



Dear Members,

You are cordially invited to attend the 15th Annual General Meeting of Future Supply Chain Solutions Limited (the “**Company**”) to be held on Monday, December 28, 2020 at 1:30 pm through video conferencing (“**AGM**”). The notice convening the AGM is enclosed herewith. For the ease of members, below are the key details of the AGM of the Company:

Link to attend through video conference	:	https://www.evoting.nsdl.com
Cut-off date to become eligible for e-voting	:	December 21, 2020
Remote e-Voting Period	:	December 24, 2020 - December 27, 2020
Link for remote e-voting	:	https://www.evoting.nsdl.com
Scrutiniser for conducting voting process	:	Bindu D Shah – Company Secretary in Whole time Practice
Link for members to temporarily update e-mail address	:	https://linkintime.co.in/emailreg/email_register.html
Contact details	:	Company: Person: Mr. Rohan Gavas E-mail: investorrelations@futuresupplychains.com Tel.: (022) 6644 2200 Registrar & Transfer Agent: E-mail: rnt.helpdesk@linkintime.co.in Tel.: (022) 4918 6270 NSDL: Person: Mr. Amit Vishal/ Ms. Sarita Mote E-mail: amitv@nsdl.co.in / saritam@nsdl.co.in Tel.: (022) 2499 4890
Websites where annual reports and Notice of AGM would be available	:	www.futuresupplychains.com www.bseindia.com www.nseindia.com www.nsdl.co.in
Link for corporate members to send necessary authorisation	:	If to the Company: investorrelations@futuresupplychains.com If to the Scrutinizer: kbindudshah@gmail.com To the service provider: evoting@nsdl.co.in
E-mail for members to submit their query for their response during the AGM	:	investorrelations@futuresupplychains.com





Future Supply Chain Solutions Limited

Registered Office: Knowledge House, Shyam Nagar, Jogeshwari Vikhroli Link Road, Jogeshwari (East), Mumbai 400060

Tel.: +91 22 66442200 • **Fax:** +91 22 66442201 • **CIN:** L63030MH2006PLC160376

Website: www.futuresupplychains.com • **Email:** investorrelations@futuresupplychains.com

NOTICE TO MEMBERS

Notice is hereby given that the 15th Annual General Meeting of the members of Future Supply Chain Solutions Limited will be held on Monday, the December 28, 2020 at 1:30 pm (“AGM”) through video conferencing (“VC”) / other audio visual means (“OAVM”) to transact the following business (“AGM Notice”):

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Financial Statements for the financial year ended March 31, 2020 together with the reports of Auditors and Directors thereon;
2. To appoint a Director in place of Mayur Toshniwal (DIN: 01655776) who retires by rotation and being eligible, offers himself for re-appointment;
3. To appoint a Director in place of Chandra Prakash Toshniwal (DIN: 00036303) who retires by rotation and being eligible, offers himself for re-appointment;
4. To appoint Statutory Auditors:

(a) To appoint Statutory Auditors to fill casual vacancy

To consider and if thought fit, to pass as an ordinary resolution, the following:

“RESOLVED THAT pursuant to the provisions of section 139(8), 142 and other applicable provisions, if any, of the Companies Act, 2013 including the applicable rules made thereunder, M/s. DMKH & Co; Chartered Accountants, Mumbai (Firm Registration No.: 116886W), be and are hereby appointed as Statutory Auditors of the Company to fill the casual vacancy caused by the resignation of M/s. GMJ & Co., to hold office as such till conclusion of the this annual general meeting.

RESOLVED FURTHER THAT the Board of Directors (which term shall include any authorised or empowered committee thereof) of the Company be and is hereby authorised to fix the remuneration payable to them during the aforesaid period of their appointment.”

(b) To appoint Statutory Auditors of the Company and to fix their remuneration

To consider and if thought fit, to pass as an ordinary resolution, the following:

“RESOLVED FURTHER THAT pursuant to the provisions of section 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 including the applicable rules made thereunder, M/s. DMKH & Co; Chartered Accountants, Mumbai (Firm Registration No.: 116886W), be and are hereby appointed as Statutory Auditors of the Company to hold office as such from the conclusion of this annual general meeting until the conclusion of five consecutive annual general meetings to be held hereafter.

RESOLVED FURTHER THAT the Board of Directors (which term shall include any authorised or empowered committee thereof) of the Company be and is hereby authorised to fix the remuneration payable to them during the aforesaid period of their appointment.”

SPECIAL BUSINESS

1. To approve/ authorize to transact with related party/ material entity

To consider and if thought fit, to pass as an ordinary resolution, the following:

“RESOLVED THAT Regulation 23(4) of the SEBI (Listing Obligation & Disclosure Requirements) Regulations, 2015 (including any amendments thereto from time to time or any re-enactment thereof for the time being in force) (the “Listing Regulations”), applicable provisions of the Companies Act, 2013 including any rules framed thereunder (the “Act”), in terms of the policy approved by the Board for dealing/ transacting with related parties for the time being in force (“Policy”) and subject to such other approvals, consents, permissions and sanctions of any authorities as may be necessary, approval of the shareholders be and is hereby accorded to the Board of Directors (including any empowered committee thereof or any Director or official of the Company authorised in this behalf) to enter into transactions with Future Retail Limited (“Related Party”), either individual or taken together with previous transactions, on arms’ length basis and in ordinary course of business activities, for an aggregate amount up to ₹ 800,00,00,000/- (Rupees Eight Hundred crore only) during the financial year 2020-21.



RESOLVED FURTHER THAT the Board (which term shall include its duly authorized committee or directors or officials of the Company), be and is hereby authorized to do or cause to be done all such acts, matters, deeds and things and to settle any questions, difficulties or doubts that may arise with regard to any transactions with Related Parties and execute such agreements, documents and writings and to make such filings, as may be necessary or desirable for the purpose of giving effect to this resolution.”

2. To re-appoint Mayur Toshniwal as a Managing Director

To consider and if thought fit, to pass **as a special resolution**, the following:

“RESOLVED THAT pursuant to section 197,198, 203 and all other applicable provisions of the Companies Act, 2013 (the **“Act”**) read with Schedule V to the Companies Act, 2013 (**“Schedule”**), applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**“Listing Regulations”**), including any statutory modification to the Act, Schedule and Listing Regulations from time to time or any re-enactment thereof for the time being in force, pursuant to the recommendations of the Nomination and Remuneration Committee and Board of Directors, in line with the Policy on Diversity of Board of Directors and subject to statutory or regulatory approvals, if any, that may be required anytime during the tenure, Mayur Toshniwal be and is hereby re-appointed as a Managing Director of the Company for a period of 3 years effective from August 5, 2020 at a remuneration and allowances in the scale of ₹ 2,00,00,000/- to ₹ 3,00,00,000/- per annum on such terms and conditions as may be agreed between the Company and Mr. Mayur Toshniwal or as may be prescribed under the applicable provisions of the Companies Act, 2013 or levied, imposed or otherwise obligated under any of the consents, approvals or permissions to be accorded by any of the regulatory or statutory authority while approving such re-appointment, with the powers to the Board of Directors (which term shall always be deemed to include any duly authorised committee thereof) to vary or increase the remuneration and allowances payable or to be provided to Mayur Toshniwal including monetary value thereof as specified herein to the extent the Board may consider appropriate or as may be permitted or authorised in accordance with the provisions of the Companies Act, 2013 for the time being in force, provided however, that the remuneration payable to Mayur Toshniwal at any time during his tenure shall be within such limits as may be approved by the Board of Directors, Shareholders, and/ or such other requisite authorities, as may be required.

RESOLVED FURTHER THAT the Company may pay the following perquisites in addition to aforesaid remunerations:

Perquisites:

1. Contribution to the Provident Fund and payment of Gratuity as per the rules of the Company would not be included in the computation of ceiling on remuneration to the extent these are not taxable under the Income-tax Act, 1961.
2. Encashment of earned leave at the end of the tenure as per the Rules of the Company;
3. Re-imbursment of travelling expenditure/ fuel expenses for the business of the Company;
4. Provisions of any telephone or mobile phone for the purpose of the business of the Company.

The value of the perquisites would be evaluated as per Income Tax Rules, 1962 wherever applicable and at cost in the absence of any such Rules.

RESOLVED FURTHER THAT in the event in any financial year during the tenure of the Managing Director, the Company does not earn any profits or earns inadequate profit as contemplated under the provisions of Schedule V to the Companies Act, 2013, the Company may pay to the Managing Director the above remuneration as the minimum remuneration by way of salary and allowances as specified above and subject to receipt of the requisite approvals, if any.

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all such matters, things, acts and deeds to give effect to the contents, terms, conditions or otherwise intent of this resolution.”

**By order of the Board of Directors of
Future Supply Chain Solutions Limited**

Rohan Gavas

Company Secretary

Mumbai, November 27, 2020



Notes & Instructions:

1. A statement pursuant to Section 102 of the Companies Act, 2013 (the “**Act**”) setting out material facts concerning the Special Business under item Nos. 1 and 2 of the AGM Notice is annexed herewith.
2. During this time of COVID-19 pandemic, the Ministry of Corporate Affairs (“**MCA**”) has, vide General Circular No. 14/2020 dated April 8, 2020, General Circular No. 17/2020 dated April 13, 2020 and General Circular No. 20/2020 dated May 5, 2020 (collectively “**MCA Circulars**”), permitted the companies to hold the general meetings (including AGMs) through video conferencing or other audio visual means. Accordingly, the AGM of the Company is being convened and conducted through two-way video conference, in compliance with MCA Circulars and requirements of physical attendance of the members has been dispensed with.
3. In line with the MCA Circulars, the AGM Notice along with the Annual Report for 2019-20 are being sent only by electronic mode to those Members whose e-mail addresses are registered with the Company/ Depositories. Members may please note that this Notice will also be available on (i) the Company’s website at <https://www.futuresupplychains.com/annual-reports.php> (ii) websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively; and (iii) on the website of National Securities Depository Limited (“**NSDL**”) at www.evoting.nsdl.com
4. Members who have not registered their e-mail address are requested to register the same in respect of shares held in electronic form with the Depository through their Depository Participant(s) and in respect of shares held in physical form, by writing to the Company’s Registrar and Share Transfer Agent - Link Intime India Private Limited.
5. Pursuant to the General Circular No. 20/2020 dated May 5, 2020 issued by MCA, the Company has enabled a process for the limited purpose of receiving the Company’s annual report and AGM Notice (including remote e-voting instructions) electronically, the members may temporarily update their email address by accessing the link https://linkintime.co.in/emailreg/email_register.html
6. The Company has engaged NSDL to provide the facility to the members for attending the AGM from their respective locations through video conferencing and other audio-visual means. Detailed procedure as how to attend the AGM, are given separately.
7. The Company has also availed a facility from NSDL to enable members to vote online during the remote e-voting period as well as during the AGM. Detailed procedure as how to vote electronically, are given separately.
8. Pursuant to MCA Circulars and relaxation granted by the Securities and Exchange Board of India (“**SEBI**”) vide its circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 (“**SEBI Circular**”), facility to the members to appoint of a proxy on his/ her stead, will not be available for the AGM. In view of the same, the Form of Proxy is not annexed to this AGM Notice. However, Institutional shareholders intending to be present through their authorised representatives to attend the AGM are requested to send by email, a certified copy of the resolution of appropriate authority to (i) the Company Secretary at investorrelations@futuresupplychains.com; (ii) Scrutinizer at kbindudshah@gmail.com with a copy mark to evoting@nsdl.co.in, authorizing them to attend and vote on their behalf at the AGM.
9. As required under regulation 26(4) and 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**Listing Regulations**”) and Secretarial Standards on General Meetings (“**SS-II**”), requisite details of the Directors seeking appointment/ re-appointment at the AGM are provided in an annexure to this AGM Notice.
10. Register of Directors and KMPs maintained under section 170 of the Act, Certificate from the Statutory Auditors relating to the Company’s Stock Options Plan under SEBI (Share Based Employee Benefits) Regulations, 2014 shall be available for inspection during the AGM. Members seeking to inspect such documents can send an email to investorrelations@futuresupplychains.com.
11. All documents referred to in the accompanying Notice and the Explanatory Statement shall be available for inspection electronically. Members seeking to inspect such documents can send an email to investorrelations@futuresupplychains.com.
12. As the AGM is to be held through VC/ OAVM, the route map is not annexed to this AGM Notice.

13. Members are requested to send all communications relating to shares to the Registrar & Share Transfer Agent (R & T Agent) at the following address:

Link Intime India Private Limited

C-101, 247 Park, LBS Marg, Vikhroli (West), Mumbai 400083

Phone No. (022) 49186270; Fax No. (022) 49186060; E-mail: rnt.helpdesk@linkintime.co.in

STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013

The following statement sets out all material facts relating to the Special Business matters mentioned in the AGM Notice:

Special Business Matter 1 – Approval of Material Transactions with Related Party

The Company derives its substantial portion of the revenues from Future Retail Limited (“**Related Party**”) in ordinary course of its business. The Audit Committee, wholly comprising Independent Directors, also approved to enter into transactions with the Related Party. It is expected that the value of transactions specified under the proposed resolution and consisting of providing logistics and warehousing services, sale/ purchase of fixed assets and certain payments towards the rent and expenses, entered / to be entered into with the Related Party, whether considered individually and/or taken together with previous transactions during the year 2020-21, would exceed the stipulated threshold of 10% of the consolidated turnover of the Company as per the latest audited financial statements i.e. F.Y. 2019-20 (“**Material Transactions**”). Pursuant to the regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**Listing Regulations**”), Material Transactions require approval of the shareholders. Shareholders belonging to the Promoter Group are requested to note that they shall not be able to vote on the proposed resolution to approve it, as specified under regulation 23(4) of the Listing Regulations.

The Material Transactions are/ would be conducted on arms’ length basis and in ordinary course of business. Accordingly, provisions of section 188(1) of the Companies Act, 2013 do not apply. However, as required under rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014, members may take note of the below information:

- **Nature of Transactions:** Providing logistics, warehousing and distribution services, sale/ purchase of fixed assets and certain payment towards rent and other expenses on arms’ length basis;
- **Name of the entity:** Future Retail Limited;
- **Name of the Director or Key Management Personnel who is related, if any:** None
- **Nature of Relationship:** Material entity/ Related Party/ Group entity;
- **Nature, Material Terms, Monetary value and particulars of the contract or arrangement:** Up to an aggregate amount of ₹ 800.00 crore, in one or more tranches and on terms and conditions as may be mutually agreed from time to time but subject to the provisions of the applicable laws and on arms’ length basis;
- **Any other relevant or important Information:** Future Retail Limited is the single largest customer of the Company contributing more than 50% of the revenues of the Company during the year 2019-20. The transactions covered under the resolution have been reviewed and approved by the Audit Committee wholly comprising the Independent Directors.

In view of the expected volume involved in the Material Transactions, your Directors recommend the resolution for your approval as an Ordinary resolution.

None of the Directors, Key Management Personnel of the Company and their respective relatives shall be considered to be interested in the proposed resolution except, if so, as a member of any of the entities covered in the proposed resolution.

Special Business Matter 2 – Re-appointment of Mayur Toshniwal as a Managing Director

The first tenure of Mayur Toshniwal as a Managing Directors of the Company ended on August 4, 2020. The Nomination and Remuneration Committee and Board of Directors at their respective meetings held on June 25, 2020 have approved the re-appointment for a further period of 3 years in view of extensive experience possessed by him. During his tenure,



the Company has exceeded the revenue projections and business volumes in last three years, entered various long term contracts with renowned corporates, successfully implemented various cost control initiatives and various other matters towards the business development. Further, Mayur Toshniwal is a key contributor for business development strategy in consultation with Nippon Express which has recently acquired 22% stake in the Company. He is a lead member of the steering committee constituted to explore synergies under the Business Development Agreement with Nippon Express.

Disclosure as required under Schedule V of the Companies Act, 2013 in relation to the appointment and approval of remuneration is given hereunder.

1. GENERAL INFORMATION:

1.1 Nature of Industry

Logistics and Supply Chain Management

1.2 Date or expected date of Commercial Production

Not Applicable the Company is operational.

1.3 In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus

Not applicable

1.4 Financial performance

	(₹ in Lakh)		
Particulars	F.Y. 2019-20	F.Y. 2018-19	F.Y. 2017-18
Operational Income	1,16,058.17	1,11,277.10	83,192.24
Net Profit	(6,388.24)	6,515.72	3,059.48
Basic EPS (₹)	(15.51)	16.27	7.75

1.5 Foreign Investments or collaborations

The equity shares of the Company are listed on BSE Limited and The National Stock Exchange of India Limited and available for publicly trading. During the year 2019-20, the Company attracted foreign investment by issuing new equity shares on preferential basis under FDI norms, pursuant to the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 and the relevant provisions of the Companies Act, 2013. Consequent to such foreign investment, the Company also entered into Business Collaboration Agreement with Nippon Express (South Asia & Oceania) Pte. Ltd. to explore the synergies for business development. Nippon Express is Japan's the largest logistics player and 7th largest globally. The Company expects to derive considerable operational synergies and substantial growth of the business under the partnership with Nippon Express.

2. INFORMATION ABOUT THE APPOINTEE

2.1 Background

Mayur Toshniwal is B.E. (Mech Engg.) and completed post graduate diploma in Management from Indian Institute of Management – Ahmedabad. He possesses experience in various industries for over 25 years in various managerial capacities.

2.2 Past Remuneration

During the year 2019-20, Mayur Toshniwal was paid a remuneration of ₹ 205.17 Lakh.

2.3 Recognition and Awards

None

2.4 Job profile and his suitability

Managing Director is overall in-charge for operations and management and has direct reporting to the Board of Directors, his role and responsibilities, inter alia, include business development, technology roadmap and effective deployment, warehousing operations and capex, financial disciplines etc. The Company has state-of-the-art infrastructure which is capable of managing entire supply chain of any retail entity in most efficient manner. Mayur Toshniwal possesses vast experience in the field consumer centric industries including the organised retail sector. His rich experience in retail industry is seen as an added advantage since the Company's largest customers belong to organized retail sector. Accordingly, designing and planning for logistics activities and managing supply chain for such clients are prompt, economical and with minimal shortcomings.

2.5 Remuneration proposed

In the scale of ₹ 2,00,00,000/- to ₹ 3,00,00,000/- per annum with the powers to the Board (including any committee thereof) to revise the remuneration within such overall limits during the tenure of the appointee.

2.6 Comparative remuneration profile with respect to industry, size of company, profile of the position and person

The logistics industry in India is generally fragmented and some of other entities within the industry may have significantly greater financial and marketing resources and operate larger networks than the Company. However, the Company's business infrastructure is quite distinct and unmatched from technology perspective. The Company provides automated and IT-enabled warehousing, distribution and other logistics solutions mainly on B2B. The Company's business model can comprehensively cover customers' supply chain needs. The Company provides solutions that enable customers to leverage Company's distribution network and which optimises the performance, cost and efficiency of their supply chains, shortening their lead-time to market. The Company has installed a high speed cross-belt-sorter system with a sorting capacity of approximately 2,000 cases per hour. The said sorter system is first of its kind in India. Hence, Company's service offerings, warehousing infrastructure, pan-India distribution network, "hub-and-spoke" transportation model and automated technology systems support its competitive market position. In view of this, competitive comparison of the appointee within the same industry is not viable and justified especially when the appointee has distinct advantage of vast experience in retail sector and tech driven logistics operations.

2.7 Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any

Mayur Toshniwal has been drawing remuneration in his capacity as Managing Director and benefits in the form of stock options. However, he is not related to any managerial person or Director or promoter of the Company.







3. OTHER INFORMATION

3.1 Reasons of loss or inadequate profits

The Company has incurred net losses during the year 2019-20 due to slowdown in consumer demands and also on account of one-time write off losses of subsidiary company's operations demerged in the Company.

3.2 Steps taken or proposed to be taken for improvement

The Company has undertaken several initiatives to improve productivity and increase operational efficiencies, so as to improve profitability. These include:

-  Warehousing network re-design & consolidation;
-  Transport cost rationalisation and move to a complete variable model;
-  Labour productivity enhancement initiatives at the warehouse level;
-  Fixed costs / overheads rationalisation;
-  Revisiting customer contracts where Company's ROI was sub-optimal;
-  Continued investments in upgrading technologies to augment capabilities and efficiency.



3.3 Expected increase in productivity and profits in measurable terms

Various initiatives taken by the Company has resulted in controlling operational costs significantly. Further, the Company has also formed a steering committee led by the Managing Director and having expert representatives of Nippon Express for business development to increase the clientele and bring operational efficiencies. Although, the profits could not be accurately measured in absolute amount, the Company could reap the benefits of various initiatives recommended by such steering committee which have been clearly visible in business operations.

In view of the above, your Directors recommend the resolution for your approval as a Special Resolution.

None of the Directors, Key Management Personnel of the Company and their respective relatives shall be considered to be interested in the proposed resolution except as a member. Mayur Toshniwal – Managing Director shall be deemed to concerned or interested to the extent of the remuneration and perquisite paid/ to be paid by the Company.

By order of the Board of Directors of
Future Supply Chain Solutions Limited

Rohan Gavas
Company Secretary
Mumbai, November 27, 2020



Annexure to the Notice of 15th Annual General Meeting

Information as required pursuant to Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards on General Meetings (SS-II), in respect of Directors seeking appointment/ re-appointment at the AGM.

Particular	Name of the Directors	
	C P Toshniwal	Mayur Toshniwal
Date of Birth	September 29, 1966	February 22, 1968
Nationality	Indian	Indian
Brief Profile	A qualified Chartered Accountant and an Associate Member of the Institute of the Company Secretaries of India. He possesses over 25 years of rich managerial experience in the field of Corporate and Strategic Planning, Financial planning & restructuring, Risk management system and process implementation, mergers, amalgamations, takeover of business enterprises, raising capital through innovative financial products. He has been awarded the Best CFO Award-2011 by The Institute of Chartered Accountants of India. He has been awarded "CFO100 Roll of Honour" by CFO India for his extraordinary performance as senior finance leader in Retail Industry.	Holds a post graduate diploma in management from the IIM-A and a bachelor's degree in technology in mechanical engineering from the Indian Institute of Technology, Banaras Hindu University, Varanasi. He has around 25 years of experience in the industry for manufacturing paint, fast moving consumer goods and retail industries, including five years of experience as an entrepreneur. Previously, he has worked with a few renowned corporates in various managerial capacities.
Expertise in specific functional areas	Finance, Management and Risk oversight	Management, Business development
Any relationships between directors inter-se	None	None
No. of shares held	Nil	16,322
Terms and conditions of appointment	Liable to retire by rotation	Please refer resolution 6 and relevant explanatory statement therefor
Remuneration sought to be paid	None	
Date of first appointment	Since inception	August 5, 2017
Directorships held in other companies	Future Lifestyle Fashions Limited; Future Brands Limited; Future Digital Payment Systems Limited; NuFuture Digital (India) Limited; Sun City Properties Private Limited; Sprint Advisory Services Private Limited; Shendra Advisory Services Private Limited; Whole Wealth Limited	lotomation Ecotech Private Limited; Allgreen Ecotech Solutions Private Limited
Membership/Chairmanship of committees in other companies	Member of Audit Committee – Future Brands Limited	None
No. of Board meeting attended during the year 2019-20	Six	Five



Instructions for attending the AGM through VC/ OAVM:

1. Members can attend the AGM through VC by performing the following actions:

Action 1	:	Login to the NSDL e-voting portal - https://www.evoting.nsdl.com
Action 2	:	<p>Click on the "Shareholder/ Member" login. The login credentials are as follows:</p> <p>A. User ID</p> <ol style="list-style-type: none"> Members with NSDL account: 8-character DP ID followed by 8-digit Client ID (for example, if your DP ID is IN***** and Client ID is *****, then your user ID is IN*****). Members with CDSL account: 16-digit Beneficiary ID (for example, if your Beneficiary ID is 12***** , then your user ID is 12*****). Members with physical folio: EVEN i.e. 123456 + folio number registered with the Company (for example, if your folio number is *****, then your user ID is 123456*****). <p>B. Password</p> <p>Existing Users – use your existing password. In case you have forgotten your password, you can generate a new password by clicking the appropriate tab provided on the same page.</p> <p>If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.</p> <p>Members may also use OTP based login. The OTP will be sent to the registered mobile number and/or e-mail address. In case any Member is still unable to get the password through the aforesaid options, he/she can send a request at evoting@nsdl.co.in mentioning his/her DP ID and/or Client ID/folio number and Income Tax PAN.</p> <p>If your email ID is not registered, please follow the " process for those shareholders whose email ids are not registered" given in subsequent para/ instructions.</p>
Action 3	:	<p>Once the login credentials are verified by the system, - Click on e-voting: Active Voting cycles - Select EVEN of Future Supply Chain Solutions Limited.</p> <p>Click on the link 'Join General Meeting' to participate in the AGM.</p>

- Attending the AGM through VC would be better experienced by using stable wi-fi or LAN connection than connecting from mobile phones or tablets or laptop via mobile hotspot. Hence, it is recommended to use stable wi-fi or LAN connection for uninterrupted participation.
- The link for joining the AGM through VC will be activated 15 minutes prior to the scheduled time for commencement of AGM and will remain open throughout the proceedings of AGM.
- Members will be required to grant access to the web-cam to enable two-way video conferencing.
- Members who wish to raise any query or express their views or speak at the AGM are required to register themselves one day prior to the date of the AGM by sending an e-mail to investorrelations@futuresupplychains.com. Members may also raise queries during the AGM. The Company reserves the right to restrict the speakers at the AGM, in interest of time for the AGM.
- Members attending the AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
- For any technical assistance prior to or during the AGM, members may contact Mr. Amit Vishal at amitv@nsdl.co.in or Ms. Sarita Mote at saritam@nsdl.co.in or call on 022-2499 4890 or on Toll Free No.: 1800-222-990.

Instructions relating to e-voting on resolutions proposed at AGM:

In compliance with the provisions of Section 108 of the Act, Rule 20 of the Companies (Management and Administration) Rules, 2014, Regulation 44 of the Listing Regulations and Secretarial Standard on General Meetings (SS-II) issued by the Institute of Company Secretaries of India, the Company is pleased to provide its members a facility to exercise their right to vote on the resolutions proposed to be considered at the AGM by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system ("**Remote e-Voting**") will be provided by NSDL.

A. Common instructions for e-Voting:

1. Only a person, whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as of December 21, 2020 ("**Cut-Off Date**") are entitled to vote on the resolutions which are proposed at the AGM.
2. Vote cast by a member during the Remote e-Voting Period (whether for all shares held or any part thereof) shall not be changed or cancelled subsequently.
3. The voting rights of the members shall be in proportion to their share in the paid-up equity share capital of the Company as on the Cut-Off Date.
4. Any person, who acquires shares of the Company and become a member of the Company after dispatch of the AGM Notice and holding shares as of the Cut-off Date, may obtain the login ID and password by sending a request at evoting@nsdl.co.in or Issuer/ RTA. If a member is already registered with NSDL for e-voting, then he/ she can use his/ her existing user ID and password for casting the vote. A member can reset the password by using "Forgot User Details / Password" option available on www.evoting.nsdl.com or contact NSDL at the toll-free number: 1800-222-990.
5. The Company has appointed Bindu D. Shah - Company Secretary in Wholetime Practice (Membership No. 20066, Certificate of Practice No. 7378) to scrutinize the voting process in a fair and transparent manner ("**Scrutinizer**").
6. The Scrutinizer shall submit a consolidated report of the total votes cast in favour of or against, as the case may be, on each of the resolutions set out in this AGM Notice, not later than 48 hours from the conclusion of the AGM, to the Chairman of the Company. The Chairman or any other person authorised by the Chairman shall declare the result of the voting forthwith. The result of voting and report of Scrutinizer shall be communicated to BSE Limited and National Stock Exchange of India Limited. The same shall also be placed on the website of the Company and NSDL. Subject to requisite number of affirmative votes, all the resolutions as set out in this AGM Notice shall be deemed to have been passed on the date of AGM i.e. December 28, 2020.

B. Voting prior to AGM

1. *Members are requested to note that -*
 - a. The Company has fixed a period commencing at 9:00 a.m. on December 24, 2020 till 5:00 p.m. on December 27, 2020 ("**Remote e-Voting Period**") for voting on resolutions proposed at the AGM.
 - b. A member who has exercised his/ her vote during the Remote e-Voting Period, is also entitled to attend the AGM but shall not be entitled to cast vote again.
 - c. The e-voting module shall be disabled by NSDL immediately after the Remote e-Voting Period and members will not be able to cast their vote post closure of Remote e-Voting Period.



2. Process and manner for Remote e-Voting are explained herein below:

Action 1	: Login to the NSDL e-voting portal https://www.evoting.nsdl.com
	<p>: Click on the “Shareholder/ Member” login. The login credentials are as follows:</p> <p>A. User ID</p> <ol style="list-style-type: none"> Members with NSDL account: 8-character DP ID followed by 8-digit Client ID (for example, if your DP ID is IN***** and Client ID is *****, then your user ID is IN*****). Members with CDSL account: 16-digit Beneficiary ID (for example, if your Beneficiary ID is 12***** , then your user ID is 12*****). Members with physical folio: EVEN i.e. 123456 + folio number registered with the Company (for example, if your folio number is *****, then your user ID is 123456*****). <p>B. Password</p> <p>Existing Users – use your existing password. In case you have forgotten your password, you can generate a new password by clicking the appropriate tab provided on the same page.</p> <p>If you are using NSDL e-Voting system for the first time, you will need to retrieve the ‘initial password’ which was communicated to you. Once you retrieve your ‘initial password’, you need to enter the ‘initial password’ and the system will force you to change your password.</p> <p>Members can also use OTP based login. The OTP will be sent to the registered mobile number and/or e-mail address. In case any member is still unable to get the password through the aforesaid options, he/she can send a request at evoting@nsdl.co.in mentioning his/her DP ID and/or Client ID/folio number and Income Tax PAN.</p>
Action 3	<p>: a) Click on e-voting: Active Voting Cycles.</p> <p>b) Select EVEN of Future Supply Chain Solutions Limited.</p> <p>c) Once you select the EVEN, the Cast Vote page will open.</p> <p>d) Cast your vote by selecting your favoured option along with the number of shares for which you wish to cast your vote and then click on “Submit” followed by “Confirm” when prompted.</p> <p>Upon confirmation, the message “Vote cast successfully” will be displayed. Please note that once your vote is cast on a selected resolution, it cannot be modified or cancelled subsequently.</p>

Process for those shareholders whose e-mail addresses are not registered with the Depositories for procuring user id and password and registration of e-mail address for e-voting and attending AGM for the resolutions set out in this AGM Notice:

In case shares are held in physical mode, please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to the Company or Registrar and Transfer Agent.

In case shares are held in demat mode, please provide DPID - CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to the Company or Registrar and Transfer Agent.

C. Voting at the AGM

A facility to vote during the meeting shall also be available to those members who have not cast their vote during the Remote e-Voting Period. After closure of discussion/ interaction with the participating members, a separate tab shall be activated for not less than 15 minutes, to enable the shareholders to exercise their voting rights at the AGM. In case of joint holders, only such joint holder who is higher in the order of names will be entitled to vote at the AGM.

D. General instructions for the Shareholders

1. You are advised not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “Forgot User Details/Password?” or “Physical User Reset Password?” option available on www.evoting.nsdl.com to reset the password.
2. In case of any queries, you may refer to the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990 or send a request at evoting@nsdl.co.in or contact Ms. Pallavi Mhatre or Ms. Sarita Mote at NSDL at the designated email address: pallavid@nsdl.co.in or saritam@nsdl.co.in or evoting@nsdl.co.in or call on +91 22 2499 4545/ 4360 who will also address the grievances connected with the voting by electronic means. Members may also write to the Company Secretary at the email address: investorrelations@futuresupplychains.com

