

Compliance Report on Corporate Governance

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

2. Quarter ending: **31st March, 2016**

| 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. | 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 | 4 | - |
| Mr. | Frederic de Mevius | PAN – NA (Foreign Director) DIN: 03359921 | Non-Executive [@] | 09/11/2012 | - | - | - | - |
| 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 | 4 | - |

[§]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.

@ Ceased to be an Independent Director.

^^ Only Independent Directorship has been considered

II. Composition of Committees

| <i>Name of Committee</i> | <i>Name of Committee</i> | <i>Category (Chairperson/Executive/Non-Executive/independent/Nominee)^{&}</i> |
|--|--------------------------|---|
| 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

| <i>Date(s) of Meeting (if any) in the previous quarter</i> | <i>Date(s) of Meeting (if any) in the relevant quarter</i> | <i>Maximum gap between any two consecutive (in number of days)</i> |
|---|--|--|
| 7 th November, 2015 26 th December, 2015 | 11 th February, 2016 8 th March, 2016 | 46 days (Gap between last meeting of the previous quarter and first meeting of the relevant quarter) |

IV. Meeting of Committees

| <i>Date(s) of meeting of the committee in the relevant quarter</i> | <i>Whether requirement of Quorum met (details)</i> | <i>Date(s) of meeting of the committee in the previous quarter</i> | <i>Maximum gap between any two consecutive meetings in number of days*</i> |
|--|--|--|--|
| Audit Committee | | | |
| 11 th February, 2016 | Yes | 7 th November, 2015 | 95 days |
| Nomination and Remuneration / Compensation Committee | | | |
| None | NA | 26 th December, 2015 | - |
| Risk Management Committee | | | |
| None | NA | 7 th November, 2015 | - |
| Stakeholders' Relationship and Share Transfer Committee | | | |
| None | NA | 21 st December, 2015 | - |

* 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) <small>refer note below</small> |
| 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 | 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> | |
| 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 Board of Directors. Any comments/observations/advice of Board of Directors may be mentioned here. – Not Applicable <i>Since this report is also being filed electronically and the said pre-printed statement cannot be modified, please note that the said report for the quarter ended 31st March, 2016, shall be placed at the forthcoming meeting of the Board of Directors. The report for the quarter ended 31st December, 2015 was placed at the meeting of the Board of Directors held on 11th February, 2016.</i> | |
| For Future Consumer Enterprise Limited | |
| <p>Manoj Gagvani Company Secretary & Head-Legal</p> | |

Date : 15th April, 2016
Place: Mumbai

Compliance Report on Corporate Governance – For the financial year ended 31st March, 2016

| I. Disclosure on website in terms of Listing Regulations | | |
|---|---|---|
| Item | Compliance status (Yes/No/NA) refer note below | |
| Details of business | Yes | |
| Terms and conditions of appointment of independent directors | Yes | |
| Composition of various committees of board of directors | Yes | |
| Code of conduct of board of directors and senior management personnel | Yes | |
| Details of establishment of vigil mechanism/ Whistle Blower policy | Yes | |
| Criteria of making payments to non-executive directors | Yes | |
| Policy on dealing with related party transactions | Yes | |
| Policy for determining ‘material’ subsidiaries | Yes | |
| Details of familiarization programmes imparted to independent directors | Yes | |
| Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances | Yes | |
| email address for grievance redressal and other relevant details | Yes | |
| Financial results | Yes | |
| Shareholding pattern | Yes | |
| Details of agreements entered into with the media companies and/or their associates | NA | |
| New name and the old name of the listed entity | NA | |
| II Annual Affirmations | | |
| Particulars | Regulation Number | Compliance status (Yes/No/NA) refer note below |
| Independent director(s) have been appointed in terms of specified criteria of ‘independence’ and/or ‘eligibility’ | 16(1)(b) & 25(6) | Yes |
| Board composition | 17(1) | Yes |
| Meeting of Board of directors | 17(2) | Yes |
| Review of Compliance Reports | 17(3) | Yes |
| Plans for orderly succession for appointments | 17(4) | Yes |
| Code of Conduct | 17(5) | Yes |
| Fees/compensation | 17(6) | Yes |
| Minimum Information | 17(7) | Yes |
| Compliance Certificate | 17(8) | Yes |
| Risk Assessment & Management | 17(9) | Yes |
| Performance Evaluation of Independent Directors | 17(10) | Yes |
| Composition of Audit Committee | 18(1) | Yes |
| Meeting of Audit Committee | 18(2) | Yes |
| Composition of nomination & remuneration Committee | 19(1) & (2) | Yes |

| | | |
|---|-------------------------|-----|
| Composition of Stakeholder Relationship committee | 20(1) & (2) | Yes |
| Composition and role of risk management committee | 21(1),(2),(3),(4) | Yes |
| Vigil Mechanism | 22 | Yes |
| Policy for related party Transaction | 23(1),(5),(6),(7) & (8) | Yes |
| Prior or Omnibus approval of Audit Committee for all related party transactions | 23(2), (3) | Yes |
| Approval for material related party transaction | 23(4) | NA |
| Composition of Board of Directors of unlisted material Subsidiary | 24(1) | NA |
| Other Corporate Governance requirements with respect to subsidiary of listed entity | 24(2),(3),(4),(5) & (6) | Yes |
| Maximum Directorship & Tenure | 25(1) & (2) | Yes |
| Meeting of independent directors | 25(3) & (4) | Yes |
| Familiarization of independent directors | 25(7) | Yes |
| Memberships in Committees | 26(1) | Yes |
| Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel | 26(3) | Yes |
| Disclosure of Shareholding by Non- Executive Directors | 26(4) | Yes |
| Policy with respect to Obligations of directors and senior management | 26(2) & 26(5) | Yes |
| 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. | | |
| 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. | | |
| III Affirmations: | | |
| The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied. | | |
| For Future Consumer Enterprise Limited | | |
| Manoj Gagvani Company Secretary & Head-Legal | | |

Date : 15th April, 2016
Place: Mumbai