

FUTURE RETAIL

Compliance Report on Corporate Governance								
1	Name of Listed Entity	Future Retail Limited						
2	Period Ending	September 30, 2016						
Annexure I								
I. Composition of Board of Directors								
Title (Mr./Ms)	Name of the Director	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 this listed entity (Refer Regulation 26(1) of Listing Regulations)
Mr.	Kishore Laxminarayan Biyani	DIN No-00005740	Chairperson - Executive	30-04-2016	N.A.	1	3	1
Mr.	Rakesh Biyani	DIN No-00005806	Executive	30-04-2016	N.A.	0	3	0
Mr.	Rajan Bharti Mittal	DIN No- 00028016	Non Executive	30-04-2016	N.A.	0	4	2
Mr.	Shailendra Bhandari	DIN No-00317334	Independent	30-04-2016	60 Months	1	1	1
Mr.	Ravindra Dhariwal	DIN No-00003922	Independent	30-04-2016	60 Months	2	10	2
Ms.	Gagan Singh	DIN No-01097014	Independent	30-04-2016	60 Months	2	4	2
§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/Non-Executive/Independent/Nominee) §			
1	Audit Committee	Ms. Gagan Singh Mr. Ravindra Dhariwal Mr. Rakesh Biyani			Chairperson - Non-Executive-Independent Non-Executive-Independent Executive			
2	Nomination & Remuneration Committee	Mr. Ravindra Dhariwal Mr. Rajan Bharti Mittal Mr. Shailendra Bhandari			Chairperson - Non-Executive-Independent Non-Executive Non-Executive-Independent			
3	Stakeholders Relationship Committee	Mr. Shailendra Bhandari Ms. Gagan Singh Mr. Rajan Bharti Mittal			Chairperson - Non-Executive-Independent Non-Executive-Independent Non-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.								
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	
06th April, 2016 (Previous Quarter)							N.A.	
30th April, 2016 (Previous Quarter)							23	
02nd May, 2016 (Previous Quarter)							1	
25th May, 2016 (Previous Quarter)							22	
30th August, 2016 (Current Quarter)							96	
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								
30th August, 2016	Yes	All the Three members (including two Independent Directors) were present in the Meeting	25th May, 2016	96				
Stakeholders Relationship Committee								
(To be held in future)								
Nomination & Remuneration Committee:								
No Nomination & Remuneration Committee was held in this quarter	N.A.	N.A.	02nd May, 2016	N.A.				
* 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	
<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 & 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>	

Note: Information at Table I and II above need to be necessarily given in 1st quarter of each financial year. However if there is no change of information in subsequent quarter(s) of that financial year, this information may not be given by Listed entity and instead a statement "same as previous quarter" may be given.

Place: Mumbai
Date: 14th October, 2016



For Future Retail Limited

Virendra Samani
Virendra Samani
Dy. 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>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>		

Place: Mumbai
Date: 14th October, 2016



For Future Retail Limited

Virendra Samani

Virendra Samani

Dy. Company Secretary



Compliance Report on Corporate Governance as on 30th September, 2016

1. Name of Listed Entity: Heritage Foods Limited
2. Quarter ending: 30th September, 2016

I. Composition of Board of Directors

Title (Mr/Ms)	Name of the Director	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.	D Seetharamaiah	00005016	Non-Executive Independent Chairperson	26.09.2014	5	1	2	1
Mr.	N Srivishnu Raju	00025063	Non-Executive Independent Director	26.09.2014	5	2	3	-
Mr.	V Nagaraju Naidu	00003730	Non-Executive Director	26.09.2014	-	1	1	1
Mr.	N Lokesh	02230945	Non-Executive Director	24.09.2015	-	1	1	-
Mrs.	N Bhuvaneswari	00003741	Vice Chairperson & Managing	01.07.2014	-	1	1	-
Mrs.	N Brahmani	02338940	Executive Director	01.06.2014	-	1	-	-
Mr.	Rajesh Ahuja Thakur	00371406	Non-Executive Independent Director	23.03.2016	5	1	1	-

&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.



HERITAGE FOODS LIMITED
(Formerly known as M/s. Heritage Foods (India) Limited)
CIN : L15209TG1992PLC014332
AN ISO: 22000 CERTIFIED COMPANY





II. Composition of Committees

Name of Committee	Name of Committee members	Category(Chairperson/Executive/Non-Executive/independent/Nominee) \$
Audit Committee	1. D. Seetharamaiah 2. Dr. V. Nagaraju Naidu 3. N. Sri Vishnu Raju 4. Rajesh Thakur Ahuja 5. N. Lokesh	Chairperson (Non-Executive Independent) Member (Non-Executive) Member (Non-Executive Independent) Member (Non-Executive Independent) Member (Non-Executive)
Nomination & Remuneration Committee	1. N. Srivishnu Raju 2. D. Seetharamaiah 3. N. Lokesh 4. Rajesh Thakur Ahuja	Chairperson (Non-Executive Independent) Member (Non-Executive Independent) Member (Non-Executive) Member (Non-Executive Independent)
Risk Management Committee(if applicable)	1. Rajesh Thakur Ahuja 2. D. Seetharamaiah 3. N. Bhuvanewari 4. N. Sri Vishnu Raju	Chairperson (Non-Executive Independent) Member (Non-Executive Independent) Member (Executive) Member (Non-Executive Independent)
Stakeholders Relationship Committee'	1. Dr. V. Nagaraju Naidu 2. D. Seetharamaiah 3. N. Bhuvanewari 4. N. Sri Vishnu Raju	Chairperson (Non-Executive) Member (Non-Executive Independent) Member (Executive) Member (Non-Executive Independent)
CSR Committee	1. D. Seetharamaiah 2. N. Bhuvanewari 3. N. Sri Vishnu Raju	Chairperson (Non-Executive Independent) Member (Executive) Member (Non-Executive Independent)
Management Committee	1. D Seetharamaiah 2. N Srivishnu Raju 3. N Lokesh 4. N Bhuvanewari	Chairperson (Non-Executive Independent) Member (Non-Executive Independent) Member (Non-Executive) Member (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.

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	Maximum gap between any two consecutive (in number of days)
23 rd May, 2016	29 th July, 2016 19 th August, 2016	67 Days

IV. Meeting of Committees - Audit Committee Meeting

Date(s) of meeting of the committee in the relevant quarter	Whether 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*
23 rd May, 2016	Yes (4 out of 5 members)	29 th July, 2016	67 Days
Stakeholders Relationship Committee			
29 th July, 2016	NIL	NIL	NIL



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Risk Management Committee			
NIL	NIL	NIL	NIL
CSR Committee			
NIL	NIL	NIL	NIL
Management Committee			
NIL	NIL	17 th June, 2016	NIL
Nomination & Remuneration Committee			
29 th July, 2016	NIL	NIL	NIL

V. Related Party Transactions

Subject	Compliance status (Yes/No/NA)
Whether prior approval of audit committee obtained	
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	N.A

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.


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 100 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. Any comments/observations/advice of Board of Directors may be mentioned here:

For HERITAGE FOODS LIMITED


UMAKANTA BARIK
 Company Secretary
 M. No. FCS-6317



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 (Formerly known as M/s. Heritage Foods (India) Limited)
 CIN : L15209TG1992PLC014332
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I Affirmations		
Broad heading	Regulation Number	Compliance Status (Yes/No/NA)^{refer note below}
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)(2)	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

Note:

1. In the column "Compliance Status", compliance or non-compliance may be indicated by Yes/No/NA. 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.

For HERITAGE FOODS LIMITED

UMAKANTA BARIK
Company Secretary
M. No. FCS-6317



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