

April 22, 2022

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

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

Scrip Codes: 540798, 958280, 958281

Scrip Symbol – FSC

Dear Sir / Madam,

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

Sub.: Voting results at the NCLT convened Meeting of Shareholders

Please be informed that the captioned Meeting was held on Wednesday, the 20th April 2022 at 1:30 p.m. through Video Conferencing/ Other Audit Visual Means (“**NCM**”). In this respect, please find enclosed herewith:

- **Exhibit A** - copy of the Scrutinizer’s report with respect to votes cast through e-voting;
- **Exhibit B** - copy of the Scrutinizer’s report with respect to votes cast through e-voting in compliance with SEBI Circular CFD /DIL3/CIR/2017 /21 dated 10th March 2017 and circular No. SEBI/HO/CFD/DIL1/CIR/P/2021/0000000665 dated 23rd November 2021;
- **Exhibit C** - voting results in respect of the business transacted at the NCM.

Kindly take the aforesaid on records.

Yours faithfully,

Certified to be true
For Future Supply Chain Solutions Limited



Vimal K Dhruve
Company Secretary



Encl.: As above



K Bindu & Associates
Company Secretaries

Tel: (O):022-28784043

(M):9892349554

E-mail : kbindudshah@gmail.com

Office: Panchsheel 3A/101, Raheja Township, Malad (East), Mumbai - 400097

Report of Scrutinizer

[Pursuant to section 109 of the Companies Act, 2013 and rule 21 (2) of the Companies (Management and Administration) Rules, 2014 and other applicable provisions]

To,

The Chairperson

NCLT, Mumbai Bench convened Meeting of Equity Shareholders of

FUTURE SUPPLY CHAIN SOLUTIONS LIMITED

(CIN: L63030MH2006PLC160376)

Knowledge House, Shyam Nagar,
Off. Jogeshwari- Vikhroli Link Road,
Jogeshwari (E), Mumbai – 400 060.

Dear Sir,

Subject: Scrutinizer's Report for the Hon'ble National Company Law Tribunal, Mumbai Bench (NCLT) convened Meeting of Equity Shareholders of Future Supply Chain Solutions Limited (the Company) pursuant to the order of Hon'ble National Company Law Tribunal, Mumbai Bench, ("NCLT") on 28th September 2021 read with the order dated 28th February 2022 (collectively referred to as "the Order") held on Wednesday, 20th April 2022 at 1:30 p.m. (Meeting) through Video Conferencing (VC) / Other Audio-Visual Means (OAVM):

I, Bindu Darshan Shah - Proprietor of M/s. K Bindu & Associates, Company Secretaries, Mumbai, appointed as Scrutinizer, by the Hon'ble National Company Law Tribunal, Mumbai Bench, ("NCLT") vide order pronounced on 28th September 2021 ("said Order") read with the order of Hon'ble NCLT dated 28th February 2022 (collectively referred to as "the Order") for the purpose of e-voting process prior to the Meeting and at the Meeting, conducted as per the said Order, seeking approval of equity shareholders for the Composite Scheme of Arrangement between Future Consumer Limited ("Transferor Company 1"), Future Lifestyle Fashions Limited ("Transferor Company 2"), Future Market Networks Limited ("Transferor Company 3"), Future Retail Limited ("Transferor Company 4"), Future Supply Chain Solutions Limited ("the Transferor Company 5"), Future bazaar India Limited ("Transferor Company 6"), Acute Retail Infra Private Limited ("Transferor Company 7"), Basuti Sales and Trading Private Limited ("Transferor Company 8"), Brattle Foods Private Limited ("Transferor Company 9"), Chirag Operating Lease Co. Private Limited ("Transferor Company 10"), Hare Krishna Operating Lease Private Limited ("Transferor Company 11"), Nice Texcot Trading & Agency Private Limited ("Transferor Company 12"), Nishta Mall Management Company Private Limited ("Transferor Company 13"), Ojas Tradelease and Mall Management Private Limited ("Transferor Company 14"), Precision Realty Developers Private Limited ("Transferor Company 15"), Rivaaz Trade Ventures Private Limited ("Transferor



Company 16”), Syntex Trading & Agency Private Limited (“Transferor Company 17”), Taquito Lease Operators Private Limited (“Transferor Company 18”), Unique Malls Private Limited (“Transferor Company 19”) and Future Enterprises Limited (“Transferee Company” or “FEL”) & their respective shareholders and creditors (“Part 1”) And Future Enterprises Limited (“FEL”) and Reliance Retail Ventures Limited (“RRVL”) & their respective shareholders and creditors (“Part 2”) And Future Enterprises Limited (“FEL”) and Reliance Retail and Fashion Lifestyle Limited (“RRVL WOS”) and their respective shareholders and creditors (“Part 3”) (‘the Scheme’ or ‘this Scheme’) pursuant to the provisions of Sections 230 - 232 of the Companies Act, 2013 and other applicable provisions of the Companies Act, 2013 and Rule 6 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 and submit my report as under:

1. Pursuant to the above Order, the Company has confirmed that the copy of the Notice dated 8th October 2021 (“Original Notice”) and Addendum to the Original Notice dated 11th March 2022 (“Addendum Notice”) (collectively referred to as “the Notice”) convening the Meeting along with the process of e-voting were sent to the equity shareholders whose e-mail addresses were registered with the Company/Depository Participant(s). The Company has also confirmed that the copy of the Notice of the Meeting was also sent through courier to all the equity shareholders of the Company whose email addresses were not available with the Company/Depository Participant(s). The Company has also confirmed that the copy of the Notice of the Meeting was also hosted on its website.
2. The Company had appointed National Securities Depository Limited (NSDL) for conducting the electronic voting by the equity shareholders of the Company;
3. The Company has provided e-voting facility to the equity shareholders to cast their votes either through remote e-voting or through e-voting at the Meeting.
4. The equity shareholders of the Company holding shares on the Cut off date i.e., 13th April 2022 were entitled to vote on the resolution as set out in the Notice of the Meeting.
5. The remote e-voting period was commenced on Saturday, 16th April 2022 at 9:00 a.m. and was ended on Tuesday, 19th April 2022 at 5:00 p.m.;
6. the e-voting was also conducted at the Meeting and kept open for the next 15 minutes after the conclusion of the Meeting;
7. After the closure of the e-voting process, the votes cast through remote e-Voting and e-Voting at the Meeting were unblocked by me and reconciled with the records maintained by the Company and Registrar and Transfer Agent of the Company - Link Intime India Private Limited.
8. The management of the Company is responsible to ensure the compliance with the requirements of the relevant provisions of the Companies Act, 2013 and the Rules made thereunder relating to e-voting. My



responsibility as a scrutinizer is restricted to report on the votes cast in favour or against the resolution based on the details provided to me and/or I have access to.

9. I, Bindu Darshan Shah, submit my report as under:

The results of the votes cast by equity shareholders of the Company on the resolution as provided in notice convening the Meeting (by way of remote e-voting prior to the Meeting and e-voting at the Meeting), are as under:

a) Voted in favour of Resolution: -

Particulars	Remote E-Voting	E-Voting at the Meeting	Total
Number of shareholders	886	5	891
Number of votes cast	2,08,50,521	721	2,08,51,242
Invalid votes	0	0	0
% of total number of votes cast	65.66	Very negligible	65.66

b) Voted against the Resolution: -


Particulars	Remote E-Voting	E-Voting at the Meeting	Total
Number of shareholders	18	0	18
Number of votes cast	1,09,02,618	0	1,09,02,618
Invalid votes	0	0	0
% of total number of votes cast	34.33	0	34.33

10. The complete details of the voting and other relevant electronic records have been provided to the Company.

Thanking you,

Yours faithfully,

**For K Bindu & Associates
Company Secretaries**


**Bindu Darshan Shah
Proprietor**

Membership No. 20066: C.P. No. 7378



Place: Mumbai

Date: 22nd April 2022

UDIN: **A020066D000190170**

Peer Review No. 1561/2021



K Bindu & Associates
Company Secretaries

Tel: (O):022-28784043

(M):9892349554

E-mail : kbindudshah@gmail.com

Office: Panchsheel 3A/101, Raheja Township, Malad (East), Mumbai - 400097

Report of Scrutinizer

[Pursuant to section 109 of the Companies Act, 2013 and rule 21 (2) of the Companies (Management and Administration) Rules, 2014 and other applicable provisions]

To,

The Chairperson

NCLT, Mumbai Bench convened Meeting of Equity Shareholders of

FUTURE SUPPLY CHAIN SOLUTIONS LIMITED

(CIN: L63030MH2006PLC160376)

Knowledge House, Shyam Nagar,

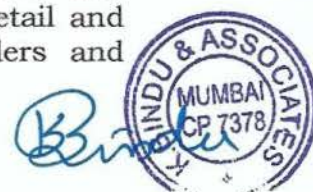
Off. Jogeshwari- Vikhroli Link Road,

Jogeshwari (E), Mumbai – 400 060.

Dear Sir,

Subject: Scrutinizer's Report for the Hon'ble National Company Law Tribunal, Mumbai Bench (NCLT) convened Meeting of Equity Shareholders of Future Supply Chain Solutions Limited (the Company) pursuant to the order of Hon'ble National Company Law Tribunal, Mumbai Bench, ("NCLT") on 28th September 2021 read with the order dated 28th February 2022 (collectively referred to as "the Order") held on Wednesday, 20th April 2022 at 1:30 p.m. (Meeting) through Video Conferencing (VC) / Other Audio-Visual Means (OAVM):

I, Bindu Darshan Shah - Proprietor of M/s. K Bindu & Associates, Company Secretaries, Mumbai, appointed as Scrutinizer, by the Hon'ble National Company Law Tribunal, Mumbai Bench, ("NCLT") vide order pronounced on 28th September 2021 ("said Order") read with the order of Hon'ble NCLT dated 28th February 2022 (collectively referred to as "the Order") for the purpose of e-voting process prior to the Meeting and at the Meeting, conducted as per the said Order, seeking approval of equity shareholders for the Composite Scheme of Arrangement between Future Consumer Limited ("Transferor Company 1"), Future Lifestyle Fashions Limited ("Transferor Company 2"), Future Market Networks Limited ("Transferor Company 3"), Future Retail Limited ("Transferor Company 4"), Future Supply Chain Solutions Limited ("the Transferor Company 5"), Future bazaar India Limited ("Transferor Company 6"), Acute Retail Infra Private Limited ("Transferor Company 7"), Basuti Sales and Trading Private Limited ("Transferor Company 8"), Brattle Foods Private Limited ("Transferor Company 9"), Chirag Operating Lease Co. Private Limited ("Transferor Company 10"), Hare Krishna Operating Lease Private Limited ("Transferor Company 11"), Nice Texcot Trading & Agency Private Limited ("Transferor Company 12"), Nishta Mall Management Company Private Limited ("Transferor Company 13"), Ojas Tradelease and Mall Management Private Limited ("Transferor Company 14"), Precision Realty Developers Private Limited ("Transferor Company 15"), Rivaaz Trade Ventures Private Limited ("Transferor Company 16"), Syntex Trading & Agency Private Limited ("Transferor Company 17"), Taquito Lease Operators Private Limited ("Transferor Company 18"), Unique Malls Private Limited ("Transferor Company 19") and Future Enterprises Limited ("Transferee Company" or "FEL") & their respective shareholders and creditors ("Part 1") And Future Enterprises Limited ("FEL") and Reliance Retail Ventures Limited ("RRVL") & their respective shareholders and creditors ("Part 2") And Future Enterprises Limited ("FEL") and Reliance Retail and Fashion Lifestyle Limited ("RRVL WOS") and their respective shareholders and



creditors ("Part 3") ('the Scheme' or 'this Scheme') pursuant to the provisions of Sections 230 - 232 of the Companies Act, 2013 and other applicable provisions of the Companies Act, 2013 and Rule 6 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 and submit my report as under:

1. Pursuant to the above Order, the Company has confirmed that the copy of the Notice dated 8th October 2021 ("Original Notice") and Addendum to the Original Notice dated 11th March 2022 ("Addendum Notice") (collectively referred to as "the Notice") convening the Meeting along with the process of voting were sent to the equity shareholders whose e-mail addresses were registered with the Company/Depository Participant(s). The Company has also confirmed that the copy of the Notice of the Meeting was also sent through courier to all the equity shareholders of the Company whose email addresses were not available with the Company/Depository Participant(s). The Company has also confirmed that the copy of the Notice of the Meeting was also hosted on its website.
2. The Company had appointed National Securities Depository Limited (NSDL) for conducting the electronic voting by the equity shareholders of the Company;
3. The Company has provided e-voting facility to the equity shareholders to cast their votes either through remote e-voting or through e-voting at the Meeting.
4. The equity shareholders of the Company holding shares on the Cut off date i.e., 13th April 2022 were entitled to vote on the resolution as set out in the Notice of the Meeting.
5. The remote e-voting was commenced on Saturday, 16th April 2022 at 9:00 a.m. and was ended on Tuesday, 19th April 2022 at 5:00 p.m.;
6. the e-voting was also conducted at the Meeting and kept open for the next 15 minutes after the conclusion of the Meeting;
7. After the closure of the e-voting process, the votes cast through remote e-voting and e-Voting at the Meeting were unblocked by me and reconciled with the records maintained by the Company and Registrar and Transfer Agent of the Company - Link Intime India Private Limited.
8. The management of the Company is responsible to ensure the compliance with the provisions of circular No. CFD/DIL3/CIR/2017/21 dated 10th March 2017 and circular No. SEBI/HO/CFD/DIL1/CIR/P/2021/0000000665 dated 23rd November 2021 issued by the Securities and Exchange Board of India (together "**SEBI Circulars**"). My responsibility as a scrutinizer is restricted to report on the votes cast in requirements of SEBI Circulars based on the details provided to me and/ or I have access to.
9. I, Bindu Darshan Shah, submit my report as under:

In terms of the SEBI Circulars, the results of the votes cast by equity shareholders of the Company, holding shares under the public category on the resolution as provided in notice convening the Meeting (by way of remote e-voting prior to the Meeting and e-voting at the Meeting), are as under:



a) Voted in favour of Resolution: -

Particulars	Remote E-Voting	E-Voting at the Meeting	Total
Number of shareholders	880	5	885
Number of votes cast	1,10,57,836	721	1,10,58,557
Invalid votes	0	0	0
% of total number of votes cast	50.35	Very negligible	50.35

b) Voted against the Resolution: -

Particulars	Remote E-Voting	E-Voting at the Meeting	Total
Number of shareholders	18	0	18
Number of votes cast	1,09,02,618	0	1,09,02,618
Invalid votes	0	0	0
% of total number of votes cast	49.64	0	49.64

10. In view of the SEBI Circulars, the above voting does not include voting done by the promoter/ promoter group of the Company;
11. The complete details of the voting and other relevant electronic records have been provided to the Company.

Thanking you,

Yours faithfully,

**For K Bindu & Associates
Company Secretaries**

Bindu

**Bindu Darshan Shah
Proprietor**

Membership No. 20066; C.P. No. 7378



Place: Mumbai

Date: 22nd April 2022

UDIN: **A020066D000190170**

Peer Review No. 1561/2021

EXHIBIT C

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 NCLT convened Meeting	April 20, 2022
Total number of shareholders on record date	50,650
No. of shareholders present in the meeting either in person or through proxy	
Promoters and Promoter Group	None
Public	None
Total	None
No. of Shareholders attended the meeting through Video Conferencing	
Promoters and Promoter Group	6
Public	29
Total	35
Mode of voting	E-voting prior to and at NCM.

Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				To consider and approve the Composite Scheme of Arrangement between the Company, other Transferor companies and Transferee company of Future Group and Reliance Group entities and their respective shareholders and creditors				
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
Promoter and Promoter Group	E-Voting	9792785	9792685	99.9990	9792685	0	100.0000	0
	Voting at NCM		0	0	0	0	0	0
	Postal Ballot		0	0	0	0	0	0
	Total		9792685	99.9990	9792685	0	100.0000	0
Public-Institutions	E-Voting	24331	0	0	0	0	0	0
	Voting at NCM		0	0	0	0	0	0
	Postal Ballot		0	0	0	0	0	0
	Total		0	0	0	0	0	0
Public-Non Institutions	E-Voting	34066482	21960454	64.4635	11057836	10902618	50.3534	49.6466
	Voting at NCM		721	0.0021	721	0	100.0000	0.0000
	Postal Ballot		0	0	0	0	0	0
	Total		21961175	64.4656	11058557	10902618	50.3550	49.6450
Total		43883598	31753860	72.3593	20851242	10902618	65.6652	34.3348