

September 23, 2022

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 / Madam,

Sub: Outcome of 14th Annual General Meeting (AGM) and voting results

Ref: Scrip Code: BSE – 533296 and NSE – FMNL

With reference to the above, please note that the 14th Annual General Meeting (AGM) of the Company was held on Thursday, September 22, 2022 from 2.00 PM to 3.00 PM through Video Conferencing / Other Audio Visual means and the business mentioned in the Notice dated August 10, 2022 were transacted. E-Voting was permitted till 3.30 PM to the members who were present at meeting but not casted their votes through remote e-voting.

In this regard, please find enclosed the following:

1. Summary of proceedings as required under Regulation 30, Para A of Part-A of Schedule -III of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 - **Annexure – I.**
2. The details of combined voting results (Remote e-voting and E-voting conducted at the AGM) as required under Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations - **Annexure – II.**
3. Report of Scrutinizer dated September 23, 2022, pursuant to Section 108 of the Companies Act, 2013 and Rule 20(4) (xii) of the Companies (Management and Administration) Rules, 2014 – **Annexure III**

The above said information/documents related to the 14th Annual General Meeting ('AGM') is available on the company's website, www.fmn.co.in

Please take the same on records.

Thanking you,

Yours faithfully,

For Future Market Networks Limited



Anil Cherian
Head – Legal and Company Secretary

Encl: a/a

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

Summary of proceedings of the 14th Annual General Meeting:

The 14th Annual General Meeting (AGM) of the Company was held on Thursday, September 22, 2022 at 2:00 PM (IST) through Video Conferencing (VC) / Other Audio Video Means (OAVM) and concluded at 3:00 PM (IST). E-Voting was permitted till 3:30 PM (IST) to the members who were present at meeting but not casted their votes through remote e-voting.

Since Mr. Vijai Singh Dugar, Chairman of the Company and Audit Committee faced some technical issues to join the meeting, Mr. Sunil Biyani, Non-Executive Director of the Company took the Chair and commenced the proceedings of the meeting.

Mr. Sunil Biyani, thereafter welcomed all the Members and informed that in view of the ongoing Pandemic COVID-19 and keeping in view safety of everyone, the AGM of the Company for the financial year ended March 31, 2022 is being conducted through VC/OAVM pursuant to the MCA and SEBI Circulars.

The requisite quorum being present, the Chairman called the meeting to order. Total of 89 (eighty nine) Members were present at the AGM.

Upon joining of Mr. Vijai Singh Dugar, Chairman of the Company and Audit Committee, Mr. Sunil Biyani, requested him to take the chair and continue with the proceedings of the AGM. Mr. Dugar thanked Mr. Sunil Biyani and carried out the rest of the proceedings of the AGM.

All the Directors of the Company except Ms. Udit Jhunjhunwala and Mr. Pramod Arora, Non-Executive Independent Directors, who had intimated their unavailability to attend the AGM, attended the AGM. The notice convening the AGM along with explanatory statement was taken as read. Since there was no qualification in the reports of Statutory Auditors and Secretarial Auditor, the same were also taken as read with the permission of the members present at the AGM.

The Chairman informed the Members that the facility of remote e-voting was made available from Sunday, September 18, 2022 (9:00 AM IST) to Wednesday, September 21, 2022 (5:00 PM IST) Members who were present in the AGM through VC/OAVM facility and had not cast their vote through remote e-voting were provided an opportunity to cast their votes electronically during the AGM through the NSDL platform.

The Chairman also informed that Mr. Alwyn D'souza, Practicing Company Secretary has been appointed as Scrutinizer for scrutinizing the remote e-voting process and e-voting conducted during the AGM in a fair and transparent manner.

The Chairman took up the items of Ordinary Business and Special Business, as listed in serial no. 1- 3 below.

The following items as set out in the Notice convening the AGM were transacted at the meeting:

Sr. No.	Particulars	Resolution required (Ordinary/Special)
Ordinary Business		
1.	a. Adoption of Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2022 together with the reports of the Board of Directors and Auditors thereon	Ordinary
	b. Adoption of Audited Consolidated Financial Statement of the Company for the financial year ended March 31, 2022 together with the report of Auditors thereon.	
2.	Re-appointment of Mr. Sunil Biyani (DIN: 00006583) as a Director, liable to retire by rotation.	Ordinary
Special Business		
3.	Appointment of Mr. Pramod Arora (DIN 02559344) as a Non-Executive, Independent Director of the Company.	Special

The Chairman then invited the queries/comments from the Members who has registered themselves to speak/ask questions at the AGM. Clarifications/ Responses were provided to various queries raised by the Members at the Meeting.

The Chairman then requested the Members, who had not cast their vote through remote e-voting, to do electronic voting on all the above resolutions set out in the Notice of AGM.

Thereafter, the Chairman thanked all the Members, Statutory Auditors, Secretarial Auditor, representatives of NSDL, Registrar and Share Transfer Agents and Directors for attending and participating in the AGM through VC / OAVM. The Members were informed that the voting on NSDL platform would continue till 3.30 PM (IST) to enable the members who have not cast their vote yet and who would like to cast their vote and that the results of the voting would be declared and shall be announced and made available on the website of stock exchange within 2 working days from the conclusion of the Meeting

The Chairman informed that the result will be announced within permitted time on receipt of Scrutinizer's report.

Please take the same on records.

Thanking you,

Yours faithfully,

For Future Market Networks Limited



Anil Cherian
Head – Legal and Company Secretary

Future Market Networks Limited – 14th Annual General Meeting (AGM) Voting Results

Day and Date of AGM	Thursday, September 22, 2022
Total no. of Shareholders as on cut-off date (September 15, 2022)	29,318
No. of shareholder attended the meeting either in person or through Proxy	
Promoter and Promoter group	None
Public	None
No. of shareholder attended the meeting through Video Conferencing*:	
Promoter and Promoter group	6
Public	83
No. of resolution passed in the meeting	3

* Video Conferencing includes video Conferencing (VC)/Other Audio Video Means (OAVM)

Future Market Networks Limited

Resolution Required : (Ordinary)
1. Consider and adopt:
a) the Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2022 together with the reports of the Board of Directors and Auditors thereon;

Whether promoter/ promoter group are interested in the agenda/resolution? **NO**

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	37583410	37583310	99.9997	37583310	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		NA	NA	NA	NA	NA	NA
	Total		37583310	100.0000	37583310	0	100.0000	0.0000
Public Institutions	E-Voting	31216	0	0.0000	0	0	0.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		NA	NA	NA	NA	NA	NA
	Total		0	0.0000	0	0	0.0000	0.0000
Public Non Institutions	E-Voting	19929755	854674	4.2884	808609	46065	94.6102	5.3898
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		NA	NA	NA	NA	NA	NA
	Total		854674	4.2884	808609	46065	94.6102	5.3898
Total		57544381	44469237	77.2782	38391919	46065	100.0000	0.1036



Future Market Networks Limited

Resolution Required : (Ordinary)		1. Consider and adopt: b) the Audited Consolidated Financial Statement of the Company for the financial year ended March 31, 2022 together with the report of Auditors thereon						
interested in the agenda/resolution?		NO						
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	37583410	37583310	99.9997	37583310	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		NA	NA	NA	NA	NA	NA
	Total		37583310	100.0000	37583310	0	100.0000	0.0000
Public Institutions	E-Voting	31216	0	0.0000	0	0	0.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		NA	NA	NA	NA	NA	NA
	Total		0	0.0000	0	0	0.0000	0.0000
Public Non Institutions	E-Voting	19929755	854874	4.2894	808959	45915	94.6290	5.3710
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		NA	NA	NA	NA	NA	NA
	Total		854874	4.2894	808959	45915	94.6290	5.3710
Total		57544381	44469237	77.2782	38392269	45915	100.0000	0.1033

Future Market Networks Limited

Resolution Required : (Ordinary)			2. Appointment of Director in place of Mr. Sunil Biyani (DIN: 00006583) who retires by rotation in terms of Section 152 (6) of the Companies Act, 2013 and being eligible offers himself for re-appointment.					
Whether promoter/ promoter group are interested in the agenda/resolution?			NO					
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	37583410	37583260	99.9996	37583260	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		NA	NA	NA	NA	NA	NA
	Total		37583260	100.0000	37583260	0	100.0000	0.0000
Public Institutions	E-Voting	31216	0	0.0000	0	0	0.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		NA	NA	NA	NA	NA	NA
	Total		0	0.0000	0	0	0.0000	0.0000
Public Non Institutions	E-Voting	19929755	854674	4.2884	806909	47765	94.4113	5.5887
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		NA	NA	NA	NA	NA	NA
	Total		854674	4.2884	806909	47765	94.4113	5.5887
Total		57544381	44469177	77.2781	38390169	47765	100.0000	0.1074



Future Market Networks Limited

Resolution Required : (Ordinary)		3. Appointment of Mr. Pramod Arora (DIN 02559344) as a Non-Executive, Independent Director of the Company						
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	37583410	37583310	99.9997	37583310	0	0.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		NA	NA	NA	NA	NA	NA
	Total		37583310	0.0000	37583310	0	0.0000	0.0000
Public Institutions	E-Voting	31216	0	0.0000	0	0	0.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		NA	NA	NA	NA	NA	NA
	Total		0	0.0000	0	0	0.0000	0.0000
Public Non Institutions	E-Voting	19929755	854124	4.2857	806503	47621	94.4246	5.5754
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		NA	NA	NA	NA	NA	NA
	Total		854124	4.2857	806503	47621	94.4246	5.5754
Total		57544381	38437434	66.7962	38389813	47621	100.0000	0.1239



CONSOLIDATED SCRUTINIZER'S REPORT

ON

**REMOTE E-VOTING AND E-VOTING DURING THE
14TH ANNUAL GENERAL MEETING OF FUTURE MARKET
NETWORKS LIMITED HELD THROUGH VIDEO
CONFERENCING/OTHER AUDIO VISUAL MEANS ON
THURSDAY, SEPTEMBER 22, 2022**

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

Consolidated Scrutinizer's Report on Remote E-Voting and E-Voting during the 14th Annual General Meeting of Future Market Networks Limited held through Video Conferencing/Other Audio Visual Means (VC/OAVM) on Thursday, September 22, 2022 at 2.00 p.m. IST.

To,

The Executive Director

Future Market Networks Limited

[CIN: L45400MH2008PLC179914]

Knowledge House, Shyam Nagar,
Off. Jogeshwari - Vikhroli Link Road,
Jogeshwari (E) Mumbai – 400060



Sub: Passing of Resolution(s) through electronic voting pursuant to section 108 of the Companies Act 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended

Dear Sir,

I, **Alwyn D'souza** of M/s. **Alwyn D'souza & Co.**, Company Secretaries, Mumbai, appointed by the Board of Directors of **Future Market Networks Limited** (the Company) as the Scrutinizer for the purpose of scrutinizing the remote e-voting and e-voting process conducted during the 14th Annual General Meeting of the Company held through VC/OAVM pursuant to the provisions of Section 108 of the Companies Act 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended and in accordance with Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. I say, I am familiar and well versed with the concept of electronic voting system as prescribed under the said Rules.

I, submit my report as under:

- a) The Ministry of Corporate Affairs ("MCA") vide its General Circular No. 14/2020 dated April 08, 2020, General Circular No. 17/2020 dated April 13, 2020, General Circular No. 20/2020 dated May 05, 2020, General Circular No. 02/2021 dated January 13, 2021, General Circular no. 21/2021 dated December 14, 2021, and General Circular No. 2/2022 dated May 05, 2022 and all other relevant circulars issued by the Ministry of Corporate Affairs from time to time (collectively referred to as "MCA Circulars") and the Securities and Exchange Board of India ("SEBI") has vide its Circular Nos. SEBI/HO/CFD/ CMD1/ CIR/P/2020/79 dated May 12, 2020, SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021 and SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022 (collectively referred to as "SEBI Circulars") permitted the holding of this Annual General Meeting ("AGM" or "the Meeting") through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM"), without the physical presence of the Members at a common venue.

In compliance with the provisions of Companies Act, 2013, (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended) and the above circulars the 14th Annual General Meeting of the Company was held through Video Conferencing ("VC")/ Other Audio Visual Means ("OAVM") on Thursday September 22, 2022 at 02.00 p.m.

Further as confirmed by the Company the Notice of the AGM along with the Annual Report 2021-22 is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company, Registrar and Transfer Agents (RTA) or Central Depositories Services (India) Limited (CDSL) /National Securities Depositories Limited (NSDL) and also been uploaded on the website of the Company.

- b) The Compliance with the applicable provisions of the Companies Act, 2013 and the Rules made thereunder relating to electronic voting (which includes remote e-voting and e-voting conducted during the AGM) on the resolutions proposed in the Notice calling the 14th AGM of the Company was the responsibility of the management. My responsibility as a scrutinizer was to ensure that the voting process is conducted in a fair and transparent manner, and render Scrutinizer's Report related to electronic voting.
- c) The facility for remote e-voting and e-voting during the AGM was provided by NSDL.
- d) The remote e-voting period commenced on Sunday, September 18, 2022 (9:00 a.m. IST) and ended on Wednesday, September 21, 2022 (5:00 p.m. IST).
- e) At the 14th AGM of the Company held on Thursday, September 22, 2022, the Chairman after the conclusion of the AGM at 3.00 p.m announced that the e-voting facility has been provided for 30 minutes to facilitate voting for those members who attended the meeting through VC/OAVM but could not participate in the remote e-voting to record their votes on the resolutions to be passed.

- f) After the closure of the e-voting facility provided during the AGM, the votes were unblocked on Thursday, September 22, 2022 at around 3.30 p.m IST in the presence of two witnesses viz., Mr. Edlon Dsouza and Mr. Krishnakant Adagale 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.
- g) I hereby submit a Consolidated Scrutinizer's Report pursuant to Rule 20(4)(xii) of the Companies (Management and Administration) Rules, 2014 on the resolutions contained in the Notice of the 14th AGM based on the scrutiny of remote e-voting and the e-voting during the AGM and votes cast therein based on the data downloaded from the e-voting system of NSDL.
- h) The Members holding equity shares as on the cut-off date i.e. Thursday September 15, 2022 were entitled to vote on the resolutions proposed in the Notice calling the 14th AGM of the Company.
- i) The results of the remote e-voting together with e-voting conducted during the AGM are as under:

1. RESOLUTION NO.1 AS AN ORDINARY RESOLUTION:

To receive, consider and adopt:

- a) **the Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2022 together with the reports of the Board of Directors and Auditors thereon; and**

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

Type of Voting	Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
Remote e-voting and E-voting at AGM	200	38391919	99.88

- (ii) Voted **against** the resolution:

Type of Voting	Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
Remote e-voting and E-voting at AGM	21	46065	0.12

(iii) **Invalid votes:**

Total number of members whose votes were declared invalid	Total number of votes cast by them
Nil	Nil

b) **the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2022 together with the report of Auditors thereon**

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

Type of Voting	Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
Remote e-voting and E-voting at AGM	202	38392269	99.88

(ii) **Voted against** the resolution:

Type of Voting	Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
Remote e-voting and E-voting at AGM	20	45915	0.12

(iii) **Invalid votes:**

Total number of members whose votes were declared invalid	Total number of votes cast by them
Nil	Nil

2. RESOLUTION NO. 2 AS AN ORDINARY RESOLUTION:

To appoint a director in place of Mr. Sunil Biyani (DIN: 00006583), who retires by rotation in terms of Section 152 (6) of the Companies Act, 2013, and being eligible, offers himself for re-appointment

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

Type of Voting	Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
Remote e-voting and E-voting at AGM	198	38390169	99.88

(ii) Voted **against** the resolution:

Type of Voting	Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
Remote e-voting and E-voting at AGM	22	47765	0.12

(iii) **Invalid** votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
Nil	Nil

3. RESOLUTION NO. 3 AS SPECIAL RESOLUTION:

Appointment of Mr. Pramod Arora (DIN 02559344) as a Non-Executive, Independent Director of the Company

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

Type of Voting	Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
Remote e-voting and E-voting at AGM	199	38389813	99.88

(ii) Voted **against** the resolution:

Type of Voting	Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
Remote e-voting and E-voting at AGM	22	47621	0.12

(iii) **Invalid** votes:



Total number of members whose votes were declared invalid	Total number of votes cast by them
Nil	Nil

Based on the foregoing, all the above Resolution Nos. 1(a), 1(b), 2 to 3 as also mentioned in the Notice of the 14th AGM of the Company dated August 10, 2022 were passed under remote e-voting and e-voting conducted during the AGM with the requisite majority.

All the relevant records of remote e-voting and e-voting during the AGM will remain in my safe custody until the Chairman considers, approves and signs the Minutes of the 14th AGM and the same shall be handed over thereafter to the Chairman or the Company Secretary for safe keeping.

Thanking you,
Sincerely,

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



Alwyn D'Souza
Proprietor
FCS No.5559, CP No.5137
[UDIN: F005559D001025677]




Place: Mumbai
Date: September 23, 2022

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 on Thursday, September 22, 2022 at 3.30 p.m.



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, September 23, 2022

