

**June 09, 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: 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, 2021.**

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

Dear Sir/Madam,

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, 2021 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 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.

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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)

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**Secretarial compliance report of Future Market Networks Limited  
(CIN: L45400MH2008PLC179914) for the year ended 31<sup>st</sup> March, 2021**

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

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

for the year ended **31<sup>st</sup> March, 2021** ("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, as amended from time to time, 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**.
- (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**.
- (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**.
- (g) Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013 - **Not Applicable**.
- (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**.
- (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, 2009- **Not Applicable**.
- (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 the provisions of the above Regulations and circulars/guidelines issued thereunder insofar as it appears from our examination of those records.
- (c) The Securities and Exchange Board of India has passed a final order dated February 03,2021 under Section 11(1), 11(4), 11B(1) and 11B(2) of the SEBI Act, 1992 read with SEBI (Procedure for Holding Inquiry and Imposing Penalties) Rules, 1995, in the matter of trading activities in the scrip of Future Retail Limited by certain persons which inter alia includes (i) Mr.

Kishore Biyani - Promoter, and (ii) Future Corporate Resources Private Limited - the Holding Company. In this regard, an appeal filed by certain persons which inter alia includes (i) Mr. Kishore Biyani - Promoter and Future Corporate Resources Private Limited - the Holding Company, against the final order passed by the Securities and Exchange Board of India on February 3, 2021 which was heard by the Securities Appellate Tribunal ('SAT') on February 15, 2021. The Hon'ble SAT vide its order dated February 15, 2021 has stayed the effect and operation of the SEBI Order against the Promoters / Promoter entities subject to the conditionalities set out in terms of its order.

Apart from the above, no actions were 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 Company has taken the following actions to comply with the observation made in previous reports – **Not Applicable**

Place : Mumbai

Date : 26<sup>th</sup> May, 2021

**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 : F005559C000375588]