

**Compliance Report on Corporate Governance**

1	Name of Listed Entity	Future Enterprises Limited
2	Quarter ending	30th September, 2017 (Second Quarter and Half Yearly)

**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 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.	Vijay Kumar Chopra	PAN - AAAPC0599A DIN - 02103940	Chairman, Non Executive, Independent	02/08/2014	5 Years	7	9	4
Mr.	Kishore Biyani	PAN - AACPB0199B DIN - 00005740	Non Executive, Vice Chairman	02/05/2016	N.A.	1	3	1
Mr.	Vijay Biyani	PAN - AAEPB3653J DIN - 00005827	Executive	26/09/2017	N.A.	0	1	0
Mr.	Dinesh Maheshwari	PAN - ACRPM4972C DIN - 00088451	Executive	04/05/2016	N.A.	0	3	0
Mrs.	Bala Chaitanya Deshpande	PAN - ABXPD4099A DIN - 00020130	Non Executive, Independent	02/08/2014	5 Years	2	3	0
Mr.	Anil Harish	PAN - AAAPH8876M DIN - 00001685	Non Executive, Independent	02/08/2014	5 Years	4	3	2
Mr.	Doreswamy Sheshagiri Rao	PAN - ADLPR6188C DIN - 00042897	Non Executive, Independent	02/08/2014	5 Years	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 / Non Executive / independent / Nominee) \$
1	Audit Committee	Mr. Doreswamy Sheshagiri Rao	Chairman - Non-Executive -Independent
		Mr. Vijay Kumar Chopra	Non-Executive - Independent
		Ms. Bala Chaitanya Deshpande	Non-Executive - Independent
2	Nomination & Remuneration Committee	Mr. Anil Harish	Chairman - Non-Executive - Independent
		Mr. Vijay Kumar Chopra	Non-Executive - Independent
		Ms. Bala Chaitanya Deshpande	Non-Executive - Independent
		Mr. Doreswamy Sheshagiri Rao	Non-Executive - Independent
3	Risk Management Committee (if applicable)*	Mr. Kishore Laxminarayan Biyani	Non - Executive
		Mr. Vijay Biyani	Executive
		Mr. Dinesh Maheshwari	Executive
4	Stakeholders Relationship Committee	Mr. Doreswamy Sheshagiri Rao	Chairman - Non-Executive -Independent
		Mr. Vijay Biyani	Executive
		Mr. Dinesh Maheshwari	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.

\* 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
19th May, 2017 (Previous quarter)	-
29th July, 2017 (Current quarter)	70
7th August, 2017 (Current quarter)	8

**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) previous quarter	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive meetings in number of days*
<b>Audit Committee:</b>				
29th July, 2017	Yes	Yes	19th May, 2017	70
7th August, 2017	Yes	Yes		
<b>Stakeholders Relationship Committee:</b>				
7th August, 2017	Yes	Yes	19th May, 2017	79

\* 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.
<b>VI. Affirmations</b>	
<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 &amp; remuneration committee</p> <p>c. Stakeholders relationship committee</p> <p>d. Risk management committee (applicable to the top 100 listed entities) - <b>Not Applicable</b></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>	

For Future Enterprises Limited

Place: Mumbai  
Date: 13th October, 2017

Deepak Tanna  
Company Secretary

**Compliance Report on Corporate Governance****ANNEXURE III****Affirmations**

<b>Broad heading</b>	<b>Regulation Number</b>	<b>Compliance status (Yes/No/NA)</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)	Yes
Presence of Chairperson of Audit Committee at the Annual General Meeting.	18(1)(d)	N.A.
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.

**For Future Enterprises Limited**

Place: Mumbai

Date: 13th October, 2017

**Deepak Tanna**  
**Company Secretary**