



Future Supply Chain Solutions Limited

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

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

NOTICE TO MEMBERS

Notice is hereby given that the 16th Annual General Meeting of the members of Future Supply Chain Solutions Limited will be held on Friday, the September 24, 2021 at 2:30 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:
 - a. the Audited Standalone Financial Statements of the Company for the Financial Year ended March 31, 2021, together with the Reports of the Board of Directors and the Auditors thereon; and
 - b. the Audited Consolidated Financial Statements of the Company for the Financial Year ended March 31, 2021, together with the Report of the Auditors thereon.
2. To appoint a Director in place of Rakesh Biyani (DIN: 00005806) who retires by rotation and being eligible, offers himself for re-appointment;

SPECIAL BUSINESS

3. **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 individually or taken together with previous transactions, on arms’ length basis and in ordinary course of business activities, for an aggregate amount up to ₹300,00,00,000/- (Rupees Three Hundred crore only) during the financial year 2021-22.

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.”

4. **To appoint Mr. Shinichi Kakiyama as a Director**

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

“RESOLVED THAT pursuant to the provisions of section 149, 152, 160, 161 and other applicable provisions, if any, of the Companies Act, 2013 (the **“Act”**), the Companies (Appointment and Qualification of Directors) Rules, 2014 (the **“Rules”**), regulation 17 and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the **“Listing Regulations”**), including any statutory modification(s) to the Act, the Rules or the Listing Regulations from time to time or any re-enactment thereof for

the time being in force, in accordance with the Articles of Association of the Company, Mr. Shinichi Kakiyama (DIN: 0009193850) who was appointed as an Additional Director of the Company and in respect of whom the Company has received a notice under section 160 of the Act from a member proposing the candidature of Mr. Shinichi Kakiyama for the office of Director, be and is hereby appointed as a Director of the Company (termed as a “Non-Executive Non-Independent Director”) whose office be liable to the determination of retirement by rotation.

RESOLVED FURTHER THAT the Board of Directors of the Company (which term shall include any empowered or authorised committee thereof) be and is hereby authorised to do all such acts, deeds, things and matters and take all requisite steps and actions as may be necessary, proper and expedite to give effect to this resolution.”

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

Vimal K Dhruve
Company Secretary
Mumbai, August 10, 2021

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. 3 and 4 of the AGM Notice is annexed herewith.
2. The Ministry of Corporate Affairs (“MCA”) has, vide General Circulars No. 14/2020 dated April 8, 2020, No. 17/2020 dated April 13, 2020, No. 20/2020 dated May 5, 2020, No. 02/2021 dated January 13, 2021 and No.10/2021 dated June 23, 2021 (collectively “MCA Circulars”), permitted the companies to hold the general meetings (including AGMs) through video conferencing or other audio visual means and pass the necessary resolutions thereat. 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 2020-21 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 MCA Circulars, 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 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. 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.
9. 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 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.

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 by the members during the AGM. Members seeking to inspect such documents can send such intent through an email at 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, Embassy 247, LBS Marg, Vikhroli (West), Mumbai 400083
Phone No. (022) 49186270; Fax No. (022) 49186060; E-mail: rnt.helpdesk@linkintime.co.in
14. Members are requested to send their queries with regard to the Annual Report at least seven days in advance to the Company through an e-mail at investorrelations@futuresupplychains.com
15. The Company has fixed a period commencing at 9:00 a.m. on September 21, 2021 till 5:00 p.m. on September 23, 2021 for remote e-voting on resolutions proposed at the AGM. The Company has fixed September 17, 2021 as the date on which a person holding equity share(s) is entitled to vote through remote e-voting ("Cut-off date"). A member who has exercised his/ her vote during this period, is also entitled to attend the AGM but shall not be entitled to cast vote again. The remote e-voting module shall be disabled by NSDL immediately after 5:00 p.m. on September 23, 2021. However, a facility to vote during the AGM shall also be available to those members who have not cast their vote during remote e-voting period. 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.

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 Item 3 – 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 2021-22, 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. 2020-21 ("**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 required 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 ₹ 300.00 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:** 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 Item 4 – Appointment of Shinichi Kakiyama as a Director

The Company has entered into agreements with Nippon Express (South Asia & Oceania) Pte. Ltd. ("**Nippon**") with respect to the investment made by Nippon in the Company ("**Agreement**"). Pursuant to the Agreement and Articles of Association of the Company, Nippon has right to nominate a person on the Board of the Company. Members are requested to note that Nippon had earlier nominated Hiroyuki Tanaka as a Director which nomination was withdrawn by Nippon and proposed the appointment of Shinichi Kakiyama. Accordingly, subsequent to the selection and recommendation by the Nomination and Remuneration Committee of the Company, the Board of Directors of the Company (the "**Board**") vide its resolution dated June 24, 2021 appointed Shinichi Kakiyama as an Additional Director of the Company.

Members are requested to refer to the Annexure given to this Notice for profile of Shinichi Kakiyama. Shinichi Kakiyama neither holds any directorship in any body corporate in India nor any securities of the Company. His appointment shall be subject to the determination of retirement by rotation in accordance with the applicable provisions of the Act and Articles of Association of the Company. Further, Shinichi Kakiyama is not related to any other Director(s) / Key Managerial Personnel(s) of the Company.

Pursuant to provisions of section 152(2) of Act, appointment of any Director needs to be approved by the members. Therefore, consent of the members is being sought by way an ordinary resolution to appoint Shinichi Kakiyama as a Director of the Company. Your Directors recommend the resolution for your approval as an Ordinary Resolution.

Shinichi Kakiyama shall be deemed to be concerned or interested to the extent of the benefits and entitlements as a Director in the Company in accordance with the applicable laws. Although, no remuneration is proposed to be paid to him as a Director, he shall be entitled to receive fees to attend meetings of the Board/ Committee in which he may be a member and claim other incidental expenses for attending such meetings. No other Directors or Key Managerial Personnel of the Company including any of their relatives shall be deemed to be concerned or interested in the proposed resolution.

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

Vimal K Dhruve
Company Secretary

Mumbai, August 10, 2021

Annexure to the Notice of 16th Annual General Meeting

Information as required pursuant to regulation 26(4) and 36 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards on General Meetings (SS-2), in respect of Directors seeking appointment/ re-appointment at the AGM.

| Particular | Name of the Directors | |
|---|---|---|
| | Rakesh Biyani | Shinichi Kakiyama |
| Date of Birth | April 5, 1972 | December 26, 1963 |
| Nationality | Indian | Foreign |
| Brief Profile | He holds a bachelor's degree in Commerce from University of Bombay and has attended the Advanced Management Program from Harvard Business School. He has over 25 years of experience in the retail, supply chain and logistics, and fashion industries. He was awarded (i) an appreciation award by Datamatics Global Services Limited for outstanding contribution to leadership development initiative of Datamatics Global Services Limited; and (ii) an appreciation award by the Clothing Manufacturers Association of India at the CMAI Fashion Retail Summit on May 8, 2013. | He is Executive Officer and General Manager of Overseas Business Administration Division at Nippon Express Co. Ltd. ("Nippon") and presently stationed at Tokyo, Japan. He is faculty of Literature from Seinan Gakuin University, Japan. He holds over 34 years of experience at various corporate positions and associated with Nippon since 1986. During his long association with Nippon, he gained expertise in the field of Air Cargo business, logistics business and held various managerial positions for the domestic and international business divisions. From the year 2019 to 2021, he held the position of vice president and Regional General Manager for Nippon's business in entire Europe. Presently, he is in charge of Overseas Business Administration and Development. |
| Expertise in specific functional areas | Strategies & Planning, technology and business management | Business planning and development |
| Any relationships between directors inter-se | None | None |
| No. of shares held | Nil | Nil |
| Terms and conditions of appointment | Liable to retire by rotation | Liable to retire by rotation |
| Remuneration sought to be paid | Nil | Nil |
| Date of first appointment | July 13, 2007 | June 24, 2021 |
| Directorships held in other companies | Future Retail Limited; Turtle Limited; Futurebazaar India Limited; Future Lifestyle Fashions Limited; Shree Balaji Umber Properties Private Limited; Shree Balaji Parvat View Properties Private Limited; Celio Future Fashion Private Limited; Ryka Commercial Ventures Private Limited; | None |
| Membership/ Chairmanship of committees in other companies | Future Retail Limited (Audit Committee, Risk Management Committee); Future Lifestyle Fashions Limited (Nomination and Remuneration, Risk Management Committee, Stakeholders Relationship Committee); Futurebazaar India Limited (Audit Committee) | None |
| No. of Board meetings attended during the year 2020-21 | 7 | N.A. |

Instructions for remote e-voting are as under:

The mechanism to vote electronically on NSDL e-voting system consists of “Two Steps” which are mentioned below:

Step 1: Access to NSDL e-voting system:

A. Login method for e-voting and joining virtual meeting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-voting facility provided by listed companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and e-mail Id in their demat accounts in order to access e-voting facility. Login method for Individual shareholders holding securities in demat mode is given below:

| Type of shareholders | Login Method |
|---|---|
| Individual Shareholders holding securities in demat mode with NSDL. | <ol style="list-style-type: none"> <li data-bbox="462 560 1452 889">Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsd.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-voting page. Click on company name or e-voting service provider i.e. NSDL and you will be re-directed to e-voting website of NSDL for casting your vote during the remote e-voting period or joining virtual meeting & voting during the meeting. <li data-bbox="462 909 1452 1003">If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp. <li data-bbox="462 1024 1452 1387">Visit the e-voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ either on a Personal Computer or on a mobile. Once the home page of e-voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digits demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-voting service provider i.e. NSDL and you will be redirected to e-voting website of NSDL for casting your vote during the remote e-voting period or joining virtual meeting & voting during the meeting. <li data-bbox="462 1397 1452 1453">Shareholders can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience. <p data-bbox="526 1463 863 1483">NSDL Mobile App is available on</p> <div data-bbox="526 1503 863 1538">  App Store  Google Play </div> <div data-bbox="558 1558 662 1669">  </div> <div data-bbox="734 1558 837 1669">  </div> |

| Type of shareholders | Login Method |
|--|---|
| Individual Shareholders holding securities in demat mode with CDSL | <ol style="list-style-type: none"> Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi. After successful login of Easi/Easiest the user will be also able to see the e-voting menu. The menu will have links of e-voting service provider i.e. NSDL. Click on NSDL to cast your vote. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration Alternatively, the user can directly access e-voting page by providing demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. NSDL where the e-Voting is in progress. |
| Individual Shareholders (holding securities in demat mode) login through their depository participants | You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-voting facility. Upon logging in, you will be able to see e-voting option. Click on e-voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-voting feature. Click on company name or e-voting service provider i.e. NSDL and you will be redirected to e-voting website of NSDL for casting your vote during the remote e-voting period or joining virtual meeting & voting during the meeting. |

Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

| Login type | Helpdesk details |
|--|---|
| Individual Shareholders holding securities in demat mode with NSDL | Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30 |
| Individual Shareholders holding securities in demat mode with CDSL | Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 or 022-23058542-43 |

B. Login Method for e-voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-voting website?

- Visit the e-voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
- Once the home page of e-voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
- A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below:

| Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical | Your User ID is: |
|--|--|
| a) For Members who hold shares in demat account with NSDL. | 8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****. |
| b) For Members who hold shares in demat account with CDSL. | 16 Digit Beneficiary ID ForexampleifyourBeneficiaryIDis12***** then your user ID is 12***** |
| c) For Members holding shares in Physical Form. | EVEN Number followed by Folio Number registered with the Company. For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001*** |

5. Password details for shareholders other than Individual shareholders are given below:

- a. If you are already registered for e-voting, then you can use your existing password to login and cast your vote.
- b. 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.
- c. How to retrieve your 'initial password'?
 - If your e-mail ID is registered in your demat account or with the Company, your 'initial password' is communicated to you on your email ID. Trace the e-mail sent to you from NSDL from your mailbox. Open the e-mail and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - If your e-mail ID is not registered, please follow steps mentioned below in process for those shareholders whose e-mail ids are not registered.

6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:

- d. Click on "**Forgot User Details/Password?**" (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
- e. **Physical User Reset Password?**" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
- f. If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
- g. Members can also use the OTP (One Time Password) based login for casting the votes on the e-voting system of NSDL.

7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.

8. Now, you will have to click on "Login" button.

9. After you click on the "Login" button, Home page of e-voting will open.

Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.

How to cast your vote electronically and join General Meeting on NSDL e-Voting system?

- a. After successful login at Step 1, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle and General Meeting is in active status.
- b. Select “EVEN” of company for which you wish to cast your vote during the remote e-voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on “VC/OAVM” link placed under “Join General Meeting”.
- c. Now you are ready for e-voting as the voting page opens.
- d. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
- e. Upon confirmation, the message “Vote cast successfully” will be displayed.
- f. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
- g. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for Members

- a. Institutional Members (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant board resolution / authority letter etc. with attested specimen signature of the duly authorised signatory(ies) who are authorised to vote, to the Scrutiniser by e-mail to kbindudshah@gmail.com or with a copy marked to evoting@nsdl.co.in.
- b. It is strongly recommended 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.
- c. In case of any queries, you may refer the frequently asked questions (FAQs) for Members and remote e-voting user manual for Members available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800-1020-990/ 1800-224-430. Alternatively, Members can contact Ms. Sarita Mote on e-mail ID saritam@nsdl.co.in of National Securities Depository Limited, Trade World, ‘A’ Wing, Fourth Floor, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai - 400 013. The Members may note that the designated e-mail address for the grievances connected with the remote e-voting is evoting@nsdl.co.in. Members may also write to the Company Secretary at the e-mail address: investorrelations@futuresupplychains.com.
- d. The voting rights of Members shall be in proportion to their shares in the paid-up equity share capital of the Company as on the cut-off date i.e. September 17, 2021.
- e. A person, whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through e-voting.
- f. Ms. Bindu Darshan Shah (Membership No. A-20066 / CP No. 7378), Proprietor M/s. K Bindu & Associates, Practicing Company Secretaries has been appointed as the Scrutiniser to scrutinise the remote e-voting process and voting conducted during the AGM through e-voting in a fair and transparent manner. The Scrutiniser, after the conclusion of voting at the AGM shall make, not later than 48 hours of the conclusion of the AGM, a consolidated report of the total votes cast in favour or against, if any, to the Chairperson or a person authorised by him/her in writing, who shall declare the result of the voting forthwith.
- g. The Results declared along with the report of the Scrutiniser shall be placed on the website of the Company and on the website of NSDL after the declaration of result by the Chairperson or a person authorised by him/her in writing. The Results shall also be forwarded to Stock Exchanges.

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e-mail ids for e-voting for the resolutions set out in this notice:

- a. 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 e-mail to rnt.helpdesk@linkintime.co.in.
- b. 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 rnt.helpdesk@linkintime.co.in. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A) i.e. Login method for e-voting and joining virtual meeting for Individual shareholders holding securities in demat mode**.
- c. Alternatively shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.
- d. In terms of SEBI circular dated December 9, 2020 on e-voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and e-mail ID correctly in their demat account in order to access e-voting facility.

1. Instructions for the Members for e-voting on the day of the AGM are as under:

- a. The procedure for e-voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
- b. Only those Members, who will be present in the AGM through VC/OAVM facility and have not cast their vote on the Resolutions through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through e-voting system in the AGM.
- c. Members who have voted through remote e-voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
- d. For any grievances connected with the facility for e-voting on the day of the AGM, the contact details shall be same as mentioned for remote e-voting.

2. Instructions for the Members for attending the AGM through VC/OAVM are as under:

- a. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of “VC/OAVM link” placed under “Join General meeting” menu against company name. You are requested to click on VC/OAVM link placed under Join General Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush. Further, Members can also use the OTP based login for logging into the e-voting system of NSDL.
- b. Members are encouraged to join the Meeting through Laptops for better experience.
- c. Members will be required to allow camera and use Internet with a good speed to avoid any disturbance during the AGM.
- d. Please note that Participants connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to fluctuation in their respective network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches.
- e. Members who would like to express their views/have questions may send their questions in advance mentioning their name, demat account number/folio number, email address, mobile number at investorrelations@futuresupplychains.com. The same will be replied by the Company suitably.

3. Speaker Registration for the AGM

- Members who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance atleast 7 (Seven) days prior to AGM mentioning their name, demat account number/folio number, e-mail address, mobile number at investorrelations@futuresupplychains.com
- Only those Members who have registered themselves as a speaker will be allowed to express their views/ask questions during the meeting.
- Members will get confirmation on first cum first served basis.
- Members who are registered as speakers for the event are requested to download and install necessary software as required for attending AGM.
- Members are requested to speak only when moderator of the meeting/management will announce the name and serial number for speaking.
- Please note that the Company reserves the right to restrict the number of questions and number of speakers, depending upon availability of time as appropriate for smooth conduct of the AGM.

The Members who do not wish to speak during the AGM but have queries may send their queries in advance 7 (seven) days prior to the AGM mentioning their name, demat account number/folio number, e-mail address, mobile number at investorrelations@futuresupplychains.com. These queries will be replied to by the Company suitably by e-mail.

4. Members are requested to send all communications to our R&T Agents at the following address:

Link Intime India Private Limited

C-101, Embassy 247, L.B.S. Marg, Vikhroli (West), Mumbai - 400 083

Tel. No.: +91 22 4918 6270; Fax No.: +91 22 4918 6060.

E-mail ID: rnt.helpdesk@linkintime.co.in

In compliance with applicable provisions of the Act read with above mentioned MCA Circular(s), SEBI Listing Regulations and SEBI Circulars, the AGM is being conducted through VC/OAVM. In accordance with the Secretarial Standard-2 on General Meetings issued by ICSI read with clarification/ guidance on applicability of Secretarial Standards-1 & 2 issued by the ICSI, the proceedings of the AGM shall be deemed to be conducted at the Registered Office of the Company which shall be the deemed venue of the AGM. Since AGM will be held through VC/OAVM, the Route Map for the venue of the AGM, is not annexed to the Notice.