

Compliance Report on Corporate Governance

1. Name of Listed Entity : **Future Consumer Enterprise Limited**

2. Quarter ending : **31st December, 2015**

I. Composition of Board of Directors								
Title (Mr./Ms.)	Name of the Director	PAN ^s & 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.	G.N.Bajpai	PAN: ABEPB2522M DIN: 00946138	Chairman-Independent-Non-Executive	26/08/2014**	5 years	5	9	1
Mr.	Kishore Biyani	PAN: AACPB0199B DIN: 00005740	Vice-Chairman-Non-Executive	08/10/2007	-	1	3	1
Ms.	Vibha Rishi	PAN: AAKPR1495E DIN: 05180796	Independent-Non-Executive	26/08/2014 [#]	5 years	6	3	-
Mr.	Frederic de Mevius	PAN – NA DIN: 03359921	Independent - Non-Executive	26/08/2014 ^{\$}	5 years	1	-	-
Mr.	K K Rathi	PAN: AAHPR0982R DIN: 00040094	Non-Executive	15/11/2014	-	-	5	-
Ms.	Ashni Biyani	PAN: AHNPB3118Q DIN: 00058775	Executive (Whole Time Director)	15/11/2014	-	-	1	-
Mr.	Adhiraj Harish	PAN: AAAPH5509D DIN: 03380459	Independent - Non-Executive	01/09/2015 (Appointed as Additional Director)	-	2	2	-

^{\$}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.

**Appointed as an Independent Director with effect from 20/02/2008. Subsequently, on coming into effect of the Companies Act, 2013, appointed as an Independent Director at the Annual General Meeting held on 26/08/2014, for a term of five years.

Appointed as Director with effect from 14/02/2012. Subsequently, on coming into effect of the Companies Act, 2013, appointed as an Independent Director at the Annual General Meeting held on 26/08/2014, for a term of five years.

§Appointed as an Independent Director with effect from 09/11/2012. Subsequently, on coming into effect of the Companies Act, 2013, appointed as an Independent Director at the Annual General Meeting held on 26/08/2014, for a term of five years.

^^ Only Independent Directorship has been considered

II. Composition of Committees

Name of Committee	Name of Committee	Category (Chairperson/Executive/Non-Executive/independent/Nominee) ^{&}
1. Audit Committee	Mr. G.N.Bajpai	Chairman- Independent-Non-Executive
	Mr. K K Rathi	Non-Executive
	Ms. Vibha Rishi	Independent-Non-Executive
2. Nomination and Remuneration / Compensation Committee	Mr. Adhiraj Harish	Chairman- Independent - Non-Executive
	Mr. G.N.Bajpai	Independent-Non-Executive
	Mr. Kishore Biyani	Non-Executive
3. Risk Management Committee (if applicable) [^]	Mr. K K Rathi	Chairman-Non-Executive
	Ms. Ashni Biyani	Executive Director
	Mr. Manoj Saraf	Chief Financial Officer
4. Stakeholders' Relationship and Share Transfer Committee	Mr. Kishore Biyani	Chairman-Non-Executive
	Mr. Adhiraj Harish	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

[^] Not Applicable

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)
8 th August, 2015	7 th November, 2015 26 th December, 2015	91 days

IV. Meeting of Committees

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*
Audit Committee			
7 th November, 2015	Yes	8 th August, 2015	91 days
Nomination and Remuneration / Compensation Committee			
26 th December, 2015	Yes	None	-
Risk Management Committee			
7 th November, 2015	Yes	None	-
Stakeholders' Relationship and Share Transfer Committee			
21 st December, 2015	Yes	None	-

* 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	Not Applicable
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	Not Applicable
<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>	
VI. Affirmations	
<ol style="list-style-type: none"> 1. The composition of Board of Directors is in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. 2. The composition of the following committees is in terms of SEBI(Listing Obligations and Disclosure Requirements) Regulations, 2015 <ol style="list-style-type: none"> a. Audit Committee b. Nomination and Remuneration / Compensation Committee c. Stakeholders’ Relationship and Share Transfer Committee d. Risk management committee (applicable to the top 100 listed entities) – Not Applicable 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. 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. 5. This report and/or the report submitted in the previous quarter has been placed before shall be placed at the forthcoming meeting of the Board of Directors. Any comments/observations/advice of Board of Directors may be mentioned here. – Not Applicable. 	
For Future Consumer Enterprise Limited	
<p>Manoj Gagvani Company Secretary & Head-Legal</p>	

Date : 15th January, 2016
Place: Mumbai