

# FUTURE RETAIL

Compliance Report on Corporate Governance								
1	Name of Listed Entity	Future Retail Limited						
2	Period Ending	30th September, 2018						
Annexure I								
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.	Kishore Biyani	PAN: AACPB0199B DIN: 00005740	Chairperson - Executive	30-04-2016	N.A.	1	3	1
Mr.	Rakesh Biyani	PAN: AAEPB3651L DIN: 00005806	Executive	30-04-2016	N.A.	1	3	0
Mr.	Rajan Bharti Mittal#	PAN: AB8PM8873D DIN: 00028016	Non-Executive	09-08-2018	N.A.	0	3	1
Mr.	Shailendra Bhandari	PAN: AADPB2390K DIN: 00317334	Independent	30-04-2016	5 years	1	1	1
Mr.	Ravindra Dhariwal	PAN: ADPPD1049Q DIN: 00003922	Independent	30-04-2016	5 years	3	5	1
Ms.	Gagan Singh	PAN: AATPS7285C DIN: 01097014	Independent	30-04-2016	5 years	2	4	2
Ms.	Sridevi Badiga	PAN: ADYPB3954F DIN: 02362997	Independent	20-04-2017	5 years	2	2	0
Mr.	Rahul Garg##	PAN: AETPG6253N DIN: 06939695	Non-Executive	09-08-2018	N.A.	1	2	0
<p>SPAN number of any director would not be displayed on the website of Stock Exchange</p> <p>#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</p> <p>* 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.</p> <p># Mr. Rajan Bharti Mittal has resigned from the Board of the Company w.e.f. 09th August, 2018. Accordingly, his directorship in the Company and membership of various Committees of the Company has been excluded while counting the no. of directorship / chairmanship / membership, as the case may be.</p> <p>## Mr. Rahul Garg has been appointed as Non-Executive Director on the Board of the Company w.e.f. 09th August, 2018.</p>								
Sl. No.	Name of Committee	Name of Committee members			Category (Chairperson/Executive/Non-Executive/Independent/Nominee)\$			
1	Audit Committee	Ms. Gagan Singh Mr. Ravindra Dhariwal Ms. Sridevi Badiga Mr. Rakesh Biyani			Chairperson - Non-Executive-Independent Non-Executive-Independent Non-Executive-Independent Executive			
2	Nomination & Remuneration Committee**	Mr. Ravindra Dhariwal Mr. Shailendra Bhandari Mr. Rahul Garg			Chairperson - Non-Executive-Independent Non-Executive-Independent Non-Executive - Non Independent			
3	Stakeholders' Relationship Committee**	Mr. Shailendra Bhandari Ms. Gagan Singh Mr. Rahul Garg			Chairperson - Non-Executive-Independent Non-Executive-Independent Non-Executive - Non Independent			
4	Risk Management Committee^^	Mr. Kishore Biyani Mr. Rakesh Biyani Mr. C. P. Toshniwal			Executive Executive Chief Financial Officer (CFO)			
<p>\$ 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.</p> <p>** Post induction of Mr. Rahul Garg as a Non-Executive Director of the Company w.e.f. 09th August, 2018, he has also been inducted as a Member of the above referred Committees and also in Corporate Social Responsibility Committee in place of Mr. Rajan Bharti Mittal.</p> <p>^^ 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.</p>								
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	
21st May, 2018 (Previous Quarter)							N.A.	
09th August, 2018 (Current Quarter)							79	
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)	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive meetings in number of days*				
Audit Committee								
09th August, 2018	Yes	Yes	21st May, 2018	79				
Stakeholders' Relationship Committee								
09th August, 2018	Yes	Yes	21st May, 2018	79				
Nomination & Remuneration Committee								
05th July, 2018	Yes	Yes	21st May, 2018	44				
09th August, 2018	Yes	Yes	-	34				
* This information has to be mandatorily be given for audit committee, for rest of the committees giving this information is optional.								



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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
<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.
VI. Affirmations	
<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) - Not Applicable</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. Any comments/observations/advice of Board of Directors may be mentioned here:</p>	

Place: Mumbai  
Date: 12th October, 2018

For Future Retail Limited  
  
 Virendra Samani  
 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)	Yes
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
<p><b>Note</b></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>		

Place: Mumbai  
Date: 12th October, 2018

For Future Retail Limited

  
**Virendra Samani**  
 Company Secretary

