

**Compliance Report on Corporate Governance**

1	Name of Listed Entity	Future Enterprises Limited
2	Quarter ending	31st March, 2017 (Fourth Quarter and Year End)

**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	10	4
Mr.	Kishore Biyani	PAN - AACPB0199B DIN - 00005740	Non Executive, Vice Chairman	01/06/1991	N.A.	1	3	1
Mr.	Vijay Biyani	PAN - AAEPB3653J DIN - 00005827	Executive	26/09/2009	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	2	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/NonExecutive/Independent/Nominee) §
1	Audit Committee	Mr. Doreswamy Sheshagiri Rao Mr. Vijay Kumar Chopra Ms. Bala Chaitanya Deshpande	Chairman - Non-Executive -Independent Non-Executive - Independent Non-Executive - Independent
2	Nomination & Remuneration Committee	Mr. Anil Harish Mr. Vijay Kumar Chopra Ms. Bala Chaitanya Deshpande Mr. Doreswamy Sheshagiri Rao	Chairman - Non-Executive - Independent Non-Executive - Independent Non-Executive - Independent Non-Executive - Independent
3	Risk Management Committee (if applicable)*	Mr. Kishore Laxminarayan Biyani Mr. Vijay Biyani Mr. Dinesh Maheshwari	Non - Executive Executive Executive
4	Stakeholders Relationship Committee	Mr. Doreswamy Sheshagiri Rao Mr. Vijay Biyani Mr. Dinesh Maheshwari	Chairman - Non-Executive -Independent Executive 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
3rd December, 2016 (Previous quarter)	-
2nd February, 2017 (Current quarter)	60
21st March, 2017 (Current quarter)	46

**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>				
2nd February, 2017	Yes	Yes	3rd December, 2016	80
21st March, 2017	Yes	Yes		
<b>Stakeholders Relationship Committee:</b>				
2nd February, 2017	Yes	Yes	3rd December, 2016	80
<b>Nomination &amp; Remuneration Committee:</b>				
2nd February, 2017	Yes	Yes	3rd December, 2016	80
21st March, 2017	Yes	Yes		

Corporate Social Responsibility Committee:			
2nd February, 2017	Yes	Yes	
* This information has to be mandatorily be given for audit committee, for rest of the committees giving this information is optional.			
<b>V. Related Party Transactions</b>			
<b>Subject</b>		<b>Compliance status (Yes/No/NA)refer note below</b>	
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	
<b>Notes</b>			
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>			
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) - <b>Not Applicable</b>			
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.			

For Future Enterprises Limited

Place: Mumbai  
Date: 15th April, 2017

Deepak Tanna  
Company Secretary

## ANNEXURE II

I. Disclosure on website in terms of Listing Regulations		
Item	Compliance status (Yes/No/NA) <sup>refer note below</sup>	
Details of business	Yes	
Terms and conditions of appointment of independent directors	Yes	
Composition of various committees of board of directors	Yes	
Code of conduct of board of directors and senior management personnel	Yes	
Details of establishment of vigil mechanism/ Whistle Blower policy	Yes	
Criteria of making payments to non-executive directors	Yes	
Policy on dealing with related party transactions	Yes	
Policy for determining 'material' subsidiaries	Yes	
Details of familiarization programmes imparted to independent directors	Yes	
Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes	
email address for grievance redressal and other relevant details	Yes	
Financial results	Yes	
Shareholding pattern	Yes	
Details of agreements entered into with the media companies and/or their associates	NA	
New name and the old name of the listed entity	Yes	
<b>II Annual Affirmations</b>		
Particulars	Regulation Number	Compliance status (Yes/No/NA) <sup>refer note below</sup>
Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'	16(1)(b) & 25(6)	Yes
Board composition	17(1)	Yes
Meeting of Board of directors	17(2)	Yes
Review of Compliance Reports	17(3)	Yes
Plans for orderly succession for appointments	17(4)	Yes
Code of Conduct	17(5)	Yes
Fees/compensation	17(6)	Yes
Minimum Information	17(7)	Yes
Compliance Certificate	17(8)	Yes
Risk Assessment & Management	17(9)	Yes
Performance Evaluation of Independent Directors	17(10)	Yes
Composition of Audit Committee	18(1)	Yes
Meeting of Audit Committee	18(2)	Yes
Composition of nomination & remuneration committee	19(1) & (2)	Yes
Composition of Stakeholder Relationship Committee	20(1) & (2)	Yes
Composition and role of risk management committee	21(1),(2),(3),(4)	NA
Vigil Mechanism	22	Yes
Policy for related party Transaction	23(1),(5),(6),(7) & (8)	Yes
Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	Yes
Approval for material related party transactions	23(4)	Yes
Composition of Board of Directors of unlisted material Subsidiary	24(1)	NA

Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5) & (6)	Yes
Maximum Directorship & Tenure	25(1) & (2)	Yes
Meeting of independent directors	25(3) & (4)	Yes
Familiarization of independent directors	25(7)	Yes
Memberships in Committees	26(1)	Yes
Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	Yes
Disclosure of Shareholding by Non-Executive Directors	26(4)	Yes
Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	Yes
<b>Note</b>		
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.		
<b>III Affirmations:</b>		
The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied.		

**For Future Enterprises Limited**

**Deepak Tanna  
Company Secretary**