

June 23, 2020

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: Submission of Annual Secretarial Compliance Report under Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for the financial year ended on March 31, 2020.

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

Dear Sir(s),

With reference to the above subject and pursuant to SEBI Circular No. CIR/CFD/CMD1/27/2019 dated February 08, 2019, we enclose herewith a copy of Annual Secretarial Compliance Report for the year ended on March 31, 2020 issued by Alwyn D'Souza & Co., Secretarial Auditor of the Company.

Kindly take the same on record.

Thanking you,

Yours faithfully,

For Future Market Networks Limited
Sd/-
Anil Cherian
Head - Legal and Company Secretary

Encl: a/a

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; Website: www.alwynjay.com

**Secretarial compliance report of Future Market Networks Limited
(CIN: L45400MH2008PLC179914) for the year ended 31st March, 2020**

We, Alwyn D'Souza & Co., Company Secretaries have examined:

- (a) all the documents and records made available to us by **Future Market Networks Limited** (hereinafter called "the Company"),
- (b) the fillings/submissions made by the Company to the Stock Exchanges where shares of the Company are listed,
- (c) Website of the Company.
- (d) other documents/filing, as may be relevant, which has been relied upon to make this certification,

for the year ended **31st March, 2020** ("Review Period") in respect of compliance with provisions of :

- (a) the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder and
- (b) the Securities Contract (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circular, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI").

The specific Regulations, whose provisions and the circulars/guidelines issued thereunder, have been examined, include:-

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulation 2015.
- (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulation 2018 - **Not Applicable during the period under review.**

- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulation 2011.
- (d) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018 – **Not Applicable during the period under review.**
- (e) Securities and Exchange Board of India (Share Based Employee Benefits) Regulation 2014.
- (f) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 - **Not Applicable during the period under review.**
- (g) Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013 - **Not Applicable during the period under review.**
- (h) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client – **Not Applicable during the period under review.**
- (i) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulation 2015.
- (j) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2016- **Not applicable during the period under review.**
- (k) The Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018.

And circulars/guidelines issued thereunder.

and based on the above examination, we hereby report that during the Review Period:

- (a) The Company has complied with the provisions of the above Regulations and circulars/guidelines issued thereunder including SEBI Circular CIR/CFD/CMD1/114/2019 dated 18th October, 2019 to the extent applicable.
- (b) The Company has maintained proper records under all applicable provisions of the above Regulations and circulars/guidelines issued thereunder insofar as it appears from our examination of those records.

(c) There are no actions taken against the Company/ *its promoters/directors/ material subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under the aforesaid Acts/Regulations and circular/guidelines issued thereunder;

* Disclosure made with regard to the Company.

(d) The Company has taken the following actions to comply with the observation made in previous reports – **Not Applicable**

Place : Mumbai
Date : 23rd June, 2020

Alwyn D'Souza & Co.
Company Secretaries



A handwritten signature in blue ink, appearing to be "Alwyn D'Souza".

Office Address :
Annex-103, Dimple Arcade,
Asha Nagar, Kandivali (East),
Mumbai 400101.

[Alwyn D'Souza, FCS.5559]
[Proprietor]
[Certificate of Practice No.5137]
[UDIN: F005559B000368515]