

FUTURE MARKET NETWORKS

catalysing consumption

CIN: L45400MH2008PLC179914

September 30, 2015

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 Sirs,

Sub: Proceedings of 7th Annual General Meeting of the Company

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

Pursuant to Clause 31(d) and other applicable provisions, if any of the Listing Agreements, kindly note that the 7th Annual General Meeting of the Company was held on September 29, 2015 and based on the Scrutinizer's Report dated September 30, 2015, the following businesses were transacted/approved at the said meeting:

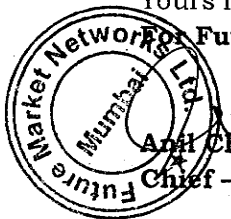
- 1.a) the audited Financial Statements of the Company for the financial year ended March 31, 2015, the Reports of the Board of Directors and Auditors thereon; and
- 1.b) the audited consolidated financial statement of the Company for the financial year ended March 31, 2015 and the Profit and Loss Account 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 (holding DIN: 00220632), as Director of the Company, liable to retire by rotation.
3. Appointment of M/s. Viren Gandhi & Co. Chartered Accountants as statutory auditors of the Company in place of the retiring Auditors M/s. NGS & Co. LLP, Chartered Accountants.
4. Appointment of Mr. K.A. Somayajulu, as an Independent Director for a period of 3 consecutive years commencing from the date of this Annual General Meeting to September 28, 2018.
5. Appointment of Ms. Udita Jhunjhunwala, as an Independent Director for a period of 3 consecutive years commencing from the date of this Annual General Meeting to September 28, 2018.
6. Approval of Material Related Party Transaction in terms of Clause 49 of the listing agreement.

Kindly take the same on record.

Thanking you

Yours faithfully

Future Market Networks Limited



Arul 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.fmn@futuregroup.in

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

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The Manager
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Dept of Corporate Services (CRD)
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Dalal Street,
Mumbai - 400 001

Sub: Disclosure of Voting Results of the 7th Annual General Meeting held on September 29, 2015 as per the requirement of Clause 35A of the Equity Listing Agreement.

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

Dear Sir,

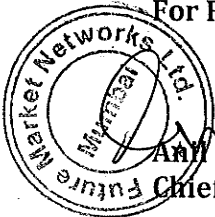
At the 7th Annual General Meeting (AGM) of the Future Market Networks Limited held on September 29, 2015 at Sunville Banquets 9, Dr. Annie Besant Road, Worli, Mumbai - 400 018. All items of the business contained in the Notice of the Annual General Meeting were approved by the Shareholders.

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

Thanking you,

Yours faithfully,

For Future Market Networks Limited



Anil Cherman
Chief - 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.
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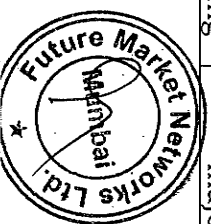
Registered Office : Knowledge House, Shyam Nagar, Jogeshwari-Vikholi Link Road, Jogeshwari (East), Mumbai - 400 060

**RESULTS UNDER CLAUSE 35A
RESULT OF E-VOTING**

Date of General Meeting (Date of Declaration of results of e-voting)	:	September 29, 2015
Total no. of Shareholders as on the cut-off date (September 21, 2015)	:	15000
No. of Shareholders present in person or through proxy	:	57
No. of Shareholders attending through 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*)	Remarks
1.	a) the audited Financial Statements of the Company for the financial year ended March 31, 2015, the Reports of the Board of Directors and Auditors thereon; and b) the audited consolidated financial statement of the Company for the financial year ended March 31, 2015 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.	Ordinary	E-voting & physical voting at the meeting	Passed Unanimously
2.	Appointment of Mr. Rajesh Kalyani (holding DIN: 002220632), as Director of the Company, liable to retire by rotation.	Ordinary	E-voting & physical voting at the meeting	Passed by requisite majority
3.	Appointment of M/s. Viren Gandhi & Co. Chartered Accountants as statutory auditors of the Company in place of the retiring Auditors M/s. NGS & Co. LLP, Chartered Accountants.	Special	E-voting & physical voting at the meeting	Passed by requisite majority
4.	Appointment of Mr. K.A. Somayajulu, as an Independent Director for a period of 3 consecutive years commencing from the date of this Annual General Meeting to September 28, 2018.	Ordinary	E-voting & physical voting at the meeting	Passed by requisite majority
5.	Appointment of Ms. Uditia Jhunjhunwala, as an Independent Director for a period of 3 consecutive years commencing from the date of this Annual General Meeting to September 28, 2018.	Ordinary	E-voting & physical voting at the meeting	Passed by requisite majority
6.	Approval of Material Related Party Transaction in terms of Clause 49 of the listing agreement.	Special	E-voting & physical voting at the meeting	Passed by requisite majority



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	100.00	40886700	0	100.00	0
Public- Institutional Holders	597284	31688	5.31	31688	0	100.00	0
Public- Others	14370422	4647270	32.34	4647270	0	100.00	0
TOTAL	55854406	45565658	81.58	45565658	0	100.00	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	100.00	40886700	0	100.00	0
Public- Institutional Holders	597284	31688	5.31	31688	0	100.00	0
Public- Others	14370422	4643114	32.31	4643114	3000	99.94	0.06
TOTAL	55854406	45561502	81.57	45558502	3000	99.99	0.01



DETAILS OF VOTING (E-VOTING PROCESS) FOR RESOLUTION No: 3 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
Promoters & Promoter Group	40886700	40886700	100.00	40886700	0	100.00	0
Public- Institutional Holders	597284	31688	5.31	31688	0	100.00	0
Public- Others	14370422	4643114	32.31	4639989	3125	99.93	0.07
TOTAL	55854406	45561502	81.57	45558377	3125	99.99	0.01



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	100.00	40886700	0	100.00	0
Public- Institutional Holders	597284	31688	5.31	31688	0	100.00	0
Public- Others	14370422	4643114	32.31	4640114	3000	99.94	0.06
TOTAL	55854406	45561502	81.57	45558502	3000	99.99	0.01



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
Promoters & Promoter Group	40886700	40886700	100.00	40886700	0	100.00	0
Public- Institutional Holders	597284	31688	5.31	31688	0	100.00	0
Public- Others	14370422	4643114	32.31	4640114	3000	99.94	0.06
TOTAL	55854406	45561502	81.57	45558502	3000	99.99	0.01



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	25709946	62.88	25709946	0	100.00	0
Public- Institutional Holders	597284	31688	5.31	31688	0	100.00	0
Public- Others	14370422	4643114	32.31	4640114	3000	99.94	0.06
TOTAL	55854406	30384748	54.40	30381748	3000	99.99	0.01



Future Market Networks Limited

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

COMBINED SCRUTINIZERS' REPORT

ON

REMOTE E-VOTING AND POLL

CONDUCTED AT THE 7th ANNUAL GENERAL MEETING OF

FUTURE MARKET NETWORKS LIMITED

HELD ON 29TH SEPTEMBER, 2015

ALWYN DSOUZA
ALWYN D'SOUZA & CO.
COMPANY SECRETARIES

Annex-103, Dimple Arcade, Asha Nagar, Kandivli (E), Mumbai 400101.Tel: 022-28549355
Br Off. D-003, Gr. Flr, Indraprasta, Poonam Vihar, Mira Rd (E) Thane 401107.Tel: 28125781
Website : www.alwynjay.com ; E-mail: alwyn.co@gmail.com ; Mob: 09820465195

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 the Scrutinizers

[Pursuant to Section 108 of the Companies Act, 2013 and Companies (Management and Administration) Rules 2014 as amended]

To,

The Chairman

Of 7th Annual General Meeting of the Equity Shareholders of **Future Market Networks Limited** held on Tuesday, 29th day of September 2015 at 3.00 p.m. at Sunville Banquets 9, Dr. Annie Besant Road, Worli, Mumbai - 400018.

Dear Sir,

I, Alwyn D'souza of M/s Alwyn D'souza & Co., Company Secretaries, Mumbai, having office at Annex-103, Dimple Arcade, Asha Nagar, Kandivli (E), Mumbai 400101 appointed as Scrutinizer for the purpose of scrutinizing both remote electronic voting process under the provisions of Section 108 of the Companies Act, 2013 read with Rule 20&21 of the Companies (Management and Administration) Amendment Rules, 2015 and voting by use of ballot at the venue of the Annual General Meeting on the resolutions contained in the Notice calling the 7th Annual General Meeting of the Company held on Tuesday, 29th day of September 2015 at 3.00 p.m. at Sunville Banquets 9, Dr. Annie Besant Road, Worli, Mumbai - 400018, submit my report as under:

- a) The Compliance with the provisions of the Companies Act, 2013 and the Rules made thereunder relating to remote E-Voting and voting by using ballots by the shareholders on the resolutions proposed in the Notice calling the 7th Annual General Meeting of the Company is the responsibility of the management. Our responsibility as scrutinizers is to ensure that the voting process is conducted in a fair and transparent manner, and render a consolidated scrutinizer's report on the voting to the chairman on the resolutions based on the reports generated from the electronic voting system by the National Securities Depository Limited (NSDL) and the reports generated electronically by Registrar and Transfer Agents, M/s. Link Intime India Private Limited for voting by use of ballots at the meeting.
- b) The remote e-voting was concluded on 28th September, 2015 at 5.00 p.m.



- c) At the 7th Annual General Meeting of the Company held on 29th September, 2015, the Chairman at the end of the discussions on the resolution(s) announced the voting by use of ballots to facilitate the members present in the meeting who could not participate in the remote e-voting to record their votes.
- d) I have issued scrutinizer's report separately on the remote e-voting and voting by use of ballots at the meeting and I hereby submit a consolidated scrutinizer's report pursuant to rule 20 (4) (xii) on the resolutions contained in the Notice of the 7th Annual General Meeting.
- e) The consolidated result of the voting is as under:

A. RESOLUTION NO.1 - ORDINARY RESOLUTION

To receive, consider and adopt:

- a) the audited financial statements of the Company for the financial year ended March 31, 2015, the reports of the Board of Directors and Auditors thereon; and
- b) the audited consolidated financial statement of the Company for the financial year ended March 31, 2015.

(i) Voted in favour of the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
75	4,55,65,658	100

(ii) Voted against the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Nil	Nil	N.A

(iii) Invalid votes:

Total number of members whose votes were declared 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	Number of votes cast by them	% of total number of valid votes cast
66	4,55,58,502	99.993

(ii) Voted against the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
1	3,000	0.007

(iii) Invalid votes:

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

C. RESOLUTION NO.3: SPECIAL RESOLUTION

Appointment of M/s.Viren Gandhi & Co., Chartered Accountants, Mumbai, bearing ICAI Firm Registration No. 111558W, as the Statutory Auditors of the Company in place of the retiring Auditors Messers NGS & Co. LLP, Chartered Accountants, bearing ICAI Firm Registration 119850W

(i) Voted in favour of the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
65	4,55,58,377	99.993

(ii) Voted against the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
2	3,125	0.007

(iii) Invalid votes:

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



D. RESOLUTION NO.4: ORDINARY RESOLUTION

To appoint Mr. Somayajulu Ayyanna Kodukula (holding DIN: 02535927) as an Independent Director 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
66	4,55,58,502	99.993

(ii) Voted against the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
1	3,000	0.007

(iii) Invalid votes:

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

E. RESOLUTION NO.5: ORDINARY RESOLUTION

To appoint Ms. Udita Jhunjhunwala (holding DIN: 00120951) as an Independent Director.

(i) Voted in favour of the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
66	4,55,58,502	99.993

(ii) Voted against the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
1	3,000	0.007

(iii) Invalid votes:

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

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F. RESOLUTION NO.6: SPECIAL RESOLUTION

To accord the consent of the members pursuant to provisions of Section 188 of the Companies Act, 2013 for entering into contracts / arrangements / to continue with existing arrangement(s) or contract(s) with related parties viz. Promoter Group Company(ies),Subsidiaries (whether wholly owned or otherwise),

(i) Voted in favour of the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
65	3,03,81,748(*)	99.99

(ii) Voted against the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
1	3,000	0.01

(iii) Invalid votes:

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

(*) the votes of one corporate shareholder holding 1,51,76,754 equity shares has not been considered since the said shareholder is interested in the resolution.

Based on the foregoing, the Resolution No.(s) 1 to 6 shall be deemed to have been passed with the requisite majority.

All the relevant records of Voting is under my safe custody until the Chairman considers, approves and signs the Minutes of the 7th Annual General Meeting and the same shall be handed over thereafter to the Chairman or the Company Secretary for safe keeping.

Thanking you,
Sincerely,



Alwyn D'souza
F.C.S No.5559,
Certificate of Practice No.5137
Practising Company Secretary

Countersigned by:
For Future Market Networks Limited


Company Secretary

30 SEP 2015