

SCRUTINIZER'S REPORT

ON

THE REMOTE E-VOTING IN RESPECT OF PASSING

RESOLUTION CONTAINED IN THE POSTAL BALLOT

NOTICE DATED OCTOBER 15, 2025

OF

FUTURE MARKET NETWORKS LIMITED

Alwyn D'Souza & Co.

Company Secretaries

[Firm Registration No: S2003MH061200] [Peer Review Certificate No.5936/2024]

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

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SCRUTINIZER'S REPORT

To,

The Executive Director

Future Market Networks Limited

[CIN: L45400MH2008PLC179914]

Knowledge House, Shyam Nagar,

Off. Jogeshwari - Vikhroli Link Road,

Jogeshwari (E) Mumbai – 400060

Scrutinizer's Report on Postal Ballot process carried out through remote e-voting on
resolutions specified in the Postal Ballot Notice dated October 15, 2025

Dear Sir,

SUB: SCRUTINIZER'S REPORT

I, **Alwyn D'Souza**, proprietor of **Alwyn D'Souza & Co**, Company Secretaries appointed as Scrutinizer by the Board of Directors of **FUTURE MARKET NETWORKS LIMITED** for the purpose of scrutinizing the Postal Ballot process for seeking approval of its Members through Postal Ballot only by way of voting through electronic means (remote e-voting) on the resolutions as specified in the Postal Ballot Notice dated October 15, 2025.

I have carried out the work as Scrutinizer from the close of the remote e-voting period i.e., 5:00 PM IST on Monday November 17, 2025.

The Management of the Company is responsible to ensure compliance with the requirements of relevant provisions of the Companies Act, 2013 and Rules made thereunder and various circulars issued by the Ministry of Corporate Affairs, Government of India and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, relating to postal ballot through voting by electronic means.

My responsibility as the Scrutinizer is restricted to prepare a report of the votes cast in favour/against on the resolution contained in the Postal Ballot Notice dated October 15, 2025 based on the reports generated from the e-voting system provided by the National Securities Depository Limited ("NSDL"), the authorised agency to provide remote e-voting facilities, engaged by the Company for the purpose.

I submit my report as under:

1. The Postal Ballot is held in compliance with the provisions of Section 108, Section 110 and other applicable provisions, if any, of the Companies Act, 2013 (the Act), Rule 20 and Rule 22 of Companies (Management and Administration) Rules, 2014, General Circular dated September 19, 2024 issued by Ministry of Corporate Affairs and Circular dated October 3, 2024 issued by Securities and Exchange Board of India read with earlier Circular(s) issued in this regard by the respective Authorities, Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (SEBI Listing Regulations), the Secretarial Standard on General Meetings (SS- 2) issued by the Institute of Company Secretaries of India and other applicable laws, rules and regulations (including any statutory modification(s) or re-enactment(s) thereof for the time being in force for seeking consent/approval through Postal Ballot only by way of voting through electronic means (remote-voting) on the resolution as set out hereunder.
2. The Company has on October 18, 2025, dispatched Postal Ballot Notice through electronic mode to the Members whose e-mail ids were registered with the Company, Registrar & Share Transfer Agents (RTA), Central Depository Services (India) Limited ("CDSL")/ National Securities Depository Limited ("NSDL") as on October 10, 2025 i.e. the cut-off date. The hard copy of the Postal Ballot Notice along with Postal Ballot forms and pre-paid business envelope was not sent to the Members for the Postal Ballot in accordance with the relaxations provided in this regard under the MCA Circulars.
3. As stated in Sub-rule 3 of Rule 22 of Companies (Management and Administration) Rules, 2014, as amended, advertisements were published by the Company in 'The Free Press Journal', ('English Newspaper') and 'NavShakti', Mumbai edition' ('Marathi Newspaper') on October 19, 2025 informing the Members of postal ballot process and encouraging them to update their email id and related details to receive the postal ballot notice.
4. The Remote e-voting facility was provided by National Securities Depository Limited "NSDL". The Postal Ballot remote e-voting period commenced on Sunday October 19, 2025 (9:00 AM IST) and ended on Monday, November 17, 2025 (5:00 PM IST).
5. After the time fixed for closing of the e-voting, the votes were unblocked on Monday, November 17, 2025 at 5.17 PM IST in the presence of two witnesses (named at the end of this report) who are not in the employment of the Company, on the e-voting portal of ('NSDL') i.e. <https://www.evoting.nsdl.com/> and a final electronic report was generated by me. The data generated was diligently scrutinized.

6. The data for the purpose of verification of the number of Members eligible to vote was taken as of October 10, 2025, which was the relevant date (cut-off date), fixed for determining voting rights of the Members entitled to participate in the voting process.
7. This report is based on votes cast through remote e-voting, which was downloaded from the NSDL portal ie., <https://www.evoting.nsdl.com/>
8. The results of the remote e-voting in respect to the resolution contained in the Postal Ballot Notice dated October 15, 2025 are as follows:

1. RESOLUTION NO. 1: SPECIAL RESOLUTION

Approval for “surrender of lease hold rights” vested with the Company regarding shopping mall known as “Diamond Plaza Mall”

“RESOLVED THAT pursuant to Section 180(1)(a) of the Companies Act, 2013 and other applicable provisions, if any, of the Companies Act, 2013 (“Act”) and the relevant Rules made thereunder (including any statutory modification(s) or reenactment(s) thereof, for the time being in force), provisions of Articles of Association of the Company and Regulation 37A of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the “Listing Regulations”) and all other provisions of all other applicable laws and subject to such approvals, sanctions, consents, registrations and permissions as may be required from statutory and regulatory authorities, if any, consent of the Members of the Company be and is hereby accorded for the proposed surrender of lease hold rights vested with the Company with regard to the shopping mall known as “Diamond Plaza Mall” situated at premises no. 1 Calcutta Jessore Road Kolkata – 700 055 (Postal Address: 68, Jessore Road, Kolkata – 700 055) vide Lease Deed dated January 31, 2013 in favour of the original lessors viz. M/s Super Diamond Enterprises, a partnership firm having its office at 2nd Floor, ALOM House, 7B, Pretoria Street, Kolkata 700071 (shall include it's successors and/or permitted assigns) along with the respective assets “on an as is where is basis” (hereinafter referred as ‘Undertaking’) for a compensation not less than INR 60,00,00,000/- (Indian Rupees Sixty Crores Only).

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors of the Company (hereinafter referred to as the “Board”) which term shall be deemed to include any committee which the board may have constituted or may constitute from time to time to exercise its power including the power conferred by this resolution be and is hereby authorised to do all such acts, deeds, matters and things as may be deemed necessary or incidental thereto, to effect the surrender and/or transfer of Undertaking and to negotiate, finalize, settle and execute such documents / deeds / writings / papers / agreements / applications as may be required for surrender and/or transfer of Undertaking.”

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

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
139	41,18,958	98.74

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

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
13	52,768	1.26

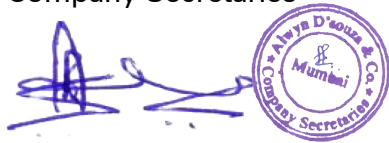
(iii) **Invalid** votes:

Number of members whose votes were declared invalid/abstain	Number of invalid/abstain votes cast by them
0	0

Based on the foregoing, I hereby confirm that the above Resolution No.1 was passed **with** requisite majority.

The relevant records relating to the e-voting shall remain in my safe custody and will be handed over to the Company Secretary for preserving safely after the consideration of above results and once the Chairman approves and sign the Minutes.

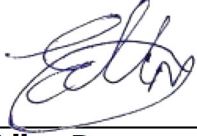
For **Alwyn D'Souza & Co.**
Company Secretaries



Alwyn D'Souza
Proprietor
FCS No.5559, CP No.5137
[UDIN: F005559G001914785]

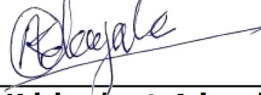
Place: Mumbai
Date: November 17, 2025

We the undersigned witnesseth that the votes were unblocked from the e-voting portal of the National Securities Depository Limited ('NSDL') ie., <https://www.evoting.nsdl.com/> in our presence at 5.17 PM IST on November 17, 2025.



Edlon Dsouza

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Saibaba Nagar,
Mira Road East,
Thane 401107



Krishnakant Adagale

Row House No.18,
Mansi Row Co.op Hsg Soc Ltd
Kashigaon, Mira Road East,
Thane 401107

Countersigned by:

For **Future Market Networks Limited**



Anil Cherian

Head- Legal & Company Secretary

Mumbai, November 17, 2025

