

## Compliance Report on Corporate Governance

1. Name of Listed Entity: **Future Consumer Limited**

2. Quarter ending: **30<sup>th</sup> June, 2020**

<b>I. Composition of Board of Directors</b>														
Title (Mr./Ms.)	Name of the Director	PAN <sup>s</sup> & DIN	Category (Chairperson/ Executive/ Non-Executive/ independent/ Nominee) <sup>&amp;</sup>	Initial Date of Appointment	Date of Re-appointment	Date of Cessation	Tenure*	Date of Birth	Whether Special Resolution passed? (Refer Regulation 17(1A) of Listing Regulation (s))	Date of passing special resolution	No. of directorship in listed entities including this listed entity [in reference to Regulation 17A(1)]	No of Independent Directorship in listed entities including this listed entity [in reference to proviso to regulation 17A(1)]	Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulation(s))	No. of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulation(s))
Mr	G.N. Bajpai	PAN: ABEPB2522M DIN: 00946138	Chairman-Independent-Non-Executive	26/08/2014**	26/08/2019^	-	10 months	06/07/1942	Yes	30/07/2019	1	1	6	1
Mr	Kishore Biyani	PAN: AACPB0199B DIN: 00005740	Vice-Chairman-Non-Executive	08/10/2007	-	-	-	09/08/1960	Not Applicable	-	4	0	2	1
Mr	Frederic de Mevius	PAN – NA (Foreign Director) DIN: 03359921	Non-Executive	09/11/2012	-	-	-	26/11/1958	Not Applicable	-	1	-	-	-
Mr	K K Rathi	PAN: AAHPR0982R DIN:00040094	Non-Executive	15/11/2014	-	-	-	30/12/1961	Not Applicable	-	3	1	6	1
Ms	Ashni Biyani	PAN: AHNPB3118Q DIN: 00058775	Executive	15/11/2014 <sup>\$\$</sup>	-	-	-	25/12/1984	Not Applicable	-	1	-	1	-

Mr	Adhiraj Harish	PAN: AAAPH5509D DIN: 03380459	Independent - Non-Executive	29/08/2016 <sup>#</sup>	-	-	46 months	13/12/1986	Not Applicable	-	2	2	5	-
Mr	Deepak Malik	PAN: AOAPM8528D DIN: 00662141	Non-Executive - Nominee	26/04/2016	-	-	-	14/11/1967	Not Applicable	-	1	-	-	-
Mr	Narendra Baheti	PAN: ACGPB4837Q DIN: 00057255	Executive Director	30/08/2016	-	-	-	26/12/1967	Not Applicable	-	1	-	1	-
Mr	Harminder Sahni	PAN: ABKPS7628D DIN: 00576755	Independent - Non-Executive	08/05/2019 <sup>##</sup>	-	-	13 months	17/09/1968	Not Applicable	-	1	1	1	-
Ms	Neelam Chhiber	PAN: ACNPC2050M DIN: 00838007	Independent - Non-Executive	25/06/2020 <sup>###</sup>	-	-	0 month	29/10/1962	Not Applicable	-	2	2	-	-

Whether Regular Chairperson appointed

Yes

Whether Chairperson is related to Managing Director or CEO

No

<sup>\$</sup>PAN of any director would not be displayed on the website of Stock Exchange

<sup>&</sup>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

<sup>\*</sup>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.

<sup>\*\*</sup>Appointed as an Independent Director with effect from 20/02/2008. Subsequently, on coming into effect of the Companies Act, 2013, appointed as an Independent Director at the Annual General Meeting held on 26/08/2014, for a term of five years.

<sup>^</sup> Re-appointed as an Independent Director with effect from 26/08/2019 at the Annual General Meeting held on 30/07/2019, for a further term of five years.

<sup>\$\$</sup> Appointed as Managing Director with effect from 22/05/2018

<sup>#</sup>Appointed as an Additional Director (Independent) with effect from 01/09/2015. Appointed as an Independent Director at the Annual General Meeting held on 29/08/2016, for a term of five years.

<sup>##</sup> Appointed as an Additional Director (Independent) with effect from 14/09/2018. Appointed as an Independent Director at the Extra-Ordinary General Meeting held on 08/05/2019, for a term of five years.

<sup>###</sup>Appointed as an Additional Director (Independent) with effect from 25/06/2020 for a term of five years subject to approval of the Members at the next Annual General Meeting of the Shareholders of the Company.

<b>II. Composition of Committees</b>					
<i>Name of Committee</i>	<i>Whether Regular chairperson appointed</i>	<i>Name of Committee members</i>	<i>Category (Chairperson/Executive/Non-Executive/independent/Nominee)<sup>§</sup></i>	<i>Date of Appointment</i>	<i>Date of Cessation</i>
1. Audit Committee	Yes	Mr. G.N. Bajpai	Chairman- Independent-Non-Executive	20/02/2008	-
		Mr. K K Rathi	Non-Executive	01/09/2015	-
		Mr. Adhiraj Harish	Independent-Non-Executive	10/08/2016	-
		Mr. Harminder Sahni	Independent-Non-Executive	03/11/2018	-
2. Nomination and Remuneration / Compensation Committee	Yes	Mr. Adhiraj Harish	Chairman- Independent - Non-Executive	01/09/2015	-
		Mr. G.N. Bajpai	Independent-Non-Executive	29/05/2010	-
		Mr. Kishore Biyani	Non-Executive	10/08/2013	-
		Mr. Deepak Malik	Non-Executive - Nominee	26/04/2016	-
3. Risk Management Committee (if applicable) <sup>^</sup>	Yes	Mr. K K Rathi	Chairman-Non-Executive	01/09/2015	-
		Ms. Ashni Biyani	Executive Director	15/11/2014	-
		Mr. Sailesh Kedawat <sup>*</sup>	Chief Financial Officer	31/01/2020	-
4. Stakeholders' Relationship and Share Transfer Committee	Yes	Mr. Kishore Biyani	Chairman-Non-Executive	20/02/2008	-
		Mr. Adhiraj Harish	Independent - Non-Executive	01/09/2015	-
		Ms. Ashni Biyani	Executive Director	03/11/2018	-
<sup>§</sup> 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 <sup>^</sup> Applicable to the top 500 listed entities as per SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018 with effect from 01/04/2019 <sup>*</sup> Appointed as Chief Financial Officer with effect from 10/04/2020					
<b>III. Meeting of Board of Directors</b>					
<i>Date(s) of Meeting (if any) in the previous quarter</i>	<i>Date(s) of Meeting (if any) in the relevant quarter</i>	<i>Whether requirement of quorum met<sup>*</sup></i>	<i>Number of Directors present<sup>*</sup></i>	<i>Number of Independent Directors present<sup>*</sup></i>	<i>Maximum gap between any two consecutive meetings (in number of days)</i>
31 <sup>st</sup> January, 2020	10 <sup>th</sup> April, 2020	Yes	9	3	15 days (Gap between meeting of the previous quarter and first meeting of the relevant quarter)
25 <sup>th</sup> March, 2020	16 <sup>th</sup> May, 2020	Yes	9	3	
* to be filled in only for the current quarter meetings					
<b>IV. Meeting of Committees</b>					
<i>Date(s) of meeting of the committee in the relevant quarter</i>	<i>Whether requirement of Quorum met (details)<sup>**</sup></i>	<i>Number of Directors present<sup>**</sup></i>	<i>Number of Independent Directors present<sup>**</sup></i>	<i>Date(s) of meeting of the committee in the previous quarter</i>	<i>Maximum gap between any two consecutive meetings in number of days<sup>*</sup></i>
<b>Audit Committee</b>					
10 <sup>th</sup> April, 2020	Yes	4	3	31 <sup>st</sup> January, 2020	69 days (Gap between meeting of the previous quarter and meeting of the relevant quarter)

<b>Nomination and Remuneration / Compensation Committee</b>					
10 <sup>th</sup> April, 2020	Yes	4	2	31 <sup>st</sup> January, 2020	-
24 <sup>th</sup> June, 2020	Yes	3	2	25 <sup>th</sup> March, 2020	
<b>Risk Management Committee</b>					
29 <sup>th</sup> June, 2020	Yes	2 <sup>#</sup>	0	None	-
<b>Stakeholders' Relationship and Share Transfer Committee</b>					
None	N.A.	N.A.	N.A.	31 <sup>st</sup> January, 2020	-
* This information has to be mandatorily be given for audit committee, for rest of the committees giving this information is optional.					
** to be filled in only for the current quarter meetings					
# Mr. Sailesh Kedawat, Chief Financial Officer of the Company, had also attended the meeting but not included in number of Directors present in the Meeting.					
<b>V. Related Party Transactions</b>					
<b>Subject</b>			<b>Compliance status (Yes/No/NA)</b> <sup>refer note below</sup>		
Whether prior approval of audit committee obtained			Yes		
Whether shareholder approval obtained for material RPT			Not Applicable*		
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by the Audit Committee			Yes		
<b>Note</b>					
1 In the column "Compliance Status", compliance or non-compliance may be indicated by Yes/No/N.A.. For example, if the Board has been composed in accordance with the requirements of Listing Regulations, "Yes" may be indicated. Similarly, in case the Listed Entity has no related party transactions, the words "N.A." may be indicated.					
2 If status is "No" details of non-compliance may be given here.					
* No such approval obtained in the current quarter					
<b>VI. Affirmations</b>					
1. The composition of Board of Directors is in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.					
2. The composition of the following committees is in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015					
a. Audit Committee					
b. Nomination and Remuneration / Compensation Committee					
c. Stakeholders' Relationship and Share Transfer Committee					
d. Risk management committee (applicable to the top 100* listed entities) – Applicable					
*Applicable to the top 500 listed entities as per SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018 with effect from 01/04/2019					
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.					
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.					

5. This report and/or the report submitted in the previous quarter has been placed before Board of Directors.

Any comments/observations/advice of Board of Directors may be mentioned here. – Not Applicable

*Since this report is also being filed electronically and the said pre-printed statement cannot be modified, please note that the said report for the quarter ended 30<sup>th</sup> June, 2020, shall be placed at the forthcoming meeting of the Board of Directors. The report for the quarter ended 31<sup>st</sup> March, 2020 was placed at the meeting of the Board of Directors held on 10<sup>th</sup> July, 2020.*

**For Future Consumer Limited**

**Manoj Gagvani**  
**Company Secretary & Head-Legal**

Date: 14<sup>th</sup> July, 2020

Place: Mumbai