

**COMBINED SCRUTINIZERS' REPORT**

**ON**

**REMOTE E-VOTING AND POLL**

**CONDUCTED AT THE 9<sup>th</sup> ANNUAL GENERAL MEETING OF**

**FUTURE MARKET NETWORKS LIMITED**

**HELD ON SEPTEMBER 15, 2017**

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**ALWYN D'SOUZA**

**ALWYN D'SOUZA & CO.  
COMPANY SECRETARIES**

Annex-103, Dimple Arcade, Asha Nagar, Kandivali (East), Mumbai 400101.

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## 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 9<sup>th</sup> Annual General Meeting of the Equity Shareholders of **Future Market Networks Limited** held on Friday, 15<sup>th</sup> day of September 2017 at 2.00 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 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 in accordance with Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015 and voting by use of ballot at the venue of the Annual General Meeting on the resolutions contained in the Notice calling the 9<sup>th</sup> Annual General Meeting of the **Future Market Networks Limited** (CIN: L45400MH2008PLC179914 ) ("the Company") held on Friday, 15<sup>th</sup> day of September 2017 at 2.00 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 9<sup>th</sup> Annual General Meeting of the Company is the responsibility of the management. Our responsibility as scrutinizer 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 concluded on September 14, 2017 at 5.00 p.m.
- c) At the 9<sup>th</sup> Annual General Meeting of the Company held on September 15, 2017, 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 9<sup>th</sup> 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 Standalone Financial Statements of the Company for the financial year ended March 31,2017 together with 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, 2017 together with the report of Auditors thereon

(i) Voted in favour of the resolution:

Particulars of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-Voting	72	47107425	-
Voting by Poll at the AGM venue	39	90649	-
<b>TOTAL</b>	<b>111</b>	<b>47198074</b>	<b>100.00</b>

(ii) Voted against the resolution:

Particulars of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-Voting	3	7	-
Voting by Poll at the AGM venue	1	1	-
<b>TOTAL</b>	<b>4</b>	<b>8</b>	<b>0.00</b>

(iii) Invalid votes:

Particulars of Voting	Total number of members whose votes were declared invalid	Total number of votes cast by them
Remote e-Voting	Nil	Nil
Voting by Poll at the AGM venue	Nil	Nil
<b>TOTAL</b>	<b>Nil</b>	<b>Nil</b>

**B. RESOLUTION NO.2: ORDINARY RESOLUTION**

To appoint a director in place of Mr. Rajesh Kalyani (DIN: 00220632), 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:

Particulars of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-Voting	72	47107425	-
Voting by Poll at the AGM venue	38	899	-
<b>TOTAL</b>	<b>110</b>	<b>47108324</b>	<b>100.00</b>

(ii) Voted against the resolution:

Particulars of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-Voting	3	7	-
Voting by Poll at the AGM venue	1	1	-
<b>TOTAL</b>	<b>4</b>	<b>8</b>	<b>0.00</b>

(iii) Invalid votes:

Particulars of Voting	Total number of members whose votes were declared invalid	Total number of votes cast by them
Remote e-Voting	Nil	Nil
Voting by Poll at the AGM venue	1	89750
<b>TOTAL</b>	<b>1</b>	<b>89750</b>

**C. RESOLUTION NO.3: ORDINARY RESOLUTION**

**Appointment of M/s.Viren Gandhi & Co., Chartered Accountants, Mumbai, bearing ICAI Firm Registration No. 111558W, as the Statutory Auditors of the Company.**

(i) Voted in favour of the resolution:

Particulars of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-Voting	71	47107424	-
Voting by Poll at the AGM venue	37	90529	-
<b>TOTAL</b>	<b>108</b>	<b>47197953</b>	<b>100.00</b>

(ii) Voted against the resolution:

Particulars of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-Voting	3	7	-
Voting by Poll at the AGM venue	1	1	-
<b>TOTAL</b>	<b>4</b>	<b>8</b>	<b>0.00</b>

(iii) Invalid votes:

Particulars of Voting	Total number of members whose votes were declared invalid	Total number of votes cast by them
Remote e-Voting	Nil	Nil
Voting by Poll at the AGM venue	2	120
<b>TOTAL</b>	<b>2</b>	<b>120</b>

**D. RESOLUTION NO.4: SPECIAL RESOLUTION**

**Re-appointment of Mr. Vijai Singh Dugar (DIN: 03163399) as an Independent Director of the Company.**

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

Particulars of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-Voting	73	47107625	-
Voting by Poll at the AGM venue	39	90649	-
<b>TOTAL</b>	<b>113</b>	<b>47198274</b>	<b>100.00</b>

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

Particulars of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-Voting	3	7	-
Voting by Poll at the AGM venue	1	1	-
<b>TOTAL</b>	<b>4</b>	<b>8</b>	<b>0.00</b>

(iii) **Invalid** votes:

Particulars of Voting	Total number of members whose votes were declared invalid	Total number of votes cast by them
Remote e-Voting	Nil	Nil
Voting by Poll at the AGM venue	Nil	Nil
<b>TOTAL</b>	<b>Nil</b>	<b>Nil</b>

**E. RESOLUTION NO.5: ORDINARY RESOLUTION**

**Appointment of Mr. Pramod Arora (DIN: 02559344) as a Director of the Company.**

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

Particulars of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-Voting	73	47107625	-
Voting by Poll at the AGM venue	39	90649	-
<b>TOTAL</b>	<b>112</b>	<b>47198274</b>	<b>100.00</b>

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

Particulars of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-Voting	3	7	-
Voting by Poll at the AGM venue	1	1	-
<b>TOTAL</b>	<b>4</b>	<b>8</b>	<b>0.00</b>

(iii) **Invalid** votes:

Particulars of Voting	Total number of members whose votes were declared invalid	Total number of votes cast by them
Remote e-Voting	Nil	Nil
Voting by Poll at the AGM venue	Nil	Nil
<b>TOTAL</b>	<b>Nil</b>	<b>Nil</b>

**F. RESOLUTION NO.6: SPECIAL RESOLUTION**

**Appointment and remuneration of Mr. Pramod Arora (DIN: 03163399) as a Whole-time Director of the Company**

(i) Voted in favour of the resolution:

Particulars of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-Voting	72	47107624	-
Voting by Poll at the AGM venue	39	90649	-
<b>TOTAL</b>	<b>111</b>	<b>47198273</b>	<b>100.00</b>

(ii) Voted against the resolution:

Particulars of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-Voting	4	8	-
Voting by Poll at the AGM venue	1	1	-
<b>TOTAL</b>	<b>5</b>	<b>9</b>	<b>0.00</b>



(iii) Invalid votes:

Particulars of Voting	Total number of members whose votes were declared invalid	Total number of votes cast by them
Remote e-Voting	Nil	Nil
Voting by Poll at the AGM venue	Nil	Nil
<b>TOTAL</b>	<b>Nil</b>	<b>Nil</b>

Based on the foregoing, the Resolution No.(s) 1 to 6 as stated in the Notice dated August 14, 2017 of the Annual General Meeting held on September 15, 2017 shall be deemed to be 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 9<sup>th</sup> 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

Place : Mumbai  
Date : September 16, 2017

Countersigned by:

**For Future Market Networks Limited**

**Anil Cherian**  
Head: Legal & Company Secretary