

**Compliance Report on Corporate Governance**

<b>1</b>	<b>Name of Listed Entity</b>	<b>Future Enterprises Limited</b>
<b>2</b>	<b>Quarter ending</b>	<b>30th September, 2019</b>

**I. Composition of Board of Directors**

Title (Mr. / Ms.)	Name of the Director	DIN	Category (Chairperson / Executive / Non Executive / Independent / Nominee) <sup>a</sup>	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	-	5 Years	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	5	1	3	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	-	5 Years	29/12/1967	2	2	2	2
Mr.	Anil Harish	DIN - 00001685	Non Executive, Independent	02/08/2014	02/08/2014	01/08/2019	5 Years	19/03/1954	3	3	4	4
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. Haresh Chawla	Non-Executive - Independent	28/03/2019	-
2	Nomination & Remuneration Committee	Yes	Mr. Haresh Chawla	Chairman - Non-Executive - Independent	28/03/2019	-
			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	-
			Mr. Anil Harish	Chairman - Non-Executive - Independent	02/02/2017	01/08/2019
3	Stakeholders Relationship Committee	Yes	Mr. Haresh Ram Chawla	Chairman - Non-Executive -Independent	28/03/2019	-
			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	-
4	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)
June 24, 2019	August 10, 2019	Yes	6	3	46

\* 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)
<b>Name of Committee: Audit Committee</b>					
May 27, 2019	August 10, 2019	Yes	3	3	74

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)
<b>Stakeholders Relationship Committee:</b>					
May 27, 2019					
<b>Corporate Social Responsibility Committee:</b>					
May 27, 2019					
<b>Nomination &amp; Remuneration Committee:</b>					
June 24, 2019					

\* 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.

#### 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 October, 2019

Deepak Tanna  
Company Secretary

Compliance Report on Corporate Governance		
ANNEXURE III		
Affirmations		
Broad heading	Regulation Number	Compliance status (Yes/No/NA)
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)	No Chairperson has authorised other member of the Committee to represent in place of himself since he could not attend due to medical reasons.
Presence of Chairperson of the Nomination and Remuneration Committee at the Annual General Meeting.	19(3)	Yes
Presence of Chairperson of the Stakeholders Relationship Committee at the Annual General Meeting.	20(3)	Yes
Whether "Corporate Governance Report" disclosed in Annual Report.	34(3) read with para C of Schedule V	Yes
<p>Note:</p> <p>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.</p> <p>2 If status is "No" details of non-compliance may be given here.</p> <p>3 If the Listed Entity would like to provide any other information the same may be indicated here.</p> <p>* The provision regarding Business Responsibility Report is not applicable to the Company.</p>		

For Future Enterprises Limited

Place: Mumbai  
Date: 14th October, 2019

Deepak Tanna  
Company Secretary