

General information about company

Scrip code	540064
NSE Symbol	FRETAIL
MSEI Symbol	NOTLISTED
ISIN	INE752P01024
Name of the entity	Future Retail Limited
Date of start of financial year	01-04-2021
Date of end of financial year	31-03-2022
Reporting Quarter	Yearly
Date of Report	31-03-2022
Risk management committee	Applicable
Market Capitalisation as per immediate previous Financial Year	Top 1000 listed entities

Annexure I

Annexure I to be submitted by listed entity on quarterly basis

I. Composition of Board of Directors

Disclosure of notes on composition of board of directors explanatory

Textual Information(1)

Whether the listed entity has a Regular Chairperson

Yes

Whether Chairperson is related to MD or CEO

No

Title (Mr / Ms)	Name of the Director	PAN	DIN	Category 1 of directors	Category 2 of directors	Category 3 of directors	Date of Birth	Whether special resolution passed? [Refer Reg. 17(1A) of Listing Regulations]	Date of passing special resolution	Initial Date of appointment	Date of Re-appointment	Date of cessation	Tenure of director (in months)	No of Directorship in listed entities including this listed entity (Refer Regulation 17A of Listing Regulations)	No of Independent Directorship in listed entities including this listed entity (Refer 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)	Notes for not providing PAN	Notes for not providing DIN
Mr	Kishore Biyani	AACP0199B	00005740	Executive Director	Chairperson related to Promoter		09-08-1960	NA		30-04-2016	02-05-2019			4	0	3	1		
Mr	Rakesh Biyani	AAEPB3651L	00005806	Executive Director	Not Applicable	MD	05-04-1972	NA		30-04-2016	02-05-2019			2	0	4	0		
Mr	Ravindra Dhariwal	ADPPD1049Q	00003922	Non-Executive - Independent Director	Not Applicable		11-09-1952	NA		30-04-2016	30-04-2021		71	3	3	7	0		
Ms	Gagan Singh	AATPS7285C	01097014	Non-Executive - Independent Director	Not Applicable		24-09-1954	NA		30-04-2016	30-04-2021		71	2	2	6	2		

I. Composition of Board of Directors

Disclosure of notes on composition of board of directors explanatory

Whether the listed entity has a Regular Chairperson

Sr	Title (Mr / Ms)	Name of the Director	PAN	DIN	Category 1 of directors	Category 2 of directors	Category 3 of directors	Date of Birth	Whether special resolution passed? [Refer Reg. 17(1A) of Listing Regulations]	Date of passing special resolution	Initial Date of appointment	Date of Re-appointment	Date of cessation	Tenure of director (in months)	No of Directorship in listed entities including this listed entity (Refer Regulation 17A of Listing Regulations)	No of Independent Directorship in listed entities including this listed entity (Refer 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 positions of Chairperson in Audit Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)
5	Mr	Jacob Mathew	ACHPM3196L	00080144	Non-Executive - Independent Director	Not Applicable		26-03-1961	NA		27-07-2021	27-07-2021		8	2	2	4	1
6	Mr	Rahul Garg	AETPG6253N	06939695	Non-Executive - Non Independent Director	Not Applicable		18-08-1975	NA		09-08-2018		14-03-2022		0	0	1	0

Text Block

Textual Information(1)	<p>Mr. Kishore Biyani has been re-appointed as Executive Chairman of the Company for a period of 3 years with effect from 01st April, 2022, subject to necessary approvals</p> <p>In view of the resignation of Mr. Rahul Garg, the Board of Directors of the Company is in process to appoint another Director in order to comply with applicable provisions.</p>
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Audit Committee Details							
Whether the Audit Committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	01097014	Gagan Singh	Non-Executive - Independent Director	Chairperson	02-05-2016		
2	00003922	Ravindra Dhariwal	Non-Executive - Independent Director	Member	02-05-2016		
3	00080144	Jacob Mathew	Non-Executive - Independent Director	Member	27-07-2021		
4	00005806	Rakesh Biyani	Executive Director	Member	02-05-2016		

Nomination and remuneration committee							
Whether the Nomination and remuneration committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	00003922	Ravindra Dhariwal	Non-Executive - Independent Director	Chairperson	02-05-2016		
2	01097014	Gagan Singh	Non-Executive - Independent Director	Member	30-06-2021		
3	06939695	Rahul Garg	Non-Executive - Non Independent Director	Member	09-08-2018	14-03-2022	
4	00080144	Jacob Mathew	Non-Executive - Independent Director	Member	31-03-2022		

Stakeholders Relationship Committee							
Whether the Stakeholders Relationship Committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	00080144	Jacob Mathew	Non-Executive - Independent Director	Chairperson	27-07-2021		
2	06939695	Rahul Garg	Non-Executive - Non Independent Director	Member	09-08-2018	14-03-2022	
3	00005806	Rakesh Biyani	Executive Director	Member	30-06-2021		
4	00005740	Kishore Biyani	Executive Director	Member	31-03-2022		

Risk Management Committee							
Whether the Risk Management Committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	00005740	Kishore Biyani	Executive Director	Chairperson	02-05-2016		
2	00005806	Rakesh Biyani	Executive Director	Member	02-05-2016		
3	00003922	Ravindra Dhariwal	Non-Executive - Independent Director	Member	30-06-2021		
4	99999999	C. P. Toshniwal	Member	Member	02-05-2016		

Corporate Social Responsibility Committee							
Whether the Corporate Social Responsibility Committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	00005740	Kishore Biyani	Executive Director	Chairperson	02-05-2016		
2	00080144	Jacob Mathew	Non-Executive - Independent Director	Member	27-07-2021		
3	06939695	Rahul Garg	Non-Executive - Non Independent Director	Member	09-08-2018	14-03-2022	
4	00005806	Rakesh Biyani	Executive Director	Member	31-03-2022		

Other Committee						
Sr	DIN Number	Name of Committee members	Name of other committee	Category 1 of directors	Category 2 of directors	Remarks

Annexure 1**Annexure 1****III. Meeting of Board of Directors**

Disclosure of notes on meeting of board of directors explanatory				Notes for not providing Date	Whether requirement of Quorum met (Yes/No)	Number of Directors present* (All directors including Independent Director)	No. of Independent Directors attending the meeting*
Sr	Date(s) of meeting (if any) in the previous quarter	Date(s) of meeting (if any) in the current quarter	Maximum gap between any two consecutive (in number of days)				
1	01-11-2021				Yes	6	3
2	14-11-2021				Yes	4	3
3		08-01-2022	54		Yes	5	3
4		26-01-2022	17		Yes	5	3
5		14-02-2022	18		Yes	6	3
6		26-02-2022	11		Yes	6	3
7		13-03-2022	14		Yes	5	3
8		31-03-2022	17		Yes	5	3

Annexure 1

IV. Meeting of Committees

Disclosure of notes on meeting of committees explanatory								
Sr	Name of Committee	Date(s) of meeting (Enter dates of Previous quarter and Current quarter in chronological order)	Maximum gap between any two consecutive (in number of days)	Name of other committee	Reason for not providing date	Whether requirement of Quorum met (Yes/No)	Number of Directors present* (All directors including Independent Director)	No. of Independent Directors attending the meeting*
1	Audit Committee	14-11-2021				Yes	4	3
2	Audit Committee	08-01-2022	54			Yes	3	3
3	Audit Committee	14-02-2022	36			Yes	4	3
4	Audit Committee	31-03-2022	44			Yes	4	3
5	Nomination and remuneration committee	31-03-2022				Yes	3	3
6	Stakeholders Relationship Committee	31-03-2022				Yes	3	3

Annexure 1

IV. Meeting of Committees

Sr	Name of Committee	Date(s) of meeting (Enter dates of Previous quarter and Current quarter in chronological order)	Maximum gap between any two consecutive (in number of days)	Name of other committee	Reason for not providing date	Whether requirement of Quorum met (Yes/No)	Number of Directors present* (All directors including Independent Director)	No. of Independent Directors attending the meeting*
7	Risk Management Committee	05-02-2022				Yes	3	1
8	Risk Management Committee	31-03-2022				Yes	4	1

Annexure 1

V. Related Party Transactions

Sr	Subject	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
1	Whether prior approval of audit committee obtained	Yes	
2	Whether shareholder approval obtained for material RPT	NA	
3	Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	Yes	

Annexure 1**VI. Affirmations**

Sr	Subject	Compliance status (Yes/No)
1	The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015	No
2	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015 a. Audit Committee	Yes
3	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. b. Nomination & remuneration committee	Yes
4	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. c. Stakeholders relationship committee	Yes
5	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. d. Risk management committee (applicable to the top 500 listed entities)	Yes
6	The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.	Yes
7	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.	Yes
8	This report and/or the report submitted in the previous quarter has been placed before Board of Directors.	Yes
9	Any comments/observations/advice of Board of Directors may be mentioned here:	Textual Information(1)

Annexure 1

Sr	Subject	Compliance status
1	Name of signatory	Virendra Samani
2	Designation	Company Secretary and Compliance Officer

Text Block

Textual Information(1)	In view of the resignation of Mr. Rahul Garg- Non-Executive Director effective 14th March, 2022, the Board of Directors of the Company is in process to appoint another Non-Executive Director / Independent Director in order to comply with applicable provisions of SEBI (LODR) Regulations, 2015 and the Companies Act, 2013.
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Annexure II**Annexure II to be submitted by listed entity at the end of the financial year (for the whole of financial year)****I. Disclosure on website in terms of Listing Regulations**

Sr	Item	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.	Web address
1	Details of business	Yes		https://www.futureretail.in/businesses/retail-formats.html
2	Terms and conditions of appointment of independent directors	Yes		https://www.futureretail.in/investors/Policies.html
3	Composition of various committees of board of directors	Yes		https://www.futureretail.in/about-us/committee_of_directors.html
4	Code of conduct of board of directors and senior management personnel	Yes		https://www.futureretail.in/investors/corporate-governance-standards.html
5	Details of establishment of vigil mechanism/ Whistle Blower policy	Yes		https://www.futureretail.in/investors/Policies.html
6	Criteria of making payments to non-executive directors	Yes		https://www.futureretail.in/investors/Policies.html
7	Policy on dealing with related party transactions	Yes		https://www.futureretail.in/investors/Policies.html
8	Policy for determining 'material' subsidiaries	Yes		https://www.futureretail.in/investors/Policies.html
9	Details of familiarization programmes imparted to independent directors	Yes		https://www.futureretail.in/pdf/ID_Familiarization.pdf

Annexure II

Annexure II to be submitted by listed entity at the end of the financial year (for the whole of financial year)

I. Disclosure on website in terms of Listing Regulations

Sr	Item	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.	Web address
10	Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes		https://www.futureretail.in/investors/investor-contacts-information.aspx
11	email address for grievance redressal and other relevant details	Yes		https://www.futureretail.in/investors/investor-contacts-information.aspx
12	Financial results	Yes		https://www.futureretail.in/investors/quarterly-results.html
13	Shareholding pattern	Yes		https://www.futureretail.in/investors/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://www.futureretail.in/investors/investor-updates.html
16	New name and the old name of	Yes		https://www.futureretail.in/pdf/New_name_and_the_old_name_of_the_Company.pdf

	the listed entity			
17	Advertisements as per regulation 47 (1)	Yes		https://www.futureretail.in/investors/overview.html
18	Credit rating or revision in credit rating obtained	Yes		https://www.futureretail.in/investors/credit_rating.html
19	Separate audited financial statements of each subsidiary of the listed entity in respect of a relevant financial year	Yes		https://www.futureretail.in/investors/accounts-of-subsiadiary-companies.html
20	Whether company has provided information under separate section on its website as per Regulation 46(2)	Yes		https://www.futureretail.in/investors/overview.html
21	Materiality Policy as per Regulation 30	Yes		https://www.futureretail.in/investors/Policies.html
22	Dividend Distribution policy as per Regulation 43A (as applicable)	Yes		https://www.futureretail.in/investors/Policies.html
23	It is certified that these contents on the website of the listed entity are correct	Yes		https://www.futureretail.in/

Annexure II

II. Annual Affirmations

Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
1	Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'	16(1)(b) & 25(6)	Yes	
2	Board composition	17(1), 17(1A) & 17(1B)	No	In view of the resignation of Mr. Rahul Garg- Non-Executive Director effective 14th March, 2022, the Board of Directors of the Company is in process to appoint another Non-Executive Director / Independent Director in order to comply with applicable provisions of SEBI (LODR) Regulations, 2015 and the Companies Act, 2013.
3	Meeting of Board of directors	17(2)	Yes	
4	Quorum of Board meeting	17(2A)	Yes	
5	Review of Compliance Reports	17(3)	Yes	
6	Plans for orderly succession for appointments	17(4)	Yes	
7	Code of Conduct	17(5)	Yes	
8	Fees/compensation	17(6)	Yes	
9	Minimum Information	17(7)	Yes	
10	Compliance Certificate	17(8)	Yes	

Annexure II**II. Annual Affirmations**

Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
11	Risk Assessment & Management	17(9)	Yes	
12	Performance Evaluation of Independent Directors	17(10)	Yes	
13	Recommendation of Board	17(11)	Yes	
14	Maximum number of Directorships	17A	Yes	
15	Composition of Audit Committee	18(1)	Yes	
16	Meeting of Audit Committee	18(2)	Yes	
17	Composition of nomination & remuneration committee	19(1) & (2)	Yes	
18	Quorum of Nomination and Remuneration Committee meeting	19(2A)	Yes	
19	Meeting of Nomination and Remuneration Committee	19(3A)	Yes	
20	Composition of Stakeholder Relationship Committee	20(1), 20(2) & 20(2A)	Yes	

Annexure II**II. Annual Affirmations**

Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
21	Meeting of Stakeholders Relationship Committee	20(3A)	Yes	
22	Composition and role of risk management committee	21(1),(2),(3),(4)	Yes	
23	Meeting of Risk Management Committee	21(3A)	Yes	
24	Vigil Mechanism	22	Yes	
25	Policy for related party Transaction	23(1),(1A),(5), (6),(7) & (8)	Yes	
26	Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	Yes	
27	Approval for material related party transactions	23(4)	Yes	
28	Disclosure of related party transactions on consolidated basis	23(9)	Yes	
29	Composition of Board of Directors of unlisted material Subsidiary	24(1)	NA	
30	Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5) & (6)	Yes	

Annexure II

II. Annual Affirmations

Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
31	Annual Secretarial Compliance Report	24(A)	Yes	
32	Alternate Director to Independent Director	25(1)	Yes	
33	Maximum Tenure	25(2)	Yes	
34	Meeting of independent directors	25(3) & (4)	Yes	
35	Familiarization of independent directors	25(7)	Yes	
36	Declaration from Independent Director	25(8) & (9)	Yes	
37	D & O Insurance for Independent Directors	25(10)	Yes	
38	Memberships in Committees	26(1)	Yes	
39	Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	Yes	
40	Disclosure of Shareholding by Non-Executive Directors	26(4)	Yes	
41	Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	Yes	
	Any other information to be provided		Textual Information(1)	

Text Block

Textual Information(1)

In view of the resignation of Mr. Rahul Garg- Non-Executive Director effective 14th March, 2022, the Board of Directors of the Company is in process to appoint another Non-Executive Director / Independent Director in order to comply with applicable provisions of SEBI (LODR) Regulations, 2015 and the Companies Act, 2013.

Annexure II

Annexure II		
1	Name of signatory	Virendra Samani
2	Designation	Company Secretary and Compliance Officer

Annexure II

III. Affirmations

Sr	Particulars	Compliance status (Yes/No/NA)
1	The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied	Yes
	Any other information to be provided	

Annexure II

1	Name of signatory	Virendra Samani
2	Designation	Company Secretary and Compliance Officer

Additional Half yearly Disclosure			
Applicability of disclosure	Applicable		
Reason for Non Applicability	Textual Information(1)		
I. Disclosure of Loans/ guarantees/comfort letters /securities etc.refer note below			
(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	0	0	
Promoter Group or any other entity controlled by them	0	0	
Directors (including relatives) or any other entity controlled by them	0	0	
KMPs or any other entity controlled by them	0	0	
(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)
Promoter or any other entity controlled by them	-	0	0
Promoter Group or any other entity controlled by them	Corporate Guarantee	0	15371294486
Directors (including relatives) or any other entity controlled by them	-	0	0
KMPs or any other entity controlled by them	-	0	0
(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	-	0	0
Promoter Group or any other entity controlled by them	-	0	0

Directors (including relatives) or any other entity controlled by them	-	0	0
KMPs or any other entity controlled by them	-	0	0
(D) Additional Information			Textual Information(2)
II. Affirmations			
Affirmations		Compliance Status	Company Remarks
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.		Yes	Textual Information(3)
Name	CP Toshniwal		
Designation	CFO		
Place	Mumbai		
Date	19-04-2022		

Signatory Details

Name of signatory	Virendra Samani
Designation of person	Company Secretary and Compliance Officer
Place	Mumbai
Date	19-04-2022

