

August 11, 2022

To,
BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street, Fort,
Mumbai 400001

To,
The National Stock Exchange of India Limited
Exchange Plaza, 5th Floor,
Plot No.C/1, 'G' Block, Bandra Kurla
Complex, Bandra (East), Mumbai 400051

Scrip Codes: 540798, 958280, 958281

Scrip Symbol: FSC

Ref.: Regulation 30 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015

Dear Sir/Madam,

Sub.: Notice of Postal Ballot

Pursuant to above referred regulation and in furtherance to our letter dated July 25, 2022, please find enclosed herewith a Notice of Postal Ballot dated July 25, 2022 being dispatched to the equity shareholders of the Company seeking their assent/ dissent on the resolutions set out in the said Notice.

Please be further informed that the Notice of Postal Ballot shall also be available on the website of the Company at www.futuresupplychains.com.

Kindly take the same on your record.

Thanking you,

For Future Supply Chain Solutions Limited



Vimal K Dhruve
Company Secretary



Encl.: As above



FUTURE SUPPLY CHAIN SOLUTIONS LIMITED

Regd. Office: Knowledge House, Shyam Nagar, Jogeshwari - Vikhroli Link Road, Jogeshwari (East), Mumbai - 400 060
Tel No.: +91 22 4055 2200, **Fax No.:** +91 22 4055 2201. **Website:** www.futuresupplychains.com
CIN: L63030MH2006PLC160376; **E-mail:** investorrelations@futuresupplychains.com

POSTAL BALLOT NOTICE

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

Dear Member(s),

NOTICE is hereby given that the resolutions as set out below are proposed to be passed by the members of Future Supply Chain Solutions Limited (“**the Company**”) by means of Postal Ballot and by way of remote e-voting process (“**E-voting**”) only, pursuant to the provisions of Section 110 of the Companies Act, 2013 (“**Act**”) read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 (“**Rules**”) and other applicable provisions, if any, of the Act and the Rules, read with General Circular No. 3/2022 dated May 5, 2022 issued by the Ministry of Corporate Affairs (“**MCA Circular**”), Regulation 44 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 (“**Listing Regulations**”), ‘Secretarial Standard on General Meetings’ issued by the Institute of Company Secretaries of India and other applicable laws, rules and regulations.

Special Business:

1. Appointment of Mr. Rohit Malhotra as an Independent Director

To consider and, if thought fit, pass the following resolution as a Special Resolution:

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (“**Act**”), Companies (Appointment and Qualification of Directors) Rules, 2014 (“**Rules**”) and 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 or the Rules or the Listing Regulations or any re-enactment(s) thereof for the time being in force, Mr. Rohit Malhotra (DIN: 07663003), who was appointed by the Board of Directors of the Company as an Additional Director (categorised as Non-Executive and Independent) with effect from June 30, 2022, pursuant to the provisions of Section 161 of the Act, who qualifies for appointment as an Independent Director, and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Act proposing his candidature for the office of a Director, be and is hereby appointed as an Independent Director, not liable to retire by rotation, to hold office for a term of 5 (five) consecutive years commencing from June 30, 2022.

RESOLVED FURTHER THAT for the purpose of giving effect to the foregoing resolution, the Board of Directors [which term shall be deemed to include any empowered Committee thereof or any official(s) authorized in the said behalf] be and is hereby authorised to do all such acts, deeds and things, as it may in its absolute discretion deem necessary, proper or desirable, and to settle any question, difficulty or doubt that may arise in respect of aforesaid, without being required to seek any further consent or approval of members of the Company, or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution.”

2. Appointment of Mrs. Smeeta Neogi as an Independent Director

To consider and, if thought fit, pass the following resolution as a Special Resolution:

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (“**Act**”), Companies (Appointment and Qualification of Directors) Rules, 2014 (“**Rules**”) and 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 or the Rules or the Listing Regulations or any re-enactment(s) thereof for the time being in force, Mrs. Smeeta Neogi (DIN: 09638029), who was appointed by the Board of Directors of the Company as an Additional Director (categorised as Non-Executive and Independent) with effect from June 30, 2022, pursuant to the provisions of Section 161 of the Act, who qualifies for appointment as an Independent Director, and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Act proposing his candidature for the office of a Director, be and is hereby appointed as an Independent Director, not liable to retire by rotation, to hold office for a term of 5 (five) consecutive years commencing from June 30, 2022.

RESOLVED FURTHER THAT for the purpose of giving effect to the foregoing resolution, the Board of Directors [which term shall be deemed to include any empowered Committee thereof or any official(s) authorized in the said behalf] be and is hereby authorised to do all such acts, deeds and things, as it may in its absolute discretion deem necessary, proper or desirable, and to settle any question, difficulty or doubt that may arise in respect of aforesaid, without being required to seek any further consent or approval of members of the Company, or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution.”

3. Re-appointment of Mr. Amar Sapra as an Independent Director

To consider and, if thought fit, pass the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (“**Act**”), Companies (Appointment and Qualification of Directors) Rules, 2014 (“**Rules**”) and 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 or the Rules or the Listing Regulations or any re-enactment(s) thereof for the time being in force, Mr. Amar Sapra (DIN: 05178849), who was appointed as an Independent Director of the Company for a term up to August 4, 2022 and being eligible for re-appointment as an Independent Director and in respect of whom the Company has received a notice in writing under Section 160 of the Act signifying an intention to propose Mr. Amar Sapra as a candidate for the office of a Director, be and is hereby re-appointed as an Independent Director of the Company to hold office with effect from August 5, 2022 for a period of 5 (five) years, whose office shall not be liable to retire by rotation.

RESOLVED FURTHER THAT for the purpose of giving effect to the foregoing resolution, the Board of Directors [which term shall be deemed to include any empowered Committee thereof or any official(s) authorized in the said behalf] be and is hereby authorised to do all such acts, deeds and things, as it may in its absolute discretion deem necessary, proper or desirable, and to settle any question, difficulty or doubt that may arise in respect of aforesaid, without being required to seek any further consent or approval of members of the Company, or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution.”

4. Authority to the Board to sale, lease or otherwise dispose of the business undertaking

To consider and, if thought fit, pass the following resolution as a Special Resolution:

“RESOLVED THAT in furtherance to the special resolution passed by the members of the Company at the general meeting held on August 8, 2017, pursuant to the provisions of the Memorandum of Association and Articles of Association of the Company, pursuant to the provisions of section 110, 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013 (the “**Act**”) and applicable rules made thereunder, provisions of the applicable regulations of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the “**Listing Regulations**”) (including any statutory amendment(s) to the Act or the Listing Regulations or any re-enactment thereof for the time being in force or applicable circulars, notifications, directives or guidelines issued thereunder from time to time) and subject to such other approvals, consents, permissions and sanctions (statutory or contractual including that of the lenders), as may be required, and further subject to such terms and conditions as may be prescribed while procuring or receiving such approvals, consents, permissions and sanctions which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the “**Board**”, which term shall be deemed to include any empowered Committee thereof or any official(s) any official(s) authorized in the said behalf), consent of the members of the Company be and is hereby accorded to the Board of Directors to sale, lease, transfer or otherwise dispose of, substantially the whole of the undertaking comprising the fixed assets, either individually or in a block in one or more tranches, as may be identified by the Board for the purpose, for a consideration not less than the book value at the relevant point of time, to one or more persons, bodies corporate, investment funds, asset reconstruction companies, leasing companies, hire purchase companies, private equity funds/ firms or any other entities (“**Acquirers**”), on such terms and conditions as may be negotiated, prescribed or otherwise agreed (including any valuation thereof) between the Company and any or all the Acquirers in consummating the sale of undertaking.

RESOLVED FURTHER THAT for the purpose of giving effect to the foregoing resolution, the Board be and is hereby authorised to do all such acts, deeds and things, as it may in its absolute discretion deem necessary, proper or desirable including but not limited to enter into deeds, agreements, contracts, arrangements therefor, and to settle any question, difficulty or doubt that may arise in respect of aforesaid, without being required to seek any further consent or approval of members of the Company, or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution.”

For Future Supply Chain Solutions Limited

Vimal K Dhruve
Company Secretary
Mumbai, July 25, 2022

NOTES:

1. The Statement pursuant to Section 102 of the Companies Act, 2013 (**‘Act’**) and disclosures as required under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**‘Listing Regulations’**) and the Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India (**‘SS-2’**) form part of this Notice.
2. **Electronic dissemination of Notice / E-voting:** In accordance with the MCA Circular, this Postal Ballot Notice is being sent by electronic mode only, to those members whose name is recorded in the Register of Members or in the List of Beneficial Owners provided by the Depositories as on August 5, 2022 and whose e-mail addresses are registered with the Company/ Depositories. In view of the above, physical copy of the Postal Ballot Notice, Postal Ballot Form and pre-paid business reply envelope are not being sent to the members and there is no provision for voting using physical copy of the Postal Ballot forms. This Postal Ballot Notice shall be available on the Company’s website at www.futuresupplychains.com and also on the website of the Stock Exchanges i.e. BSE Limited at: www.bseindia.com and The National Stock Exchange of India Limited at: www.nseindia.com and on website of NSDL at <https://www.evoting.nsdl.com>.

3. Members may give their assent or dissent to the proposed resolutions via remote e-voting process only.
4. **Registration of E-mail ID by the members:**
 Members who have not yet registered/updated their email-ID are requested to register/update the same in the records of the Company/Depository, as the case may be, in the following manner:
Members holding shares in DEMAT Form: E-mail ID can be updated through their respective Depository Participant(s)
Members holding shares in Physical Form: E-mail ID can be updated through the Company's RTA i.e. Link Intime India Private Limited.
5. E-voting:
- In compliance with the provisions of the Act, MCA Circular and the Listing Regulations, the Company has extended to the members (whether holding shares in physical or in dematerialized form), the facility to exercise their right to vote on the resolutions proposed in this Postal Ballot Notice by electronic means i.e. through e-voting services provided by National Securities Depository Limited ("NSDL").
 - Any person whose name is recorded in the Register of Members or in the List of Beneficial Owners maintained by the Depositories, as on August 5, 2022 (the 'Cut off date'), shall be entitled to avail the facility of remote e-voting. Any person who is not a Member as on the Cut-off date should treat this Notice for information purpose only.
 - Voting rights of the Members/Beneficial owners shall be reckoned basis the paid-up value of equity shares held by them as on the Cut off date. Once the vote has been cast by the member, the member would not be allowed to change it subsequently.
 - The e-voting period will commence on August 12, 2022 at 9:00 a.m. and shall end on September 10, 2022 at 5:00 p.m. During this period, members holding shares, as on the Cut-off date, either in physical form or in dematerialized form, may cast their vote electronically by accessing the NSDL website at <https://www.evoting.nsdl.com/> The e-voting module shall be disabled by NSDL for voting thereafter and the Members shall not be allowed to vote after 5:00 p.m. on September 10, 2022. Members are requested to read and follow the e-voting instructions carefully as provided in this Postal Ballot Notice.
 - The resolutions, if approved by the members, shall be deemed to have been passed on the last date of e-voting i.e. September 10, 2022.
 - Inspection of Documents:** All the documents referred to in this Postal Ballot Notice, shall be available for inspection by the members electronically and without any fee, till the last date of e-voting. Request in this regard may be sent at investorrelations@futuresupplychains.com
6. **Declaration of Voting Results:**
- The Company has appointed Ms. Bindu D Shah - Practising Company Secretary (Membership No. ACS 20066 and Certificate of Practice No. 7378) as the Scrutinizer for scrutinizing the remote e-voting process in a fair and transparent manner.
 - After conclusion of the e-voting period, the Scrutinizer will submit the report on votes cast in favour or against and invalid votes, if any, to the Chairman or any other person authorized by him, and the result of the voting will be declared within two working days after conclusion of the e-voting period in accordance with regulation 44(3) of the Listing Regulations.
 - The voting results along with the Scrutinizer's report, will be hosted on the websites of the Company, NSDL. The same shall also be displayed at the registered office of the Company, and forwarded to the Stock Exchanges.

7. **Manner of E-voting**

How do I vote electronically using NSDL e-Voting system?

The way 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 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 email 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.	1. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.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. 2. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com . Select " Register Online for IDeAS Portal " or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp

	<p>3. 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 digit demat account number hold 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.</p> <p>4. Shareholders/Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience.</p> <div style="text-align: right;"> <p>NSDL Mobile App is available on</p>  App Store  Google Play</div> <div style="text-align: center;">   </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<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.
<p>Individual Shareholders (holding securities in demat mode) login through their depository participants</p>	<p>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.</p>

Important Note:

Equity shareholders who are unable to retrieve User ID/ Password are advised to use Forgot User ID and Forgot Password option available at above mentioned website.

Helpdesk for individual equity shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and/or CDSL:

Login type	Help desk details
<p>Individual equity shareholders holding securities in demat mode with NSDL</p>	<p>Equity shareholders 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.: 18001020990 and 1800224430</p>
<p>Individual equity shareholders holding securities in demat mode with CDSL</p>	<p>Equity shareholders facing any technical issue in login can contact CDSL help desk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022-23058738 or 022-23058542-43</p>

B) Login Method 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?

1. 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.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.
3. 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.

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
(i) For equity shareholders who hold shares in demat account with NSDL	8 Character DPID followed by 8 Digit Client ID For example, if your DPID is IN300*** and Client ID is 12***** then your user Id is IN300***12*****.
(ii) For equity shareholders who hold shares in demat account with CDSL	16 Digit Beneficiary ID For example, if your Beneficiary ID is 12***** then your user ID is 12*****.
(iii) For equity shareholders 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’?
 - (i) If your email ID is registered in your demat account or with the company, your ‘initial password’ is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email 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’.
 - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered**
6. If you are unable to retrieve or have not received the “Initial password” or have forgotten your password:
 - a) 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.
 - b) **Physical User Reset Password?** (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) 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.
 - d) 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 on NSDL e-Voting system.

How to cast your vote electronically on NSDL e-Voting system?

1. 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.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period.
3. Now you are ready for e-Voting as the Voting page opens.
4. 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.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (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 authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail at kbindudshah@gmail.com with a copy marked to evoting@nsdl.co.in. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
2. 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.
3. In case of any queries, you may refer 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 1020 990 and 1800 22 44 30 or send a request to Ms. Pallavi Mhatre at evoting@nsdl.co.in

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:

1. 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 investorrelations@futuresupplychains.com
2. 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 investorrelations@futuresupplychains.com. 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 for Individual shareholders holding securities in demat mode.
3. 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.
4. 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 email ID correctly in their demat account in order to access e-Voting facility

STATEMENT PURSUANT TO SECTION 102 READ WITH SECTION 110 OF THE ACT

As required under section 102 read with 110 of the Act, the following statement sets out the material facts concerning the resolutions as mentioned in the accompanying Postal Ballot Notice.

Item No. 1 & 2

The Board of Directors of the Company at their meeting held on June 30, 2022, upon recommendation of the Nomination and Remuneration Committee ("NRC") and subject to approval of the members of the Company, approved the appointment of Mr. Rohit Malhotra and Mrs. Smeeta Neogi as Additional Directors of the Company (categorised as Non-Executive and Independent) with effect from June 30, 2022 for their respective terms of five consecutive years. In terms of Regulation 17 of the Listing Regulations, listed entity shall ensure that approval of members for appointment of a person on the Board of Directors is taken at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier. In view of the above, approval of the members is sought to the appointment of Mr. Rohit Malhotra and Mrs. Smeeta Neogi as Independent Directors under the resolution listed at item No.1 and 2 respectively. Mr. Rohit Malhotra and Mrs. Smeeta Neogi have given the declarations that they meet the criteria of independence as provided in Section 149(6) of the Act and

regulation 16 of the Listing Regulations. In terms of Section 160 of the Act, the Company has received a notice in writing from a member signifying an intention to propose the candidature of Mr. Rohit Malhotra and Mrs. Smeeta Neogi for the office of Director of the Company. In the opinion of the Board of Directors, they fulfil the conditions for appointment as Independent Directors as prescribed under the Act and the Listing Regulations. The Board of Directors also considers that they are independent of the management of the Company and possesses the relevant skills, expertise and knowledge. Amongst others, qualifications, leadership qualities, vast experience in accounts, audit, finance, business management and analytical skills have been identified as the criteria required for their roles. In view of the above, their association are likely to benefit the Company. Brief profile and other details of Mr. Rohit Malhotra and Mrs. Smeeta Neogi as required under the Listing Regulations and Secretarial Standard on General Meetings are enclosed as **Annexure - 1**.

Your Directors are of the opinion that considering the experience, knowledge and the possession of relevant skills by Mr. Rohit Malhotra and Mrs. Smeeta Neogi, their association would be beneficial to the Company and accordingly, recommend the resolutions set out at item No. 1 and 2 of the Postal Ballot Notice for your approval.

Except Mr. Rohit Malhotra and Mrs. Smeeta Neogi, no other Director or KMP of the Company including any of their respective relatives shall be deemed to be concerned or interested in the proposed resolutions. Mr. Rohit Malhotra and Mrs. Smeeta Neogi shall be deemed to be interested to the extent of the benefits and entitlements as Directors in the Company in accordance with the applicable laws.

Item No. 3

Pursuant to the recommendations by the Nomination and Remuneration Committee, the Board of Directors of the Company (the "**Board**") at its meeting held on July 25, 2022 re-appointed Mr. Amar Sapra w.e.f. August 5, 2022 for second consecutive term of five years.

Mr. Amar Sapra was initially appointed as an Independent Director of the Company w.e.f. August 5, 2017 for a period of five years. As per the provisions of Section 149 of the Act, the Rules, an Independent Director can be re-appointed for a second term of maximum five years by obtaining approval of the shareholders by a way of special resolution. Mr. Amar Sapra has given a declaration to the Board that he meets the criteria of independence as provided under Section 149(6) of the Act and regulation 16(1)(b) of Listing Regulations. He has also confirmed that he is not disqualified under sub-section (2) of Section 164 of the Companies Act 2013. In the opinion of the Board, Mr. Amar Sapra fulfils the conditions provided in the Act and the Rules for being re-appointed as an Independent Director, carries satisfactory performance and holds relevant experience and knowledge in the field of supply chain management. Amongst other relevant matters, his qualifications, experience, business understanding, knowledge in accounts & finance have been identified as the criteria required for the role.

Brief profile and other details of Mr. Amar Sapra as required under the Listing Regulations and Secretarial Standard on General Meetings are enclosed as **Annexure – 1**.

Pursuant to provisions of section 149 of Act, re-appointment of any Independent Director needs to be approved by the members. Therefore, consent of the members is being sought by way of a special resolution to re-appoint Mr. Amar Sapra as an Independent Director of the Company for a second consecutive term of five years. The Board is of the opinion that considering the experience, knowledge and the possession of relevant skills by Mr. Amar Sapra, his continued association would be beneficial to the Company and accordingly, recommends the resolution set out in item No. 3 of the Postal Ballot Notice for your approval.

Except Mr. Amar Sapra himself, no other Director or KMP of the Company including any of their respective relatives shall be deemed to be concerned or interested in the proposed resolution. Mr. Amar Sapra shall be deemed to be interested to the extent of the benefits and entitlements as a Director in the Company in accordance with the applicable laws.

Item No. 4

The Company caters to warehousing and supply chains management requirements of its clients operated in fashion, electronics, home furnishing, general goods and merchandise, automobiles etc. After implementation of One Time Restructuring Plan ("OTR Plan") in accordance with the RBI Circular dated August 6, 2020, to overcome the impact of COVID-19 pandemic on Company's operations, the business continued to suffer setback and it became difficult to fulfil the service obligations under OTR Plan and meet regular operational expenses in absence of any fund infusion, asset monetization or any other financial assistance. The Company has significant outstanding towards the warehouse rent, wages, trade liabilities and has also deferred the payment of annual interest on the Non-Convertible debentures. All these matters pose a significant risk to the stability as well as the solvency if they are not addressed at earliest.

The Company has independently acquired and created the fixed assets for its business operations out of the internal accruals or with borrowed funds and accordingly, they are hypothecated to the lenders of the Company. The Company does not own any warehouse or distribution centers as these warehouse facilities are taken on lease by the Company. In view of drastic reduction in business volume, the Company would not require many of its warehouses and fixed assets lying in such warehouses to cater to the continuing customers. Further, these assets if remained idle, would continue to depreciate and lose its utility over the period of time.

In view of the above, the Directors at its meeting held on July 25, 2022 have unanimously decided to sale, lease or dispose of warehouse assets, which are no more required by the Company to cater to its continuing customers, at a price not lesser than book value at the relevant point of time subject to requisite approvals of lenders and shareholders. The Audit Committee also reviewed independently and also recommended the proposal for the same. It is proposed to utilize the amount for repayment of debt and other operational liabilities subject to the approvals of the lenders. This would help the Company to reduce its debt considerably and avoid any threat of liquidation or insolvency.

The Board believes that with remaining assets, the Company would be able to continue its business operations and has also ability and competency to create more assets when the business volume grows in future.

Pursuant to provisions of section 180(1)(a) of Act, any sale, lease or otherwise dispose of any undertaking needs to be approved by the members under a special resolution. At the Board meeting held on July 25, 2022, the Board also opined that it is in the best interest of all the stakeholders of the Company if these assets are disposed of and debt of the Company is paid up to that extent and accordingly, has recommended the resolution set out in item No. 4 of the Notice for your approval.

None of the Directors or KMP of the Company including any of their respective relatives, shall be deemed to be concerned or interested in the proposed resolution.

For **Future Supply Chain Solutions Limited**

Vimal K Dhruve
Company Secretary

Mumbai, July 25, 2022

Annexure – 1

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, in respect of Directors seeking appointment/ re-appointment under the Notice of Postal Ballot dated July 25, 2022.

Particular	Name of the Directors		
	Rohit Malhotra	Smeeta Neogi	Amar Sapra
Date of Birth	August 26, 1968	July 16, 1964	July 8, 1978
Nationality	Indian	Indian	Indian
Brief Profile	<p>Qualified from IIM-A and IIT from Banaras Hindu University. He held several very senior and executive positions in renowned corporates and carries diverse experience in managerial cadre in sales, business management and finance. He is presently associated with The Nudge Institute as an Officer on Special Duty (Fellow, Indian Administrative Fellowship), Rural Development – Govt. of Karnataka – a part of the first cohort of the Indian Administrative Fellowship, a program for professionals in leadership positions to stimulate systems change by driving large scale government projects. He was nominated for the Bharti Global Leadership Program at the Harvard Business School.</p>	<p>B.A. (Economics) from Mumbai University MMS (Marketing) from Sydenham Inst. of Management Studies. She is also certified Independent Director from Institute of Directors. During her career, she has worked with and held senior positions in a few renowned corporates. She carries rich and varied experience & success in Consumer Marketing, Insight Mining, Brand Development, Product Management across Real Estate, Retail, Media, Wealth & Advertising industries. She was selected for Mahindra Universe Leadership Program in 2015 at Harvard Business School, Boston; Leadership Execution Program at ISB Hyderabad; and Leadership Development Program at Indian Institute of Management - Bangalore. She was recognized as One of the 10 most promising Women Managers by Business Today in 2008. She has won the 'Woman Retailer of the Year' at the Asia Retail Congress in 2008. She was also awarded one of the 50 most prominent marketing professionals in 2013.</p>	<p>Holds a bachelor's degree in Mechanical Engineering from University of Roorkee and a Doctorate degree in Philosophy from Cornell University. He has over 15 years of experience in the teaching profession. He has received an honorable mention in the IIE Transactions Focused Issue on Scheduling and Logistics Best Paper Award Competition for 2015 for a paper on 'A Continuous Time Analog of the Martingale Model of Forecast Evolution'. Previously, he taught at University of Florida and Johnson School, Cornell University and is presently associated with IIM-Bangalore.</p>
Expertise in specific functional areas	Financial Management, Business development	Business development, analytical solutions	Business solutions and analysis
Any relationships between directors inter-se	None	None	None
No. of shares held	Nil	Nil	Nil
Terms and conditions of appointment	For a term of five years and not liable to retire by rotation		
Remuneration sought to be paid	Nil	Nil	Nil
Date of first appointment	June 30, 2022	June 30, 2022	August 5, 2017
Directorships held in other companies	None	None	None
Membership/Chairmanship of committees in other companies	Future Supply Chain Solutions Limited [Audit Committee (Chairman), Nomination and Remuneration Committee (Member)]	Future Supply Chain Solutions Limited [Audit Committee (Member), Nomination and Remuneration Committee (Member); Risk Management Committee (Member)]	Future Supply Chain Solutions Limited [Audit Committee (Member), Nomination and Remuneration Committee (Chairman); Stakeholder Relationship Committee (Chairman); CSR Committee (Member)]
No. of Board meeting attended during the year 2021-22	N.A.	N.A.	7
Name of listed companies from which Director has resigned in past three years	None	None	None