

FCH/LS/ 008/2012-13

April 12, 2012

Bombay Stock Exchange Limited
Phiroze Jeejeebhoy Towers,
Dalal Street, Fort,
Mumbai – 400 001.

The National Stock Exchange of India Limited
Exchange Plaza,
Bandra Kurla Complex,
Mumbai – 400 050.

Sub.: Compliance Report on Corporate Governance

Ref.: BSE- Scrip Code: 532938; NSE - Symbol - FCH

Dear Sir / Madam,

Pursuant to Clause 49 of the Listing Agreement with your Stock Exchange, please find enclosed Compliance Report on Corporate Governance for the quarter ended 31st March, 2012.

Please take the above on record and acknowledge receipt of the same.

Thanking you,

Yours faithfully,

For FUTURE CAPITAL HOLDINGS LIMITED


Chetan Gandhi
Head – Legal & Secretarial



encl.: as above



Future Capital Holdings Limited

Quarterly Compliance Report on Corporate Governance

Name of the Company: **FUTURE CAPITAL HOLDINGS LIMITED**

Quarter Ending on: **31ST MARCH, 2012**

Particular		Clause of Listing Agreement	Compliance Status Yes/No	Remarks
I.	Board of Directors	49 I		
(A)	Composition of Board	49(IA)	Yes	
(B)	Non-executive Directors' compensation & disclosures	49(IB)	Yes	
(C)	Other provisions as to Board and Committee	49(IC)	Yes	
(D)	Code of Conduct	49(ID)	Yes	
II.	Audit Committee	49(II)		
(A)	Qualified & Independent Audit Committee	49(IIA)	Yes	
(B)	Meeting of Audit Committee	49(IIB)	Yes	
(C)	Powers of Audit Committee	49(IIC)	Yes	
(D)	Role of Audit Committee	49(IID)	Yes	
(E)	Review of Information by Audit Committee	49(IIE)	Yes	
III.	Subsidiary Companies	49(III)	Yes	
IV.	Disclosures	49(IV)		
(A)	Basis of related party transaction	49(IV A)	Yes	
(B)	Disclosure of Accounting Treatment	49(IV B)	Yes	



Future Capital Holdings Limited

	(C)	Board Disclosures	49(IV C)	Yes	
	(D)	Proceeds from public issues, right issues, preferential issues etc.	49(IV D)	Yes	
	(E)	Remuneration of Directors	49(IV E)	Yes	
	(F)	Management	49(IV F)	Yes	
	(G)	Shareholders	49(IV G)	Yes	
V.	CEO/CFO Certification		49(V)	Yes	
VI.	Report on Corporate Governance		49(VI)	Yes	
VII.	Compliance		49(VII)	Yes	

For **FUTURE CAPITAL HOLDINGS LIMITED**



Chetan Gandhi
Head – Legal & Secretarial

