

FUTURE RETAIL

Compliance Report on Corporate Governance

1	Name of Listed Entity	Future Retail Limited
2	Period Ending	30th September, 2017

Annexure I

I. Composition of Board of Directors

Title (Mr. / Ms)	Name of the Director	PAN\$ & DIN	Category (Chairperson /Executive/NonExecutive/independent/Nominee)	Date of Appointment in the current term /cessation	Tenure*	No of Directorship in listed entities including this listed entity (Refer Regulation 25(1) of Listing Regulations)	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.	Kishore Biyani	PAN No-AACPB0199B DIN No-00005740	Chairperson - Executive	30-04-2016	N.A.	1	3	1
Mr.	Rakesh Biyani	PAN No-AAEPB3651L DIN No-00005806	Executive	30-04-2016	N.A.	1	3	0
Mr.	Rajan Bharti Mittal	PAN No-ABBPB8873D DIN No-00028016	Non Executive	30-04-2016	N.A.	0	4	1
Mr.	Shailendra Bhandari	PAN No-AADPB2390K DIN No-00317334	Independent	30-04-2016	5 years	1	1	1
Mr.	Ravindra Dhariwal	PAN No-ADPPD1049Q DIN No-00003922	Independent	30-04-2016	5 years	4	10	2
Ms.	Gagan Singh	PAN No-AATPS7285C DIN No-01097014	Independent	30-04-2016	5 years	2	4	2
Ms.	Sridevi Badiga	PAN: ADYPB3954F DIN: 02362997	Independent	20-04-2017	5 years	1	1	0

\$PAN number 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.

II. Composition of Committees

Sl. No.	Name of Committee	Name of Committee members	Category (Chairperson/Executive/NonExecutive/independent/Nominee) \$
1	Audit Committee	Ms. Gagan Singh	Chairperson - Non-Executive-Independent
		Mr. Ravindra Dhariwal	Non-Executive-Independent
		Ms. Sridevi Badiga	Non-Executive-Independent
		Mr. Rakesh Biyani	Executive
2	Nomination & Remuneration Committee	Mr. Ravindra Dhariwal	Chairperson - Non-Executive-Independent
		Mr. Rajan Bharti Mittal	Non-Executive
		Mr. Shailendra Bhandari	Non-Executive-Independent
3	Stakeholders Relationship Committee	Mr. Shailendra Bhandari	Chairperson - Non-Executive-Independent
		Ms. Gagan Singh	Non-Executive-Independent
		Mr. Rajan Bharti Mittal	Non-Executive
4	Risk Management Committee#	Mr. Kishore Biyani	Executive
		Mr. Rakesh Biyani	Executive
		Mr. C.P. Toshniwal	Chief Financial Officer (CFO)

\$ 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.

Provision relating to the Risk Management Committee under Regulation 21 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is not Applicable to our Company. However, for better governance the Company has constituted the Committee.

III. Meeting of Board of Directors

Date(s) of meeting (Enter dates of Previous quarter and Current quarter in chronological order)	Maximum gap between any
20th April, 2017 (Previous Quarter)	N.A.
23rd May, 2017 (Previous Quarter)	32
29th July, 2017 (Current Quarter)	66
08th August, 2017 (Current Quarter)	9



IV. Meeting of Committees				
Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (details)	Requirement of Quorum met (details)	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive meetings in number of days*
Audit Committee				
29th July, 2017	Yes	Yes	23rd May, 2017	66
08th August, 2017	Yes	Yes	-	9
Stakeholders Relationship Committee				
08th August, 2017	Yes	Yes	23rd May, 2017	76
Nomination & Remuneration Committee				
No such meeting was held in this quarter	N.A.	N.A.	23rd May, 2017	N.A.
* This information has to be mandatorily be given for audit committee, for rest of the committees giving this information is optional.				
V. Related Party Transactions				
Subject		Compliance status (Yes/No/NA)refer note below		
Whether prior approval of audit committee obtained		Yes		
Whether shareholder approval obtained for material 'RPT		Yes		
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee		Yes		
Notes				
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.			
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 & remuneration committee				
c. Stakeholders relationship committee				
d. Risk management committee (applicable to the top 100 listed entities) - Not Applicable				
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:				

Place: Mumbai
Date: 12th October, 2017



For Future Retail Limited

Virendra Samani
Virendra Samani
Dy. Company Secretary

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ANNEXURE III

Affirmations

Broad heading	Regulation Number	Compliance status (Yes/No/NA)
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)	Yes
Presence of Chairperson of Audit Committee at the Annual General Meeting.	18(1)(d)	Yes
Presence of Chairperson of the Nomination and Remuneration Committee at the Annual General Meeting.	19(3)	Yes
Whether "Corporate Governance Report" disclosed in Annual Report.	34(3) read with para C of Schedule V	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.

3 If the Listed Entity would like to provide any other information the same may be indicated here.

Place: Mumbai

Date: 12th October, 2017



For Future Retail Limited

Virendra Samani

Virendra Samani

Dy. Company Secretary