



Office : Panchsheel 3A/101, Raheja Township, Malad (East), Mumbai - 400097

**Secretarial compliance report of Future Supply Chain Solutions Limited (the "Company")
for the year ended 31ST March 2022**

To,
The Board of Directors
Future Supply Chain Solutions Limited
Knowledge House, Jogeshwari Vikhroli Link Road
Jogeshwari (East), Mumbai - 400060

I, Bindu Darshan Shah, Proprietor of K Bindu & Associates, Company Secretaries, have examined:

- a) all the documents and records made available to us and explanation provided by the Company;
- b) the filings/ submissions made by the Company to the stock exchanges;
- c) website of the Company;
- d) any other document/ filing, as may be relevant, which has been relied upon to make this certification

for the year ended 31st March 2022 ("**Review Period**") in respect of compliance with the provisions of:

- (a) the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and
- (b) the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI");

The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include: -

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018;
- (e) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014;
- (f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
- (g) Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013;
- (h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- (i) any other regulations as applicable



and circulars/ guidelines issued thereunder; and based on the above examination, I hereby report that, during the Review Period:

- (a) The Company has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, except in respect of matters specified below:

| Sr. No. | Compliance Requirement (Regulations/ circulars / guidelines including specific clause) | Deviation | Observations/ remarks of the Practising Company Secretary |
|---------|--|---|---|
| 1 | circular No. SEBI/HO/DDHS/CIR/P/2018/144 dated 26th November 2018 | The initial disclosure on Large Corporate was made on May 1, 2021 | Disclosure was delayed beyond the time limit as prescribed. |
| 2 | Regulation 30** of SEBI (LODR) Regulations, 2015 | Credit rating revised on 31 st January 2022 was disclosed on 2 nd February 2022 | Disclosure was delayed beyond 24 hours of occurring such event. |

** Determination of materiality of any event specified in Para B of Part A of Schedule III of the SEBI (LODR) Regulations, 2015 and ensuring the fairness of the contents of disclosure of such events are the responsibility of the Company in accordance with the provisions of the SEBI (LODR) Regulations, 2015, 'Policy for determination of materiality of events and information' and 'Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information' adopted by the Company.

In absence of any transaction relating to buyback of securities and issue of Non-convertible and Redeemable Preference Shares during the Review Period, the compliance of relevant Regulations as specified above did not arise. However, during the Review Period, the Company had restructured 19,900 non-convertible debentures (NCDs) with consent of the holder(s) of such NCDs and Debenture Trustee followed by the approval of the Stock Exchange as required under regulation 59 of the SEBI (LODR) Regulations, 2015.

- (b) The Company has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued thereunder in so far as it appears from our examination of those records.
- (c) The following are the details of actions taken by SEBI against the Company/ its promoters/ Directors/ material subsidiaries either by SEBI or Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under the aforesaid Acts/ Regulations and circulars/ guidelines issued thereunder:

| Sr. No. | Action taken by | Details of violation | Details of actions taken E.g. fines, warning letter, debarment etc. | Observations/ remarks of the Practising Company Secretary, if any |
|---------|-------------------------------|--|--|---|
| 1 | Stock Exchanges (BSE and NSE) | Future Enterprises Limited – Promoter of the Company, delayed in Submission of the Financial Results under Regulation 33 and 52(1) of the SEBI | BSE and NSE respectively levied fine of Rs. 1,77,000/- (including applicable GST). | Future Enterprises Limited has paid the said fine. |



| Sr. No. | Action taken by | Details of violation | Details of actions taken E.g. fines, warning letter, debarment etc. | Observations/ remarks of the Practising Company Secretary, if any |
|---------|--|--|--|---|
| | | (LODR) Regulations, 2015 for the financial year ended 31 st March, 2021 | | |
| 2 | The Securities Exchange Board of India | Violation by Future Enterprises Limited – Promoter of the Company, of provisions of Regulations 4(1)(d), 4(1)(e), 30(3), 30(4)(i)(a), 30(4)(i)(b), 30(6), 30(7), 30(11), of the SEBI (LODR) Regulations, 2015, the relevant provisions of SEBI Circular and the provisions of Clause 4 of Schedule A of the SEBI (Prohibition of Insider Trading) Regulations, 2015. | The Adjudicating Officer of Securities Exchange Board of India vide Adjudication Order No.: Order /SP /R /2021-22/ 15365 dated 14th March 2022 imposed a penalty of Rs. 5,00,000/- under Section 15A(b) of the SEBI Act, 1992. | Future Enterprises Limited has filed an appeal before the Hon'ble Securities Appellate Tribunal in accordance with Section 15T of SEBI Act, 1992. |

- (d) The listed entity has taken the following actions to comply with the observations made in previous reports: **Not Applicable**
- (e) Compliance with the provisions 6A and 6B of the SEBI Circular No. CIR/CFD/CMD1/114/2019 dated 18th October 2019 relating to appointment of Statutory Auditors did not arise during the Review Period.

Place: Mumbai

Date: 30.05.2022

UDIN : A020066D000434975

For K Bindu & Associates

Company Secretaries



Bindu

Bindu Darshan Shah
Proprietor
ACS No.: 20066 CP No. 7378