

FUTURE RETAIL

Compliance Report on Corporate Governance

1	Name of Listed Entity	Future Retail Limited
2	Period Ending	30th June, 2019

Annexure I

I. Composition of Board of Directors

Title (Mr./Ms)	Name of the Director	PAN & DIN	Category (Chairperson/Executive/Non-Executive/Independent/Nominee)	Date of Appointment in the current term /cessation	Tenure*	No of Directorship in listed entities including this listed entity (Refer Regulation 17A of Listing Regulations)	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.	5	1	3	1
Mr.	Rakesh Biyani [^]	PAN No- AAEP83651L DIN No-00005806	Executive	30-04-2016	N.A.	3	0	3	0
Mr.	Shailendra Bhandari	PAN No- AADP82390K DIN No-00317334	Independent	30-04-2016	5 years	2	2	2	1
Mr.	Ravindra Dhariwal	PAN No- ADPPD1049Q DIN No-00003922	Independent	30-04-2016	5 years	3	3	5	0
Ms.	Gagan Singh	PAN No- AATPS7285C DIN No-01097014	Independent	30-04-2016	5 years	2	2	4	2
Ms.	Sridevi Badiga	PAN: ADYPB3954F DIN: 02362997	Independent	20-04-2017	5 years	2	2	2	0
Mr.	Rahul Garg	PAN: AETPG6253N DIN: 06939695	Non-Executive	09-08-2018	N.A.	1	0	2	0

(S) 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.

(^) The Board of Directors has approved the re-appointment of Mr. Kishore Biyani as Managing Director and Mr. Rakesh Biyani as Jt. Managing Director both for the period of 3 years effective from May 2, 2019, subject to the approval of Members in the forthcoming Annual General Meeting.

II. Composition of Committees

Sl. No.	Name of Committee	Name of Committee members	Category (Chairperson/Executive/Non-Executive/Independent/Nominee) §
1	Audit Committee	Ms. Gagan Singh Mr. Ravindra Dhariwal Ms. Sridevi Badiga Mr. Rakesh Biyani	Chairperson - Non-Executive-Independent Non-Executive-Independent Non-Executive-Independent Executive
2	Nomination & Remuneration Committee	Mr. Ravindra Dhariwal Mr. Shailendra Bhandari Mr. Rahul Garg	Chairperson - Non-Executive-Independent Non-Executive-Independent Non-Executive
3	Stakeholders' Relationship Committee	Mr. Shailendra Bhandari Ms. Gagan Singh Mr. Rahul Garg	Chairperson - Non-Executive-Independent Non-Executive-Independent Non-Executive
4	Risk Management Committee	Mr. Kishore Biyani Mr. Rakesh Biyani Mr. C. P. Toshniwal	Executive Executive 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.

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
4th February, 2019 (Previous Quarter)	N.A.
28th February, 2019 (Previous Quarter)	23
25th March, 2019 (Previous Quarter)	24
25th May, 2019 (Current Quarter)	60

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				
25th May, 2019	Yes	Yes	4th February, 2019 25th March, 2019	48 60
Stakeholders' Relationship Committee				
25th May, 2019	Yes	Yes	4th February, 2019	109
Nomination & Remuneration Committee				
25th May, 2019	Yes	Yes	4th February, 2019	60
18th June, 2019	Yes	Yes	25th March, 2019	23

* This information has to be mandatorily be given for audit committee, for rest of the committees giving this information is optional.



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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	NA
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.</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.</p>	

Place: Mumbai
Date: 12th July, 2019



For Future Retail Limited

Virendra Samani
Virendra Samani
Company Secretary