

September 20, 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 Code: FSC

Ref.: Reg. 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI (LODR) Regulations")

Sub.: Outcome of board meeting, Execution of Agreements and Issuance of securities

Dear Sir/ Madam,

In furtherance to our letter dated September 17, 2019 please be informed that at the meeting of the Board of Directors held today i.e. September 20, 2019, inter alia, the following has been approved:

1. Issue of equity shares of face value Rs. 10/- each in the Company at an issue price of Rs. 664/- per equity share (including premium of Rs.654/- per equity share) aggregating to Rs.251,61,28,400/- on preferential basis to Nippon Express (South Asia & Oceania) Pte. Ltd., a foreign company incorporated under the laws of Singapore, in accordance with the provisions of Chapter V of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (the "ICDR Regulations"), the Companies Act, 2013 including applicable rules made thereunder (the "Act") as amended and subject to execution of requisite agreements to this effect and subject further to the other regulatory approvals including the approval of the shareholders of the Company and the Competition Commission of India.

Nippon Express (South Asia & Oceania) Pte. Ltd. is a part of the Nippon Express Group - Japan.

2. Execution of the following agreements with respect to the issue of equity shares on a preferential basis to Nippon Express (South Asia & Oceania) Pte. Ltd.
 - A Share Subscription Agreement;
 - A Shareholders' Agreement



Future Supply Chain Solutions Limited

Corporate Office : 7th floor, 349, Business Point, Western Express Highway, Andheri (East), Mumbai 400069, India Phone +91 22 71429100

Registered Office : Knowledge House Shyam Nagar, Off. Jogeshwari- Vikhroli Link Rd. Jogeshwari (E), Mumbai 400 060 - www.futuresupplychains.com

An ISO 9001:2008 certified company - CIN NO. : L63030MH2006PLC160376

3. Convening of an extraordinary general meeting of the members of the Company on Saturday, the October 19, 2019 for obtaining approval of the members for the proposed preferential issue of equity shares.

The transactions contemplated above, are subject to completing customary closing conditions and obtaining applicable regulatory approvals.

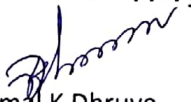
Requisite details as required to be furnished pursuant to Regulation 30 of the SEBI (LODR) Regulation read with SEBI Circular No. CIR/CFD/CMD/4/2015 dated September 9, 2015 are given in **Annexure A** to this letter.

The meeting commenced at 11:00 a.m. and concluded at 12:45 p.m.

Kindly take the above on your records.

Yours truly,

for **Future Supply Chain Solutions Limited**


Vimal K Dhruve
Company Secretary



Encl.: as above

Annexure A

PART A

DETAILS OF THE SHAREHOLDERS' AGREEMENT

Sr. No.	Particulars	Shareholders' Agreement
1	Name(s) of parties with whom the Agreement is entered	The Company, Nippon Express (South Asia & Oceania) Pte. Ltd. ("Nippon"), Future Enterprises Limited ("FEL"), Ritvika Trading Private Limited ("Ritvika"), Future Retail Limited ("FRL") and Future Corporate Resources Private Limited ("FCRPL").
2	Purpose of entering into the Agreement	The shareholders' agreement has been entered into to record parties' (i) mutual inter-se rights and obligations; and (ii) rights and obligations with respect to the Company .
3	Shareholding, if any, in the entity with whom the Agreement is executed	Ritvika holds 2,05,15,817 equity shares; FCRPL holds 4,99,700 equity shares, each of FEL and FRL holds 100 equity shares in the Company. Nippon does not hold any equity share in the Company as of the date of this letter.
4	Significant terms of the agreement (in brief) special rights like right to appoint directors, first right to share subscription in case of issuance of shares, right to restrict any change in capital structure etc.	On the date of the agreement becoming effective, the parties will have the following key rights: (i) Nippon will have a right to nominate a director on the board of the Company. Nippon will also have a right to nominate such person as an observer to the audit committee constituted by the board of directors. (ii) Rights pertaining to transfer of shares (a) Nippon will have a right of first refusal over transfer of shares in the event such potential acquisition of shares by Nippon does not trigger an open offer. (b) Nippon will have a right of first offer over transfer of shares in case potential acquisition of shares by Nippon triggers an open offer. (c) Ritvika (either by itself or through any of its affiliates) will have a right of first offer over transfer of shares by Nippon. The rights set out in in this para (ii) are subject to mutually agreed exceptions (for example liquidity allowances and affiliate transfers.) (iii) Nippon has a pre-emptive right to acquire shares pursuant to a preferential issuance in proportion to its shareholding in the Company at the time of such preferential issuance.



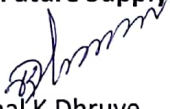
Sr. No.	Particulars	Shareholders' Agreement
5	Whether, the said parties are related to promoter/ promoter group/ group companies in any manner. If yes, nature of relationship	FEL, FCRPL, Ritvika and FRL belong to the promoter group of the Company.
6	Whether the transaction would fall within related party transactions? If yes, whether the same is done at "arms' length"	The transaction would not fall within the scope of 'related party transaction'.
7	In case of issuance of shares to the parties, details of issue price, class of shares issued	Please refer to Part B.
8	Any other disclosures related to such agreements, viz., details of nominee on the board of directors of the listed entity, potential conflict of interest arising out of such agreements etc.	Refer to clause 4 above. Nippon will have a right to nominate a director on the board of the Company and such director will also be nominated as an observer to the audit committee.
9	In case of termination or amendment of agreement, listed entity shall disclose additional details to the stock exchange(s)	Not Applicable.



PART B
DETAILS OF THE SHARE ISSUANCE

Sr. No.	Particulars	Details
1	Type of security proposed to be issued	Equity Shares
2	Type of issuance	Preferential allotment
3	Total number of securities proposed to be issued or the total amount for which the securities will be issued (approximately)	(i) Number of shares proposed to be issued: 3,789,350 (ii) Total amount- INR 2,516,128,400/-
4	Name of the investor	Nippon Express (South Asia & Oceania) Pte. Ltd.

for Future Supply Chain Solutions Limited


Vimal K Dhruve
Company Secretary

