

FUTURE RETAIL

Compliance Report on Corporate Governance

1	Name of Listed Entity	Future Retail Limited						
2	Period Ending	September 30, 2016						
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 this listed entity (Refer Regulation 26(1) of Listing Regulations)
Mr.	Kishore Laxminarayan Biyani	PAN No-AACP80199B DIN No-00005740	Chairperson - Executive	30-04-2016	N.A.	1	3	1
Mr.	Rakesh Biyani	PAN No-AAEP83651L DIN No-00005806	Executive	30-04-2016	N.A.	0	3	0
Mr.	Rajan Bharti Mittal	PAN No-ABBP8873D DIN No-00028016	Non Executive	30-04-2016	N.A.	0	4	2
Mr.	Shailendra Bhandari	PAN No-AADPB2390K DIN No-00317334	Independent	30-04-2016	60 Months	1	1	1
Mr.	Ravindra Dhariwal	PAN No-ADPPD1049Q DIN No-00003922	Independent	30-04-2016	60 Months	2	10	2
Ms.	Gagan Singh	PAN No-AATPS7285C DIN No-01097014	Independent	30-04-2016	60 Months	2	4	2
§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			
		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			
§ 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.								
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	
06th April, 2016 (Previous Quarter)							N.A.	
30th April, 2016 (Previous Quarter)							23	
02nd May, 2016 (Previous Quarter)							1	
25th May, 2016 (Previous Quarter)							22	
30th August, 2016 (Current Quarter)							96	
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								
30th August, 2016	Yes	All the Three members (including two Independent Directors) were present in the Meeting	25th May, 2016	96				
Stakeholders Relationship Committee (To be held in future)								
Nomination & Remuneration Committee:								
No Nomination & Remuneration Committee was held in this quarter	N.A.	N.A.	02nd May, 2016	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	
<p>1. The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015.</p> <p>2. The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015</p> <p>a. Audit Committee</p> <p>b. Nomination & remuneration committee</p> <p>c. Stakeholders relationship committee</p> <p>d. Risk management committee (applicable to the top 100 listed entities) - Not Applicable</p> <p>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.</p> <p>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.</p> <p>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:</p>	

Note: Information at Table I and II above need to be necessarily given in 1st quarter of each financial year. However if there is no change of information in subsequent quarter(s) of that financial year, this information may not be given by Listed entity and instead a statement "same as previous quarter" may be given.

Place: Mumbai
Date: 14th October, 2016



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: 14th October, 2016

For Future Retail Limited

Virendra Samani

Virendra Samani

Dy. Company Secretary

