

September 03, 2025

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

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

Subject: Notice of the 17th Annual General Meeting.

Dear Sir/Madam,

The 17th Annual General Meeting ('AGM') of Future Market Networks Limited ('the Company') will be held on Thursday, September 25, 2025 at 2:30 p.m. (I.S.T.) through Video Conferencing ('VC')/ Other Audio Visual Means ('OAVM').

Pursuant to Regulation 30 and 34(1) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ('SEBI LODR Regulations'), we are enclosing herewith, the Notice of the AGM, which forms part of the Annual Report for the financial year 2024-25.

The above is for your kind information and record.

Yours Sincerely,

For Future Market Networks Limited



Anil Cherian
Head – Legal and Company Secretary

Encl.: a/a

Notice

NOTICE is hereby given that the Seventeenth (17th) Annual General Meeting of the Members of Future Market Networks Limited will be held on **Thursday, September 25, 2025 at 2.30 p.m. IST** through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM") facility to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt:
 - a) the Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2025, together with the reports of the Board of Directors and Auditors thereon; and
 - b) the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2025, together with the report of Auditors thereon.
2. 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, seeks re-appointment.
3. Appointment M/s. Bakliwal and Company, Chartered Accountants, as Statutory Auditors of the Company.

To consider and, if thought fit, to pass the following Resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to Sections 139, 141, 142 and all other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Audit and Auditors) Rules, 2014, (including any statutory modification(s) or re-enactment thereof and pursuant to the recommendations of the Audit Committee and the Board of Directors of the Company, M/s. Bakliwal and Company, Chartered Accountants (Firm Registration Number: 130381W) ("**Bakliwal & Co**") be and are hereby appointed as the Statutory Auditors of the Company for the term of two consecutive years, who shall hold office from the conclusion of this 17th Annual General Meeting until the conclusion of the 19th Annual General Meeting of the Company, on such remuneration as may be decided by the Board of Directors of the Company on the recommendation of the Audit Committee from time to time.

RESOLVED FURTHER THAT the Board of Directors of the Company, (including its committees thereof), be and are hereby authorized to do all such acts, deeds, matters and things as may be deemed proper, necessary, or expedient, including filing the requisite forms or submission of documents with any authority or accepting any modifications to the clauses as required by such authorities, for the purpose of giving effect to this resolution and for matters connected therewith, or incidental thereto."

SPECIAL BUSINESS:

4. **To appoint Mr. Shreesh Misra (DIN: 01641532) as Non- Executive Non-Independent Director**

To consider and if thought fit, to pass the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of section 152 and other applicable provisions, if any, of the Companies Act, 2013, read with the rules made thereunder ("the Act"), the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") (including any statutory modification(s), amendment(s), or re-enactment(s) thereof for the time being in force), and the Articles of Association of the Company, based on the recommendation of the Nomination and Remuneration Committee and the Board of Directors, Mr. Shreesh Misra (DIN: 01641532), in respect of whom the Company has received a notice in writing under Section 160(1) of the Act from a member proposing his candidature for the office of Director, be and is hereby appointed as a Non-Executive Non-Independent Director, liable to retire by rotation, with effect from February 12, 2025.

RESOLVED FURTHER THAT the Board of Directors of the Company ("the Board" which term shall deem to include a Committee thereof for the time being exercising the powers granted by the Board) be and is hereby authorised to do all such acts, deeds, matters and things as may be necessary, expedient and desirable for the purpose of giving effect to this resolution."

5. **Appointment of M/s Alwyn Jay & Co., Company Secretaries as Secretarial Auditor of the Company**

To consider and, if thought fit, to pass the following Resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Regulation 24A and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") read with Circulars issued thereunder from time to time and Section 204 and other applicable provisions of the Companies Act, 2013, if any read with Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 ("the Act"), M/s Alwyn Jay & Co, Practising Company Secretaries (Firm Registration Number P2010MH021500) be and is hereby appointed as Secretarial Auditors of the Company for a period of 5 [Five] consecutive years, from April 1, 2025 to March 31, 2030 ('the Term'), on such terms and conditions, including remuneration as may be determined by the Board of Directors (hereinafter referred to as the 'Board' which expression shall include any Committee thereof or person(s) authorized by the Board).

RESOLVED FURTHER THAT approval of the Members is hereby accorded to the Board to avail or obtain from the Secretarial Auditor, such other services or certificates or reports which the Secretarial Auditor may be eligible to provide or issue under the applicable laws at a remuneration to be determined by the Board.

RESOLVED FURTHER THAT the Board and or the Company Secretary of the Company be and is hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution and for matters connected therewith or incidental thereto."

6. **To approve Future Market Networks Limited Employee Stock Option Scheme - 2025 ("FMNL - ESOS 2025")**

To consider and, if thought fit, to pass the following Resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Section 62(1)(b) and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder, the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 and any other circulars/ notifications/ guidance/ FAQs issued thereunder, as amended from time to time (hereinafter referred to as "SEBI SBEB Regulations"), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Articles of Association and subject to such other approvals, permissions and sanctions as may be necessary and subject to such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions, approval of the members be and is hereby accorded for formulation of "Future Market Networks Limited - Employee Stock Option Scheme – 2025" (hereinafter referred to as "FMNL ESOS - 2025") authorising the Board of Directors (hereinafter referred to as the "Board" which term shall be deemed to include any Committee, including the Nomination, Remuneration and Compensation Committee ("Committee"), which the Board has constituted to exercise its powers, including the powers conferred by this resolution read with Regulation 5 of SEBI SBEB Regulations) to create, issue and grant not exceeding 50,00,000 (Fifty Lakhs) stock options ("Options"), in one or more tranches, from time to time, to such person(s) who are in the employment or service of the Company, subject to their eligibility as may be determined under "FMNL ESOS – 2025", which upon exercise shall not exceed in aggregate 50,00,000 (Fifty Lakhs) fully paid up equity shares of a face value of INR 10/- (Indian Rupees ten only) each (or such adjusted numbers for any bonus, stock splits or consolidation or other re-organization of the capital structure of the Company as may be applicable including but not limited to any corporate action, from time to time), where one Option upon exercise shall convert into one equity share subject to payment/ recovery of requisite exercise price and applicable taxes, on such terms, conditions and in such manner as the Board/ Committee may decide in accordance with the provisions of the applicable laws and the provisions of FMNL - ESOS 2025.

RESOLVED FURTHER THAT the equity shares as specified here in above shall be issued and allotted to the Option grantees upon exercise of Options in accordance with the terms of the grant and provisions of the "FMNL - ESOS 2025" and such equity shares shall rank pari passu in all respects with the then existing equity shares of the Company.

RESOLVED FURTHER THAT in case of any corporate action(s) such as right issue, bonus issue, change in capital structure, or other re-organization, the ceiling aforesaid in terms of number of equity shares reserved under the ESOS 2025, shall be adjusted with a view to facilitate fair and reasonable adjustment to the eligible employees as per provisions of the SEBI SBEB Regulations and such adjusted number of equity shares shall be deemed to be the ceiling as originally approved.

RESOLVED FURTHER THAT in case equity shares are either sub-divided or consolidated, then the number of equity shares to be allotted and to the extent allowed exercise price payable by the Option grantees under the "FMNL ESOS 2025" shall automatically stand augmented or reduced, as the case may be, in the same proportion as the present face value of INR 10/- (Indian Rupees ten only) each, bears to the revised face value of the equity shares of the Company after such consolidation or sub-division, without affecting any other rights or obligations of the said Option grantees.

RESOLVED FURTHER THAT the Board/ Committee be and is hereby authorised to take requisite steps for listing of the equity shares to be allotted under the "FMNL - ESOS 2025" on the National Stock Exchange of India Limited and BSE Limited in compliance with SEBI SBEB Regulations and other applicable laws.

RESOLVED FURTHER THAT the Company shall conform to the accounting policies prescribed from time to time under the SEBI SBEB Regulations and any other applicable laws and regulations to the extent relevant and applicable to FMNL - ESOS 2025.

RESOLVED FURTHER THAT without prejudice to the generality of the above, but subject to the terms as approved by the members, in accordance with the terms of the FMNL - ESOS 2025 and the Articles of Association, the Board/ Committee be and is hereby authorized on behalf of the Company to bring into effect the FMNL - ESOS 2025 subject to compliance with the SBEB Regulations and/ or applicable laws prevailing from time to time, as it may deem fit.

RESOLVED FURTHER THAT the Board/ Committee be and is hereby authorised at any time to modify, change, vary, alter, amend, suspend, withdraw or terminate the FMNL - ESOS 2025, subject to consent of the members by way of a special resolution to the extent required under the applicable laws including the SEBI SBEB Regulations and to do all such acts, deeds, matters and things in its absolute discretion deems fit, for such purpose and also to settle any issues, questions, difficulties or doubts that may arise in this regard and further to execute all such documents, writings and to give such directions and or instructions as may be

necessary or expedient to give effect to such modification, change, variation, alteration, amendment, suspension or termination of the FMNL - ESOS 2025 and do all other things incidental and ancillary thereof.

RESOLVED FURTHER THAT the Board and/or Committee and/or any of the Directors or the Company Secretary, be and are hereby authorized to do all such acts, deeds, matters and things, as may be considered necessary, expedient or desirable for giving effect to the foregoing resolution."

7. **To approve FMNL Employees Stock Option Plan 2025 ("FMNL ESOP 2025") for Subsidiary Company (ies):**

To consider and if thought fit, to pass, the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Section 62(1)(b) and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder, the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 and any other circulars/ notifications/ guidance/ FAQs issued thereunder, as amended from time to time (hereinafter referred to as "SEBI SBEB Regulations"), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Articles of Association and subject to such other approvals, permissions and sanctions as may be necessary and subject to such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions, approval of the members be and is hereby accorded for authorising the Board of Directors (hereinafter referred to as the "Board" which term shall be deemed to include any Committee, including the Nomination & Remuneration Committee ("Committee"), which the Board has constituted to exercise its powers, including the powers conferred by this resolution read with Regulation 5 of SEBI SBEB Regulations) to create, issue and grant such number of employee stock options ("Options") under the 'Future Market Networks Limited - Employee Stock Option Scheme-2025' ("FMNL - ESOS 2025"), in one or more tranches, from time to time, to such person(s) who are in the employment or service on exclusive basis with any existing and/ or future subsidiary(ies) of the Company, in India or outside India, including any director thereof, whether whole-time or otherwise (other than employees/directors who are promoters or belonging to the promoter group, independent directors and directors holding directly or indirectly more than ten percent (10%) of the outstanding equity shares of the Company), within the overall and individual limits of the FMNL - ESOS 2025 as amended from time to time, where one Option upon exercise shall entitle the Option grantee to one fully paid-up equity share of face value of INR 10/- (Indian Rupees ten only) each, on such terms and in such manner as the Board/ Committee may decide in accordance with the provisions of the applicable laws and the provisions of FMNL - ESOS 2025.

RESOLVED FURTHER THAT the Board and/or Committee and/or any of the Directors or the Company Secretary, be and are hereby authorized to do all such acts, deeds, matters and things, as may be considered necessary, expedient or desirable for giving effect to the foregoing resolution."

Registered Office:

Knowledge House, Shyam Nagar,
Off. Jogeshwari – Vikhroli Link Road,
Jogeshwari East, Mumbai – 400060
CIN: L45400MH2008PLC179914
E-mail: info.fmnl@futuregroup.in
Website: www.fmn.co.in
Place: Mumbai
Date: August 13, 2025

**By Order of the Board
For Future Market Networks Limited**

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

IMPORTANT NOTES:

1. The Ministry of Corporate Affairs ("MCA") has vide its General Circular nos. 14/2020 dated 08th April, 2020; 17/2020 dated 13th April, 2020; 20/2020 dated 05th May, 2020; and subsequent circulars issued in this regard, including latest circular no. 09/2024 dated 19th September, 2024, read with the Securities and Exchange Board of India ("SEBI") Circular no. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12th May, 2020 and other relevant circulars including circular no. SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated 05th January, 2023 and Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated 03rd October, 2024 (hereinafter collectively referred to as "Circulars"), and in compliance with the provisions of the Companies Act, 2013 ("the Act") and the SEBI (Listing Obligations and Disclosure Requirement) Regulation, 2015 ("Listing Regulations"), permitted the holding of the Annual General Meeting (AGM) through Video Conferencing (VC) or Other Audio Visual Means (OAVM), without the physical presence of the members at a common venue.
2. In compliance with the provisions of the Act read with the Circulars, the 17th Annual General Meeting of the Company ("AGM/ the Meeting") is being held through VC/OAVM only. Further, in accordance with the Secretarial Standard-2 ("SS-2") on General Meetings issued by the Institute of Company Secretaries of India ("ICSI") read with Guidance/Clarification dated 15th April, 2020 issued by ICSI, the proceedings of the AGM shall be deemed to be conducted at the Registered Office of the Company, which shall be the deemed venue of the AGM.

3. Explanatory Statement pursuant to Section 102 of the Act in respect of the business under item nos. 3 to 7 set out above and additional information, pursuant to Regulation 36 of the LODR Regulations, in respect of the directors seeking appointment / reappointment at the AGM, forms part of this Notice.
4. Since this AGM is being held pursuant to the Circulars through VC/OAVM only, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence, the Proxy Form, Attendance Slip and Route Map are not annexed to this Notice.
5. The Members can join the AGM in the VC/OAVM mode 30 minutes before and 15 minutes after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. Pursuant to Regulation 44(6) of Listing Regulations, the Company is also providing a live webcast of the proceedings of the AGM. The Members will be able to view the proceedings on National Securities Depository Limited's ('NSDL') e-Voting website at www.evoting.nsdl.com. The facility of participation at the AGM through VC/OAVM will be made available to 1,000 Members on a first come first served basis as per the MCA Circulars. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, Auditors etc. who are allowed to attend the AGM, without restriction on account of a first come first served basis.
6. 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 Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 (as amended), and the Circulars issued by the MCA dated April 08, 2020, April 13, 2020, May 05, 2020 and September 25, 2023 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has made an arrangement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, and independent agency for providing necessary platform for Video Conference/OAVM and necessary technical support as may be required. Therefore, the facility of casting votes by a member using remote e-voting system as well as e-voting on the day of the AGM will be provided by NSDL.
7. In line with the Circulars, the Annual Report for the Financial Year 2024-25 including Notice of the AGM, inter alia, indicating the process and manner of e-voting is being sent by email, to all the Members whose email ids are registered with the Company/MUFG Intime India Private Limited (formerly known as Link Intime India Private Limited), the Registrar and Share Transfer Agent of the Company ("RTA") or with the respective Depository Participant(s) for communication purposes to the Members and to all other persons so entitled and the same will also be available on the website of the Company at info.fmnl@futuregroup.in and can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively and the AGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. www.evoting.nsdl.com. Additionally, in accordance with Regulation 36(1)(b) of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, the Company is also sending a letter to the Members whose e-mail addresses are not registered with Company/RTA/DP providing the weblink of Company's website from where the Annual Report for Financial Year 2024-25 can be accessed.
8. Institutional Investors, who are Members of the Company, are encouraged to attend and vote at the AGM through VC/OAVM facility. Corporate Members/ Institutional Investors (i.e. other than individuals, HUF's, NRI's, etc.) who are intending to appoint their authorized representatives pursuant to Sections 112 and 113 of the Act, as the case may be, to attend the AGM through VC or OAVM or to vote through remote e-voting are requested to send a certified copy of the Board Resolution to the Scrutinizer by e-mail at alwyn.co@gmail.com with a copy marked to evoting@nsdl.co.in and info.fmnl@futuregroup.in latest by Wednesday, September 24, 2025 (upto 5:00 p.m). Corporate Members/ Institutional shareholders (i.e. other than individuals, HUF's, NRI's etc.) can also upload their Board Resolution/Power of Attorney/Authority Letter etc. by clicking on "Upload Board Resolution/ Authority Letter" displayed under "e-Voting" tab in their login.
9. In terms of Regulation 40(1) of the Listing Regulations, as amended, securities of listed companies can be transferred only in dematerialized form with effect from April 1, 2019, except in case of request received for transmission or transposition of securities. Further, SEBI had fixed March 31, 2021, as the cutoff date for the re-lodgement of transfer deeds and the shares that are re-lodged for transfer shall be issued only in dematerialized mode. The requests for effecting transfer/transmission/transposition of securities shall not be processed unless the securities are held in the dematerialized form. Transfers of equity shares in electronic form are effected through the depositories with no involvement of the Company. Members holding shares in physical form are requested to consider converting their holdings to dematerialized form. Members can contact the Company's Registrar and Transfer Agent, MUFG Intime India Private Limited ("Registrar" or "RTA") at nt.helpdesk@in.mpms.mufg.com or Tel: 8108116767, Toll-free number: 1800 1020 878 for assistance in this regard.
10. To support the 'Green Initiative', Members who have not yet registered their email addresses are requested to register the same with their DPs in case the shares are held by them in electronic form and with MUFG Intime in case the shares are held by them in physical form.

11. Members are requested to intimate changes, if any, about their name, postal address, e-mail address, telephone/mobile numbers, PAN, power of attorney registration, Bank Mandate details, etc., to their Depository Participant ("DP") in case the shares are held in electronic form and to the Registrar in case the shares are held in physical form, in prescribed Form No. ISR-1, quoting their folio number and enclosing the self-attested supporting document. Further, Members may note that SEBI has mandated the submission of PAN by every participant in the securities market.
12. As per the provisions of Section 72 of the Act, the facility for making a nomination is available for the Members in respect of the shares held by them. Members who have not yet registered their nominations are requested to register the same by submitting Form No. SH13. If a member desires to cancel the earlier nomination and record a fresh nomination, he may submit the same in Form SH-14. Members who are either not desiring to register Nomination or would want to opt out, are requested to fill and submit Form No. ISR-3. The said forms can be downloaded from the Company's website at www.fmn.co.in. Members are requested to submit the said form to their DP in case the shares are held in electronic form and to the RTA in case the shares are held in physical form, quoting their folio no.
13. SEBI, vide its circular dated March 16, 2023, has mandated Members holding shares in physical form to submit PAN, KYC and Nomination details in specified forms. Members may access www.fmn.co.in for Form ISR-1 to register PAN/email id/bank details/ other KYC details, Form ISR-2 to update signature and Form ISR-3 for declaration to opt out. Members may make service requests by submitting a duly filled and signed Form ISR-4, the format of which is available on the Company's website and on the website of the Company's Registrar and Transfer Agents.
14. Members holding shares in physical form, in identical order of names, in more than one folio are requested to send to the Company or MUFG Intime, the details of such folios together with the share certificates for consolidating their holdings in one folio. A consolidated share certificate will be issued to such Members after making requisite changes. The consolidation will be processed in demat form.
15. In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the AGM.
16. Members seeking any information with regard to the accounts or any matter to be placed at the AGM, are requested to write to the Company through email on info.fmnl@futuregroup.in. The same will be replied by the Company suitably.
17. In compliance with the aforesaid Circulars, Notice of the AGM along with the Annual Report 2024-25 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories. Members may note that the Notice and Annual Report 2024-25 will also be available on the website of the Company at <http://fmn.co.in/investor-relations/annual-reports.html>, websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively, and on the website of NSDL <https://www.evoting.nsdl.com>.
18. Members attending the AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
19. The Securities and Exchange Board of India (SEBI) vide their circular SEBI/HO/MIRSD/DOP1/CIR/P/2018/73 dated April 20, 2018 have directed all the listed companies to record the PAN and Bank Account details of all their shareholders. Accordingly, steps have already been taken for registering the PAN (including joint holders, if any) and Bank Account details. You are requested to forward the same to the Company / Registrar and Transfer Agent, MUFG Intime India Private Limited.
20. The Securities and Exchange Board of India (SEBI) vide their circular SEBI/LAD-NRO/GN/2018/24 dated June 8, 2018 has mandated that the transfer of securities of a listed company would be carried out in dematerialized form only. Accordingly, in terms of amended Regulation 40 of the Listing Regulations, the shares held in physical form will not be considered for transfer.
21. The Members who would like to express their views or ask questions during the AGM may register themselves as a speaker by sending request at info.fmnl@futuregroup.in mentioning their name, DP ID and Client ID/folio number, PAN and mobile number atleast 48 hours before the commencement time of AGM. Those Members who have registered themselves as a speaker will only be allowed to express their views/ask questions during the AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.
22. The Register of Directors and Key Managerial Personnel and their shareholding, and the Register of Contracts or Arrangements in which the directors are interested, maintained under the Companies Act, 2013 will be available for inspection by the Members electronically during the AGM. Members seeking to inspect such documents can send an email to info.fmnl@futuregroup.in.
23. Mr. Alwyn D'Souza of M/s. Alwyn D'Souza & Co., Practicing Company Secretaries, Mumbai, (Membership No. F5559, Certificate of Practice No. 5137) or failing him Mr. Jay D'Souza of M/s. Jay D'Souza & Co., Practicing Company Secretaries, Mumbai (Membership No. F3058, Certificate of Practice No. 6915) has been appointed as the Scrutinizers for providing facility to the members of the Company to scrutinize the voting at the AGM and remote e-voting process in a fair and transparent manner.

24. Pursuant to the provisions of Section 91 of the Act, the Register of Members and Share Transfer Books of the Company will remain closed from Friday, September 19, 2025 to Tuesday, September 23, 2025 (both days inclusive) for the purpose of AGM.
25. Under Section 124 of the Act, the amount of dividend remaining unpaid or unclaimed for a period of seven years from the due date is required to be transferred to the Investor Education and Protection Fund (IEPF), constituted by the Central Government. During the year under review, the Company has neither declared any dividend nor there are any outstanding amount of unclaimed dividends which were liable to be transferred to the IEPF.

The members who must claim their entitlements are requested to make their claims directly to the Company or to MUFG Intime India Private Limited (RTA), C 101, 247 Park, L B S Marg, Vikhroli West, Mumbai 400 083.
26. The Independent Directors of the Company have been appointed for a maximum term of 5 years in accordance with the relevant provisions of the Act and are not eligible to retire by rotation.
27. Non-Resident Shareholders are requested to inform immediately Registrar and Share Transfer Agent, MUFG Intime India Private Limited:
 - a) The change in the Residential status on return to India for permanent settlement.
 - b) The particulars of the Bank Account maintained in India with complete name, branch, account type, account number and address of the Bank, if not furnished earlier.
28. Documents referred to in the Notice and explanatory statement shall be open for inspection by the Members by writing an e-mail to the Company Secretary at info.fmnl@futuregroup.in
29. To prevent fraudulent transactions, Members are advised to exercise due diligence and notify the Company of any change in address or demise of any Member as soon as possible. Members are also advised to not leave their Demat account(s) dormant for long. Periodic statements of holdings should be obtained from the concerned Depository Participant and holdings should be verified from time to time.
30. Instructions for e-voting and joining the AGM are as follows:

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER:-

The remote e-voting period begins on Monday, September 22, 2025 at 09:00 A.M. and ends on Wednesday, September 24, 2025 at 05:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. September 18, 2025 may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being September 18, 2025.

How do I vote electronically using NSDL e-Voting system?





The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode

As per SEBI Master Circular No. SEBI/HO/CFD/PoD2/CIR/P/0155 dated 11th November 2024 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> 1. For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 3. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS Portal" or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 4. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 5. Shareholders/Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience. <p style="text-align: center;">NSDL Mobile App is available on</p> <div style="display: flex; justify-content: center; gap: 20px;"> <div style="text-align: center;">  <p>App Store</p> </div> <div style="text-align: center;">  <p>Google Play</p> </div> </div> <div style="display: flex; justify-content: center; gap: 20px; margin-top: 10px;">   </div>
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> 1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then use your existing my easi username & password.

Type of shareholders	Login Method
	<p>2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.</p> <p>3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option.</p>
	<p>4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at 022 - 4886 7000 and 022 - 2499 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 21 09911

B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:

- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
 - c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
- a) Click on "[Forgot User Details/Password?](#)" (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) [Physical User Reset Password?](#)" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.

How to cast your vote electronically and join General Meeting on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join Meeting".
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.

5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to alwyn.co@gmail.com with a copy marked to evoting@nsdl.com. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "[Forgot User Details/Password?](#)" or "[Physical User Reset Password?](#)" option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on.: 022 - 4886 7000 or send a request to Mr. Sanjeev Yadav at evoting@nsdl.com.

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to info.fmnl@futuregroup.in.
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to info.fmnl@futuregroup.in. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. **Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode**.
3. Alternatively shareholder/members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE AGM ARE AS UNDER:-

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH

VC/OAVM ARE AS UNDER:

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of "VC/OAVM" placed under "**Join meeting**" menu against company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.

2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at info.fmnl@futuregroup.in. The same will be replied by the company suitably.

Registered Office:

Knowledge House, Shyam Nagar,
Off. Jogeshwari – Vikhroli Link Road,
Jogeshwari East, Mumbai – 400060
CIN: L45400MH2008PLC179914
E-mail: info.fmnl@futuregroup.in
Website: www.fmn.co.in
Place: Mumbai
Date: August 13, 2025

**By Order of the Board
For Future Market Networks Limited**

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

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 AND REGULATION 36 OF SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015

Item No. 3: Appointment M/s. Bakliwal and Company, Chartered Accountants, as Statutory Auditors of the Company.

Section 139 of the Companies Act, 2013, lays down the criteria for appointment and mandatory rotation of statutory auditors. Pursuant to section 139 of the act and rules made there under, it is mandatory to rotate the statutory auditors on completion of two terms of five consecutive years. The incumbent auditors, S K Patodia & Associates LLP, Chartered Accountants, Mumbai, (Firm Registration Number: 112723W) have served the company for two consecutive terms.

The Audit Committee of the Company has proposed and on August 13, 2025, the Board has recommended the appointment of M/s. Bakliwal and Company, Chartered Accountants (Firm Registration Number: 130381W) ("Bakliwal & Co") as the Statutory Auditors of the Company. Bakliwal & Co will hold office for a period of two consecutive years from the conclusion of the 17th Annual General Meeting of the company till the conclusion of the 19th Annual General Meeting to be held in the year 2027. The first year of the Audit will be of the financial statements for the year ending March 31, 2026, which will include the audit of the quarterly financial statements of the year. The appointment is subject to the approval of the members of the Company.

The Audit Committee and the Board of Directors considered various factors in recommending the appointment of Bakliwal & Co as the Statutory Auditors of the Company such as experience of the firm in handling audits, ability of the firm to seamlessly scale and understand the Company's operations, systems and processes, ability of the firm in servicing the Company, use of latest technologies and methods to advance audit quality and considered it to be suitable for appointment as statutory auditors. The Committee also considered the size, financial stability and nature of business of the Company while recommending the Statutory Auditor to the Board.

The remuneration of the Statutory Auditor shall be decided by the Board of Directors of the Company on the recommendation of the Audit Committee from time to time. Applicable taxes on remuneration and reimbursement of out-of-pocket expenses shall also be paid to the Statutory Auditors.

The Board of Directors, in consultation with the audit committee, may alter and vary the terms and conditions of appointment, including remuneration, in such manner and to such extent as may be mutually agreed with the statutory auditors.

Bakliwal & Co has consented to their appointment as Statutory Auditors and have confirmed that to the Company that their appointment, if made, shall be in compliance of Section 139 and 141 of the Companies Act, 2013 and Companies (Audit and Auditors) Rules, 2014.

Brief Profile

M/s Bakliwal & Co., Chartered Accountants (Firm Registration No 130381W) is a partnership firm, established in 2009. The firm has eight partners and other experienced staff spread across Mumbai, Thane, Indore, Jaipur, Surat and Delhi. The firm has extensive experience in audit and assurance services in various sectors i.e., Manufacturing, Banking, Financial Services, Education, Information Technology, Pharmaceutical etc.

None of the Directors, Key Managerial Personnel or their relatives except to the extent of their shareholding, to whom the resolution relates, is interested in or concerned, financially or otherwise, in passing the proposed resolution.

The Board recommends the resolution set forth in item no. 3 for the approval of members.

Item No. 4: Appointment of Mr. Shreesh Misra (DIN: 01641532) as a Non-Executive Non-Independent Director

Mr. Shreesh Misra (DIN: 01641532), is associated with the Company as an Executive Director since 2022. Upon attaining superannuation on February 12, 2025, Mr. Shreesh Misra ceased to be an Executive Director of the Company.

Mr. Shreesh Misra holds master's degree in business administration. He has almost 4 decades of versatile experience in management and operations with various corporates and worked with reputed corporates like Indian Hotels Company Limited, The Phoenix Mills Limited etc.

The Board of Directors believes that Mr. Shreesh Misra's superlative experience, leadership and guidance will be highly valuable to the Company. Accordingly, it is recommended that his association with the Company be continued as a Non-Executive Non-Independent Director, in accordance with the provisions of the Act and the SEBI Listing Regulations.

Taking into account the above and based on the recommendation of the Nomination and Remuneration Committee, the Board at its meeting held on February 10, 2025, approved the appointment of Mr. Shreesh Misra, as a Non-Executive Non Independent Director, liable to retire by rotation, with effect from February 12, 2025, 2025, subject to approval of the Members at this Annual General Meeting.

Mr. Shreesh Misra has consented to be appointed as a Non-Executive Non-Independent Director and has confirmed that he is not disqualified from being appointed as a Director under Section 164 of the Act. Mr. Shreesh Misra has also confirmed that he is not debarred from holding the office as a Director of the Company by virtue of any SEBI order or any such authority. Additionally, the Company has received notice from a Member, pursuant to Section 160(1) of the Act, proposing the candidature of Mr. Shreesh Misra for the office of Non-Executive Non-Independent Director of the Company.

The information as required under Regulation 36(3) of SEBI Listing Regulations and Secretarial Standard on General Meetings of Mr. Shreesh Misra is provided in Annexure A to the Notice.

The Board recommends the resolution for approval by the Members, as set out at Item No. 4 of the Notice.

Except Mr. Shreesh Misra, himself, being appointed, and his relatives, none of the Directors or Key Managerial Personnel of the Company nor their relatives are, in any way, concerned or interested, financially or otherwise, in this resolution.

Item No. 5: Appointment of M/s. Alwyn Jay & Co, Practising Company Secretaries as Secretarial Auditors and fix their remuneration

As per the recent amendment to Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI LODR), which has come into effect from April 01, 2025, the appointment of Secretarial Auditor(s) shall be approved by the Shareholders at Annual General Meeting of the Company. The tenure of the Secretarial Auditor in case of an individual Company Secretary in Practice should be for a maximum of one (1) term of five (5) consecutive years; or, in case of a Firm of Company Secretaries in Practice, for a maximum of two (2) terms of five (5) consecutive years. However, any prior association of the individual or the firm as the Secretarial Auditor of the Company before March 31, 2025, shall not be considered for the purpose of calculating the term of five years or ten years, as the case may be.

The Board, at its meeting held on May 19, 2025, based on the recommendation of the Audit Committee, has recommended the appointment of M/s. Alwyn Jay & Co, Peer Reviewed Firm of Company Secretaries in Practice (Firm Registration Number: P2010MH021500) as Secretarial Auditors for a term of 5(Five) consecutive years from April 1, 2025 till March 31, 2030.

Credentials of the Secretarial Auditor:

M/s. Alwyn Jay & Co (Firm Registration Number: P2010MH021500), a Secretarial Audit Firm, established in the year 2010, is a reputed firm of Company Secretaries. Specialization of the firm includes, but not limited to, Secretarial Audit, Corporate laws & taxation, Securities law including Corporate Governance & CSR, Capital markets, RBI, etc.

Over the years, M/s. Alwyn Jay & Co. has built a diverse client base and has served over 100 Corporate clients. Its clientele spans across corporates in the public sector, listed and multinational companies, leading corporates, MSMEs and firms.

The firm is Peer reviewed and Quality reviewed in terms of the guidelines issued by the ICSI.

M/s. Alwyn Jay & Co., have consented to the said appointment and confirmed that their appointment, if made, would be within the limits specified by the Institute of Companies Secretaries of India. They have further confirmed that they are not disqualified to be appointed as Secretarial Auditors in term of provisions of the Companies Act, 2013, the Companies Secretaries Act, 1980 and Rules and Regulations made thereunder and the SEBI Listing Regulations read with SEBI Circular dated December 31, 2024

Terms and conditions of appointment & remuneration:

a. Term of appointment:

5 (Five) consecutive years commencing from April 1, 2025 upto March 31, 2030.

b. Remuneration: INR 1,25,000/- (Indian Rupees One Lakhs Twenty Five Thousand only) per annum plus applicable taxes and other out-of-pocket expenses in connection with the Secretarial audit for Financial Years ending March 31, 2026.

The proposed fee is based on knowledge, expertise, industry experience, time and efforts required to be put in by the Secretarial auditor, which is in line with the industry benchmark.

The payment for services in the nature of certifications and other professional work will be in addition to the Secretarial audit fee and shall be determined by the Audit Committee and/or the Board of Directors.

c. Fee for subsequent year(s):

As determined by the Audit Committee and/or the Board of Directors.

Basis of recommendations:

The Audit Committee and the Board of Directors have approved and recommended the aforementioned proposal for approval of Members taking into account the eligibility of the firm, qualification, experience, independent assessment and expertise of the Partners in providing Secretarial audit related services, competency of the staff and Company's previous experience based on the evaluation of the quality of audit work done by them or its partner(s) in the past.

None of the Directors, Key Managerial Personnel of the Company and their relatives, are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 5.

Basis the rationale and justification provided above, the Board recommends Ordinary resolution under Item No. 5 of the accompanying Notice for approval of Members.

Item No. 6 & 7

The Company believes that equity-based compensation plans are effective tools to attract and reward the talents working exclusively with the Company. With the objective to increase shareholder value by extending ownership to employees and to motivate key employees for their contribution to the corporate growth, to create an employee ownership culture and also to retain the best talent in the competitive environment and to encourage them in aligning individual goals with that of the Company's objectives, the Company intends to implement an employee stock option plan namely 'Future Market Networks Limited - Employee Stock Option Scheme 2025' ("FMNL - ESOS 2025") seeking to cover eligible employees of the Company/ Subsidiary(ies) of the Company. While the Company has consistently endeavored to strike a balance between creating shareholder value and providing employee benefits through its various share-based incentive schemes.

The Nomination, Remuneration and Compensation Committee ("the Committee/NRC") of the Board of Directors of the Company shall grant Options to employees on the basis of eligibility criteria and also determine the quantum of distribution of Options which could vary from employee to employee or any class thereof under FMNL - ESOS 2025.

The NRC shall grant Options to employees on the basis of eligibility criteria and also determine the quantum of distribution of Options which could vary from employee to employee or any class thereof under FMNL - ESOS 2025.

As per provisions of Regulation 6 of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 ("SEBI SBEB Regulations"), the Company seeks your approval for implementation of the FMNL - ESOS 2025.

NRC and the Board at their respective meetings held on August 13, 2025, have approved the FMNL - ESOS 2025, subject to the members approval.

The main features of the FMNL - ESOS 2025 are as under:**a) Brief description of the FMNL - ESOS 2025:**

The Company proposes to introduce FMNL - ESOS 2025 primarily with a view to:

- i. motivate employees for performance, higher productivity and sustained corporate growth; and
- ii. assist in aligning employees interests with that of the shareholders.

The FMNL - ESOS 2025 contemplates grant of Options to the key eligible Employees as may be determined in due compliance of SEBI SBEB Regulations. After vesting, the eligible Employees earn a right (but not obligation) to exercise the vested Options within the predefined exercise period.

The NRC shall administer FMNL - ESOS 2025. All questions of interpretation of the FMNL - ESOS 2025 shall be determined by the NRC and such determination shall be final and binding upon all persons having an interest in the FMNL - ESOS 2025. The Company shall issue equity shares upon exercise subject to payment of exercise price and satisfaction of consequential tax obligations.

The liability of paying taxes if any, in respect of the Options granted pursuant to the FMNL - ESOS 2025 and the equity shares issued pursuant to exercise of Options shall be on the Option grantee and/ or the Company in such cases where the Company decides to pay on behalf of the Option grantee, and shall be in accordance with the provisions of Income Tax Act, 1961 read with rules issued thereunder and/or Income Tax Laws of respective countries as applicable to eligible Employees of Company working abroad, if any.

The Company shall have the right to deduct from the Option grantee's salary or recover any of the Option grantee's tax obligations arising in connection with the transactions in respect of Options or Shares acquired upon the exercise thereof.

FMNL - ESOS 2025 will be established with effect from September 25, 2025, i.e. the date on which the shareholders of the Company shall approve the FMNL - ESOS 2025, by way of a special resolution and shall continue to be in force until the first occurrence of any of the following events:

- i. its termination by the Board or NRC as per provisions of applicable laws; or
- ii. the date on which all of the Options available for Grant under the FMNL - ESOS 2025 have been issued and exercised; or
- iii. any event, including the occurrence of a corporate action, pursuant to which the Company is to lose its existence, specifically being the effective date of any court/ tribunal/ competent authority sanctioned scheme or the date on which a winding up order is passed against the Company or any order passed by the competent authority.

b) Total number of Options to be granted:

The total number of Options to be granted under FMNL - ESOS 2025 shall not exceed 50,00,000 (Fifty Lakhs) which upon exercise shall be convertible into not more than 50,00,000 (Fifty Lakhs) equity shares ("Shares") of the Company of INR 10/- [Indian Rupees Ten Only] each fully paid-up. Further, the SEBI SBEB Regulations requires that in case of any corporate action(s)

such as rights issue, bonus issue, merger and sale of division and others, a fair and reasonable adjustment needs to be made to the Options granted. In this regard, the NRC shall adjust the number and to the extent allowed the price of the Options in such a manner that the total value of the Options remains the same after any such corporate action. Accordingly, if any additional Options are issued by the Company to the Option grantees for making such fair and reasonable adjustment, the ceiling of Options and shares aforesaid shall be deemed to be modified accordingly.

c) Identification of classes of employees entitled to participate in FMNL - ESOS 2025:

Following classes of employees are entitled to participate in FMNL - ESOS 2025:

- i. Permanent Employees of the Company and / or its subsidiaries, identified by the respective department heads and approved by the NRC and/or Board of Directors and eligible Directors of the Company and / or Subsidiary Companies or;
- ii. an employee, as defined in sub-clauses (i) and (ii) hereof of one or more subsidiary companies of the Company, whether in or outside India and whether in existence or to be incorporated in future, but does not include:
 - a) an employee who is a Promoter or belongs to the Promoter Group;
 - b) a Whole-time Director who either by himself or through his relatives or through any-body corporate, directly or indirectly holds more than 10% of the outstanding Shares of the Company.

d) Eligibility and Applicability:

The coverage and eligibility criteria for grant shall be as under:

FMNL - ESOS 2025 shall be applicable to Eligible Employees and Directors of the Company and its subsidiaries as determined by the respective department heads and approved by the Board / Committee from time to time, in accordance with the applicable laws and the terms of the Scheme. The Committee shall have the authority to determine Eligible Employees / Directors based on objective and/or subjective criteria including, but not limited to, grade, designation, role criticality, performance, potential, and such other factors as it may deem fit. The mere satisfaction of the eligibility conditions shall not confer any right upon an Employee / Director to be granted Options, and the decision of the Board / Committee in this regard shall be final and binding.

The appraisal process for determining the eligibility of Employees or eligibility criteria shall be decided from time to time by the Board / Committee. FMNL - ESOS 2025 shall be applicable to the Company including the Subsidiary Companies and may be granted to the eligible Employees / Directors of the of the Company and its Subsidiary Companies upon the discretion of the Board / Committee.

e) Grant and Acceptance of Grant:

Grant of Options

Each Grant under this FMNL - ESOS 2025 shall be made in writing by the Company to the Eligible Employees / Directors of the Company and Subsidiary Companies fulfilling the Eligibility Criteria in a letter of Grant as maybe approved under the FMNL - ESOS 2025 from time to time.

Acceptance of Grant

Upon Grant of Options, the Employee / Director, shall be bound by the terms, conditions and restrictions of the FMNL - ESOS 2025 and the Grant document.

No amount is required to be paid by the Option Grantee at the time of Grant of Options.

f) Requirements of vesting and period of vesting:

Options granted under this FMNL - ESOS 2025 would vest not earlier than minimum Vesting Period of 1 (One) year and not later than the maximum Vesting Period of 4 (Four) years from the date of Grant of such Options.

Subject to the terms and the applicable laws, as the Board / Committee may decide, the following vesting schedule and vesting percentage shall apply to all Grants made under this FMNL - ESOS 2025:

Date of Vesting	Percentage of Options to vest
On first anniversary from the date of Grant	34 % [Thirty Four Percent] of Options Granted.
Every quarter thereafter [i.e subsequent quarter after 25% Vested as stated above]	8.25% [Eight-point Two Five percent] of Options Granted.

Provided further that in the event of death or permanent incapacity, the minimum vesting period of One (1) year shall not be applicable and in such instances, the Options shall vest to the nominee/ legal heir on the date of death or permanent incapacity.

Vesting of Options would be subject to continued employment with the Company or Subsidiary Company, as the case may be, and has not served any notice of resignation. Apart from that the Committee may prescribe further conditions or achievement of any performance condition(s) for vesting as deemed appropriate.

The specific vesting schedule and vesting conditions subject to which vesting would take place would be outlined in the document given to the Grantee at the time of Grant of Options.

Further, the Option Grantee while in continued employment must not be subject to any disciplinary proceedings pending against him on such date of vesting. In case of any disciplinary proceedings against any Option Grantee, the relevant vesting and Exercise of vested Options shall be kept in abeyance until disposal of the proceedings. In case of reinstatement, vesting / Exercise shall happen as if there was no abeyance. In case of termination from employment, the provisions as set forth in table given below in point no. (i) (b).

Vesting of Options in case of Employees on long leave

The period of leave shall not be considered in determining the vesting Period in the event the Employee is on a sabbatical. In all other events including approved earned leave and sick leave, the period of leave shall be included to calculate the Vesting Period unless otherwise determined by the Board Committee.

g) **Maximum period within which the Options shall be vested:**

Options granted under ESOS 2025 shall vest not later than a maximum of Options granted under ESOS 2025 shall vest not later than a maximum of four (4) years from the date of grant.

h) **Exercise price or pricing formula:**

The exercise price per Option shall be determined by the Board / Committee in terms of the applicable Law and Guidelines.

i) **Exercise period and the process of exercise:**

a) While in employment: The vested Options shall be exercised by the Grantee within the maximum exercise period of 4 (Four) years from the date of vesting of Options, or such other shorter period as may be prescribed by the Committee at time of Grant and as set out in the letter of Grant.

Further, the vested options can be exercised by the Option Grantee at one time or at various points of time within the Exercise Period.

b) Conditions under which option vested in employees may fully / partially lapse

i. In case the employment of the Participant terminates prior to the periods provided for vesting, the vested options as on the date of resignation shall immediately vest with the Participant and can be exercised during the Exercise Period, balance options shall automatically lapse.

ii. **Termination with Cause:**

All Unvested Options and all Vested options that have not been exercised in respect of such options cancelled.

iii. **Cancellation of Options due to Cause:**

All Unvested Options and all Vested options that have not been exercised in respect of such options cancelled.

iv. **On Abandonment:**

All Options granted to the Participant, including the Vested Options, which were not exercised at the time of abandonment of employment, shall stand terminated with immediate effect.

v. **On Resignation or Other modes of termination:**

All Unvested Options held by such Participant shall immediately and automatically lapse on the date of resignation/ terminations from/ of employment/ directorship.

vi. **On death of a Participant**

In case of cessation of employment in the event of death of a Participant while in employment or while serving as a Director, all Unvested Options granted to the Participant shall immediately vest, with effect from his/ her death in the legal heirs or nominees of the deceased Participant, as the case may be, as indicated in the Nomination Form. All the Vested Options, including the Options vested in accordance with the preceding sentence, may be exercised by the Participant's nominee or legal heirs, not later than 10 (Ten) Years from the date of Vesting of the Options being the Vesting Period. Vested Options that are not Exercised within the aforementioned period shall lapse upon the expiry of the period specified or the expiry of the Exercise Period, whichever is earlier.

vii. **On Permanent disability/ incapacity of Participant**

In case of Permanent Disablement of a Participant, while in employment or while serving as a Director, resulting in the cessation of employment or directorship (as the case maybe) of such Participant, (i) all Unvested Options shall vest in such Participant immediately on the day of suffering the Permanent Disablement, the Exercise of which shall continue as per the terms of FMNL - ESOS 2025; and (ii) the Participant may Exercise his or her Vested Options immediately after suffering the Permanent Disability, but in no event, later than 10 (Ten) years from Vesting of Options as stated above. Vested Options that are not exercised within the aforementioned period shall lapse upon the expiry of the Exercise Period.

viii. **On retirement or superannuation**

If the Participant retires under a voluntary retirement scheme of the Company/ Subsidiary(ies), if any, or retires on attaining the superannuation age or onwards, all Options shall continue to vest as per the Vesting Schedule under FMNL - ESOS 2025, as applicable even after retirement or superannuation.

ix. **Other reasons apart from those mentioned above**

The Board / Committee shall decide whether the Vested Options as on that date can be exercised by the Grantee or not, and such decision shall be final. All Unvested Options on the date of separation shall stand cancelled with effect from that date.

j) **Exercise in case of transfer of employment/ service:**

In the event of transfer of a Grantee from the Company to any Subsidiary Company or Company's holding or associate company, if any, the Vested Options as on the date of transfer, shall be capable of being exercised as if the employment/ service of the Grantee is being continued and in case of Unvested Options, such Options shall continue to vest as per the original schedule and be exercised accordingly, subject to the compliance of the applicable laws. The Options shall be deemed to have been exercised when a Grantee makes an application in writing complete in all respect to the Company or by any other means as decided by the Board / Committee, for issue of shares of the Company against the Options vested in him. The vested Options, as permitted under the FMNL - ESOS 2025, shall be exercisable by the employees by a written application to the Company expressing their desire to exercise such Options in such manner and in such format and in such numbers as may be prescribed by the Board / NRC from time to time. The vested Options shall lapse, if not exercised within the specified exercise period.

k) **Lapse of Options:**

The Options not exercised within the Exercise Period shall lapse and be cancelled. The Employee shall have no right over such lapsed or cancelled Options. All Options that lapse shall revert to the FMNL - ESOS 2025 pool and may be granted at the discretion of the Board or the Committee to any other Eligible Employee.

l) **Appraisal process for determining the eligibility of Employees under FMNL - ESOS 2025:**

The eligibility criteria for appraisal and selection of eligible Employees are given in point no. (c) and (d) above. The appraisal process for determining the eligibility of the Employees shall be decided from time to time by the Board / NRC.

m) **Maximum number of options to be issued per employee and in aggregate:**

The maximum number of options that may be granted to each eligible Employees and Directors of the Company and Subsidiary Companies and in aggregate shall vary depending upon the designation and the appraisal/ assessment process, however, the aggregate shall not exceed 50,00,000 (Fifty Lakhs).

The Board / Committee reserves the right to decide the number of options (including maximum number of options) to be granted to each eligible Employees and Directors of the Company and Subsidiary Companies.

n) **Implementation or administration of the FMNL - ESOS 2025:**

FMNL - ESOS 2025 shall be administered by the Board / Committee. All the functions relating to administration of this FMNL - ESOS 2025 shall stand possessed with the Board / Committee in which case the rights, powers, duties or liabilities of the Board to the extent delegated along with that contemplated under the applicable laws. All questions of interpretation of this FMNL - ESOS 2025 shall be determined by the Board / Committee, and such determination shall be final and binding upon all persons having an interest in this FMNL - ESOS 2025.

Neither the Board / Committee nor any of its members shall be liable for any actions taken in good faith for the implementation of the FMNL - ESOS 2025. The Board / Committee may rely upon the advice and assistance of any professional it deems appropriate in implementation of the FMNL - ESOS 2025. The Board / Committee shall, in accordance with this FMNL - ESOS 2025 and applicable laws, determine the following:

- i. The Eligible Employees to whom the Options may be granted basis the Eligibility Criteria as set forth in point no. (d) above, upon the recommendation of the management.
 - ii. The quantum of Options to be granted under the FMNL - ESOS 2025 per Employee, shall be determined by the Board / Committee in terms of the applicable laws and guidelines.
 - iii. Terms and conditions in respect of Grant, including but not limited to Vesting and Exercise of Options by the Employees which may be different for different Employees or classes thereof falling in the same tranche of Grant of Options under the FMNL - ESOS 2025.
 - iv. The Exercise Period within which the Employee should exercise the Option and that Option would lapse on failure to exercise the Option within the Exercise Period.
 - v. The procedure for making a fair and reasonable adjustment to the number of Options and to the Exercise Price in case of any corporate actions including but not limited to rights issues, bonus issues, merger, sale of division and others. In this regard following shall be taken into consideration by the Board / Committee.
 - a) the number and price of Options shall be adjusted in a manner such that total value of the Options remains the same after the corporate action; and
 - b) the Vesting Period and the life of the Options shall be left unaltered as far as possible to protect the rights of the Option holders.
 - vi. the procedure and terms for the Grant, Vesting and Exercise of Options in case of Employees who are on long leave as set forth in point no. (f) above.
 - vii. the conditions under which Options shall vest and be exercised in case of suspension of employment for alleged Misconduct.
 - viii. determine the treatment of the Options held by an eligible Employee in case of suspension/termination of services or in case of any pending inquiries.
 - ix. any matter relating to the administration of FMNL - ESOS 2025.
 - x. the procedure for buy-back of Options granted under the FMNL - ESOS 2025 if to be undertaken at any time by the Company, and the applicable terms and conditions, including:
 - a. permissible sources of financing for buy-back.
 - b. any minimum financial thresholds to be maintained by the Company as per its last financial statements; and
 - c. limits upon quantum of Options that the Company may buy-back in a financial year.
 - xi. the procedure for funding for Exercise of Options, as permitted under the applicable laws; and
 - xii. approve forms, writings and/or agreements for use in pursuance of the FMNL - ESOS 2025.
- The Board / Committee shall frame suitable policies and procedures to ensure that there is no violation of securities laws, as amended from time to time, including Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, by the Company as applicable.

o) Source of acquisition of shares under the FMNL - ESOS 2025:

FMNL - ESOS 2025 envisages issue of primary shares against exercise of vested Options.

p) Whether the Scheme is to be implemented and administered directly by the Company or through a trust:

FMNL - ESOS 2025 shall be implemented and administered directly by the Company and not through a trust.

q) Whether the scheme involves new issue of shares by the company or secondary acquisition by the trust or both:

The scheme involves fresh issuance of 50,00,000 (Fifty Lakhs) fully paid-up equity shares of the Company. The members of the Company while approving this FMNL - ESOS 2025 by way of a special resolution to be passed on September 25, 2025, have authorized the Board / Committee to grant Options not exceeding 50,00,000 (Fifty Lakhs) to the eligible Employees under FMNL - ESOS 2025, from time to time, in one or more tranches, exercisable into not more than same number of Shares, with each such Option conferring a right upon the Employees to apply for one (1) Share in the Company in accordance with the terms and conditions as may be decided under the FMNL - ESOS 2025.

r) Amount of loan to be provided for implementation of the scheme(s) by the company to the trust, its tenure, utilization, repayment terms, etc:

Not Applicable.

s) **Maximum percentage of secondary acquisition:**

FMNL - ESOS 2025 envisages issue of primary shares and there is no contemplation of secondary acquisition.

t) **Accounting and Disclosure Policies:**

The Company shall follow the guidance note on accounting for employee share-based payments issued in this regard by the competent authorities as amended from time to time, including the disclosure requirements prescribed therein along with that as required under Regulation 14 and Regulation 15 of the SEBI SBEB Regulations.

u) **Method of valuation of Options:**

The Company shall adopt such methodology for the valuation of Options as may be mandated under the applicable laws and prevailing accounting standards at the relevant time. As per the current applicable laws, the Options granted to Employees under the Scheme shall be measured at fair value on the Grant Date using the Black-Scholes model, or any other valuation methodology as may be prescribed or permitted under the applicable laws and applicable accounting standards.

v) **A statement to the effect that the company shall conform to the accounting policies specified in Regulation 15:**

The Company shall conform to the applicable accounting policies prescribed under the SBEB Regulations, or such other policy(ies) as may be prescribed under any other law with respect to accounting for Options, including by any regulatory authority.

w) **Period of Lock-in:**

The Shares issued pursuant to exercise of Options shall not be subject to any lock-in period restriction except such restrictions as may be prescribed under applicable laws including that under the code of conduct framed, if any, by the Company under the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations 2015, as amended.

x) **Terms and conditions for buyback, if any, of specified securities covered granted under FMNL - ESOS 2025:**

Subject to the provisions of the then prevailing applicable laws, the Board / NRC shall determine the procedure for buy-back of Options granted under the FMNL - ESOS 2025, if to be undertaken at any time by the Company, and the applicable terms and conditions thereof.

The benefits accrued and/ or availed under the Scheme including by virtue of Grant and Vesting of Options, shall be subject to the malus and clawback provisions under the Company's Remuneration Policy, as may be amended, replaced, restated, substituted from time to time, or as may be communicated by the Company to the Employees, or as per the revisions to the employment contracts/terms, which include instances such as fraud that requires a financial restatement, reputational harm to the Company or exposing the Company to substantial risk.

A copy of the FMNL - ESOS 2025 Scheme is made available for inspection by the members at the registered office of the Company during normal business hours on all working days up to the date of the AGM i.e. September 25, 2025.

None of the Directors, Key Managerial Personnel of the Company including their relatives are concerned or interested in the resolution, except to the extent of their entitlements determined lawfully, if any, under FMNL - ESOS 2025.

The Board, accordingly, recommends the passing of special resolution as set out at Item Nos. 6 and 7 of this notice, for the approval of the members.

Registered Office:

Knowledge House, Shyam Nagar,
Off. Jogeshwari – Vikhroli Link Road,
Jogeshwari East, Mumbai – 400060
CIN: L45400MH2008PLC179914
E-mail: info.fmnl@futuregroup.in
Website: www.fmn.co.in
Place: Mumbai
Date: August 13, 2025

**By Order of the Board
For Future Market Networks Limited**

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

ADDITIONAL INFORMATION IN TERMS OF REGULATION 36 OF THE SECURITIES EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 SECRETARIAL STANDARD ON GENERAL MEETINGS ("SS-2"), ISSUED BY THE INSTITUTE OF COMPANY SECRETARIES OF INDIA AND APPROVED BY THE CENTRAL GOVERNMENT IN RESPECT OF DIRECTORS BEING PROPOSED FOR APPOINTMENT / RE-APPOINTMENT

Name of Director	Mr. Sunil Biyani	Mr. Shreesh Misra
DIN	00006583	01641532
Date of Birth	May 27, 1969	February 12, 1967
Nationality	Indian	Indian
Date of Appointment	May 30, 2013	November 10, 2022
Qualification	Master's in Business Administration	Master's in Business Administration
Expertise in specific functional areas:	Mr. Sunil Biyani has been instrumental in establishing various business formats within the Group. He possesses extensive experience across textiles, retail, building and construction, property-related transactions, and project management.	Mr. Misra is currently the Director of the Company. He has more than 3 decades of versatile experience in management and operations with various corporates. Mr. Misra has worked with reputed corporates like Indian Hotels Company Limited, The Phoenix Mills Limited etc. He also served as an Executive Director on the Board of the Company from November 2022 to February 2025.
Terms & Conditions of Appointment/ Re-appointment	-	As per the resolution at item no. 4 of the Notice convening the ensuing 17 th Annual General Meeting on September 25, 2025 read with explanatory statement thereto
Other Directorship(s) / Designated Partner	<ol style="list-style-type: none"> Galaxy Cloud Kitchens Limited Apollo Design Apparel Parks Limited Bansi Mall Management Company Private Ltd Flutron Movies & Entertainment Private Limited Shri Vardhman Exports Private Limited Godgift Entertainment Private Limited Utility Developers Private Limited Sun City Properties Private Limited Biyani Capital Resources LLP 	<ol style="list-style-type: none"> U2L Learning Solutions Limited Bhavsagar Dealtrade Private Limited Anugrah Dealtrade Private Limited Panchwati Commerce Private Limited Metawear Limited Shagami Enterprises Private Limited
Committee position held in other companies (Membership and Chairmanship of Audit Committee and Stakeholders Relationship Committee have been included)	<p>Stakeholders Relationship Committee Chairman – NIL Member-</p> <ol style="list-style-type: none"> Galaxy Cloud Kitchens Limited 	None.
Number of shares held in the Company	50. In terms of the shareholding pattern of the Company, Mr. Sunil Biyani is a part of Promoter Group	7026
Relationship with other Directors	None	None
Number of meetings of the Board attended during the financial year	6	6