

February 18, 2020

To,
BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street, Fort
Mumbai - 400 001

Scrip Codes:

Equity: 540798

Debt: 958280, 958281

To,
National Stock Exchange of India Limited
Exchange Plaza,
Bandra Kurla Complex,
Bandra (East), Mumbai - 400 051

Scrip Symbol – FSC

Ref.: Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015

Dear Sir / Madam,

Sub.: Voting results of Postal Ballot

In furtherance to our letter dated January 18, 2020 with respect to notice of the postal ballot dated January 8, 2020 ("Notice"), please be informed of the following:


- As specified in the Notice, the last date of voting on the proposed resolution embodied in the Notice was February 17, 2020 till 5:00 p.m. The shareholders have voted by both means i.e. through ballot form and e-voting;
- As specified in the Notice, Bindu Darshan Shah was appointed to scrutinize and conduct the voting process in fair and transparent manner ("Scrutinizer");
- The Scrutinizer submitted her report on the voting on the resolutions on February 18, 2020. A copy of the said report is enclosed herewith as an **Annexure A**;
- In terms of above referred regulation, details of voting in respect of the businesses transacted through postal ballot are enclosed herewith as **Annexure B**.

The above disclosure shall also be construed in compliance with the provisions of regulation 30 read with Schedule III of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Kindly take the aforesaid on records.

Yours faithfully,

For **Future Supply Chain Solutions Limited**


Vimal K Dhruve
Company Secretary
Encl.: As above



K Bindu & Associates

Company Secretaries

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Off. : Panchsheel 3A/101, Raheja Township, Rani Sati Marg, Malad (E), Mumbai - 400097
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REPORT OF SCRUTINIZER IN RESPECT OF POSTAL BALLOT

[Pursuant to Section 110 of the Companies Act, 2013 and Rule 22 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended]

18TH February 2020

To,
The Chairman
Future Supply Chain Solutions Limited
Knowledge House, Shyam Nagar,
Off. Jogeshwari - Vikhroli Link Road,
Jogeshwari (East),
Mumbai - 400 060

Dear Sir / Madam,

Subject: Scrutinizer's Report on Postal Ballot and E-voting Process conducted pursuant to the provisions of Section 110 of the Companies Act, 2013 ("the Act") read with Rule 22 and Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended.

The Board of Directors of Future Supply Chain Solutions Limited (hereinafter referred to as the "Company") had, by way of resolution passed on 08th January, 2020 appointed me as the Scrutinizer for the Postal Ballot / Remote Electronic Voting ("e-voting") pursuant to Section 108 & 110 of the Act read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 (including any statutory modification or re-enactment thereof for the time being in force) and other applicable provisions, if any and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "Listing Regulations"), for the resolution in respect of the matter as set out in the Postal Ballot Notice dated 8th January, 2020 proposed to be transacted by way of postal ballot / e-voting ("Postal Ballot").

REPORT ON SCRUTINY

- ❖ The Company has appointed National Securities Depositories Limited ("NSDL") as the Service Provider, for the purpose of extending the facility of e-voting to the Members of the Company through their portal www.evoting.nsdl.com.
- ❖ M/s. Link Intime India Private Limited is the Registrar and Share Transfer Agent ("RTA") of the Company.
- ❖ The cut-off date for determining Members to receive the Notice of the postal ballot and entitled to vote on the proposed resolutions was 10th January, 2020 (Physical & E-mail) and as on that date, there were 28542 Members of the Company. The Company had sent the Postal Ballot Notice along with postal ballot form and e-voting details by E-mail and Speed Post to 28542 Members.
- ❖ The Company completed the dispatch of the postal ballot notices in physical form & E-mail to the eligible Members on 18th January, 2020.



- ❖ The notices sent (both through e-mail and physical form) contained the detailed procedure to be followed by the Members who were desirous of casting their votes electronically as provided in the Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time.
- ❖ The cut-off date for the purposes of identifying the Members who will be entitled to vote on the resolution placed for approval of the Members was 10th January, 2020.
- ❖ The e-voting facility was kept open from 19th January, 2020 from 9:00 a.m. till 17th February, 2020 at 5:00 p.m..
- ❖ As prescribed under Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended, the Company also released an advertisement in "The Free Press Journal" Newspaper in English language and in "Nav Shakti" Newspaper in Marathi language both dated 19th January, 2020. The notice published in the aforesaid Newspapers carried the required information as specified in the said Rule.
- ❖ The votes were unblocked on Monday, 17th February, 2020 after 5:00 p.m. in the presence of two witnesses who are not in the employment of the Company and the details containing the list of Members who voted "for" or "against" the resolution was downloaded from the e-voting website of NSDL.
- ❖ All postal ballot forms received up to Monday, 17th February, 2020, being the last date fixed by the Company for the receipt of the physical forms, were considered for my scrutiny. All votes casted on NSDL e-voting platform up to 5:00 p.m. on Monday, 17th February, 2020 were considered for my scrutiny.
- ❖ The postal ballot forms which were incomplete and / or which were otherwise found defective have been treated as invalid and kept separately.
- ❖ Envelopes containing postal ballot forms returned undelivered were also not opened and they are separately kept.
- ❖ Thereafter, considering votes through e-voting and votes cast through postal ballot forms, the combined result of the voting is given below:

Item no. 1 of the Notice (as an Ordinary Resolution)

Appointment of Mr. Hiroyuki Tanaka as a Director of the Company

i. Voted in favour of the resolution:

Type of Voting	No. of Members Voting	No. of votes cast by them	% of total no. of valid votes cast
Ballot Voting	51	1,060	0.0031
E-Voting	91	34,279,788	99.9963
Total	142	34,280,848	99.9994



ii. Voted against the resolution:

Type of Voting	No. of Members Voting	No. of votes cast by them	% of total no. of valid votes cast
Ballot Voting	0	0	0.0000
E-Voting	7	190	0.0006
Total	7	190	0.0006

iii. Invalid / Abstain Votes / Less Voted:

Type of Voting	Total no. of Members whose votes were declared invalid / abstain votes / less voted	No. of shares
Ballot Voting	6	560
E-Voting	0	0
Total	6	560

Item no. 2 of the Notice (As a Special Resolution)

Alteration to Articles of Association of the Company

i. Voted in favour of the resolution:

Type of Voting	No. of Members Voting	No. of votes cast by them	% of total no. of valid votes cast
Ballot Voting	44	927	0.0026
E-Voting	90	35,371,694	99.4440
Total	134	35,372,621	99.4466

ii. Voted against the resolution:

Type of Voting	No. of Members Voting	No. of votes cast by them	% of total no. of valid votes cast
Ballot Voting	2	44	0.0000
E-Voting	11	196,793	0.5534
Total	13	196,837	0.5534

iii. Invalid / Abstain Votes / Less Voted:

Type of Voting	Total no. of Members whose votes were declared invalid / abstain votes / less voted	No. of shares
Ballot Voting	11	649
E-Voting	0	0
Total	11	649



Annexure B

Details of Voting Result in terms of Regulation 44 (3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015

Date of the Meeting	Postal Ballot Notice dated January 8, 2020
Total number of shareholders on record date	28,542 as of January 10, 2020 being the date determined for voting purpose ("Cut-Off Date")
No. of shareholders present in the meeting either in person or through proxy	
Promoters and Promoter Group	Not Applicable. All the shareholders as on Cut-Off Date were entitled to vote
Public	
No. of Shareholders attended the meeting through Video Conferencing	Not Applicable. All the shareholders as on Cut-Off Date were entitled to vote
Mode of voting	E-voting and ballot form through postal service



For Future Supply Chain Solutions Ltd.

 Company Secretary

Resolution Required : (Ordinary)			1 - Appointment of Mr. Hiroyuki Tanaka as a Director					
Whether promoter/ promoter group are interested in the agenda/resolution?			No					
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes –Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100
Promoter and Promoter Group	E-Voting	21,015,917	20,516,017	97.6213	20,516,017	0	100.0000	0.0000
	Poll		-	0.0010	-	0	100.0000	0.0000
	Postal Ballot		-	0.0000	-	0	0.0000	0.0000
	Total		20,516,017	97.6223	20,516,017	0	100.0000	0.0000
Public Institutions	E-Voting	8,356,402	4,089,994	48.9444	4,089,994	0	100.0000	0.0000
	Poll		-	0.0000	-	0	0.0000	0.0000
	Postal Ballot		-	0.0000	-	0	0.0000	0.0000
	Total		4,089,994	48.94443805	4,089,994	0		
Public Non Institutions	E-Voting	14,511,279	9,673,967	66.6652	9,673,777	190	99.9980	0.0020
	Poll		-	0.0000	-	0	0.0000	0.0000
	Postal Ballot		1,060	0.0073	1,060	0	100.0000	0.0000
	Total		9,675,027	66.6725	9,674,837	190	99.9980	0.0020
Total		43,883,598	34,281,038	78.1181	34,280,848	190	99.9994	0.0006

Result of Voting: The Resolution has been carried with simple majority



For Future Supply Chain Solutions Ltd.
[Signature]
 Company Secretary

Resolution Required : (Speical)			2 - Alteration to Articles of Association of the Company					
Whether promoter/ promoter group are interested in the agenda/resolution?			No					
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes –Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	[3]={{[2]/[1]}*100	[4]	[5]	[6]={{[4]/[2]}*100	[7]={{[5]/[2]}*100
Promoter and Promoter Group	E-Voting	21,015,917	20,516,017	97.6213	20,516,017	-	100.0000	0.0000
	Poll		-	0.0010	-	-	0.0000	0.0000
	Postal Ballot		-	0.0000	-	-	0.0000	0.0000
	Total		20,516,017	97.6223	20,516,017	-	100.0000	0.0000
Public Institutions	E-Voting	8,356,402	5,378,459	64.3633	5,181,895	196,564	96.3453	3.6547
	Poll		-	0.0000	-	-	0.0000	0.0000
	Postal Ballot		-	0.0000	-	-	0.0000	0.0000
	Total		5,378,459	64.3633	5,181,895	196,564		
Public Non Institutions	E-Voting	14,511,279	9,674,011	66.6655	9,673,782	229	99.9976	0.0024
	Poll		-	0.0000	-	-	0.0000	0.0000
	Postal Ballot		971	0.0067	927	44	95.4686	4.5314
	Total		9,674,982	66.6722	9,674,709	273	99.9972	0.0028
Total		43,883,598	35,569,458	81.0541	35,372,621	196,837	99.4466	0.5534

Result of Voting: The Resolution has been carried with special majority



For Future Supply Chain Solutions Ltd:

 Company Secretary