

January 18, 2020

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 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Dear Sir / Madam,

Sub: Notice of Postal Ballot

Pursuant to the above referred Regulation and furtherance to our letter dated January 9, 2020, please find enclosed herewith a Notice of Postal Ballot dated January 8, 2020 being dispatched to the shareholders of the Company.

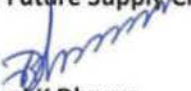
Please further take note of below schedule of Postal Ballot:

Date of Notice	:	January 8, 2020
Cut-off date for e-voting on resolutions	:	January 10, 2020
E-voting period	:	E-voting shall start at 9:00 a.m. on January 19, 2020 and shall end at 5:00 p.m. on February 17, 2020
Result of Postal Ballot	:	On or before February 18, 2020

Please be further informed that the Notice of Postal Ballot and Form of Postal Ballot 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

Regd. Office: Knowledge House, Shyam Nagar, Jogeshwari - Vikhroli Link Road, Jogeshwari (East), Mumbai - 400 060
Tel No.: +91 22 6644 2200, **Fax No.:** +91 22 6644 2201. **Website:** www.futuresupplychains.com
CIN: L63030MH2006PLC160376; **E-mail:** investorrelations@futuresupplychains.com

Notice of Postal Ballot (the "Notice")

[pursuant to section 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014]

Dear Member(s),

Notice is hereby given pursuant to section 110 and other applicable provisions of the Companies Act, 2013 (the "**Act**") read with Companies (Management and Administration) Rules, 2014 (including any statutory modifications thereto from time to time or any re-enactment thereof for the time being in force), the draft resolutions appended below are proposed to be passed by the members of **Future Supply Chain Solutions Limited** (the "**Company**") through postal ballot ("**Postal Ballot**")/ electronic voting ("**e-voting**"). A statement setting out the material facts in respect of the proposed resolutions as required under section 102 of the Act are annexed hereto, forms part of this Notice together with the postal ballot form ("**Postal Ballot Form**") for consideration of members and to enable them for sending their assent or dissent in writing by Postal Ballot means or through e-voting.

Background

The Board of Directors of the Company (the "**Board**"), at its meeting held on September 20, 2019, had approved to issue and allot equity shares to Nippon Express (South Asia & Oceania) Pte. Ltd. ("**Nippon**") on a preferential basis subject to applicable approvals. The Company also entered into agreements with Nippon with respect to the said preferential issue of equity shares which contains inter alia various matters related to the investment and shareholding by Nippon ("**Agreement**"). Subsequent to the requisite approvals being secured by the Company and Nippon, the Board at its meeting held on December 17, 2019 allotted 37,89,350 equity shares to Nippon on preferential basis as fully paid up. Nippon also simultaneously acquired another 58,63,475 equity shares from then existing shareholder, taking its aggregate shareholding in the Company to 22% of total paid up share capital.

Pursuant to the Agreement –

- Nippon has right to nominate a person on the Board of the Company; and
- Articles of Association of the Company is required to be amended/ altered to incorporate relevant terms and conditions of the Agreement.

In view of the above and as recommended by the Nomination and Remuneration Committee of Company, the Board vide a resolution dated January 8, 2020 appointed Mr. Hiroyuki Tanaka as an Additional Director of the Company. Pursuant to the provisions of the Act and the Agreement, the Company is required to obtain the approval of the members to appoint Mr. Hiroyuki Tanaka as a Director of the Company. The Board also approved the amendments to the Articles of Association of the Company vide a resolution dated December 17, 2019, subject to requisite approvals including the shareholders.

Members are requested to read carefully the given instructions, while casting their votes electronically or physically through Postal Ballot Form and return the Postal Ballot Form duly completed in the enclosed self-addressed postage pre-paid Business Reply Envelope so as to reach the Scrutiniser on or before the close of the business hours at 5:00 p.m. of February 17, 2020.

In accordance with the provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "**Listing Regulations**") and the Act including the applicable rules made thereunder, the Company has provided e-voting facility to its members and has engaged National Securities Depository Limited (the "**NSDL**"), an agency authorised by the Ministry of Corporate Affairs for providing e-voting platform. The procedure for e-voting is explained under the Notes given in the Notice.

The proposed resolutions shall be deemed to have been passed on the last date specified by the Company for receipt of duly completed Postal Ballot Forms and electronic votes, if approved by the members with required majority.

Resolutions as Special Business:

Item No.1 - Appointment of Mr. Hiroyuki Tanaka as a Director of the Company

To consider and, if thought fit, pass the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of section 149, 152, 160, 161 and other applicable provisions, if any, of the Companies Act, 2013 (the "**Act**"), the Companies (Appointment and Qualification of Directors) Rules, 2014 (the "**Rules**"), regulation 17 and other 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, the Rules or the Listing Regulations from time to time or any re-enactment thereof for the time being in force, in accordance with the Articles of Association of the Company, Mr. Hiroyuki Tanaka (DIN: 08657963) who

was appointed as an Additional Director of the Company and in respect of whom the Company has received a notice under section 160 of the Act from a member proposing the candidature of Mr. Hiroyuki Tanaka for the office of Director, be and is hereby appointed as a Director of the Company (termed as a **"Non-Executive Non-Independent Director"**) whose office be liable to the determination of retirement by rotation.

RESOLVED FURTHER THAT the Board of Directors of the Company (which term shall include any empowered or authorised committee thereof) be and is hereby authorised to do all such acts, deeds, things and matters and take all requisite steps and actions as may be necessary, proper and expedite to give effect to this resolution."

Item No.2 – Alteration to Articles of Association of the Company

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

"RESOLVED THAT pursuant to the provisions of section 2(5), 14 and other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Incorporation) Rules, 2014 or any other law for the time being in force (including any statutory modification thereto from time to time or any re-enactment thereof for the time being in force), pursuant to the shareholders agreement entered by the Company with Nippon Express (South Asia & Oceania) Pte. Ltd. (the **"Agreement"**), the Articles of Association of the Company be and is hereby altered and amended by adopting a new set of Articles of Association containing relevant terms and conditions of the Agreement in place and substitution of existing articles of association of the Company.

RESOLVED FURTHER THAT the Board of Directors of the Company (which term shall include any empowered or authorised committee thereof) be and is hereby authorised to do all such acts, deeds, things and matters and take all requisite steps and actions as may be necessary, proper and expedite to give effect to this resolution."

For Future Supply Chain Solutions Limited

Vimal K Dhruve
Company Secretary
Mumbai, January 8, 2020

NOTES:

1. A statement pursuant to section 102 read with section 110 of the Companies Act, 2013 (the **"Act"**) and other applicable provisions, if any, of the Act along with the applicable rules as may be prescribed therein (including any statutory modification(s) or amendment or re-enactment thereof for the time being in force), in relation to resolutions as set out in the Notice is annexed hereto.
2. The Notice is being sent by prescribed mode to all the members whose name appears in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories / Registrar & Transfer Agent (**"RTA"**) as on January 10, 2020 (**"Cut-off Date"**).

Voting Rights: The voting rights of members shall be in proportion to their shares of the paid-up equity share capital of the Company as on the Cut-off Date, which will only be considered for voting. Members can vote for their entire voting rights as per their discretion.

3. Pursuant to the provisions of section 108 of the Act and all other applicable provisions, if any, read with related rules thereto, e-voting option is provided to all the members of the Company. Members have an option to vote either through e-voting or physically through Postal Ballot Form. Members opting for e-voting, should not vote through Postal Ballot Form. Similarly, members opting to vote through Postal Ballot Form should not exercise the option for e-voting. However, in case members cast their vote exercising both the options, i.e. through Postal Ballot Form and e-voting, then votes cast through e-voting shall only be taken into consideration and votes cast by Postal Ballot Form shall be treated as invalid.
4. Only a member who is entitled to vote is entitled to exercise his/her/its vote through Postal Ballot or e-voting. The date of completion of dispatch of the Notice will be announced through a public notice in newspapers and any recipient of this Notice who has no voting rights as on the Cut-off Date should treat the same as intimation only.
5. A member cannot exercise his vote by proxy on Postal Ballot.
6. The Board of Directors of the Company has appointed Ms. Bindu Darshan Shah (Membership No. A 20066 / CP No. 7378), Proprietor - M/s. K. Bindu & Associates, Practicing Company Secretaries, as the Scrutiniser to scrutinise the e-voting process and voting by way of Postal Ballot in a fair and transparent manner (the 'Scrutiniser'). Members are requested to carefully read the instructions printed for voting by "postal ballot" or through "e-voting", namely by:
 - (i) returning the Postal Ballot Form duly completed, as per the instructions contained in the Postal Ballot Form, in the attached self-addressed postage pre-paid Business Reply Envelope, so as to reach the Scrutiniser not later than 5:00 p.m. on February 17, 2020; or
 - (ii) casting their votes electronically from January 19, 2020 till February 17, 2020 by following the procedures as explained in the notes to the Notice.

The Scrutiniser will submit her report to the Chairman or any person authorised by him after the completion of scrutiny and the result will be announced by the Chairman or any other person authorised by him on or before February 18, 2020. The results of postal ballot along with Scrutiniser Report will be placed on the website of the Company www.futuresupplychains.com and on the website of NSDL and shall also be communicated to BSE Limited and National Stock Exchange of India Limited.

7. Members are requested to return the Postal Ballot Form duly completed in the attached self-addressed and postage pre-paid Business Reply Envelope so as to reach the Scrutiniser on or before February 17, 2020 at the following address failing which, it will be strictly treated as if no reply has been received from the member:

Ms. Bindu Darshan Shah, Scrutiniser
Future Supply Chain Solutions Limited
Knowledge House, Shyam Nagar,
Jogeshwari - Vikhroli Link Road,
Jogeshwari (East), Mumbai - 400 060.

8. As per Companies (Management and Administration) Rules, 2014 as amended and applicable provisions of Secretarial Standards issued by The Institute of Company Secretaries of India, the Notice may be served on the members through electronic transmission. Members who have registered their e-mail address with depositories or with the Company are being sent Notice by e-mail and members who have not registered their e-mail address will receive Notice along with Postal Ballot Form through permitted mode. The Postal Ballot Form can also be obtained from the Company's RTA, viz. M/s. Link Intime India Private Limited, C-101, Embassy 247, L.B.S. Marg, Vikhroli (West), Mumbai - 400 083 or from the Company. Members who have received Notice by e-mail and who wish to vote through physical Postal Ballot Form may download the Postal Ballot Form from the 'Investor Relations' section on the Company's website www.futuresupplychains.com.

8.1. VOTING THROUGH ELECTRONIC MEANS

- i. In compliance with the provisions of section 110 of the Act read with (Management and Administration) Rules, 2014, as amended from time to time, regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**Listing Regulations**") and Secretarial Standards issued by The Institute of Company Secretaries of India, the Company also offers e-voting option to all members to cast their votes. For this purpose, the Company has engaged NSDL for facilitating e-voting facility for the members to enable them to cast their votes electronically. Members have option to vote either through e-voting or through Ballot Form.

The instructions for Members for e-voting are as under:

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?

- Visit the e-voting website of NSDL. Open web browser by typing following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile phone.
- Once the home page of e-voting system is launched, click on the icon "Login" which is available under 'Shareholders' section.
- 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 <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.

- D. Your User ID details are given below:

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your ID is:
a) For Members who hold shares in demat account with NSDL	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your DP ID is 12***** then your user ID is 12*****.
c) For Members 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***

- E. Your password details are given below:
- If you are already registered for e-voting, then you can use your existing password to login and cast your vote.
 - 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'.
 - How to retrieve your 'initial password'?
 - If your e-mail address is registered in your demat account or with the Company, your 'initial password' is communicated to you on your e-mail address. Trace the e-mail sent to you from NSDL from your mailbox. Open the e-mail and open the attachment i.e. .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'.
 - If your e-mail address 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:
- 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.
 - Physical 'User Reset Password?' (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - If you are 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;
 - Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL
- 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.
- 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?

- 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.
- 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.
- Select 'EVEN' of the Company.
- Now you are ready for e-voting as the Voting page opens.
- 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.
- Upon confirmation, the message 'Vote cast successfully' will be displayed.
- You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
- Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for Members

- Institutional Members (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 authorised signatory(ies) who are authorised to vote, to the Scrutiniser by e-mail to kbindushah@gmail.com or with a copy marked to evoting@nsdl.co.in.

- 2) It is 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.
 - 3) In case of any queries, you may refer the frequently asked questions (FAQs) for members and remote e-voting user manual for members available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990 or contact at National Securities Depository Limited., Trade World, 'A' Wing, Fourth Floor, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai - 400 013. Members may note that the designated e-mail address for the grievances connected with the e-voting is evoting@nsdl.co.in or members may also write to the Company Secretary at the e-mail address: investorrelations@futuresupplychains.com.
- II. If you are already registered with NSDL for e-voting, then you can use your existing user ID and password for casting your vote.
 - III. You can also update your mobile number and e-mail address in the user provide details of the folio which may be used for sending future communication(s).
 - IV. The e-voting period commences on January 19, 2020 at 9:00 a.m. till February 17, 2020 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 may cast their vote electronically. The e-voting module shall be disabled by NSDL thereafter. Once the vote on a resolution is cast by a member, shall not be changed subsequently.

8.2. Members are requested to send all communications relating to shares and this Notice to RTA at the following address:

Link Intime India Private Limited

C-101, Embassy 247, L.B.S. Marg,
Vikhroli (West), Mumbai - 400 083
Tel No. +91 22 4918 6270; Fax No. +91 22 4918 6060
E-mail: rnt.helpdesk@linkintime.co.in

9. All documents referred to in the accompanying Notice shall be open for inspection at the Registered Office of the Company during normal business hours during 11:00 a.m. to 5:00 p.m. on all working days except Saturday, Sunday and Public holidays upto February 17, 2020.

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 Notice.

ITEM NO. 1

Pursuant to the selection and recommendation of the Nomination and Remuneration Committee of the Company, the Board of Directors of the Company (the "**Board**") vide its resolution dated January 8, 2020 appointed Mr. Hiroyuki Tanaka as an Additional Director of the Company.

Mr. Hiroyuki Tanaka, born on June 28, 1962 is a Bachelor of Law and Graduate from Kwansei Gakuin University, Japan. He holds 33 years of experience in Air Cargo Business and associated with Nippon Express ('Nippon') since 1986. During his long association with Nippon, Mr. Hiroyuki Tanaka gained expertise in the field of logistics business and held various managerial positions for the domestic and international business divisions in Nippon. Presently, Mr. Hiroyuki Tanaka is in charge of Overseas Business Administration, Global Forwarding Planning and Development and Global Logistics Solutions Divisions at Nippon. Mr. Hiroyuki Tanaka neither hold any directorship in any body corporate in India nor any securities of the Company. His appointment shall be subject to the determination of retirement by rotation in accordance with the applicable provisions of the Act. Although, no remuneration is proposed to be paid to him as a Director, he shall be entitled to receive fees to attend meetings of the Board/ Committee in which he may be a member and claim other incidental expenses for attending such meetings. Further, Mr. Tanaka is not related to any other Director(s) / Key Managerial Personnel(s) of the Company.

The above information of Mr. Hiroyuki Tanaka is furnished pursuant to regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2014 (the "**Listing Regulations**") and applicable provisions of the Secretarial Standards on General Meetings as prescribed by the Institute of Company Secretaries of India, and be construed accordingly.

Pursuant to provisions of section 152(2) of Act, appointment of any Director needs to be approved by the members. Therefore, consent of the members is being sought by way an ordinary resolution to appoint Mr. Hiroyuki Tanaka as a Director of the Company. Your Directors recommend the resolution as set out in Item No. 1 of the Notice for your approval as an Ordinary Resolution.

Except Mr. Hiroyuki Tanaka being the appointee, no other Directors or Key Managerial Personnel of the Company including any of their relatives shall be deemed to be concerned or interested in the proposed resolution. Mr. Hiroyuki Tanaka shall be deemed to be concerned to the extent of the benefits and entitlements as a Director in the Company in accordance with the applicable laws.

ITEM NO. 2

Subsequent to the allotment of equity shares to Nippon Express (South Asia & Oceania) Pte. Ltd. ("**Nippon**") on a preferential basis and in accordance with the agreement entered by the Company with Nippon (the "**Agreement**"), it is pertinent for the Company to incorporate relevant terms and conditions of the Agreement in its Articles of Association. The following are the key alteration proposed to the Articles of Association:

- The existing Articles are re-numbered/ re-defined under Part A;
- A new section Part B is proposed to be incorporated containing the relevant terms of the Agreement. Part B shall have overriding effect over Part A;
- Nippon to have right to appoint a Director on the Board of the Company. He shall also be appointed as an Observer on the Audit Committee of the Company;
- Process and manner in which meetings of the Board to be convened, held and conducted, requirement of quorum at such meetings, process to deal with various matters which are reserved for the consent of Nippon; process and manner for passing of the circular resolutions;
- Specific situations in which the rights of Nippon would fall away.

A copy of the Articles of Association as proposed to be amended/ altered, is available for inspection by any member of the Company at the Registered Office of the Company between 10:00 a.m. and 5:00 p.m. on all working days except Saturdays, Sundays and Public holidays till the date of conclusion of the voting period as prescribed in the Notice. The same is also available on the website of the Company at http://www.futuresupplychains.com/general_meetings.php.

Pursuant to provisions of section 14 of Act, any alteration to the Articles of Association requires approval of the members. Therefore, consent of the members is being sought by way of a special resolution to alter the Articles of Association. Your Directors recommend the resolution as set out in Item No. 2 of the Notice for your approval as a Special Resolution.

None of the Directors or Key Managerial Personnel of the Company including any of their relatives shall be deemed to be concerned or interested in the proposed resolution, except as a member.

For Future Supply Chain Solutions Limited

Vimal K Dhruve
Company Secretary
Mumbai, January 8, 2020