

FUTURE MARKET NETWORKS

catalysing consumption

CIN: L45400MH2008PLC179914

September 18, 2014

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)
Bombay Stock Exchange Limited
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai - 400 001

Dear Sir,

Sub: Outcome of 6th Annual General Meeting

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

With reference to the above subject please note the following:

- A. The members of the Company at the 6th Annual General Meeting (AGM) of the Company held on September 18, 2014 approved the following:
1. Audited Balance Sheet as at March 31, 2014 and the Profit and Loss Account for the year ended on that date together with the Reports of the Board of Directors and Auditors thereon.
 2. Appointment of Mr. Rajesh Kalyani, as Director of the Company, liable to retire by rotation.
 3. Appointment of M/s NGS & Co LLP. Chartered Accountants as statutory auditors of the Company.
 4. Appointment of Mr. Ameet Bhimrao Naik, as an Independent Director for a period of 3 years commencing from the date of this Annual General Meeting to September 17, 2017.
 5. Appointment of Mr. Vijai Singh Chandan Mal Dugar, as an Independent Director for a period of 3 years commencing from the date of this Annual General Meeting to September 17, 2017.
 6. Appointment of Mr. Rahul Saraf, as an Independent Director for a period of 3 years commencing from the date of this Annual General Meeting to September 17, 2017.

Kindly take the same on record.

Thanking you

Yours faithfully

For **Future Market Networks Limited**



Anil Cherian

Chief – Legal and Company Secretary



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-Vikholi Link Road, Jogeshwari (East), Mumbai - 400 060

September 18, 2014

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)
Bombay Stock Exchange Limited
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Dalal Street,
Mumbai - 400 001

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

Sub: Disclosure of Voting Results of the 6th Annual General Meeting held on September 18, 2014 as per the requirement of Clause 35A of the Equity Listing Agreement.

Dear Sir,

At the 6th Annual General Meeting (AGM) of the Future Market Networks Limited held on September 18, 2014 at Sunville Banquets 9, Dr. Annie Besant Road, Worli, Mumbai - 400 018. All items of the business contained in the Notice of the Annual General Meeting were approved by the Shareholders.

The details of the voting results of the aforesaid meetings are enclosed in the format prescribed under Clause 35A of the Equity Listing Agreement.

Thanking you,

Yours faithfully,

For Future Market Networks Limited




Anil Cherian
Chief - Legal and Company Secretary

Encl: a/a

RESULTS UNDER CLAUSE 35A

RESULT OF E-Voting

| | | |
|---|---|--------------------|
| Date of General Meeting (Date of declaration of results of E-Voting) | : | September 18, 2014 |
| Total Number of Shareholders as on cut off date (August 8, 2014) | : | 16,266 |
| No. of shareholders present in person or through proxy | : | Not Applicable |
| No. of shareholders attending thorough video conferencing | : | Not Applicable |

Details of Resolution

| Sr. No | Description | Resolution required (Ordinary/ Special) | Mode of Voting (Show of Hands/Poll/Postal Ballot/E-Voting*) |
|--------|--|---|--|
| 1 | Adoption of the audited Balance Sheet as at March 31, 2014, the Statement of Profit and Loss for the year ended on that date and Reports of the Board of Directors and Auditors thereon. | Ordinary | E-Voting* |
| 2 | Re-appointment of Mr. Rajesh Kalyani, Director retiring by rotation: | Ordinary | E-Voting* |
| 3 | Appointment of Statutory Auditors and to fix their remuneration | Ordinary | E-Voting* |
| 4 | Appointment of Mr. Ameet Bhimrao Naik, as an Independent Director for a period of 3 years commencing from the date of this Annual General Meeting to September 17, 2017 | Ordinary | E-Voting* |
| 5 | Appointment of Mr. Vijai Singh Chandan Mal Dugar, as an Independent Director for a period of 3 years commencing from the date of this Annual General Meeting to September 17, 2017. | Ordinary | E-Voting* |
| 6 | Appointment of Mr. Rahul Saraf, as an Independent Director for a period of 3 years commencing from the date of this Annual General Meeting to September 17, 2017 | Ordinary | E-Voting* |

* Note: The Company has availed the E-Voting facility for Annual General Meeting.



DETAILS OF VOTING (E-VOTING PROCESS) FOR RESOLUTION No: 1 ARE AS UNDER

| Promoter/ Public | 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 |
| Promoters & Promoter Group | 40886700 | 40886700 | 100 | 40886700 | Nil | 100 | Nil |
| Public- Institutional Holders | 621544 | 0 | 0 | 0 | 0 | 0 | 0 |
| Public- Others | 14346162 | 10618 | 0.074 | 10616 | 0 | 100 | 0 |
| TOTAL | 55854406 | 40897318 | | 40897318 | 0 | | |



DETAILS OF VOTING (E-VOTING PROCESS) FOR RESOLUTION No: 2 ARE AS UNDER

| Promoter/ Public | 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 |
| Promoters & Promoter Group | 40886700 | 40886700 | 100 | 40886700 | Nil | 100 | Nil |
| Public- Institutional Holders | 621544 | 0 | 0 | 0 | 0 | 0 | 0 |
| Public- Others | 14346162 | 10586 | 0.074 | 9806 | 780 | 92.63 | 7.37 |
| TOTAL | 55854406 | 40897286 | | 40896506 | 780 | | |



DETAILS OF VOTING (E-VOTING PROCESS) FOR RESOLUTION No: 3 ARE AS UNDER

| Promoter/ Public | No.of Shares Held (1) | No.of Votes Polled (2) | %of votes Polled on Outstanding Shares (3)=[(2)/(1)]*100 | No. of Votes in Favour (4) | No. of Votes against (5) | % of Votes in favour on Votes polled (6)=[(4)/(2)]*100 | % of votes against on votes polled (7)=[(5)/(2)]*100 |
|-------------------------------------|--------------------------------|------------------------------|--|----------------------------------|--------------------------------|--|--|
| Promoters & Promoter Group | 40886700 | 40886700 | 100 | 40886700 | Nil | 100 | Nil |
| Public- Institutional Holders | 621544 | 0 | 0 | 0 | 0 | 0 | 0 |
| Public- Others | 14346162 | 10618 | 0.074 | 9838 | 780 | 92.65 | 7.35 |
| TOTAL | 55854406 | 40897318 | | 40896538 | 780 | | |



DETAILS OF VOTING (E-VOTING PROCESS) FOR RESOLUTION No: 4 ARE AS UNDER

| Promoter/ Public | 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 |
| Promoters & Promoter Group | 40886700 | 40886700 | 100 | 40886700 | Nil | 100 | Nil |
| Public- Institutional Holders | 621544 | 0 | 0 | 0 | 0 | 0 | 0 |
| Public- Others | 14346162 | 8415 | 0.059 | 7631 | 784 | 90.69 | 9.31 |
| TOTAL | 55854406 | 40895115 | | 40894331 | 784 | | |



DETAILS OF VOTING (E-VOTING PROCESS) FOR RESOLUTION No: 5 ARE AS UNDER

| Promoter/ Public | 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 |
| Promoters & Promoter Group | 40886700 | 40886700 | 100 | 40886700 | Nil | 100 | Nil |
| Public- Institutional Holders | 621544 | 0 | 0 | 0 | 0 | 0 | 0 |
| Public- Others | 14346162 | 10618 | 0.074 | 9838 | 780 | 92.65 | 7.35 |
| TOTAL | 55854406 | 40897318 | | 40896538 | 780 | | |



DETAILS OF VOTING (E-VOTING PROCESS) FOR RESOLUTION No: 6 ARE AS UNDER

| Promoter/ Public | 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 |
| Promoters & Promoter Group | 40886700 | 40886700 | 100 | 40886700 | Nil | 100 | Nil |
| Public- Institutional Holders | 621544 | 0 | 0 | 0 | 0 | 0 | 0 |
| Public- Others | 14346162 | 10618 | 0.074 | 9320 | 1298 | 87.83 | 12.17 |
| TOTAL | 55854406 | 40897318 | | 40896020 | 1298 | | |



ALWYN D'SOUZA

ALWYN D'SOUZA & CO.
COMPANY SECRETARIES

Annex-103, Dimple Arcade, Asha Nagar, Kandivli (E), Mumbai 400101. Tel: 022-28549355

Branch Office: D-003, Gr. Flr, Indraprasta, Poonam Vihar, Mira Road (E) Thane 401107.

Tel: 022-28125781; **Mob:** 09820465195 ; **E-mail:** alwyn.co@gmail.com

Report of Scrutinizer

[Pursuant to Section 108 of the Companies Act, 2013 and Rule 20(xi) of the Companies (Management and Administration) Rules, 2014]

To,

The Chairman
Future Market Networks Limited

Dear Sir,

I, Alwyn D'souza of Alwyn Dsouza & Co., Company Secretaries, Mumbai, appointed as Scrutinizer for the purpose of scrutinizing the e-voting process of **Future Market Networks Limited** ("the Company") in a fair and transparent manner, for the below mentioned resolution(s) as contained in the Notice of the 6th Annual General Meeting of the Company to be held on **18th September, 2014** submit our report as under:

1. The e-voting period commenced on 11th September, 2014 from 9.00 AM and concluded on 13th September, 2014 at 6.00 PM. The e-voting services were provided by National Securities Depository Services Limited, (NSDL).
2. The votes were unblocked on 13th September, 2014 in the presence of two witnesses **Ms. Kirti Iyer** residing at Building No.2, Room No.106, Mahadeo Complex, Ramdev Park Road, Mira Road (East) , Thane 401107 and **Ms. Divya Ved** residing at 11 Victor Apartments, Holly Cross Road, I C Colony, Borivali (West), Mumbai 400103 and who are not in the employment of the Company.
3. The Equity Shareholders holding shares as on 08th August, 2014, "Cut off date" were entitled to vote on the resolutions stated in the Notice of the 6th Annual General Meeting of the Company.
4. The Public Notice regarding the details of AGM and e-voting information was released in The Free Press Journal (English Edition) newspaper on August 26, 2014 and in Navshakti (Regional Language) newspaper on August 27, 2014.
5. The results of e-Voting alongwith the list of shareholders who voted "For" and "Against" the below resolutions were downloaded from the e-voting website of NSDL
6. The results of the e-voting are as under:



A. RESOLUTION NO.1 - ORDINARY RESOLUTION

To receive, consider and adopt the Financial Statements of the Company for the year ended March 31, 2014 including audited Balance Sheet as at March 31, 2014 and the Statement of Profit and Loss Account for the year ended on that date and the Reports of the Directors and Auditors thereon.

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

| Number of members voted electronically | Number of votes cast in favour of the resolution | % of total number of valid votes cast |
|--|--|---------------------------------------|
| 43 | 40897318 | 100 |

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

| Number of members voted electronically | Number of votes cast against the resolution | % of total number of valid votes cast |
|--|---|---------------------------------------|
| NIL | NIL | NIL |

(iii) **Invalid** votes:

| Total number of members whose votes were invalid | Total number of votes cast by them |
|--|------------------------------------|
| NIL | NIL |

B. RESOLUTION NO.2: ORDINARY RESOLUTION

To appoint a director in place of Mr. Rajesh Kalyani (holding DIN: 00220632), who retires by rotation and being eligible offers himself for re-appointment.

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

| Number of members voted electronically | Number of votes cast in favour of the resolution | % of total number of valid votes cast |
|--|--|---------------------------------------|
| 41 | 40896506 | 99.998 |

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

| Number of members voted electronically | Number of votes cast against the resolution | % of total number of valid votes cast |
|--|---|---------------------------------------|
| 1 | 780 | 0.002 |

(iii) **Invalid** votes:

| Total number of members whose votes were invalid | Total number of votes cast by them |
|--|------------------------------------|
| NIL | NIL |

BR

C. RESOLUTION NO.3: ORDINARY RESOLUTION

Appointment of M/s. NGS & Co.LLP, Chartered Accountants, Mumbai, bearing ICAI Registration No. 119850W,, as Statutory Auditors of the Company and fixation of their remuneration.

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

| Number of members voted electronically | Number of votes cast in favour of the resolution | % of total number of valid votes cast |
|--|--|---------------------------------------|
| 42 | 40896538 | 99.998 |

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

| Number of members voted electronically | Number of votes cast against the resolution | % of total number of valid votes cast |
|--|---|---------------------------------------|
| 1 | 780 | 0.002 |

(iii) **Invalid** votes:

| Total number of members whose votes were invalid | Total number of votes cast by them |
|--|------------------------------------|
| NIL | NIL |

D. RESOLUTION NO.4: ORDINARY RESOLUTION

Appointment of Mr. Ameet Bhimrao Naik (holding DIN 00342339) as an Independent Director, for a period of Three consecutive years, commencing from the date of this Annual General Meeting to September 17, 2017.

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

| Number of members voted electronically | Number of votes cast in favour of the resolution | % of total number of valid votes cast |
|--|--|---------------------------------------|
| 39 | 40894331 | 99.998 |

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

| Number of members voted electronically | Number of votes cast against the resolution | % of total number of valid votes cast |
|--|---|---------------------------------------|
| 2 | 784 | 0.002 |

(iii) **Invalid** votes:

| Total number of members whose votes were invalid | Total number of votes cast by them |
|--|------------------------------------|
| NIL | NIL |



H. RESOLUTION NO.5: ORDINARY RESOLUTION

Appointment of Mr. Vijai Singh Chandan Mal Dugar (holding DIN 06463399) as an Independent Director, for a period of Three consecutive years, commencing from the date of this Annual General Meeting to September 17, 2017.

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

| Number of members voted electronically | Number of votes cast in favour of the resolution | % of total number of valid votes cast |
|--|--|---------------------------------------|
| 42 | 40896538 | 99.998 |

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

| Number of members voted electronically | Number of votes cast against the resolution | % of total number of valid votes cast |
|--|---|---------------------------------------|
| 1 | 780 | 0.002 |

(iii) **Invalid** votes:

| Total number of members whose votes were invalid | Total number of votes cast by them |
|--|------------------------------------|
| NIL | NIL |

B

I. **RESOLUTION NO.6: ORDINARY RESOLUTION**

Appointment of Mr. Rahul Saraf (holding DIN 00005314), as an Independent Director, for a period of Three consecutive years, commencing from the date of this Annual General Meeting to September 17, 2017.

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

| Number of members voted electronically | Number of votes cast in favour of the resolution | % of total number of valid votes cast |
|--|--|---------------------------------------|
| 40 | 40896020 | 99.997 |

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

| Number of members voted electronically | Number of votes cast against the resolution | % of total number of valid votes cast |
|--|---|---------------------------------------|
| 3 | 1298 | 0.003 |

(iii) **Invalid** votes:

| Total number of members whose votes were invalid | Total number of votes cast by them |
|--|------------------------------------|
| NIL | NIL |

The relevant records relating to electronic voting shall remain in our safe custody until the Chairman considers, approves and signs the minutes of the 6th Annual General Meeting and the same shall thereafter be handed over to the Company Secretary for safe keeping.



Alwyn D'souza
F.C.S No.5559,
Certificate of Practice No.5137
Practising Company Secretary
Place : Mumbai
Date : 17.09.2014

We the undersigned witnesseth that the votes were unblocked from the e-voting website of National Securities Depository Services Limited, (NSDL) (<https://www.evoting.nsdl.com/>) in our presence on 13th September, 2014 at the office of the Scrutinizer.



Ms. Kirti Iyer
Building No.2, Room No.106,
Mahadeo Complex, Ramdev
Park Road, Mira Road (East),
Thane 401107.



Ms. Divya Ved
11 Victor Apartments, Holly Cross Road,
I C Colony, Borivali (West), Mumbai 400103.