

Compliance Report on Corporate Governance

1	Name of Listed Entity	Future Enterprises Limited
2	Quarter ending	31st March, 2022

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.	Kishore Biyani	DIN - 00005740	Non Executive, Vice Chairman	01/06/1991	04/05/2016	-	N.A.	09/08/1960	4	0	3	1
Mr.	Vijay Biyani	DIN - 00005827	Executive, Chairman	26/09/2009	26/09/2020	-	N.A.	04/07/1959	1	0	1	0
Mrs.	Bala C Deshpande	DIN - 00020130	Non Executive, Independent	02/08/2014	30/07/2019	-	92	15/04/1966	3	3	5	2
Mr.	Anandkrishnan Chandrasekaran	DIN - 08535001	Non Executive, Independent	10/08/2019	10/08/2019	-	31	28/06/1978	1	1	1	0
Mrs.	Malini Chopra	DIN - 08195364	Non Executive, Independent	12/02/2021	12/02/2021	-	14	15/09/1964	2	2	3	1
Mr.	Chandraprakash Toshniwal	DIN - 00036303	Non Executive	31/03/2021	31/03/2021	-	N.A.	29/09/1966	2	0	2	1

Whether Regular Chairperson appointed - Yes

Whether Chairperson is related to Managing Director or CEO - No

[&] 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 (month) 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	Mrs. Bala C Deshpande	Non-Executive - Independent	31/10/2013	-
			Mr. Anandakrishnan Chandrasekaran	Non-Executive - Independent	30/06/2020	-
			Mrs. Malini Chopra	Chairperson - Non-Executive - Independent	12/02/2021	-
2	Nomination & Remuneration Committee	Yes	Mrs. Bala C Deshpande	Chairperson - Non-Executive - Independent	30/06/2020	-
			Mr. Kishore Biyani	Non-Executive	10/08/2019	-
			Mrs. Malini Chopra	Non-Executive - Independent	12/02/2021	-
3	Stakeholders Relationship Committee	Yes	Mrs. Bala C Deshpande	Chairperson - Non-Executive - Independent	30/06/2020	-
			Mr. Vijay Biyani	Executive	31/10/2013	-
			Mrs. Malini Chopra	Non-Executive - Independent	12/02/2021	-
4	Corporate Social Responsibility Committee	Yes	Mrs. 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	-
			Mrs. Malini Chopra	Non-Executive - Independent	30/07/2021	-
			Mr. Bhagchand Baser	Deputy Chief Financial Officer	30/07/2021	-

§ 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 (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 (other than Independent Director)*	Number of Independent Directors present*	Maximum gap between any two consecutive (in number of days)
14-11-2021	14-02-2022	Yes	3	3	91
	31-03-2022	Yes	3	2	44

* to be filled in only for the current quarter meetings

IV. Meeting of Committees

Date(s) of meeting (if any) in the relevant quarter	Whether requirement of Quorum met*	Number of Directors present (other than Independent Director)*	Number of Independent Directors present*	Date(s) of meeting (if any) in the previous quarter	Maximum gap between any two consecutive (in number of days)
Audit Committee					
14-02-2022	Yes	1	3	14-11-2021	91
31-03-2022	Yes	1	2		44

Date(s) of meeting (if any) in the relevant quarter	Whether requirement of Quorum met*	Number of Directors present (other than Independent Director)*	Number of Independent Directors present*	Date(s) of meeting (if any) in the previous quarter	Maximum gap between any two consecutive (in number of days)
Stakeholders Relationship Committee:					
31-03-2022		1	2		
Corporate Social Responsibility Committee:					
Nomination & Remuneration Committee:					
31-03-2022		1	2		
Risk Management Committee:					
14-02-2022		1	1		
31-03-2022		2	1		

* 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	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

- 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 1,000 listed entities)
- 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: 20th April, 2022

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:		
1	Details of business	Yes https://felindia.in/Overview.html
2	Terms and conditions of appointment of independent directors	Yes https://felindia.in/Policies.html
3	Composition of various committees of board of directors	Yes https://felindia.in/Committee_of_Directors.html
4	Code of conduct of board of directors and senior management personnel	Yes https://felindia.in/pdf/code-of-conduct.pdf
5	Details of establishment of vigil mechanism / Whistle Blower policy	Yes https://felindia.in/Policies.html
6	Criteria of making payments to non-executive directors	Yes https://felindia.in/Policies.html
7	Policy on dealing with related party transactions	Yes https://felindia.in/Policies.html
8	Policy for determining 'material' subsidiaries	Yes https://felindia.in/Policies.html
9	Details of familiarisation programmes imparted to independent directors	Yes https://felindia.in/Policies.html
10	Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes https://felindia.in/Investor_Contact.aspx
11	email address for grievance redressal and other relevant details	Yes https://felindia.in/Investor_Contacts.aspx
12	Financial results	Yes https://felindia.in/Financials.html
13	Shareholding pattern	Yes https://felindia.in/Shareholding_Pattern.html
14	Details of agreements entered into with the media companies and/or their associates	NA -
15	Schedule of analyst or institutional investor meet and presentations made by the listed entity to analysts or institutional investors simultaneously with submission to stock exchange	Yes https://felindia.in/Financials.html
16	New name and the old name of the listed entity	Yes https://felindia.in/pdf/New_Name_and_Old_Name_of_Company.pdf
17	Advertisements as per regulation 47 (1)	Yes https://felindia.in/Announcements.html https://felindia.in/EGM.html
18	Credit rating or revision in credit rating obtained	Yes https://felindia.in/Credit_Rating.html
19	Separate audited financial statements of each subsidiary of the listed entity in respect of a relevant financial year	Yes https://felindia.in/Annual_Reports.html
As per other regulations of the LODR:		
	Whether company has provided information under separate section on its website as per	Yes https://felindia.in/Overview.html
	Materiality Policy as per Regulation 30	Yes https://felindia.in/Policies.html
	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'	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 Directorships	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 and Remuneration Committee Meeting	19(2A)	Yes
Meeting of Nomination and Remuneration Committee	19(3A)	Yes
Composition of Stakeholder Relationship Committee	20(1), 20(2) & 20(2A)	Yes
Meeting of Stakeholders 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 director	25(8) & (9)	Yes
D & O insurance for Independent Directors	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: 20th April, 2022

Deepak Tanna
Company Secretary

Half year ending : March 31, 2022

I. Disclosure of Loans / Guarantees / comfort letters / securities, etc.*

(A) Any loan or any other form of debt advanced by the listed entity directly or indirectly to:

Entity	Aggregate amount advanced during six months	Balance outstanding at the end of six months
Promoter or any other entity controlled by them	NIL	NIL
Promoter Group or any other entity controlled by them	NIL	NIL
Directors (including relatives) or any other entity controlled by them	NIL	NIL
KMPs or any other entity controlled by them	NIL	NIL

(B) Any guarantee / comfort letter (by whatever name called) provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debt availed by:

Entity	Type (guarantee, comfort letter, etc.)	Aggregate amount of issuance during six months	Balance outstanding at the end of six months (taking into account any invocation) (Rs. in Lakh)
Promoter or any other entity controlled by them	NIL	NIL	NIL
Promoter Group or any other entity controlled by them	Corporate Guarantee	NIL	5,75,000.00
Directors (including relatives) or any other entity controlled by them	NIL	NIL	NIL
KMPs or any other entity controlled by them	NIL	NIL	NIL

(C) Any security provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debt availed by:

Entity	Type of security (cash, shares, etc.)	Aggregate value of security provided during six months	Balance outstanding at the end of six months
Promoter or any other entity controlled by them	NIL	NIL	NIL
Promoter Group or any other entity controlled by them	NIL	NIL	NIL
Directors (including relatives) or any other entity controlled by them	NIL	NIL	NIL
KMPs or any other entity controlled by them	NIL	NIL	NIL

II. Affirmations

All loans (or other form of debt), guarantees, comfort letters (by whatever name called) or securities in connection with any loan(s) (or other form of debt) given directly or indirectly by the listed entity to promoter(s), promoter group, director(s) (including their relatives), key managerial personnel (including their relatives) or any entity controlled by them are in the economic interest of the company.

For Future Enterprises Limited

Place: Mumbai
Date: 20th April, 2022

Bhagchand Baser
Dy. CFO

***Note:**

- These disclosures shall exclude any loan (or other form of debt), guarantee / comfort letter (by whatever name called) or security provided in connection with any loan or any other form of debt;
 - by a government company to / for the Government or government company
 - by the listed entity to/for its subsidiary [and joint-venture company] whose accounts are consolidated with the listed entity.
 - by a banking company or an insurance company ; and
 - by the listed entity to its employees or directors as a part of the service conditions
- If the Listed Entity would like to provide any other information, the same may be indicated as Para D in the above table.