voting system provided by the National Securities Depositories Limited (NSDL), the authorised agency to provide remote e-voting facilities, engaged by the Company for the purpose.

I submit my report as under:

1. The Postal Ballot is held in compliance with the provisions of Section 108 and Section 110 and other applicable provisions of the Companies Act, 2013, (the "Act") if any, read together with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014, including any statutory modification or re-enactment thereof for the time being in force (the "Rules") read with the General Circular No. 14/2020 dated April 8, 2020, the General Circular Nos. 17/2020 dated April 13, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020 and 02/2021 dated January 13, 2021 issued by the Ministry of Corporate Affairs ("MCA Circulars") and Circular No. SEBI / HO / CFD / CMD1 / CIR / P / 2020 / 79 dated May 12, 2020 and SEBI / HO / CFD / CMD2 / CIR / P / 2021 / 11 dated January 15, 2021, pursuant to other applicable laws and regulations, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the 'Listing Regulations'), Secretarial Standards 2 on General Meetings and other applicable provisions of the Act, the time being in force and as amended from time to time.
2. The Company has on October 22, 2021 sent Postal Ballot Notice through electronic mode to the Members whose e-mail ids were registered with the Company, Share Transfer Agents (STA), Central Depository Services (India) Limited ("CDSL")/ National Securities Depository Limited (NSDL) as on October 15, 2021. The hard copy of the Postal Ballot Notice along with Postal Ballot forms and pre-paid business envelope was not sent to the Members for the Postal Ballot in accordance with the requirements specified under the MCA Circulars.
3. As stated in Sub-rule 3 of Rule 22 of Companies (Management and Administration) Rules, 2014, as amended, advertisements were published by the Company in 'The Free Press Journal', ('English Newspaper') & 'Navshakti' ('Marathi Newspaper') on October 23, 2021 informing about the completion of dispatch of Postal Ballot notices/ forms, to the Members along with other related matters mentioned therein.

4. The Remote e-voting facility was provided by National Securities Depositories Limited (NSDL). The Postal Ballot remote e-voting period commenced from 9.00 a.m. (IST) on Saturday, October 23, 2021 and ended on 5.00 p.m. (IST) on Sunday, November 21, 2021.
5. After the time fixed for closing of the e-voting the votes were unblocked on November 22, 2021 at 11.43 A.M IST in the presence of two witnesses who are not in the employment of the Company, on the e-voting website of 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.
6. The data for the purpose of verification of the number of shares was taken as of October 15, 2021 which was the relevant date (cut-off date), fixed for determining voting rights of the Members entitled to participate in the voting process.
7. This report is based on vote cast through e-voting, which was downloaded from the website <https://www.evoting.nsdl.com>
8. The results of the remote e-voting in respect to the resolution contained in the Postal Ballot Notice dated October 20, 2021 is as under:

1.RESOLUTION NO. 1: ORDINARY RESOLUTION

Approval of Related Party Transaction(s)

“RESOLVED THAT pursuant to the provisions of Section 188 and other applicable provisions of the Companies Act, 2013 read with the Companies (Meetings of Board and its Powers) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended from time to time), the provisions of the Memorandum and Articles of Association of the Company and the applicable rules, guidelines and circulars issued by the concerned statutory or regulatory authorities from time to time, the consent of the Members of the Company be and is hereby accorded to the Board of Directors (hereinafter referred to as “the Board”, which term shall be deemed to include any Committee of the Board), to enter into following transactions with respective related parties as stated herein below:

<i>Nature of Transactions as per Section 188 of the Companies Act 2013</i>	<i>Name of the Related Party</i>	<i>Name of Director or Key Managerial Personnel who is related, if any</i>	<i>Nature of Relationship</i>	<i>Nature, Material Terms, Monetary Value and particulars of the contract or arrangement</i>	<i>Any other information relevant or important for the Members to take decision on the proposed resolution</i>
<i>Provide/avail guarantee by way of collateral security [immovable property(ies)] or pledge of investment(s) for the financial assistance availed/ to be availed.</i>	<i>Nishta Mall Management Company Private Limited</i>	<i>Vijai Singh Dugar (Independent Director without any other interest)</i>	<i>Group Company</i>	<i>Provide/avail guarantee by way of collateral security for the financial assistance availed/ to be availed. Parties had availed financial assistance from same lender and the residual value of the properties/ investments offered as collateral securities will be utilized by the lender for maintaining the required Security Cover for the financial assistance availed by the Company.</i>	<i>The existing arrangements have been reviewed by the Board and Audit Committee. The transactions are related to ordinary course of business.</i>
	<i>Niyman Mall Management Company Private Limited</i>	<i>None</i>	<i>Group Company</i>		
	<i>Unique Malls Private Limited</i>	<i>None</i>	<i>Group Company</i>		
	<i>Future Capital Investment Private Limited</i>	<i>None</i>	<i>Group Company</i>		
	<i>Future Corporate Resources Private Limited</i>	<i>None</i>	<i>Holding Company</i>		

RESOLVED FURTHER THAT the Board be and is hereby authorized to do and perform all such acts, deeds, matters and things, as may be required or deemed necessary or incidental thereto and to settle and finalize all issues that may arise in this regard, without further referring to the Members of the Company, including without limitation, negotiating, finalizing and executing necessary agreements and ancillary agreements/undertakings, memorandum, deeds, documents and such other papers or writings as may be deemed necessary or expedient in its own discretion and in the best interest of the Company and to delegate all or any of its powers herein conferred to the Committee of Directors and/or any Director(s)/Officer(s) of the Company, to give effect to this resolution.”

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

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
301	36,20,124	99.33

(ii) Voted *against* the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
26	24,589	0.67

(iii) *Invalid* votes:

Number of members whose votes were declared invalid	Number of invalid votes cast by them
Nil	Nil

The relevant records relating to the e-voting 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
Practising Company Secretary
FCS No.5559, CP No.5137
Alwyn D'Souza & Co
Company Secretaries
[UDIN : FO05559C001501174]

Mumbai dated November 22, 2021

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 at 11.43 A.M IST on November 22, 2021



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 dated November 22, 2021