

## Compliance Report on Corporate Governance

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

2. Quarter ending: **30<sup>th</sup> June, 2022**

<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 Director	26/08/2014**	26/08/2019^	-	34 months	06/07/1942	Yes	30/07/2019	1	1	2	1
Mr	Kishore Biyani	PAN: AACPB0199B DIN: 00005740	Vice-Chairman–Non-Executive, Non-Independent Director	08/10/2007	-	-	-	09/08/1960	Not Applicable	-	4	-	3	1
Mr	Frederic de Mevius	PAN – NA (Foreign Director) DIN: 03359921	Non-Executive, Non - Independent Director	09/11/2012	-	16/06/2022	-	26/11/1958	Not Applicable	-	-	-	-	-
Mr	K K Rathi	PAN: AAHPR0982R DIN:00040094	Non-Executive, Non - Independent Director	15/11/2014	-	-	-	30/12/1961	Not Applicable	-	2	1	3	1

Ms	Ashni Biyani <sup>SS</sup>	PAN: AHNPB3118Q DIN: 00058775	Non-Executive, Non-Independent Director	15/11/2014	-	-	-	25/12/1984	Not Applicable	-	1	-	1	-
Mr	Adhiraj Harish	PAN: AAAPH5509D DIN: 03380459	Independent - Non-Executive Director	29/08/2016	29/08/2021	03/05/2022	-	13/12/1986	Not Applicable	-	-	-	-	-
Mr	Deepak Malik	PAN: AOAPM8528D DIN: 00662141	Non-Executive – Nominee Director	26/04/2016	-	-	-	14/11/1967	Not Applicable	-	1	-	-	-
Mr	Jude Linhares	PAN: AASPL0614K DIN: 08314396	Executive Director	29/04/2021	-	15/04/2022	-	21/10/1965	Not Applicable	-	-	-	-	-
Mr	Harminder Sahni	PAN: ABKPS7628D DIN: 00576755	Independent - Non-Executive Director	08/05/2019 <sup>##</sup>	-	-	37 months	17/09/1968	Not Applicable	-	2	2	3	1
Ms	Neelam Chhiber	PAN: ACNPC2050M DIN: 00838007	Independent - Non-Executive Director	25/06/2020 <sup>###</sup>	-	-	24 months	29/10/1962	Not Applicable	-	2	2	2	-
Mr	Amit Kumar Agrawal	PAN: ADGPA5269C DIN: 07089892	Executive Director	25/04/2022 <sup>^^</sup>	-	-	-	03/04/1973	Not Applicable	-	1	-	1	-

Whether Regular Chairperson appointed

Yes

Whether Chairperson is related to Managing Director or CEO

No

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

&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

\*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.

\*\* 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.

^ 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>SS</sup> Ms. Ashni Biyani has ceased to be the Managing Director of the Company with effect from 12<sup>th</sup> May, 2022 and she continues to be Non-Executive Director of the Company with effect from 13<sup>th</sup> May, 2022.

<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. Appointed as an Independent Director at the Annual General Meeting held on 29/12/2020 for a term of five years.

<sup>^^</sup> Appointed as an Additional Director (Executive Director) with effect from 25/04/2022.

<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 - Non Independent Director	01/09/2015	-
		Ms. Neelam Chhiber <sup>#</sup>	Independent-Non-Executive Director	10/05/2022	-
		Mr. Harminder Sahni	Independent-Non-Executive Director	03/11/2018	-
		Mr. Adhiraj Harish*	Independent-Non-Executive Director	10/08/2016	03/05/2022
2. Nomination and Remuneration / Compensation Committee	Yes	Mr. Adhiraj Harish*	Chairman- Independent - Non-Executive Director	01/09/2015	03/05/2022
		Mr. Harminder Sahni <sup>###</sup>	Chairman- Independent - Non-Executive Director	10/05/2022	-
		Mr. G.N. Bajpai	Independent-Non-Executive Director	29/05/2010	-
		Mr. Kishore Biyani	Non-Executive Director – Non Independent Director	10/08/2013	-
3. Risk Management Committee (if applicable) <sup>^</sup>	Yes	Mr. K K Rathi	Chairman-Non-Executive – Non Independent Director	01/09/2015	-
		Ms. Ashni Biyani	Non-Executive - Non Independent Director	15/11/2014	-
		Mr. Adhiraj Harish*	Independent - Non-Executive Director	26/06/2021	03/05/2022
		Mr. Harminder Sahni <sup>###</sup>	Independent - Non-Executive Director	10/05/2022	-
4. Stakeholders' Relationship and Share Transfer Committee	Yes	Mr. Kishore Biyani	Chairman-Non-Executive – Non Independent Director	20/02/2008	-
		Mr. Adhiraj Harish*	Independent - Non-Executive Director	01/09/2015	03/05/2022
		Ms. Ashni Biyani	Non-Executive - Non Independent Director	03/11/2018	-
		Ms. Neelam Chhiber <sup>#</sup>	Independent - Non-Executive Director	10/05/2022	-
<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 1000 listed entities as per SEBI (Listing Obligations and Disclosure Requirements) (Second Amendment) Regulations, 2021 with effect from 05/05/2021 and further amended as per SEBI (Listing Obligations and Disclosure Requirements) (Fifth Amendment) Regulations, 2021 with effect from 07/09/2021. <sup>*</sup> Mr. Adhiraj Harish ceased to be the Member and Chairman of Nomination and Remuneration / Compensation Committee and Member of Audit Committee and Risk Management Committee with effect from 3 <sup>rd</sup> May, 2022. <sup>#</sup> Ms. Neelam Chhiber is appointed as a Member of Audit Committee and Stakeholders' Relationship and Share Transfer Committee with effect from 10 <sup>th</sup> May, 2022 <sup>###</sup> Mr. Harminder Sahni is appointed as a Member and Chairman of Nomination and Remuneration/ Compensation Committee and as a Member of Risk Management Committee with effect from 10 <sup>th</sup> May, 2022					
<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*</i>	<i>Number of Directors present*</i>	<i>Number of Independent Directors present*</i>	<i>Maximum gap between any two consecutive meetings (in number of days)</i>
10 <sup>th</sup> March, 2022	23 <sup>rd</sup> April, 2022 <sup>#</sup>	Yes	8	3	43 days (Gap between meeting of the previous quarter and first meeting of the relevant quarter)
	23 <sup>rd</sup> April, 2022 <sup>#</sup>	Yes	9	4	
	10 <sup>th</sup> May, 2022	Yes	7	2	16 days (Gap between two consecutive meetings)

	12 <sup>th</sup> May, 2022 <sup>##</sup>	Yes	9	3	1 day (Gap between two consecutive meetings)
	27 <sup>th</sup> May, 2022	Yes	7	3	14 days (Gap between two consecutive meetings)
	27 <sup>th</sup> June, 2022	Yes	8	3	30 days (Gap between two consecutive meetings)

\* to be filled in only for the current quarter meetings

#Two meetings of Board of Directors (“Board”) of the Company were held on 23<sup>rd</sup> April, 2022. First meeting of the Board was held at 2.30 p.m. and the second meeting of the Board was held at 5.30 p.m. on the same day.

## Adjourned Meeting of Board of 10<sup>th</sup> May, 2022

#### IV. Meeting of Committees

Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (details)**	Number of Directors present**	Number of Independent Directors present**	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive meetings in number of days*
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##### Audit Committee

27 <sup>th</sup> May, 2022	Yes	4	3	10 <sup>th</sup> February, 2022	105 days (Gap between meeting of the previous quarter and meeting of the relevant quarter)
27 <sup>th</sup> June, 2022	Yes	4	3		30 days (Gap between two consecutive meetings)

##### Nomination and Remuneration / Compensation Committee

23 <sup>rd</sup> April, 2022	Yes	3	2	10 <sup>th</sup> February, 2022	71 days (Gap between meeting of the previous quarter and meeting of the relevant quarter)
12 <sup>th</sup> May, 2022	Yes	3	2		18 days (Gap between two consecutive meetings)
27 <sup>th</sup> May, 2022	Yes	2	1		14 days (Gap between two consecutive meetings)

##### Risk Management Committee

10 <sup>th</sup> May, 2022	Yes	3	1	None	-
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##### Stakeholders' Relationship and Share Transfer Committee

None	N.A.	N.A.	N.A.	3 <sup>rd</sup> February, 2022	-
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\* 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

#### V. Related Party Transactions

Subject	Compliance status (Yes/No/NA) <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

**Note**

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

**VI. Affirmations**

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 1000 listed entities as per SEBI (Listing Obligations and Disclosure Requirements) (Second Amendment) Regulations, 2021 with effect from 05/05/2021 and further amended as per SEBI (Listing Obligations and Disclosure Requirements) (Fifth Amendment) Regulations, 2021 with effect from 07/09/2021

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, 2022, shall be placed at the forthcoming meeting of the Board of Directors. The report for the quarter ended 31<sup>st</sup> March, 2022 was placed at the meeting of the Board of Directors held on 27<sup>th</sup> June, 2022.*

**For Future Consumer Limited**

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

Date: 13<sup>th</sup> July, 2022

Place: Mumbai