

| Compliance Report on Corporate Governance  |                                      |                                       |   |  |   |  |   |  |
|--|--------------------------------------|---------------------------------------|---|--|---|--|---|--|
| 1  | Name of Listed Entity                | Future Supply Chain Solutions Limited |   |  |   |  |   |  |
| 2  | Period Ending                        | 31st December, 2018                   |   |  |   |  |   |  |
| <b>Annexure I</b>  |                                      |                                       |   |  |   |  |   |  |
| <b>I. Composition of Board of Directors</b>  |                                      |                                       |   |  |   |  |   |  |
| Title (Mr. / Ms)   | Name of the Director                 | PAN & DIN                             | Category (Chairperson /Executive/NonExecutive/Independent/Nominee)* | Date of Appointment in the current term /cessation | Tenure**  | No of Directorship in listed entities including this listed entity (Refer Regulation 25(1) of Listing Regulations) | Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations) | No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations) |
| Mr.  | Rakesh Biyani                        | PAN-AAEPB3651L<br>DIN -00005806       | Chairperson - Non Executive   | 13-Jul-2007  | N.A.  | 1  | 3   | 0  |
| Mr.  | Mayur Toshniwal                      | PAN-AANPT5482E<br>DIN -01655776       | Executive   | 8-May-2017   | N.A.  | 0  | 1   | 0  |
| Mrs.   | Bala Deshpande                       | PAN- ABXPD4099A<br>DIN - 00020130     | Independent   | 10-May-2017  | 5 years   | 3  | 3   | 1  |
| Mr.  | Amar Sapra                           | PAN -CIOPS4359E<br>DIN -05178849      | Independent   | 5-Aug-2017   | 5 years   | 1  | 1   | 0  |
| Mr.  | Rahul Garg                           | PAN -AETPG6253N<br>DIN -06939695      | Independent   | 5-Aug-2017   | 5 years   | 1  | 2   | 0  |
| Mr.  | Janat Shah                           | PAN-AFQPS8809G<br>DIN -01625535       | Independent   | 30-Mar-2015  | 5 years   | 2  | 2   | 0  |
| Mr.  | Shyam Maheshwari                     | PAN -AKRPM8131B<br>DIN-01744054       | Non Executive-Nominee   | 30-06-2016<br>Date of cessation<br>02-Nov-2018     | N.A.  | 0  | 0   | 0  |
| Mr.  | Chandra Prakash Toshniwal            | PAN: ABZPT0231G<br>DIN: 00036303      | Non Executive   | 8-Mar-2006   | N.A.  | 0  | 3   | 1  |
| ** Category of directors means executive/non-executive/independent/Nominee. if a director fits into more than one category write all categories separating them with hyphen<br>** to be filled only for Independent Director. Tenure would mean total period from which Independent director is serving on Board of directors of the listed entity in continuity without any cooling off period. |                                      |                                       |   |  |   |  |   |  |
| <b>II. Composition of Committees</b>   |                                      |                                       |   |  |   |  |   |  |
| Sl. No.  | Name of Committee                    | Name of Committee members             |   |  | Category (Chairperson/Executive/NonExecutive/Independent/Nominee) § |  |   |  |
| 1  | Audit Committee                      | Mrs. Bala Deshpande                   |   |  | Chairperson - Independent   |  |   |  |
|  |                                      | Mr. Rahul Garg                        |   |  | Independent   |  |   |  |
|  |                                      | Mr. Janat Shah                        |   |  | Independent   |  |   |  |
| 2  | Nomination & Remuneration Committee  | Mrs. Bala Deshpande                   |   |  | Chairperson - Independent   |  |   |  |
|  |                                      | Mr. Rahul Garg                        |   |  | Independent   |  |   |  |
|  |                                      | Mr. Rakesh Biyani                     |   |  | Non Executive   |  |   |  |
| 3  | Stakeholders' Relationship Committee | Mr. Chandra Prakash Toshniwal         |   |  | Chairperson - Non-Executive   |  |   |  |
|  |                                      | Mr. Amar Sapra                        |   |  | Independent   |  |   |  |
|  |                                      | Mr. Mayur Toshniwal                   |   |  | Executive   |  |   |  |
| § Category of directors means executive/non-executive/independent/Nominee.   |                                      |                                       |   |  |   |  |   |  |
| Provision relating to the Risk Management Committee under Regulation 21 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is not Applicable to our Company.  |                                      |                                       |   |  |   |  |   |  |
| <b>III. Meeting of Board of Directors</b>  |                                      |                                       |   |  |   |  |   |  |
| Date(s) of meeting (Enter dates of Previous quarter and Relevant quarter in chronological order)   |                                      |                                       |   |  |   | Maximum gap between any  |   |  |
| 25th September 2018(Previous quarter)  |                                      |                                       |   |  |   | N.A.   |   |  |
| 02 November 2018 (relevant quarter)  |                                      |                                       |   |  |   | 37   |   |  |



| IV. Meeting of Committees   |   |   |   |  |
|---|---|---|---|--|
| Date(s) of meeting of the committee in the relevant quarter   | Whether requirement of Quorum met (details) | Requirement of Quorum met (details)           | Date(s) of meeting of the committee in the previous quarter | Maximum gap between any two consecutive meetings in number of days |
| <b>Audit Committee</b>  |   |   |   |  |
| 02-Nov-18   | Yes   | All members of the Committee were present     | 07-Aug-18   | 86   |
| <b>Stakeholders Relationship Committee</b>  |   |   |   |  |
| No meeting was held in this quarter.  | N.A   | N.A   | 07-Aug-18   | N.A  |
| <b>Nomination &amp; Remuneration Committee</b>  |   |   |   |  |
| No meeting was held in this quarter.  | N.A   | N.A   | No meeting was held in relevant quarter.                    | N.A  |
| <b>V. Related Party Transactions</b>  |   |   |   |  |
| Subject   |   | Compliance status (Yes/No/NA)refer note below |   |  |
| Whether prior approval of audit committee obtained  |   | Yes   |   |  |
| Whether shareholder approval obtained for material 'RPT   |   | Yes   |   |  |
| Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee  |   | Yes   |   |  |
| <b>VI. Affirmations</b>   |   |   |   |  |
| <p>1. The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015.</p> <p>2. The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015</p> <p>a. Audit Committee</p> <p>b. Nomination &amp; Remuneration Committee</p> <p>c. Stakeholders' Relationship Committee</p> <p>d. Risk Management Committee (applicable to the top 100 listed entities) - Not Applicable</p> <p>3. The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.</p> <p>4. The meetings of the Board of Directors and the above Committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.</p> <p>5.This report and/or the report submitted in the previous quarter has been placed before Board of Directors.</p> |   |   |   |  |

For Future Supply Chain Solutions Limited

Place: Mumbai  
Date: 14 January, 2019

Vimal K Dhruve  
Company Secretary

