

Compliance Report on Corporate Governance

1	Name of Listed Entity	Future Enterprises Limited
2	Quarter ending	31st March, 2020

I. Composition of Board of Directors

Title (Mr. / Ms.)	Name of the Director	DIN	Category (Chairperson / Executive / Non Executive / Independent / Nominee) ^{&}	Initial Date of Appointment	Date of Re-appointment	Date of Cessation	Tenure*	Date of Birth	No. of Directorship in listed entities including this listed entity (in reference to Regulation 17A(1) of Listing Regulations)	No. of Independent Directorship in listed entities including this listed entity (in reference to proviso to Regulation 17A(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	DIN - 02103940	Chairman, Non Executive, Independent Director	02/08/2014	30/07/2019	-	upto 05/03/2021	06/03/1946	7	7	8	5
Mr.	Kishore Biyani	DIN - 00005740	Non Executive, Vice Chairman	01/06/1991	02/05/2016	-	N.A.	09/08/1960	4	0	2	1
Mr.	Vijay Biyani	DIN - 00005827	Executive	26/09/2009	29/08/2017	-	N.A.	04/07/1959	1	0	1	0
Mr.	Dinesh Maheshwari	DIN - 00088451	Executive	04/05/2016	30/07/2019	-	N.A.	19/01/1969	1	0	3	0
Ms.	Bala C Deshpande	DIN - 00020130	Non Executive, Independent	02/08/2014	30/07/2019	-	5 Years	15/04/1966	3	3	3	1
Mr.	Haresh Chawla	DIN - 00029828	Non Executive, Independent	28/03/2019	28/03/2019	31-03-2020	5 Years	29/12/1967	2	2	2	1
Mr.	Anandkrishnan Chandrasekaran	DIN - 08535001	Non Executive, Independent	10/08/2019	10/08/2019	-	5 Years	28/06/1978	1	1	0	0

Whether Regular Chairperson appointed - Yes

Whether Chairperson is related to Managing Director or CEO - No

\$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	Whether regular Chairperson appointed	Name of Committee members	Category (Chairperson / Executive / Non Executive / Independent / Nominee) [§]	Date of Appointment	Date of Cessation
1	Audit Committee	Yes	Mr. Vijay Kumar Chopra	Chairman - Non-Executive -Independent	31/10/2013	-
			Ms. Bala C Deshpande	Non-Executive - Independent	31/10/2013	-
			Mr. Hareesh Chawla	Non-Executive - Independent	28/03/2019	31/03/2020
2	Nomination & Remuneration Committee	Yes	Mr. Hareesh Chawla	Chairman - Non-Executive - Independent	28/03/2019	31/03/2020
			Mr. Vijay Kumar Chopra	Non-Executive - Independent	01/04/2014	-
			Ms. Bala C Deshpande	Non-Executive - Independent	30/09/2002	-
			Mr. Kishore Biyani	Non-Executive	10/08/2019	-
3	Stakeholders Relationship Committee	Yes	Mr. Hareesh Chawla	Chairman - Non-Executive -Independent	28/03/2019	31/03/2020
			Mr. Vijay Biyani	Executive	31/10/2013	-
			Mr. Dinesh Maheshwari	Executive	04/05/2016	-
4	Corporate Social Responsibility Committee	Yes	Ms. Bala C Deshpande	Chairperson - Non-Executive - Independent	13/03/2014	-
			Mr. Kishore Biyani	Non-Executive	13/03/2014	-
			Mr. Vijay Biyani	Executive	13/03/2014	-
5	Risk Management Committee (if applicable)*	Yes	Mr. Kishore Biyani	Chairman - Non-Executive	30/05/2014	-
			Mr. Vijay Biyani	Executive	30/05/2014	-
			Mr. Dinesh Maheshwari	Executive	04/05/2016	-

§ 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 (if any) in the previous quarter	Date(s) of meeting (if any) in the relevant quarter	Whether requirement of Quorum met*	Number of Directors present*	Number of Independent Directors present*	Maximum gap between any two consecutive (in number of days)
November 5, 2019	February 14, 2020	Yes	7	4	100

* to be filled in only for the current quarter meetings

IV. Meeting of Committees

Date(s) of meeting (if any) in the previous quarter	Date(s) of meeting (if any) in the relevant quarter	Whether requirement of Quorum met*	Number of Directors present*	Number of Independent Directors present*	Maximum gap between any two consecutive (in number of days)
Name of Committee: Audit Committee					
November 5, 2019	January 27, 2020	Yes	3	3	82
	February 14, 2020	Yes	3	3	17

Date(s) of meeting (if any) in the previous quarter	Date(s) of meeting (if any) in the relevant quarter	Whether requirement of Quorum met*	Number of Directors present*	Number of Independent Directors present*	Maximum gap between any two consecutive (in number of days)
Stakeholders Relationship Committee:					
Corporate Social Responsibility Committee:					
Nomination & Remuneration Committee:					
November 5, 2019	February 14, 2020	Yes	4	3	100

* 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	N.A.
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

- The composition of Board of Directors is in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
- The composition of the following committees is in terms of SEBI(Listing Obligations and Disclosure Requirements) Regulations, 2015
 - Audit Committee
 - Nomination & Remuneration Committee
 - Stakeholders Relationship Committee
 - Risk Management Committee (applicable to the top 500 listed entities) - **Not Applicable**
- The Committee Members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
- 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.
- 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: 14th May, 2020

Deepak Tanna
Company Secretary

ANNEXURE II

I. Disclosure on website in terms of Listing Regulations		
Item	Compliance status (Yes/No/NA)^{refer note below}	If Yes provide link to website. If No / NA provide reasons
As per regulation 46(2) of the LODR:		
a) Details of business	Yes	https://felindia.in/Overview.html
b) Terms and conditions of appointment of independent directors	Yes	https://felindia.in/Policies.html
c) Composition of various committees of board of directors	Yes	https://felindia.in/Committee_of_Directors.html
d) Code of conduct of board of directors and senior management personnel	Yes	https://felindia.in/pdf/code-of-conduct.pdf
e) Details of establishment of vigil mechanism / Whistle Blower policy	Yes	https://felindia.in/Policies.html
f) Criteria of making payments to non-executive directors	Yes	https://felindia.in/Policies.html
g) Policy on dealing with related party transactions	Yes	https://felindia.in/Policies.html
h) Policy for determining 'material' subsidiaries	Yes	https://felindia.in/Policies.html
i) Details of familiarisation programmes imparted to independent directors	Yes	https://felindia.in/Policies.html
j) email address for grievance redressal and other relevant details	Yes	https://felindia.in/Investor_Contacts.aspx
k) Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes	https://felindia.in/Investor_Contacts.aspx
l) Financial results	Yes	https://felindia.in/Financials.html
m) Shareholding pattern	Yes	https://felindia.in/Shareholding_Pattern.html
n) Details of agreements entered into with the media companies and/or their associates	NA	-
o) Schedule of analyst or institutional investor meet and presentation made by the listed entity to analyst or institutional investors simultaneously with submission to stock exchange	Yes	https://felindia.in/Financials.html
p) New name and the old name of the listed entity	Yes	https://felindia.in/pdf/New_Name_and_Old_Name_of_Company.pdf
q) Advertisements as per regulation 47 (1)	Yes	https://felindia.in/Announcements.html https://felindia.in/EGM.html
r) Credit rating or revision in credit rating obtained by the entity for all its outstanding instruments	Yes	https://felindia.in/Credit_Rating.html https://felindia.in/Annual_Reports.html
s) Separate audited financial statements of each subsidiary of the listed entity in respect of a relevant financial year	Yes	
As per other regulations of the LODR:		
a) Whether company has provided information under separate section on its website as per Regulation 46(2)	Yes	https://felindia.in/Overview.html
b) Materiality Policy as per Regulation 30	Yes	https://felindia.in/Policies.html
c) Dividend Distribution policy as per Regulation 43A (as applicable)	Yes	https://felindia.in/Policies.html
<i>It is certified that these contents on the website of the listed entity are correct</i>		

II Annual Affirmations		
Particulars	Regulation Number	Compliance status (Yes/No/NA)^{refer note below}
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), 17(1A) & 17(1B)	Yes
Meeting of Board of directors	17(2)	Yes
Quorum of Board Meeting	17(2A)	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
Recommendation of Board	17(11)	Yes
Maximum number of Directorship	17A	Yes
Composition of Audit Committee	18(1)	Yes
Meeting of Audit Committee	18(2)	Yes
Composition of Nomination & Remuneration Committee	19(1) & (2)	Yes
Quorum of Nomination & Remuneration Committee Meeting	19(2A)	Yes
Meeting of Nomination & Remuneration Committee	19(3A)	Yes
Composition of Stakeholder Relationship Committee	20(1), 20(2) & 20(2A)	Yes
Meeting of Stakeholder Relationship Committee	20(3A)	Yes
Composition and role of Risk Management Committee	21(1),(2),(3),(4)	NA
Meeting of Risk Management Committee	21(3A)	NA
Vigil Mechanism	22	Yes
Policy for Related Party Transaction	23(1),(1A),(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
Disclosure of related party transactions on consolidated basis	23(9)	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
Annual Secretarial Compliance Report	24(A)	Yes
Alternate Director to Independent Director	25(1)	Yes
Maximum Tenure	25(2)	Yes
Meeting of independent directors	25(3) & (4)	Yes
Familiarisation of independent directors	25(7)	Yes



Particulars	Regulation Number	Compliance status (Yes/No/NA) ^{refer note below}
Declaration from independent directors	25(8) & (9)	Yes
Directors and Officers insurance	25(10)	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
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.		
(*) The provision relating to Regulation 25(6) of Listing Regulations is not applicable to the Company.		
III Affirmations:		
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

Place: Mumbai
Date: 14th May, 2020

Deepak Tanna
Company Secretary