



**Secretarial compliance report of Future Supply Chain Solutions Limited (the "Company")
for the year ended 31ST March, 2021**

To,
The Board of Directors
Future Supply Chain Solutions Limited
Knowledge House, Off Jogeshwari Vikhroli Link Road
Jogeshwari (East), Mumbai - 400060

I, Bindu Darshan Shah, Proprietor of K Bindu & Associates, Company Secretaries, have examined:

- a) all the documents and records made available to us and explanation provided by the Company;
- b) the filings/ submissions made by the Company to the stock exchanges;
- c) website of the Company;
- d) any other document/ filing, as may be relevant, which has been relied upon to make this certification

for the year ended 31st March, 2021 ("Review Period") in respect of compliance with the provisions of :

- (a) the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and
- (b) the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI");

The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include:-

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018; - To the extent applicable during the Review Period
- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; - **Not applicable for the Review Period**
- (e) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014; -
- (f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
- (g) Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013; - **Not applicable for the Review Period**
- (h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- (i) any other regulations as applicable

and circulars/ guidelines issued thereunder; and based on the above examination, I hereby report that, during the Review Period:

- (a) The Company has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder. However, in absence of any transaction relating to buyback of securities and issue of Non-convertible and Redeemable Preference Shares during the Review Period, the compliance of relevant Regulations as specified above did not arise.
- (b) The Company has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued thereunder in so far as it appears from our examination of those records.
- (c) During the Review Period, following are the details of actions taken by SEBI against certain persons and entity forming part of the Promoter Group of the Company, (including under the Standard Operating Procedures issued by SEBI through various circulars) under the aforesaid Acts/ Regulations and circulars/ guidelines issued thereunder:

Sr. No.	Action taken by	Details of violation	Details of actions taken E.g. fines, warning letter, debarment etc.	Observations/ remarks of the Practising Company Secretary, if any
1	Securities and Exchange Board of India	SEBI had passed an order dated 3rd February, 2021 under Section 11(1), 11(4), 11B(1) and 11B(2) of the SEBI Act, 1992 read with SEBI (Procedure for Holding Inquiry and Imposing Penalties) Rules, 1995, in the matter of trading activities in the scrip of Future Retail Limited by certain persons which inter alia included (i) Mr. Kishore Biyani ("KB") (ii) Mr. Anil Biyani ("AB") and (ii) Future Corporate Resources Private Limited ("FCPRL")—being part of Promoter Group	<ol style="list-style-type: none"> FCRPL, KB and AB were restrained from accessing the securities market and further prohibited from buying, selling or otherwise dealing in securities, directly or indirectly, or being associated with the securities market in any manner whatsoever, for a period of 1 year; FCRPL, KB and AB were restrained from buying, selling or dealing in the securities of Future Retail Limited, directly or indirectly, in any manner whatsoever, for a period of 2 years; FCRPL, KB and AB were directed to jointly and severally disgorge an amount of Rs. 17,78,25,000/- along 	On an appeal filed by FCRPL, KB and AB, the Hon'ble Securities Appellate Tribunal ("SAT") on February 15, 2021 stayed the effect and operation of the above-stated order passed by the SEBI subject to the conditionalities set out in the said Order of SAT.

Sr. No.	Action taken by	Details of violation	Details of actions taken E.g. fines, warning letter, debarment etc.	Observations/ remarks of the Practising Company Secretary, if any
			<p>with an interest;</p> <p>4. FCRPL alongwith Trust created by it were directed to jointly and severally disgorge an amount of Rs.2,75,68,650/- along with an interest</p> <p>5. Each of FCRPL, KB and AB were levied a penalty of Rs.1 crore</p>	

Except as mentioned in clause (c) above with regard to persons and entity forming part of Promoter Group, no actions were taken against the Company/ its promoters/ directors/ material subsidiaries either by SEBI or by Stock Exchanges (*including under the Standard Operating Procedures issued by SEBI through various circulars*) under the aforesaid Acts/ Regulations and circulars/ guidelines issued thereunder.

- (d) The listed entity has taken the following actions to comply with the observations made in previous reports: **Not Applicable**
- (e) The Company has duly complied with the provisions 6A and 6B of the SEBI Circular No. CIR/CFD/CMD1/114/2019 dated October 18, 2019 relating to appointment of Statutory Auditors.

Place: Mumbai

Date: 03.06.2021

UDIN : A020066C000417903

For K Bindu & Associates

Company Secretaries

Bindu Darshan Shah
Proprietor
ACS No.: 20066 CP No. 7378