

# FUTURE MARKET NETWORKS

catalysing consumption

CIN: L45400MH2008PLC179914

**February 19, 2025**

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

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

**Scrip Code : 533296**

**Scrip Symbol : FMNL**

Dear Sir/Madam,

**Subject :** Postal Ballot Result under Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

In furtherance to our letter dated January 17, 2025 with respect to notice of the postal ballot dated January 16, 2025 sent to the Members of the Company, please be informed that the voting on the resolutions proposed under the Postal Ballot Notice was concluded on February 17, 2025.

Please find enclosed herewith the Scrutinizer's Report with respect to votes cast through e-voting and Voting Results in respect of the business transacted through Postal Ballot.

The same shall also be available at the Company's website at <https://www.fmn.co.in/>

Kindly take the same on record.

Thanking You,

Yours faithfully,

**For Future Market Networks Limited**



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

Encl.: as above

**Future Market Networks Ltd.**

Registered Office : Knowledge House, Shyam Nagar, Jogeshwari - Vikhroli Link Road, Jogeshwari (East), Mumbai - 400 060.  
Tel.: +91 22 4069 5542 • Email : info.fmnl@futuregroup.in • Website: www.fmn.co.in

# Alwyn D'Souza & Co.

Company Secretaries

[Firm Registration No: S2003MH061200] [Peer Review Certificate No.5936/2024]

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](mailto:alwyn@alwynjay.com) ;Website : [www.alwynjay.com](http://www.alwynjay.com)

## SCRUTINIZERS' REPORT

To

The Chairman / Company Secretary  
**Future Market Networks Limited**  
Knowledge House, Shyam Nagar,  
Off. Jogeshwari – Vikhroli Link Road,  
Jogeshwari (East), Mumbai – 400060

**Scrutinizers Report on Postal Ballot voting in respect of passing resolutions contained in the Notice dated January 17, 2025**

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 including voting by electronic means for seeking members favour/ against on the resolution as specified in the Postal Ballot Notice dated January 17, 2025.

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 Monday, February 17, 2025.

The Management of the Company is responsible to ensure the compliance with the requirements of the relevant provisions of the Companies Act, 2013 and Rules made thereunder and the various circulars issued by the Ministry of Corporate Affairs, Government of India and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 with the Stock Exchanges, relating to postal ballot through 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 January 17, 2025 based on the reports generated from the e-voting system provided by the National Securities Depository 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 110 of the Companies Act, 2013 ("the Act"), Rule 22 of the Companies (Management and Administration) Rules, 2014 ("the Rules") and other applicable provisions of the Act and the Rules, General Circular Nos. 14/2020 dated April 8, 2020 and 17/2020 dated April 13, 2020 read with other relevant circulars, including General Circular No. 9/2024 dated September 19, 2024, issued by the Ministry of Corporate Affairs ("MCA Circulars"), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), Secretarial Standard on General Meetings ("SS-2") issued by the Institute of Company Secretaries of India and other applicable laws, rules and regulations (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) for seeking consent / approval of the resolution as set out hereunder.

In compliance with Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (the "LODR Regulations") and pursuant to the provisions of Sections 108 and 110 of the Act read with the rules framed thereunder and the MCA Circulars, the manner of voting on the proposed resolution is restricted only to e-voting i.e., by casting votes electronically instead of submitting postal ballot forms. In compliance with the MCA Circulars, the postal ballot notice and instructions for e-voting are being sent only through electronic mode to those Members whose email addresses are registered with the Company / depository participant(s).

2. The Company has on January 17, 2025 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 January 10, 2025 . 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') & "Nav Shakti" ('Marathi Newspaper') on January 18, 2025 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 Depository Limited 'NSDL'. The Postal Ballot remote e-voting period commenced on Saturday, January 18, 2025 (9:00 a.m. IST) and ended on Monday, February 17, 2025 (5:00 p.m. IST).
5. After the time fixed for closing of the e-voting, the votes were unblocked on Tuesday, February 18, 2025 at 10.31 a.m. IST in the presence of two witnesses who are not in the employment of the Company, on the 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 Friday, January 10, 2025 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 Friday, January 17, 2025 is as under:

1. RESOLUTION NO. 1: ORDINARY RESOLUTION

Transactions with Metawear Limited, a related party of the Company:

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

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
<b>152</b>	<b>26,95,212</b>	<b>97.34</b>

(ii) Voted *against* the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
<b>12</b>	<b>73,704</b>	<b>2.66</b>

(iii) *Invalid* votes:

Number of members whose votes were declared invalid/abstain	Number of invalid/abstain votes cast by them
-	-

2. RESOLUTION NO. 2: ORDINARY RESOLUTION

Approve entering into Material Related Party Transactions with Jeremia Real Estate Private Limited, a related party of the Company:

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

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
<b>151</b>	<b>26,95,112</b>	<b>97.34</b>

(ii) Voted *against* the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
<b>12</b>	<b>73,704</b>	<b>2.66</b>

(iii) *Invalid* votes:

Number of members whose votes were declared invalid/abstain	Number of invalid/abstain votes cast by them
-	-

Based on the foregoing, the resolution No. 1 to 2 is passed with requisite majority.

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.

Thanking you,  
Sincerely,

For **Alwyn D'Souza & Co.**  
Company Secretaries



**Alwyn D'Souza**  
Proprietor  
FCS No.5559, CP No.5137  
[UDIN: F005559F003957034]

Place: Mumbai  
Date: February 18, 2025

We the undersigned witnesseth that the votes were unblocked from the e-voting website of the National Securities Depository Limited ('NSDL') <https://www.evoting.nsdl.com/> in our presence at 10.31 A.M IST on Tuesday, February 18, 2025.



*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 and Company Secretary  
Membership No. A16609

Place : Mumbai  
Date : February 18, 2025

## Details of Voting Result

### Part A

<b>Day &amp; Date of the Meeting</b>	Postal Ballot Notice dated January 16, 2025
<b>Total Number of Shareholders on Record Date / Cut-off Date</b>	31,082 (as on cut-off date i.e. January 10, 2025)
<b>No. of Shareholders present in the Meeting either in person or through Proxy:</b>  <b>Promoters and Promoter Group:</b>  <b>Public:</b>	Not Applicable
<b>No. of Shareholders attended the Meeting through Video Conferencing ('VC') facility or other audio-visual means ('OAVM')</b>  <b>Promoters and Promoter Group:</b>  <b>Public:</b>	Not Applicable
<b>Mode of Voting</b>	Remote e-Voting only





## Part B

Resolution (1)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				Yes				
Description of resolution considered				Transactions with Metawear Limited, a related party of the Company				
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	40583410	0	0.0000	0	0	0.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>40583410</b>	<b>0</b>	<b>0.0000</b>	<b>0</b>	<b>0</b>	<b>0.0000</b>
Public-Institutions	E-Voting	32	0	0.0000	0	0	0.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>32</b>	<b>0</b>	<b>0.0000</b>	<b>0</b>	<b>0</b>	<b>0.0000</b>
Public- Non Institutions	E-Voting	20060939	2768916	13.8025	2695212	73704	97.3382	2.6618
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>20060939</b>	<b>2768916</b>	<b>13.8025</b>	<b>2695212</b>	<b>73704</b>	<b>97.3382</b>
<b>Total</b>		<b>60644381</b>	<b>2768916</b>	<b>4.5658</b>	<b>2695212</b>	<b>73704</b>	<b>97.3382</b>	<b>2.6618</b>
<b>Whether resolution is Pass or Not.</b>							<b>Yes</b>	



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Resolution (2)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				Yes				
Description of resolution considered				Transactions with Jeremia Real Estate Private Limited, a related party of the Company				
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	40583410	0	0.0000	0	0	0.0000	0.0000
	Poll			0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)			0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>40583410</b>	<b>0</b>	<b>0.0000</b>	<b>0</b>	<b>0</b>	<b>0.0000</b>
Public-Institutions	E-Voting	32	0	0.0000	0	0	0.0000	0.0000
	Poll			0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)			0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>32</b>	<b>0</b>	<b>0.0000</b>	<b>0</b>	<b>0</b>	<b>0.0000</b>
Public-Non Institutions	E-Voting	20060939	2768816	13.8020	2695112	73704	97.3381	2.6619
	Poll			0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)			0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>20060939</b>	<b>2768816</b>	<b>13.8020</b>	<b>2695112</b>	<b>73704</b>	<b>97.3381</b>
<b>Total</b>		<b>60644381</b>	<b>2768816</b>	<b>4.5657</b>	<b>2695112</b>	<b>73704</b>	<b>97.3381</b>	<b>2.6619</b>
<b>Whether resolution is Pass or Not.</b>							<b>Yes</b>	



**Future Market Networks Ltd.**

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

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