



**FUTURE CONSUMER LIMITED** (Formerly Future Consumer Enterprise Limited)  
Regd. Office : Knowledge House, Shyam Nagar, Off JVL R, Jogeshwari (East), Mumbai - 400 060  
(T) +91 22 6644 2200 | CIN: L52602MH1996PLC192090

3<sup>rd</sup> June, 2021

To,  
Department of Corporate Services  
BSE Limited  
P. J. Towers, Dalal Street,  
Mumbai-400 001  
**Equity 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 under Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for the Financial Year ended 31<sup>st</sup> March, 2021**

Please find enclosed herewith Annual Secretarial Compliance Report received from Secretarial Auditor of the Company M/s Sanjay Dholakia & Associates, Practicing Company Secretary, for the financial year ended 31<sup>st</sup> March, 2021, 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 8<sup>th</sup> 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 Painsur 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 31<sup>st</sup> March, 2021**

### **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) Regulations, 2014;
- (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, I hereby 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
1.	<i>Disclosure pursuant to Regulation 7 (2) read with Regulation 6(2)-Continual Disclosure of Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015.</i>	<i>Intimation to Stock Exchange should have been given within 2 working days but was given late.</i>	<i>The Company is in compliance with the requirements and has made necessary filing within two days from the date of receipt of disclosure from the Promoters. However in terms of the disclosure made by the promoters to the Company, it appears that there has been delay on the part of the lenders in making the intimation to them post the invocation of pledge.</i>



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- (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.
1	Securities and Exchange Board of India	Matter relating to 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.	The matter is still pending with the authorities for final disposal.



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(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 <sup>st</sup> March, 2020	Actions taken by the listed entity, if any	Comments of the Practicing Company Secretary on the actions taken by the listed entity
	NIL	NIL	NIL	NIL

Further we have to state that we have not carried out the Physical Inspection of any records maintained by the Company due to prevailing lock down conditions owing to COVID 19 across the country. We have relied on the records as made available by the Company through digital mode and also on the Management Representation Letter issued by the Company.

### For SANJAY DHOLAKIA & ASSOCIATES

SANJAY  
RASIKLAL  
DHOLAKIA  
Date: 2021.06.03  
11:03:29 +05'30'

Digitally signed by  
SANJAY RASIKLAL  
DHOLAKIA

(SANJAY DHOLAKIA)

**Practicing Company secretary**

Proprietor

Place: Mumbai

Date: 3<sup>rd</sup> June, 2021

**FCS 2655 CP 1798**

UDIN: F002655C000414660