

| Compliance Report on Corporate Governance | | |
|---|-----------------------|---------------------------------------|
| 1 | Name of Listed Entity | Future Supply Chain Solutions Limited |
| 2 | Period Ending | 31-Mar-18 |

Annexure I

I. Composition of Board of Directors

| Title (Mr. / Ms) | Name of the Director | PAN & DIN | Category (Chairperson /Executive/Non Executive/Independent/Nominee)* | Date of Appointment in the current term /cessation | Tenure** | No of Directorship in listed entities including this listed entity (Refer Regulation 25(1) of Listing Regulations) | Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations) | No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations) |
|------------------|---------------------------|--------------------------------------|--|--|----------|--|---|--|
| Mr. | Rakesh Biyani | PAN No-AAEPB3651L DIN -00005806 | Chairperson - Non Executive | 13-Jul-2007 | N.A. | 1 | 3 | 0 |
| Mr. | Mayur Toshniwal | PAN No-AANPT5482E DIN -01655776 | Executive | 8-May-2017 | N.A. | 0 | 1 | 0 |
| Mrs. | Bala Deshpande | PAN No-ABXPD4099A DIN - 00020130 | Independent | 10-May-2017 | 5 years | 3 | 3 | 1 |
| Mr. | Amar Sapra | PAN No-CIOPS4359E DIN -05178849 | Independent | 5-Aug-2017 | 5 years | 1 | 1 | 0 |
| Mr. | Rahul Garg | PAN No-AETPG6253N DIN No-06939695 | Independent | 5-Aug-2017 | 5 years | 1 | 1 | 0 |
| Mr. | Janat Shah | PAN No-AFQPS8809G DIN No-01625535 | Independent | 30-Mar-2015 | 5 years | 2 | 2 | 0 |
| Mr. | Shyam Maheshwari | PAN: AKRPM8131B DIN: 01744054 | Non Executive - Nominee | 30-Jun-2016 | N.A. | 0 | 0 | 0 |
| Mr. | Chandra Prakash Toshniwal | PAN: ABZPT0231G DIN: 00036303 | Non Executive | 8-Mar-2006 | N.A. | 0 | 4 | 1 |

* Category of directors means executive/non-executive/independent/Nominee. if a director fits into more than one category write all categories separating them with hyphen
** to be filled only for Independent Director. Tenure would mean total period from which Independent director is serving on Board of directors of the listed entity in continuity without any cooling off period.

II. Composition of Committees

| Sl. No. | Name of Committee | Name of Committee members | Category (Chairperson/Executive/NonExecutive/Independent/Nominee) § |
|---------|--------------------------------------|--|---|
| 1 | Audit Committee | Mrs. Bala Deshpande Mr. Rahul Garg Mr. Janat Shah | Chairperson - Independent Independent Independent |
| 2 | Nomination & Remuneration Committee | Mrs. Bala Deshpande Mr. Rahul Garg Mr. Rakesh Biyani | Chairperson - Independent Independent Non Executive |
| 3 | Stakeholders' Relationship Committee | Mr. Chandra Prakash Toshniwal Mr. Amar Sapra Mr. Mayur Toshniwal | Chairperson - Non-Executive Independent Executive |

§ Category of directors means executive/non-executive/independent/Nominee.

Provision relating to the Risk Management Committee under Regulation 21 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is not Applicable to our Company.

III. Meeting of Board of Directors

| Date(s) of meeting (Enter dates of Previous quarter and Relevant quarter in chronological order) | Maximum gap between any |
|--|-------------------------|
| 14 November 2017 (Previous quarter) | N.A. |
| 25 January 2018 (relevant quarter) | 71 |

IV. Meeting of Committees

| Date(s) of meeting of the committee in the relevant quarter | Whether requirement of Quorum met (details) | Requirement of Quorum met (details) | Date(s) of meeting of the committee in the previous quarter | Maximum gap between any two consecutive meetings in number of days* |
|---|---|-------------------------------------|---|---|
| | | | | |





| Audit Committee | | | | |
|-------------------------------------|-----|---|-----------|-----|
| 25-Jan-18 | Yes | All members of the Committee were present | 14-Nov-18 | 71 |
| Nomination & Remuneration Committee | | | | |
| 25-Jan-18 | Yes | All members of the Committee were present | 14-Nov-18 | 71 |
| Stakeholders Relationship Committee | | | | |
| 25-Jan-18 | Yes | All members of the Committee were present | NA* | NA* |


*Since shares of the company were listed on Stock Exchange on Dec 18, 2017, the first meeting of the committee was held on January 25, 2018.

| V. Related Party Transactions | |
|--|---|
| Subject | Compliance status (Yes/No/NA)refer note below |
| Whether prior approval of audit committee obtained | Yes |
| Whether shareholder approval obtained for material 'RPT | N.A. |
| Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee | Yes |

| VI. Affirmations |
|--|
| <p>1. The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015.</p> <p>2. The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015</p> <p>a. Audit Committee</p> <p>b. Nomination & Remuneration Committee</p> <p>c. Stakeholders' Relationship Committee</p> <p>d. Risk Management Committee (applicable to the top 100 listed entities) - Not Applicable</p> <p>3. The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.</p> <p>4. The meetings of the Board of Directors and the above Committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.</p> <p>5. This report and/or the report submitted in the previous quarter has been placed before Board of Directors. Any comments/observations/advice of Board of Directors may be mentioned here:</p> |

Place: Mumbai
Date: 11th April, 2018

For Future Supply Chain Solutions Limited


Vimal K Dhruve
Company Secretary





Compliance Report on Corporate Governance

ANNEXURE II

| | | | |
|---|---|---------------------------------------|--|
| 1 | Name of Listed Entity | Future Supply Chain Solutions Limited | |
| 2 | Year Ended | 31st March, 2018 | |
| I. Disclosure on website in terms of Listing Regulations | | | Compliance status (Yes/No/NA)refer note below |
| 1. Details of business | | | Yes |
| 2. Terms and conditions of appointment of Independent Directors | | | Yes |
| 3. Composition of various committees of Board of Directors | | | Yes |
| 4. Code of conduct of Board of Directors and senior management personnel | | | Yes |
| 5. Details of establishment of vigil mechanism/ Whistle Blower policy | | | Yes |
| 6. Criteria of making payments to Non-Executive Directors | | | Yes |
| 7. Policy on dealing with related party transactions | | | Yes |
| 8. Policy for determining 'material' subsidiaries | | | Yes |
| 9. Details of familiarization programmes imparted to Independent Directors | | | Yes |
| 10. Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances | | | Yes |
| 11. E-mail address for grievance redressal and other relevant details | | | Yes |
| 12. Financial results | | | Yes |
| 13. Shareholding pattern | | | Yes |
| 14. Details of agreements entered into with the media companies and/or their associates | | | NA |
| 15. New name and the old name of the listed entity | | | NA |
| II. Annual Affirmations | | | |
| | Particulars | Regulation Number | Compliance status (Yes/No/NA)refer note below |
| 1. | Independent Director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility' | 16(1)(b) & 25(6) | Yes |
| 2. | Board composition | 17(1) | Yes |
| 3. | Meeting of Board of Directors | 17(2) | Yes |
| 4. | Review of Compliance Reports | 17(3) | Yes |
| 5. | Plans for orderly succession for appointments | 17(4) | Yes |
| 6. | Code of Conduct | 17(5) | Yes |
| 7. | Fees/compensation | 17(6) | Yes |
| 8. | Minimum Information | 17(7) | Yes |
| 9. | Compliance Certificate | 17(8) | Yes |
| 10. | Risk Assessment & Management | 17(9) | Yes |
| 11. | Performance Evaluation of Independent Directors | 17(10) | Yes |
| 12. | Composition of Audit Committee | 18(1) | Yes |
| 13. | Meeting of Audit Committee | 18(2) | Yes |
| 14. | Composition of Nomination & Remuneration Committee | 19(1) & (2) | Yes |
| 15. | Composition of Stakeholders' Relationship Committee | 20(1) & (2) | Yes |
| 16. | Composition and role of Risk Management Committee | 21(1),(2),(3),(4) | NA |
| 17. | Vigil Mechanism | 22 | Yes |
| 18. | Policy for related party transaction | 23(1),(5),(6),(7) & (8) | Yes |
| 19. | Prior or Omnibus approval of Audit Committee for all related party transactions | 23(2), (3) | Yes |
| 20. | Approval for material related party transactions | 23(4) | NA |
| 21. | Composition of Board of Directors of unlisted material Subsidiary | 24(1) | NA |
| 22. | Other Corporate Governance requirements with respect to subsidiary of listed entity | 24(2),(3),(4),(5) & (6) | NA |
| 23. | Maximum Directorship & Tenure | 25(1) & (2) | Yes |
| 24. | Meeting of independent directors | 25(3) & (4) | Yes |
| 25. | Familiarization of independent directors | 25(7) | Yes |
| 26. | Memberships in Committees | 26(1) | Yes |
| 27. | Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel | 26(3) | NA |
| 28. | Disclosure of Shareholding by Non-Executive Directors | 26(4) | Yes |
| 29. | Policy with respect to obligations of Directors and Senior Management | 26(2) & 26(5) | Yes |
| Notes: | | | |
| 1 In the column "Compliance Status", compliance or non-compliance may be indicated by Yes/No/N.A.. For example, if the Board has been composed in accordance with the requirements of | | | |
| 2 If status is "No" details of non-compliance may be given here. | | | |
| 3 If the Listed Entity would like to provide any other information the same may be indicated here. | | | |
| III Affirmations: | | | |
| The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied. N.A.. | | | |

For Future Supply Chain Solutions Limited

Vimal K Dhruve
Company Secretary

Place: Mumbai
Date: 11th April, 2018

