

FUTURE MARKET NETWORKS

catalysing consumption

CIN: L45400MH2008PLC179914

September 20, 2018

The Manager
Listing Department
National Stock Exchange of India Limited
Exchange Plaza, Bandra Kurla Complex, Bandra (E)
Mumbai - 400 051 Scrip Code: BSE – 533296

Dept of Corporate Services (CRD)
BSE Limited
Phiroze Jeejeebhoy Towers, Dalal Street,
Mumbai - 400 001 Symbol: FMNL

Dear Sirs,

Sub: Outcome of the Tribunal Convened Meeting of the Equity Shareholders of the Company held on September 19, 2018.

This is to inform you that pursuant to the Order dated August 03, 2018 of the Mumbai Bench of National Company Law Tribunal ("NCLT"), the Meeting of Equity Shareholders of the Company was held on Wednesday, September 19, 2018 at 1.00 P.M at Sunville Banquets 9, Dr. Annie Besant Road, Worli, Mumbai – 400018 ("Meeting") to consider and approve the Scheme of Merger by Absorption of Star Shopping Centres Private Limited by Future Market Networks Limited and their respective shareholders and the resolutions were passed with requisite majority (202 members representing 99.9965% were in favour and 3 members representing 0.0035 were against of total valid votes casted) and details are as follows;

Resolution:		To approve the Scheme of Merger by Absorption of Star Shopping Centres Private Limited (Transferor Company) by Future Market Networks Limited (Transferee Company)						
Whether promoter/ promoter group are interested in the agenda/resolution?				NO				
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes in favour	No. of Votes – Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100
Promoter and Promoter Group	E-Voting	41183410	41183410	100.0000	41183410	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		41183410	100.0000	41183410	0	100.0000	0.0000
Public Institutions	E-Voting	377546	0	0.0000	0	0	0.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		0	0.0000	0	0	0.0000	0.0000
Public Non Institutions	E-Voting	14730325	10046517	68.2030	10044736	1781	99.9823	0.0177
	Poll		706	0.0048	706	0	100.0000	0.0000
	Postal Ballot		525	0.0036	525	0	100.0000	0.0000
	Total		10047748	68.2113	10045967	1781	99.9823	0.0177
Total		56291281	51231158	91.0108	51229377	1781	99.9965	0.0035

Thanking you
For Future Market Networks Limited

Anil Cherian
Head- Legal & Company Secretary



Future Market Networks Ltd.

Corporate Office : SOBO Central Mall, 4th Floor, 28, Pt. Madan Mohan Malviya Road, Near Haji Ali, Tardeo, Mumbai - 400 034.

T +91 22 6620 1473 F +91 22 6620 1462 www.fmn.co.in Email : info.fmn@futuregroup.in

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

ALWYN D'SOUZA

ALWYN D'SOUZA & CO.
COMPANY SECRETARIES

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

Branch Office: B-002, Gr. Floor, Shreepati-2, Royal Complex, Behind Olympia Tower, Mira Road (E), Thane-401107 ; Tel:022-28125781 ; Mob: 09820465195;
Email : alwyn.co@gmail.com Website: www.alwynjay.com

SCRUTINIZERS' REPORT

To,
Mr. Vijai Singh Dugar
Chairman for the Meeting of Equity Shareholders of Future Market Networks Limited
Convened under the directives of National Company Law Tribunal
Mumbai Bench

Dear Sir,

CONSOLIDATED SCRUTINIZER'S REPORT ON REMOTE E-VOTING/ POSTAL BALLOT/ POLL (THROUGH POLL PAPERS) PROVIDED AT THE NCLT CONVENED MEETING OF THE EQUITY SHAREHOLDERS OF THE COMPANY HELD ON 19 TH SEPTEMBER 2018 AT 1.00 P.M.

I, Alwyn D'Souza, Practising Company Secretary and proprietor of M/s Alwyn D'Souza & Co., Company Secretaries, Mumbai was appointed as Scrutinizer for the purpose of scrutinizing by the National Company Law Tribunal (NCLT), Mumbai vide its order dated August 3, 2018 at the NCLT convened meeting of the equity shareholders of Future Market Networks Limited ("the Company") held on 19th September, 2018 at 1.00 p.m. on the resolution seeking equity shareholders' approval for the Scheme of Merger by Absorption of Star Shopping Centres Private Limited by Future Market Networks Limited and their Respective Shareholders ("the Scheme").

The Company had provided the Equity Shareholders with the facility for casting their votes either by postal ballot or by remote e-voting using facility offered by National Securities Depository Limited ("NSDL").

The Company had also provided voting through poll papers to the Equity Shareholders present at the NCLT convened meeting of the Equity Shareholders and who had not casted their vote through remote e-voting facility or by postal ballot form.

The Equity Shareholders of the Company holding shares as on the "cut-off" date of 3rd August, 2018 were entitled to vote on the resolution as contained in the Notice of the NCLT convened meeting of the Equity Shareholders.

The voting period for remote e-voting as well as Postal Ballot commenced on 18th August, 2018 at 9.00 a.m. and ended on 18th September, 2018 at 05.00 p.m. and the NSDL platform was disabled thereafter.

The votes cast under remote e-voting facility was unblocked in the presence of two witnesses who were not in the employment of the Company. Postal ballot forms received upto 18th September, 2018 at 05.00 p.m. were also considered and scrutinized.



At the venue of the NCLT convened meeting, the Chairman of the NCLT convened meeting directed for conducting the voting through Ballot Papers for the Equity Shareholders who were present at the meeting but who had not cast their vote earlier through the postal ballot or the remote e-voting module of NSDL.

After the closure of the voting at the NCLT convened meeting of the Equity Shareholders, the report on the voting done at the meeting was generated in my presence and the voting was diligently scrutinized.

I have scrutinized and reviewed the e-voting and votes tendered therein based on the data downloaded from the NSDL e-voting system.

The voting done through postal ballot and remote e-voting were reconciled with the records maintained by the Company and by Registrar and Transfer Agents, Link Intime India Private Limited and the authorization were lodged with the Company.

The Postal ballot forms and remote e-voting including votes cast through Poll Papers done at the NCLT convened meeting which were incomplete and/or which were otherwise found defective have been treated invalid.

The Management of the Company is responsible to ensure compliance with the requirements of the Companies Act, 2013 and rules relating to postal ballots, remote e-voting and the voting conducted through Ballot Papers at the venue of the meeting on the resolution contained in the Notice of the NCLT convened meeting.

My responsibility as scrutinizer for the postal ballot, remote e-voting and through Poll Papers at the venue of the meeting is restricted to making a Scrutinizers Report of the votes cast in favour or against the Resolution.

I now submit my consolidated Report as under on the result of the remote e-voting/ Postal Ballot forms and voting through Poll Papers at the venue of the NCLT convened meeting in respect of the following Resolution.

Resolution:

***"RESOLVED THAT** pursuant to the provisions of Sections 230 to 232 and other applicable provisions, if any, of the Companies Act, 2013 and any other applicable provisions of the Companies Act, 2013, (including any statutory modification(s) or re-enactment thereof, for the time being in force) or Companies Act, 1956, as applicable, the rules, circulars and notifications made thereunder as may be applicable, Explanation 5 to section 2(19AA) of the Income Tax Act, 1961 and other relevant provisions of the Income Tax Act, 1961, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Circular No. CFD/DIL3/CIR/2017/21 dated March 10, 2017 issued by the Securities and Exchange Board of India read with the observation letters issued by BSE Limited dated May 9, 2018 and by National Stock Exchange of India Limited dated May 10, 2018 and relevant provisions of other applicable laws, enabling provisions in the Memorandum and Articles of Association of Future Market Networks Limited ("the Company" or "FMNL" or "Applicant Company" or "Transferee Company") and subject to the requisite approval of the Mumbai Bench of the National Company Law Tribunal ('Tribunal'), and subject to such other approvals, permissions and sanctions of regulatory and other authorities, as may be necessary, and subject to such conditions and modifications as may be prescribed or imposed by the Tribunal or by any regulatory or other authorities while granting such consents, approvals and permissions, which may be agreed to by the Board of Directors of Future Market Networks Limited (hereinafter referred to as the "Board", which term shall be deemed to mean and include one or more Committee(s) constituted/to be constituted by the Board to exercise its powers including the powers conferred by this resolution), the proposed amalgamation embodied in the Scheme of Merger by Absorption of Star Shopping Centres Private Limited by Future Market Networks Limited and*



their respective shareholders (“Scheme”) placed before this meeting and initialed by the Company Secretary for the purpose of identification, be and is hereby approved with or without modification(s) and with conditions, if any, which may be required and/or imposed and/or permitted by the Mumbai Bench of the National Company Law Tribunal while sanctioning the Scheme and/or by any governmental authority.

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution and for removal of any difficulties or doubts, the Board, be and is hereby authorized to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, expedient, usual or proper, and to settle any questions or difficulties or doubts that may arise, including passing of such accounting entries and /or making such adjustments in the books of accounts as considered necessary to give effect to the above resolution, settling of any questions or difficulties arising under the Scheme or in regard to and of the meaning or interpretation of the Scheme or implementation thereof or in any matter whatsoever connected therewith, or to review the position relating to the satisfaction of various conditions of the Scheme and if necessary, to waive any of those, and to do all acts, deeds and things as may be necessary, desirable or expedient for bringing the Scheme into effect or to carry out such modification(s)/direction(s) as may be required and/or imposed and/or permitted by the Mumbai Bench of the National Company Law Tribunal while sanctioning the Scheme, or by any governmental authorities, or to approve withdrawal (and where applicable, re-filing) of the Scheme at any stage for any reason including in case any changes and/or modifications are suggested/required to be made in the Scheme or any condition suggested, required or imposed, whether by any shareholder, creditor, Securities and Exchange Board of India, the National Company Law Tribunal, and/or any other authority, are in its view not acceptable to FMNL and/or if the Scheme cannot be implemented otherwise, and to do all such acts, deeds and things as it may deem necessary and desirable in connection therewith and incidental thereto.”

Consolidated Report on result through Postal Ballot, E-voting and the Voting conducted through poll at the venue of the meeting of Equity Shareholders.

a) Voted in favour of the resolution:

Mode of voting	Number of members voted(in person or by proxy)	Number of valid votes cast by them	% of total number of valid votes cast by them	Number of valid votes (in terms of value of shares held) cast by them in Rs.	% of total number of valid votes (in terms of value of shares held) cast by them
Remote E-Voting	147	51228146	99.9941	512281460	99.9941
Postal Ballot Voting	19	525	0.0010	5250	0.0010
Voting at the Venue	36	706	0.0014	7060	0.0014
TOTAL	202	51229377	99.9965	512293770	99.9965



b) Voted against the resolution :

Mode of voting	Number of members voted(in person or by proxy)	Number of valid votes cast by them	% of total number of valid votes cast by them	Number of valid votes (in terms of value of shares held) cast by them in Rs.	% of total number of valid votes (in terms of value of shares held) cast by them
Remote E-Voting	3	1781	0.0035	17810	0.0035
Postal Ballot Voting	0	0	0	0	0
Voting at the Venue	0	0	0	0	0
TOTAL	3	1781	0.0035	17810	0.0035

The number of valid votes include votes casted in favour & against.

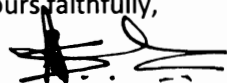
c) Invalid / Abstain votes :

Mode of Voting	Total number of members whose votes were declared invalid	Total number of votes cast by them
Remote E-Voting	0	0
Postal Ballot Voting	16	14678
Voting at the Venue	10	126
TOTAL	26	14804

I hereby declare that the resolution for approving the Scheme has been approved by requisite majority.

The poll papers and the assent and dissent received, and all other relevant records were sealed and handed over to the Company.

Thank You
Yours faithfully,



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

Place : Mumbai

Date : September 20, 2018