

Corporate Governance Report

1. Name of the Entity - Future Supply Chain Solutions Limited
2. Quarter ending - 31 March 2021

i. Composition of Board of Director

Name of the Director	DIN	Category	Sub-Category	Initial Date of Appointment	Date of re-appointment	Tenure (Months)	Date of Birth	Whether special resolution passed?	Date of passing special resolution	No. of Directorship in listed entities	No of Independent Directorship in listed entities	No of membership in Audit Committee/ SRC	No of post of Chairperson in Audit Committee/ SRC
Rakesh Biyani	00005806	C, NED		13-Jul-2007	31-Jul-2019		05-Apr-1972	NA		3	0	3	0
Mayur Toshniwal	01655776	ED	MD	05-Aug-2017	05-Aug-2020	36	22-Feb-1968	NA		1	0	1	0
C P Toshniwal	00036303	NED		08-Mar-2006	28-Dec-2020		29-Sep-1966	NA		3	0	2	1
Bala C Deshpande	00020130	ID		10-May-2017	10-May-2017	60	15-Apr-1966	NA		3	3	5	2
Janat Shah	01625535	ID		30-Mar-2015	30-Mar-2020	24	22-Sep-1958	NA		2	2	3	0
Malini Chopra	08195364	ID		07-Feb-2019	07-Feb-2019	60	15-Sep-1964	NA		2	2	3	0
Amar Sapra	05178849	ID		05-Aug-2017	05-Aug-2017	60	08-Jul-1978	NA		1	1	1	0
Hiroyuki Tanaka	08657963	NED		08-Jan-2020	18-Feb-2020		28-Jun-1962	NA		1	0	0	0

Whether Permanent chairperson appointed: Yes

Whether Chairperson is related to MD or CEO: No

ii. Composition of Committees

a. Audit Committee

Whether Permanent chairperson appointed: Yes

Sr. No.	Name of the Director	Category	Chairperson/Membership	Appointment Date
1	Bala C Deshpande	ID	Chairperson	10-May-2017
2	Janat Shah	ID	Member	15-May-2015
3	Malini Chopra	ID	Member	07-Feb-2019



b. Stakeholders Relationship Committee

Whether Permanent chairperson appointed: Yes

<i>Sr. No.</i>	<i>Name of the Director</i>	<i>Category</i>	<i>Chairperson/Membership</i>	<i>Appointment Date</i>
1	Chandra Prakash Toshniwal	NED	Chairperson	05-Aug-2017
2	Amar Sapra	ID	Member	05-Aug-2017
3	Mayur Toshniwal	ED	Member	05-Aug-2017

c. Risk Management Committee

Whether Permanent chairperson appointed: Yes

<i>Sr. No.</i>	<i>Name of the Director</i>	<i>Category</i>	<i>Chairperson/Membership</i>	<i>Appointment Date</i>
1	Chandra Prakash Toshniwal	NED	Chairperson	13-May-2019
2	Mayur Toshniwal	ED	Member	13-May-2019
3	Samir Kedia	CFO	Member	13-May-2019

d. Nomination and Remuneration Committee

Whether Permanent chairperson appointed: Yes

<i>Sr. No.</i>	<i>Name of the Director</i>	<i>Category</i>	<i>Chairperson/Membership</i>	<i>Appointment Date</i>
1	Bala C Deshpande	ID	Chairperson	10-May-2017
2	Rakesh Biyani	NED	Member	05-Aug-2017
3	Malini Chopra	ID	Member	07-Feb-2019

iii. Meeting of Board of Directors

Date of Meetings in the previous quarter	Date of Meeting in the relevant quarter	Whether requirement of Quorum met	Number of Directors present*	Number of Independent Directors present*
07-Nov-2020	10-Feb-2021	Yes	8	4
27-Nov-2020	31-03-2021	Yes	7	3

* For the meetings held during relevant quarter ended March 31, 2021

Maximum gap between any two consecutive Board Meetings (number of days): 74



iv. Meeting of Committees

Name of the Committee	Date of meeting in the previous quarter	Date of meeting in the relevant quarter	Whether requirement of Quorum met	Number of Directors present*	Number of ID present*
Audit Committee	07-Nov-2020	10-Feb-2021	Yes	3	3
		31-Mar-2021	yes	3	2
Nomination & Remuneration Committee	07-Nov-2019	-	Yes	-	-
Stakeholders Relationship Committee	-	10-Feb-2021	Yes	3	1
Risk Management Committee		31-Mar-2021	Yes	2	0

* For the meetings held during relevant quarter ended March 31, 2021

Maximum gap between any two consecutive meetings of Audit Committee (number of days): 94

v. Related Party Transactions

Subject	Compliance status
Whether prior approval of audit committee obtained	Yes
Whether shareholder approval obtained for material RPT	Yes
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	Yes

Disclosure of notes on related party transactions and Disclosure of notes of material related party transactions: None

VI. Affirmations

1. The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015. - **Yes**
2. The composition of the following committees is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015
 - a. Audit Committee - **Yes**
 - b. Nomination & remuneration committee - **Yes**
 - c. Stakeholders relationship committee - **Yes**
 - d. Risk management committee (applicable to the top 100 listed entities) - **Yes**
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. - **Yes**
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.- **Yes**
5.
 - a. This report and/or the report submitted in the previous quarter has been placed before Board of Directors. - **Yes**
 - b. Any comments/observations/advice of Board of Directors: **None**
6. The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied. - **Yes**

Name : Chandra Prakash Toshniwal
 Designation : Director



ANNEXURE II

I. Disclosure on website in terms of Listing Regulations

Item	Compliance status (Yes/No/NA)	Company Remark	Website link
As per regulation 46(2) of the LODR:			
Details of business	Yes		www.futuresupplychains.com/
Terms and conditions of appointment of independent directors	Yes		www.futuresupplychains.com/code-policies.php
Composition of various committees of board of directors	Yes		www.futuresupplychains.com/committee-director.php
Code of conduct of board of directors and senior management personnel	Yes		www.futuresupplychains.com/code-policies.php
Details of establishment of vigil mechanism/ Whistle Blower policy	Yes		www.futuresupplychains.com/code-policies.php
Criteria of making payments to non-executive directors	Yes		www.futuresupplychains.com/code-policies.php
Policy on dealing with related party transactions	Yes		www.futuresupplychains.com/code-policies.php
Policy for determining 'material' subsidiaries	Yes		www.futuresupplychains.com/code-policies.php
Details of familiarization programs imparted to independent directors	Yes		www.futuresupplychains.com/code-policies.php
Email address for grievance redressal and other relevant details entity who are responsible for assisting and	Yes		www.futuresupplychains.com/contact-us.php
Contact information of the designated officials of the listed entity who are responsible for assisting and	Yes		www.futuresupplychains.com/contact-us.php
Financial results	Yes		www.futuresupplychains.com/quarterly-report.php
Shareholding pattern	Yes		www.futuresupplychains.com/shareholding-pattern.php
Details of agreements entered into with the media companies and/or their associates	Not Applicable		
Schedule of analyst or institutional investor meet and presentations made by the listed entity to analysts or	Yes		www.futuresupplychains.com/annoucement.php
New name and the old name of the listed entity	Not Applicable		
Advertisements as per regulation 47 (1)	Yes		www.futuresupplychains.com/annoucement.php
Credit rating or revision in credit rating obtained by the entity for all its outstanding instruments obtained	Yes		www.futuresupplychains.com/credit-rating.php
Separate audited financial statements of each subsidiary of the listed entity in respect of a relevant financial	Yes		www.futuresupplychains.com/annual-reports.php
As per other regulations of the LODR:			
Whether company has provided information under separate section on its website as per Regulation 46(2)	Yes		www.futuresupplychains.com/investor-relations.php
Materiality Policy as per Regulation 30	Yes		www.futuresupplychains.com/code-policies.php
Dividend Distribution policy as per Regulation 43A (as applicable)	Yes		www.futuresupplychains.com/code-policies.php
It is certified that these contents on the website of the listed entity are correct.	Yes		www.futuresupplychains.com/

II. Annual Affirmations:

Particulars	Regulation Number	Compliance status (Yes/No/NA)
<i>Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'</i>	16(1)(b) & 25(6)	Yes
<i>Board composition</i>	17(1), 17(1A) & 17(1B)	Yes
<i>Meeting of Board of directors</i>	17(2)	Yes
<i>Quorum of Board meeting</i>	17(2A)	Yes
<i>Review of Compliance Reports</i>	17(3)	Yes
<i>Plans for orderly succession for appointments</i>	17(4)	Yes
<i>Code of Conduct</i>	17(5)	Yes
<i>Fees/compensation</i>	17(6)	Yes
<i>Minimum Information</i>	17(7)	Yes
<i>Compliance Certificate</i>	17(8)	Yes
<i>Risk Assessment & Management</i>	17(9)	Yes
<i>Performance Evaluation of Independent Directors</i>	17(10)	Yes
<i>Recommendation of Board</i>	17(11)	Yes
<i>Maximum number of directorship</i>	17A	Yes
<i>Composition of Audit Committee</i>	18(1)	Yes
<i>Meeting of Audit Committee</i>	18(2)	Yes
<i>Composition of nomination & remuneration committee</i>	19(1) & (2)	Yes
<i>Quorum of Nomination and Remuneration Committee meeting</i>	19(2A)	Yes
<i>Meeting of nomination & remuneration committee</i>	19(3A)	Yes
<i>Composition of Stakeholder Relationship Committee</i>	20(1), 20(2) and 20(2A)	Yes
<i>Meeting of stakeholder relationship committee</i>	20(3A)	Yes
<i>Composition and role of risk management committee</i>	21(1),(2),(3),(4)	Yes
<i>Meeting of Risk Management Committee</i>	22	Yes
<i>Vigil Mechanism</i>	22	Yes
<i>Policy for related party Transaction</i>	23(1),(1A),(5),(6),(7) &	Yes
<i>Prior or Omnibus approval of Audit Committee for all related party transactions</i>	23(2), (3)	Yes
<i>Approval for material related party transactions</i>	23(4)	Yes
<i>Disclosure of related party transactions on consolidated basis</i>	23(9)	Yes

Particulars	Regulation Number	Compliance status (Yes/No/NA)
<i>Composition of Board of Directors of unlisted material Subsidiary</i>	24(1)	Not Applicable
<i>Other Corporate Governance requirements with respect to subsidiary of listed entity</i>	24(2),(3),(4),(5) & (6)	Not Applicable
<i>Annual Secretarial Compliance Report</i>	24(A)	Yes
<i>Alternate Director to Independent Director</i>	25(1)	Not Applicable
<i>Maximum Tenure</i>	25(2)	Yes
<i>Meeting of independent directors</i>	25(3) & (4)	Yes
<i>Familiarization of independent directors</i>	25(7)	Yes
<i>Declaration from Independent Director</i>	25(8) & (9)	Yes
<i>D & O Insurance for Independent Directors</i>	25(10)	Yes
<i>Memberships in Committees</i>	26(1)	Yes
<i>Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel</i>	26(3)	Yes
<i>Disclosure of Shareholding by Non- Executive Directors</i>	26(4)	Yes
<i>Policy with respect to Obligations of directors and senior management</i>	26(2) & 26(5)	Yes

Abbreviations used:

• **C:** Chairperson • **ED:** Executive Director • **NED:** Non Executive Director • **ID:** Independent Director • **MD:** Managing Director • **LODR:** SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

