

FUTURE MARKET NETWORKS

catalysing consumption

CIN: L45400MH2008PLC179914

May 24, 2019

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, 2019.

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, 2019 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

Anil Cheriaan
Head - Legal and Company Secretary

Encl: a/a

Future Market Networks Ltd.

Corporate Office : SOBO Central Mall, 4th Floor, 28, Pt. Madan Mohan Malviya Road, Near Haji Ali, Tardeo, Mumbai - 400 034.

T +91 22 6620 1473 F +91 22 6620 1462 www.fmn.co.in Email : info.fmnl@futuregroup.in

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

Alwyn D'Souza & Co.

Company Secretaries

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: 022-28125781; Mob: 09820465195;

E-mail: alwyn.co@gmail.com ; Website : www.alwynjay.com

Secretarial compliance report of Future Market Networks Limited
(CIN: L45400MH2008PLC179914) for the year ended 31st March, 2019

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 relevant, which has been relied upon to make this certification.

for the year ended 31st March, 2019 ("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) Regulations, 2015;
- (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 - Not applicable during the period under review;
- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 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) Regulations, 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) Securities and Exchange Board of India (Prohibition of Insider Trading); Regulations, 2015;
- (i) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2016 - **Not applicable** during the period under review.

And circulars/guidelines issued thereunder.

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

- (a) The listed entity has complied with all applicable provisions of the above Regulations and circulars/guidelines issued thereunder.
- (b) The listed entity 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;
- (d) The listed entity has taken the following actions to comply with the observation made in previous reports – **Not Applicable**

* Disclosure made with regard to the Company.

Place : Mumbai
Date : 23/05/2019

Alwyn D'Souza & Co.
Company Secretaries



A handwritten signature in black ink.

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

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