

## Compliance Report on Corporate Governance

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

2. Quarter ending: **30<sup>th</sup> September, 2019**

### **I. Composition of Board of Directors**

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	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 Regulations)	No. of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)
Mr.	G.N. Bajpai	PAN: ABEPB2522M DIN: 00946138	Chairman-Independent-Non-Executive	26/08/2014**	26/08/2019^	-	1 month	06/07/1942	1	1	6	1
Mr.	Kishore Biyani	PAN: AACPB0199B DIN: 00005740	Vice-Chairman-Non-Executive	08/10/2007	-	-	-	09/08/1960	5	1	3	1
Mr.	Frederic de Mevius	PAN – NA (Foreign Director) DIN: 03359921	Non-Executive	09/11/2012	-	-	-	26/11/1958	1	-	-	-

Mr.	K K Rathi	PAN: AAHPR0982R  DIN: 00040094	Non- Executive	15/11/2014	-	-	-	30/12/1961	3	1	6	1
Ms.	Ashni Biyani	PAN: AHNPB3118Q  DIN: 00058775	Executive	15/11/2014 <sup>SS</sup>	-	-	-	25/12/1984	1	-	2	-
Mr.	Adhiraj Harish	PAN: AAAPH5509D  DIN: 03380459	Independent - Non- Executive	29/08/2016 <sup>#</sup>	-	-	37 months	13/12/1986	2	2	5	-
Mr.	Deepak Malik	PAN: AOAPM8528D  DIN: 00662141	Non- Executive - Nominee	26/04/2016	-	-	-	14/11/1967	1	-	-	-
Mr.	Narendra Baheti	PAN: ACGPB4837Q  DIN: 00057255	Executive Director	30/08/2016	-	-	-	26/12/1967	1	-	1	-
Mr.	Harminder Sahni	PAN: ABKPS7628D  DIN: 00576755	Independent - Non- Executive	08/05/2019 <sup>##</sup>	-	-	4 months	17/09/1968	1	1	1	-
Ms.	Neha Bagaria	PAN: ACXPJ7661D  DIN: 00178703	Independent - Non- Executive	08/05/2019 <sup>###</sup>	-	-	4 months	22/12/1981	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

<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.

\*\*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.

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

#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.

## 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.

###Appointed as an Additional Director (Independent) with effect from 20/03/2019. Appointed as an Independent Director at the Extra-Ordinary General Meeting held on 08/05/2019, for a term of five years.

## II. Composition of Committees

Name of Committee	Whether Regular chairperson appointed	Name of Committee members	Category (Chairperson/Executive/Non-Executive/independent/Nominee) <sup>§</sup>	Date of Appointment	Date of Cessation
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)^	Yes	Mr. K K Rathi	Chairman-Non-Executive	01/09/2015	-
		Ms. Ashni Biyani	Executive Director	15/11/2014	-
		Mr. Ravin Mody	Chief Financial Officer	14/08/2017	-
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

^ Applicable to the top 500 listed entities as per SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018 with effect from 01/04/2019

## III. Meeting of Board of Directors

Date(s) of Meeting (if any) in the previous quarter	Date(s) of Meeting (if any) in the relevant quarter	Whether requirement of quorum met*	Number of Directors present*	Number of Independent Directors present*	Maximum gap between any two consecutive meetings (in number of days)
7 <sup>th</sup> April, 2019 22 <sup>nd</sup> May, 2019	9 <sup>th</sup> August, 2019	Yes	8	3	78 days (Gap between meeting of the previous quarter and first meeting of the relevant quarter)

\* 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)**</i>	<i>Number of Directors present**</i>	<i>Number of Independent Directors present**</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*</i>
<b>Audit Committee</b>					
9 <sup>th</sup> August, 2019	Yes	4	3	7 <sup>th</sup> April, 2019 22 <sup>nd</sup> May, 2019	78 days (Gap between meeting of the previous quarter and meeting of the relevant quarter)
<b>Nomination and Remuneration / Compensation Committee</b>					
None	N.A.	N.A.	N.A.	22 <sup>nd</sup> May, 2019	-
<b>Risk Management Committee</b>					
None	N.A.	N.A.	N.A.	22 <sup>nd</sup> May, 2019	-
<b>Stakeholders' Relationship and Share Transfer Committee</b>					
None	N.A.	N.A.	N.A.	None	-
* 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					
<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> September, 2019, shall be placed at the forthcoming meeting of the Board of Directors. The report for the quarter ended 30<sup>th</sup> June, 2019 was placed at the meeting of the Board of Directors held on 9<sup>th</sup> August, 2019.*

**For Future Consumer Limited**

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

Date: 11<sup>th</sup> October, 2019

Place: Mumbai

**Compliance Report on Corporate Governance - To be submitted at the end of six months after end of financial year i.e. 31<sup>st</sup> March, 2019 alongwith second quarter report of next financial year i.e. 30<sup>th</sup> September, 2019**

<b>I Affirmations</b>		
<b>Broad heading</b>	<b>Regulation Number</b>	<b>Compliance status (Yes/No/NA)<sup>refer note below</sup></b>
Copy of the annual report including balance sheet, profit and loss account, directors report, corporate governance report, business responsibility report displayed on website	46(2)	<b>Yes</b>
Presence of Chairperson of Audit Committee at the Annual General Meeting	18(1)(d)	<b>Yes.</b>
Presence of Chairperson of the Nomination and Remuneration / Compensation Committee at the Annual General Meeting	19(3)	<b>Yes</b>
Presence of Chairperson of the Stakeholder Relationship Committee at the Annual General Meeting	20(3)	<b>Yes</b>
Whether "Corporate Governance Report" disclosed in Annual Report	34(3) read with para C of Schedule V	<b>Yes</b>
<p><b>Note</b></p> <p>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.</p> <p>2 If status is "No" details of non-compliance may be given here.</p> <p>3 If the Listed Entity would like to provide any other information the same may be indicated here.</p>		
<p><b>For Future Consumer Limited</b></p> <p><b>Manoj Gagvani</b>  <b>Company Secretary &amp; Head-Legal</b></p> <p>Date : 11<sup>th</sup> October, 2019  Place: Mumbai</p>		