



FUTURE CONSUMER LIMITED

Corporate Office : 3rd Floor, Sobo Brand Factory, Near Haji Ali, Pt. Madan Mohan Malviya Road, Tardeo, Mumbai - 400 034

(T) +91 22 6620 1410

Regd. Office : Knowledge House, Shyam Nager, Off JVLR, Jogeshwari (East), Mumbai - 400 060

(T) +91 22 6644 2200 | (F) +91 22 6644 2201 | www.futureconsumer.in | CIN: L52602MH1996PLC192090

28th May, 2022

To,
Department of Corporate Services
BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street, Mumbai-400 001
Scrip Code: 533400

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

Dear Sir/Madam,

Sub.: Annual Secretarial Compliance Report for the financial year ended March 31, 2022

Please find enclosed herewith Annual Secretarial Compliance Report received from Secretarial Auditor of the Company M/s Sanjay Dholakia & Associates, Practicing Company Secretaries, for the financial year ended March 31, 2022 pursuant to the provisions of Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI Circular No. CIR/CFD/CMD/1/27/2019 dated 8th February, 2019.

Kindly take it on record and acknowledge receipt of the same.

Thanking you,

Yours truly,
For **Future Consumer Limited**


Manoj Gagvani
Company Secretary & Head – Legal

Encl.: as above



SANJAY DHOLAKIA & ASSOCIATES

BCOM LLB FCS

COMPANY SECRETARIES

GP 15, 2nd Floor, Raghuleela Mall, Behind Poincur Bus Depot, Kandivali (West), Mumbai - 400 067.
☎ : 2807 3233 / 49713233 / 98700 31365 • E-mail : sanjayrd65@gmail.com / sanjay@srdholakia.com

**Secretarial Compliance Report of
Future Consumer Limited for the year ended 31st March, 2022**
*(Pursuant to Regulation 24A(2) SEBI (Listing Obligations and Disclosure
Requirements), Regulations, 2015 read with circular dated 8th February 2019
issued by SEBI)*

I Sanjay Dholakia, Practising Company Secretary have examined:

- (a) All the documents and records made available to us and explanation provided by Future Consumer Limited (“the listed entity”);
- (b) The filings / submission made by the listed entity to the stock exchanges; and,
- (c) Website of the listed entity;

For the year ended (“Review Period”) in respect of compliance with the provisions of:

- (a) The Securities and Exchange Board of India Act,1992 (“SEBI Act”) and the Regulations, circulars, guidelines issued thereunder and
- (b) The Securities Contract (Regulation) Act,1956 (“SCRA”) , rules made thereunder and the Regulation , circulars , guidelines issued thereunder by the Securities and Exchange Board of India (“SEBI Act”);

The specific Regulations, whose provisions and the circulars / guidelines issued thereunder, have been examined, include:-

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirement) Regulations,2015;
- (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirement) Regulations,2018;
- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (d) Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021
- (e) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
- (f) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- (g) Securities and Exchange Board of India (Prohibition of Fraudulent and Unfair Trade Practices relating to Securities Market) (Amendment) Regulations, 2018
- (h) Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018 and circulars / guidelines issued thereunder.

Note: The aforesaid list of SEBI regulations is only the list of Regulations which were applicable to the Company during the year under review.



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And based on the above examination, Iherby report that, during the Review Period:

- (a) The listed entity has complied with the provisions of the above Regulations and circulars / guidelines issued thereunder , except in respect of matters specified below :-

Sr. No.	Compliance Requirement (Regulations/Circulars/Guidelines including specific clause)	Deviations	Observations /Remarks Of The Practicing Company Secretary
<i>I.</i>	<i>NIL</i>	<i>NIL</i>	<i>. NIL</i>

- (b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars / guidelines issued thereunder insofar as it appears from my /our examination of those records.

The following are the details of actions taken against the listed entity / its promoters / directors / material subsidiaries either by SEBI or by Stock Exchanges (including under the standard operating procedures issued by SEBI through various circulars) under the aforesaid Acts / Regulations and circulars /guidelines issued thereunder :

Sr. No.	Action Taken By	Details Of Violation	Details Of Action Taken E.G. Fines, Warning Letter, Debarment, Etc.	Observations/ Remarks Of The Practicing Company Secretary, If Any.
	<i>NIL</i>	<i>NIL</i>	<i>NIL</i>	<i>NIL</i>

- (c) The listed entity has taken the following actions to comply with the observations made in previous reports:

Sr. No.	Observations of the Practicing Company Secretary in the previous reports	Observations made in the secretarial compliance report for the year ended 31 st March, 2021	Actions taken by the listed entity, if any	Comments of the Practicing Company Secretary on the actions taken by the listed entity
1	Matter relating to	The matter is	The matter pertains to	The matter is still



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	trading activities in the scrip of Future Retail Limited by certain persons including Mr. Kishore Biyani – Promoter and Director of the Company Penalty imposed, disgorgement of profit and restrained from accessing the securities market for the period of one year from the date of order which order of SEBI has been stayed by SAT as on date	still pending with the authorities for final disposal.	promoter of the Company and no specific action is required to be taken by the Company in this matter.	pending with the authorities for final disposal.
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For SANJAY DHOLAKIA & ASSOCIATES

SANJAY RASIKLAL DHOLAKIA
Digitally signed by
SANJAY RASIKLAL
DHOLAKIA
Date: 2022.05.27
16:33:41 +05'30'

(SANJAY DHOLAKIA)
Practicing Company secretary
Proprietor

Membership No.: 2655
C P No.: 1798

Place: Mumbai
Date: 27th May, 2022

UDIN: F002655D000402516