

Corporate Governance Report

1. Name of the Entity - Future Supply Chain Solutions Limited
 2. Quarter ending - 31 December 2020

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		2	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		1	1	1	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

Note: Mr. Hiroyuki Tanaka is a foreign national and does not hold PAN

- 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	Member	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 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*
31-07-2020		Yes		
29-08-2020		Yes		
11-09-2020		Yes		
	07-11-2020	Yes	7	3
	27-11-2020	Yes	7	3

* Information given only for the relevant quarter i.e. quarter ended December 31, 2020.

Maximum gap between any two consecutive Board Meetings (number of days): 56




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	31-07-2020		Yes		
Audit Committee	29-08-2020		Yes		
Audit Committee	11-09-2020		Yes		
Audit Committee		07-11-2020	Yes	3	3
Nomination & Remuneration Committee	31-07-2020		Yes		
Nomination & Remuneration Committee		07-11-2020	Yes	3	2

* Information given only for the relevant quarter i.e. quarter ended December 31, 2020.

Maximum gap between any two consecutive meetings of Audit Committee (number of days): 56 (applicable only for Audit Committee meeting)

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 500 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. This report and/or the report submitted in the previous quarter has been placed before Board of Directors. - **Yes**
6. Any comments/observations/advice of Board of Directors: **See confirmation below**




Confirmation:

It is confirmed that:

1. Copy of the annual report including balance sheet, profit and loss account, directors report, corporate governance report, business responsibility report were displayed on website [Reg.46(2)];
2. The Chairperson of Audit Committee was present at the Annual General Meeting [Reg.18(1)(d)];
3. The Chairperson of the Nomination and Remuneration Committee was present at the Annual General Meeting [Reg.19(3)];
4. The Chairperson of the Stakeholder Relationship Committee was present at the Annual General Meeting [Reg.20(3)];
5. Corporate Governance Report was disclosed in the Annual Report [Reg. 34(3) read with para C of Schedule V]



Name : Rohan Gavas
Designation : Company Secretary & Compliance Officer



Abbreviations used:

C: Chairperson • **ED:** Executive Director • **NED:** Non Executive Director • **ID:** Independent Director • **MD:** Managing Director • **MCA:** Ministry of Corporate Affairs