

July 5, 2019

To,
Dept. of Corporate Services (CRD)
BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street, Mumbai- 400 001

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

Scrip Codes:

Equity: 540798

Debt: 958280, 958281

Scrip Symbol: FSC

Ref.: Regulations 30 & 34(1) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Dear Sir / Madam,

Sub: Notice of the 14th Annual General Meeting & Annual Report for the year 2018-19.

Pursuant to the above referred Regulations, please find enclosed herewith a Notice of the 14th annual general meeting ("AGM") of the Company together with the Annual Report for the financial year 2018-19.

Please further take note of below schedule of AGM and other matters related therewith:

Day & Date of AGM	:	Wednesday, July 31, 2019
Time & venue of AGM	:	At 3:00 p.m. at Sunville Banquets Hall, 9, Dr. Annie Besant Road, Worli, Mumbai 400 018
Cut-off date for e-voting on resolutions proposed at AGM	:	July 26, 2019
E-voting period	:	E-voting shall start at 9:00 a.m. on July 28, 2019 and shall end at 5:00 p.m. on July 30, 2019
Record date for determining eligibility of shareholders to receive dividend, if declared at AGM	:	July 26, 2019

Please be further informed that the Notice of the AGM, Annual Report for the financial year 2018-19, Form of Proxy and Attendance Slip shall also be available on the website of the Company www.futuresupplychains.com

Kindly take the same on your records.

Yours faithfully,
For Future Supply Chain Solutions Limited


Vimal K Dhruve
Company Secretary

Encl: as above



FUTURE SUPPLY CHAIN SOLUTIONS LIMITED

Corporate Identity Number (CIN): L63030MH2006PLC160376

Regd. Office: Knowledge House, Shyam Nagar, Jogeshwari Vikhroli Link Road, Jogeshwari (East), Mumbai – 400 060.

Tel. No.: +91 22 6644 2200 Fax: +91 22 6644 2201

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

Notice

NOTICE is given that the Fourteenth Annual General Meeting of the members of Future Supply Chain Solutions Limited (“AGM”) will be held on Wednesday, the July 31, 2019 at 3:00 pm at Sunville Banquets, 9 - Dr. Annie Besant Road, Siddharth Nagar, Worli, Mumbai – 400018 to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt –
 - a. the Audited Financial Statements of the Company for the financial year ended March 31, 2019 together with the reports of the Auditors and Directors thereon;
 - b. the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2019 together with the reports of the Auditors thereon;
2. To declare a dividend on equity shares for the financial year 2018-19;
3. 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

4. To approve/ authorise to transact with related party/ material entity

To consider and if thought fit, to pass with or without modification, 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, either individual or taken together with previous transactions, on arms’ length basis and in ordinary course of business activities with Future Retail Limited, considered to be related to the Company pursuant to the Act and/ or the Listing Regulations or the Policy (“**Related Party**”) for an aggregate amount up to ₹ 800,00,00,000/- (Rupees Eight Hundred crore only) during the financial year 2019-20.

RESOLVED FURTHER THAT the Board (which term shall include its duly authorised committee or directors or officials of the Company), be and is hereby authorised 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 Party 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.”

5. To appoint Malini Chopra as an Independent Director

To consider and if thought fit, to pass with or without modifications, as an ordinary resolution, the following:

“**RESOLVED THAT** pursuant to the provisions of Section 149, 150, 152, 161 read with Schedule IV and any other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors)

Rules, 2014, provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) thereto from time to time or any re-enactment thereof for the time being in force), provisions of Articles of Association of the Company, approval of the members be and is hereby accorded to the appointment of Malini Chopra (DIN:08195364) made by the Board of Directors, as an Independent Director of the Company, not liable to retire by rotation and to hold office for a term of five consecutive years with effect from February 7, 2019.

FURTHER RESOLVED THAT the Board of Directors of the Company be and is hereby authorised to do all such acts, matters, deeds and things as may be necessary to give effect to the above resolution including submitting necessary return/ form with the requisite regulatory authorities.”

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

Vimal K Dhruve
Company Secretary

Mumbai, May 13, 2019

Registered Office:

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

CIN: L63030MH2006PLC160376

Email: investorrelations@futuresupplychains.com

Tel.: +91 22 66442200 Fax: +91 22 66442201

Notes:

1. A statement pursuant to Section 102 of the Companies Act, 2013 setting out material facts concerning the business under item No. 4 & 5 of the Notice is annexed herewith.
2. A member entitled to attend and vote at the meeting is also entitled to appoint a proxy to attend and vote instead of himself/herself. The proxy need not be a member of the Company. A person can act as a proxy on behalf of members not exceeding fifty (50) and holding in aggregate not more than 10% (ten percent) of the total share capital of the Company carrying voting rights. In case a proxy is proposed to be appointed by a member holding more than 10% (ten percent) of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or shareholder.
3. Proxy in the prescribed Form No. MGT – 11 is enclosed with this Notice. The form of Proxy, in order to be effective, should be deposited at the Registered Office of the Company, duly completed, signed and stamped, not less than 48 (Forty-Eight) hours before the commencement of the Meeting. Proxies submitted on behalf of bodies corporate, societies, etc. must be supported by resolution of appropriate authority, as applicable.
4. Institutional shareholders intending to be present through their authorised representatives to attend the AGM are requested to send a certified copy of the resolution of appropriate authority to the Scrutiniser by email to kbindudshah@gmail.com with a copy to be marked to evoting@nsdl.co.in, authorising them to attend and vote on their behalf at the AGM.
5. Members can avail themselves of the facility of nomination in respect of shares held by them in physical form pursuant to the provisions of Section 72 of the Companies Act, 2013. Members desiring to avail themselves of this facility may send their nominations duly filled in the prescribed Form No. SH-13 to the Company's RTA. Members holding shares in electronic form may contact their respective Depository Participants for availing this facility.
6. All resolution would be voted, by electronic voting or voting by ballot form at meeting for the members who have

not exercised electronic voting. Each Equity shareholder shall be entitled to one vote for every equity share held.

7. The Register of Directors, Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013 will be available for inspection by the members at the AGM.
8. All documents referred to in the accompanying Notice dated May 13, 2019 including MOA & AOA are kept open for inspection at the Registered Office of the Company between 10:00 am and 5:00 pm on all working days except Saturdays, Sundays and National holidays till the date of AGM.
9. The Company has fixed July 26, 2019 as the record date for determining entitlement of members to final dividend for the financial year 2018-19.
10. The Board of Directors has recommended a dividend of ₹ 1.25 i.e. 12.50% per Equity share for the year ended March 31, 2019 subject to the approval of the shareholders at the AGM. The dividend, if approved, will be paid within a period of 30 days from the date of declaration, to those shareholders whose names appear on the Company's Register of Members and to the beneficial owners as per the particulars to be furnished by the Depositories as on July 26, 2019.
11. Members holding shares in electronic form are hereby informed that bank particulars registered against their respective depository accounts will be used by the Company for payment of dividend. The Company or its Registrar cannot act on any request received directly from the members holding shares in electronic form for any change of bank particulars or bank mandates. Such changes are to be advised only to the Depository Participant. Members holding shares in physical form and desirous of either registering bank particulars or changing bank particulars already registered against their respective folios are requested to write to the Registrar/Company.
12. Members are requested to send all communications relating to shares to the Registrar & Share Transfer Agent at the following address:
LINK INTIME INDIA PRIVATE LIMITED
C-101, 247 Park, LBS Marg, Vikhroli (West), Mumbai 400083
Phone No. (022) 49186000; Fax No. (022) 49186060; E-mail: rnt.helpdesk@linkintime.co.in
13. Members seeking any information regarding the Financial Statements are requested to write to the Company at its Registered Office at least 7 (Seven) days in advance from the date of the meeting.
14. The Company has provided a facility to the members for payment of dividend through Electronic Clearing System (ECS). The ECS facility is available at locations identified by Reserve Bank of India from time to time and covers most of the cities and towns. Members holding shares in physical form and desirous of availing this facility are requested to contact the Company's Registrar and Share Transfer Agent.
15. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in physical form can submit the PAN details to the Registrar and Share Transfer Agents/Company.
16. Details under Regulation 26(4) and 36 (3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 in respect of Directors seeking appointment/re-appointment at the AGM are given as an Annexure and forms integral part of this notice. The Directors have furnished the requisite declarations for their appointment/ re-appointment.
17. Electronic copy of the Annual Report for the financial year 2018-19, Notice of AGM indicating the process and manner of e-voting along with the form of proxy, are being sent to all the members, who's e-mail addresses are registered with the Company/Depository Participant(s) for communication purposes unless any member has requested for a physical copy of the same. For members who have not registered their e-mail address, physical copies of the said documents are being sent in the permitted mode. Further, copies of the Annual Report will not be distributed at the AGM and hence, members are requested to bring their copies to the meeting. Members/Proxies are also requested to bring duly filled attendance slips at the meeting.

18. Notice of the AGM and the Annual Report for the financial year 2018-19 will also be available on the Company's website www.futuresupplychains.com. The physical copies of the aforesaid documents will also be available at the Company's Registered Office for inspection during business hours between 11.00 a.m. to 1.00 p.m. on all working days up to and including the date of the AGM. A member is also entitled to receive such communication in physical form free of any cost, upon making a request for the same. For any communication, the members may also send requests to the Company's investor relations e-mail id: investorrelations@futuresupplychains.com.

19. Voting through electronic means:

- i. In compliance with the provisions of Section 108 of the Companies Act, 2013 Rule 20 of the Companies (Management and Administration) Rules, 2014 as substituted by the Companies (Management and Administration) Amendment Rules, 2015, Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings (SS-2) issued by the ICSI, the Company is pleased to provide its members facility to exercise their right to vote on resolutions proposed to be considered at the AGM by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") will be provided by National Securities Depository Limited (NSDL).
- ii. The facility for voting through ballot paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be entitled to exercise their right at the AGM through ballot paper.
- iii. The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again. In case a member vote by both the modes then votes cast through remote e-voting shall prevail and the vote cast at the AGM shall be considered invalid.
- iv. The remote e-voting period commences on July 28, 2019 at 9:00 a.m. and ends on July 30, 2019 at 5:00 p.m. During this period members of the Company, holding shares either in physical form or in dematerialised form, as on the cut-off date of July 26, 2019, may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter. Once any vote on a resolution is cast by a member, he/ she shall not be allowed to change it subsequently.
- v. The details of the process and manner for remote e-voting are explained herein below:
Step 1: Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com/>
Step 2: Cast your vote electronically on NSDL e-Voting system.

Details on Step 1 is mentioned below:

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

- A. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: www.evoting.nsdl.com either on a personal computer or on a mobile phone.
- B. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholders' section.
- C. A new screen will open. You will have to enter your User ID, your Password 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 www.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.

D. 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
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the Company

E. Your password details 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, your 'initial password' is communicated to you on your postal address
- F. 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.
 - d. Members can also use the OTP (One Time Password) based login for casting the votes on the e-voting system of NSDL.
- G. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
- H. Now, you will have to click on "Login" button.
- I. After you click on the "Login" button, Home page of e-Voting will open.

Details on Step 2 is given below:

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

- A. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
- B. After click on Active Voting Cycles, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
- C. Select "EVEN" of the Company.
- D. Now you are ready for e-Voting as the Voting page opens.
- E. 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.

- F. Upon confirmation, the message “Vote cast successfully” will be displayed
- G. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
- H. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines to Shareholders







- A. Institutional shareholders (i.e. other than individuals, HUF, NRI, etc.) are required to send a 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 email to kbindudshah@gmail.com with a copy marked to evoting@nsdl.co.in
 - B. You are advised 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 to 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.: 1800-222-990 or contact Ms. Pallavi Mhatre, Assistant Manager, National Securities Depository Ltd., Trade World, ‘A’ Wing, 4th Floor, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai – 400 013, at the designated email address: (pallavid@nsdl.co.in/evoting@nsdl.co.in) or at telephone no. +91 22 2499 4545 who will also address the grievances connected with the voting by electronic means. Members may also write to the Company Secretary at the email 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 July 26, 2019.
20. Any person, who acquires shares of the Company and become member of the Company after dispatch of the Notice and holding shares as of the cut-off date i.e. July 26, 2019, may obtain the login ID and password by sending a request at evoting@nsdl.co.in or Issuer/ R & T Agent. However, if you are already registered with NSDL for e-voting, then you can use your existing user ID and password/PIN for casting your vote. If you forgot your password, you can reset your password by using “Forgot User Details / Password” option available on www.evoting.nsdl.com or contact NSDL at the toll-free number: 1800-222-990.
21. 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 ballot paper.
22. Bindu D. Shah, Company Secretary in Wholetime Practice (Membership No. 20066, Certificate of Practice No. 7378) has been appointed as the Scrutiniser to scrutinise the remote e-voting process and votes cast through ballot paper at the AGM in a fair and transparent manner.
23. The Chairperson shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of Scrutiniser, by use of ballot paper for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.
24. The Scrutiniser shall after conclusion of voting at the AGM will first count the votes cast at the meeting and thereafter unlock the votes cast through remote e-voting in the presence at least 2 (Two) witnesses who are not in the employment of the Company and shall make, not later than 2 (Two) working days from the conclusion of the AGM, a consolidated Scrutiniser’s Report of the votes cast in favour or against, if any, forthwith to the Chairman/ Director of the Company, who had been authorised by him in writing, who shall countersign the same and declare the result of the voting forthwith.
25. The results declared along with the report of the Scrutiniser shall be placed on the website of the Company www.futuresupplychains.com and on the website of NSDL www.evoting.nsdl.com immediately after the declaration of result by the Chairman/Director of the meeting. The result shall also be submitted to the BSE Limited and National Stock Exchange of India Limited.

Statement Pursuant To Section 102(1) Of The Companies Act, 2013

ITEM NO.4

The Company is engaged in the business of providing logistics, warehousing, distribution and supply chain services mainly to the corporate clients. The Company is a part of Future Group having its core competencies in organised retail through various formats located across the country. The Company derives its substantial portion of the revenues from Future Retail Limited in ordinary course of its business. The Audit Committee, wholly comprising of Independent Directors, has also approved to enter into transactions with the said entity. However, it is expected that the value of transaction(s) entered / to be entered into with Future Retail Limited, whether considered individually and/or taken together with previous transactions during the current financial year, would exceed the stipulated threshold of ten percent of the consolidated turnover of the Company as per the latest audited financial statements i.e. F.Y. 2018-19 ("Material Transactions"). Pursuant to the Regulation 23 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), Material Transactions require approval of the shareholders through a resolution. Further, as required under regulation 23(4) of the Listing Regulations, no related party shall vote to approve the proposed resolution.

The transactions covered under the proposed resolution are repetitive in nature and being conducted on arms' length basis. 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 are requested to take note of the below information:

-  **Nature of Transactions:** Providing logistics, warehousing and distribution services including sale/ purchase of fixed assets therefor;
-  **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;
-  **Nature, Material Terms, Monetary value and particulars of the contract or arrangement:** Providing logistics and warehousing services and other supply chain management services including sale/purchase of the assets up to ₹ 800 crore on such terms and conditions as may be agreed between the Company and said Related Party subject to the provisions of the applicable laws;
-  **Any other relevant or important Information:** Future Retail Limited is the single largest customer of the Company contributing the significant amount of revenues of the Company. The transactions covered under the resolution have been reviewed and approved by the Audit Committee wholly comprising of the Independent Directors.

Your Directors commend the resolution set out at Sr. No. 4 in the accompanying Notice of the AGM 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.

ITEM NO.5

The Board of Directors of the Company at its meeting held on February 7, 2019 appointed Malini Chopra as an Additional Director (termed as an Independent Director) pursuant to the provisions of section 149, 161 read with Schedule IV to the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (the "Act") and provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") (including any statutory modification(s) thereto from time to time or any re-enactment thereof for the time being in force).

In the opinion of the Board, Malini Chopra fulfil the conditions specified in the Act and the Listing Regulations for the appointment as an Independent Director. In view of the qualification, vast experience and recognition she holds, her appointment is justified in view of the Board. Further, the Company has received necessary declarations and/ or certificates from Malini Chopra confirming the provisions and requirements in order to be appointed as an Independent Director.

Pursuant to the provisions of section 150 of the Act, the said appointment is required to be approved by the members in general meeting. The Company has received a notice in writing from a member under section 160 of the Act proposing the candidature of Malini Chopra for the appointment as a Director. A brief profile of Malini Chopra and other requisite details are given in Annexure.

Your Directors commend the resolution set out at Sr. No. 5 in the accompanying Notice of the AGM for your approval as an Ordinary resolution.

None of the Directors, Key Management Personnel of the Company and the holding company including their respective relatives shall be considered to be interested in the proposed resolution. The appointee director shall be deemed to be concerned or interested to the extent of remuneration and fees, if any, payable to her as permitted under the applicable law and approved by the Board.

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

Vimal K Dhruve
Company Secretary

Mumbai, May 13, 2019

Annexure to the Notice of the 14th Annual General Meeting

Information as required pursuant to Regulation 26(4) and 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings (SS-2), in respect of Directors seeking re-appointment at the AGM

Particulars	Rakesh Biyani	Malini Chopra								
Brief resume	Rakesh Biyani is Non-executive director and Chairman of the Company. He has over 25 years of experience in the retail, supply chain and logistics, and fashion industries. He has been 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 ("CMAI") at the CMAI Fashion Retail Summit.	Ms Malini Chopra is an Additional Director (Independent) of the Company. She is a senior business professional with an illustrious career of over 30 years in leading Indian and multinational organisations. She is a corporate profit-center head and policy maker specialising in Governance, Financial controls, Risk management & Digital transformation. She is a Certified Corporate Director from Institute of Directors - New Delhi. She is also a Certified Corporate Governance Professional from Indian Institute of Corporate Affairs, Ministry of Corporate Affairs.								
Date of Birth	April 5, 1972	September 15, 1964								
Date of first appointment	July 13, 2007	February 7, 2019								
Qualification	Bachelor's degree in Commerce from University of Bombay and has attended the Advanced Management Program from Harvard Business School	BA (Hon.) in Economics from Miranda House, Delhi University and Masters in Business from Delhi University								
Expertise in specific functional areas	Wide and extensive experience in Strategies & planning, technology development & other commercials	Wide experience in Financial controls, risk & compliances and business development								
Disclosure of relationships between directors inter-se	None	None								
Directorship in other Companies (excluding foreign companies, private companies & Section 8 companies)	<ul style="list-style-type: none"> - Future Retail Limited; - Future Lifestyle Fashions Limited.; - Futurebazaar India Limited; - Turtle Limited; - Dollar Industries Limited; - Indian Football Coaching Pvt. Limited; - Shree Balaji Umber Properties Pvt. Limited; - Shree Balaji Parbat view Properties Pvt. Limited; - Celio Future Fashion Pvt. Limited; - Ryka Commercial Ventures Pvt. Limited; 	None								
Chairmanship / Membership of Committees of the Board of Directors of other Listed Companies*	Audit Committee: <ul style="list-style-type: none"> - Future Retail Limited (Member); - Futurebazaar India Limited (Member) Stakeholder Relationship Committee: <ul style="list-style-type: none"> - Future Lifestyle Fashions Limited (Member) 	None								
No. of Board meeting attended during the year 2018-19	<table border="1"> <thead> <tr> <th>Entitled to attend</th> <th>Attended</th> </tr> </thead> <tbody> <tr> <td>5</td> <td>5</td> </tr> </tbody> </table>	Entitled to attend	Attended	5	5	<table border="1"> <thead> <tr> <th>Entitled to attend</th> <th>Attended</th> </tr> </thead> <tbody> <tr> <td>1</td> <td>1</td> </tr> </tbody> </table>	Entitled to attend	Attended	1	1
Entitled to attend	Attended									
5	5									
Entitled to attend	Attended									
1	1									
Shareholding in the Company	Nil	Nil								
Remuneration	Please refer to report on Corporate Governance									

* Includes only Audit Committee and Stakeholders Relationship Committee.

The route map of the venue of the 14th AGM is given herein below. Although the AGM venue itself a well-known place, it is near Worli Naka.

ROUTE MAP OF THE AGM VENUE



PROXY – FORM NO. MGT-11

Pursuant to section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014



Future Supply Chain Solutions Limited

CIN: L63030MH2006PLC160376

Knowledge House, Shyam Nagar, Jogeshwari Vikhroli Link Road, Jogeshwari (East), Mumbai 400060.

14th Annual General Meeting – July 31, 2019

Name of the member(s)	
Registered address	
Registered e-mail address	
Folio No./ Client ID	
Depository Participant ID	

I/ we, being the member(s) of shares of the above named company, hereby appoint:

- (1) Name: Address: Address:
E-mail id: Signature Or failing him;
- (2) Name: Address:
E-mail id: Signature Or failing him
- (3) Name: Address:
E-mail id: Signature

as my/ our proxy to attend and vote (on a poll) for me/ us and on my/ our behalf at the 14th Annual General Meeting of the Company, to be held on Wednesday, the July 31, 2019 at 3:00 p.m. at Sunville Banquets, 9 - Dr. Annie Besant Road, Siddharth Nagar, Worli, Mumbai – 400018 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Matter of resolution
1(a)	Adoption of Audited Financial Statements for the financial year ended March 31, 2019 together with the reports of Auditors and Directors thereon;
1(b)	Adoption of Audited Consolidated Financial Statements for the financial year ended March 31, 2019;
2	Declaration of a dividend on equity shares;
3	Reappointment of Rakesh Biyani as a Director liable to retire by rotation;
4	Approval of material transactions with Related Party;
5	Appointment of Malini Chopra as an Independent Director;

Signed this day of 2019

Signature of Proxy holder(s)

Signature of member(s)



Notes:

This form, in order to be effective, must be duly stamped, completed, signed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Annual General Meeting (at or earlier than 3:00 p.m. on July 29, 2019)



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Future Supply Chain Solutions Limited

Regd. Office: Knowledge House, Shyam Nagar, Jogeshwari - Vikhroli Link Road, Jogeshwari (East), Mumbai - 400 060

Tel No.:+91 22 6644 2200, Fax No.: +9122 6644 2201.

Website:www.futuresupplychains.com; **E-mail:** investorrelations@futuresupplychains.com

CIN:L63030MH2006PLC160376

ATTENDANCE SLIP

Sr. No.

Regd. Folio/DPID No. & Client ID No.	
Name and Address of the Shareholder(s)	
Joint Holder(s)	
No. of Equity Shares held	

I / We hereby record my / our presence at the Fourteenth (14th) Annual General Meeting of the Company held on Wednesday, July 31, 2019 at 3:00 PM at Sunville Banquets Hall, 9, Dr. Annie Besant Road, Siddharth Nagar, Worli, Mumbai - 400 018.

SIGNATURE OF THE MEMBER /
JOINT MEMBER(S) / PROXY /
AUTHORISED SIGNATORY

Note: Shareholder / Proxy holder wish to attend the meeting must bring the Attendance Slip to the meeting and handover at the entrance of the meeting hall duly signed.

NOTE: PLEASE TEAR HERE AND BRING THE ABOVE THE ATTENDANCE SLIP TO THE MEETING.

ELECTRONIC VOTING PARTICULARS

EVEN (E-Voting Event Number)	User ID	Password
110912		

Note: Please read the instructions printed under the Note No. 19 of the Notice dated May 13, 2019 of Fourteenth Annual General Meeting. The e-voting shall start from 9:00 AM on Sunday, July 28, 2019 and ends at 5:00 PM on Tuesday, July 30, 2019. The e-voting module shall be disabled by NSDL for voting thereafter.