

Ref: FLFL/24A/2018-19

28 May 2019

To
Dept. of Corporate Services (CRD)
BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai- 400 001

Scrip Code: 536507
Scrip of Debt: 957150

To
Listing Department
The National Stock Exchange of India Limited
Exchange Plaza,
Bandra- Kurla Complex, Bandra (East)
Mumbai- 400 051

NSE Symbol: FLFL

Dear Sir / Madam

Sub: Submission of Annual Secretarial Compliance Report for year ended 31 March 2019 in compliance with SEBI Circular No. CIR/CFD/CMD1/27/2019 dated 08 February 2019

In respect to the captioned subject, please find enclosed herewith copy of Annual Secretarial Compliance Report of the Company for the Financial Year ended 31 March 2019 issued by Mr. Sanjay Dholakia, Practicing Company Secretary.

Kindly take the same on your records and acknowledge the receipt.

Thanking you,

Yours faithfully,

for **Future Lifestyle Fashions Limited**


Sanjay Kumar Mutha
Chief Legal & Company Secretary

Encl: as above



SANJAY DHOLAKIA & ASSOCIATES

BCOM LLB FCS

COMPANY SECRETARIES

GP 15, 2nd Floor, Raghuleela Mall, Behind Poincur Bus Depot, Kandivali (West), Mumbai - 400 067.
☎ : 2807 3233 / 62363233 / 98700 31365 • E-mail : sanjayrd65@gmail.com

Secretarial compliance report of Future Lifestyle Fashions Limited for the year ended March 31, 2019

I, Sanjay Dholakia, Practising Company Secretary have examined:

- (a) All the documents and records made available to us and explanation provided by **Future Lifestyle Fashions Limited** ("the listed entity"/ "Company"),
- (b) The filings / submission made by the listed entity to the stock exchanges,
- (c) Website of the listed entity,

For the year ended March 31, 2019 ("Review Period") in respect of compliance with the provisions of:

- (a) The Securities and Exchange Board of India Act ,1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and
- (b) The Securities Contract (Regulation) Act ,1956 ("SCRA"), rules made thereunder and the Regulation, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI");

The specific Regulations, whose provisions and the circulars / guidelines issued thereunder, have been examined, include:

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirement) Regulations, 2015;
- (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirement) Regulations, 2018;
- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (d) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014;
- (e) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
- (f) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- (g) Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018

and circulars / guidelines issued thereunder;





SANJAY DHOLAKIA & ASSOCIATES

BCOM LLB FCS

COMPANY SECRETARIES

GP 15, 2nd Floor, Raghuleela Mall, Behind Poinur Bus Depot, Kandivali (West), Mumbai - 400 067.

☎ : 2807 3233 / 62363233 / 98700 31365 • E-mail : sanjayrd65@gmail.com

and based on the above examination, explanation and representation provided by the Company, I hereby report that, during the Review Period:

- (a) The listed entity has complied with the provisions of the above Regulations and circulars / guidelines issued thereunder, except in respect of matters specified below:

| Sr. No. | Compliance Requirement (Regulations/Circulars/Guidelines including specific clause) | Deviations | Observations /Remarks of the Practising Company Secretary |
|---------|---|------------|---|
| | | NIL | |

- (b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars / guidelines issued thereunder insofar as it appears from my /our examination of those records.

- (c) The following are the details of actions taken against the listed entity / its promoters / directors / material subsidiaries either by SEBI or by Stock Exchanges (including under the standard operating procedures issued by SEBI through various circulars) under the aforesaid Acts / Regulations and circulars /guidelines issued thereunder:

| Sr. No. | Action taken by | Details of Violation | Details of Action Taken E.G. Warning, Debarment, etc. | Observations/Remarks of the Practising Company Secretary, if any. |
|---------|-----------------|----------------------|---|---|
| | | | | NIL |

- (d) The listed entity has taken the following actions to comply with the observations made in previous reports:

This being the First Report since the notification issued by SEBI on February 08, 2019, the reporting on actions to comply with the observations made in the previous years' reports do not arise.

For Sanjay Dholakia & Associates
Practising Company Secretary

Sanjay Dholakia

Sanjay Dholakia
Proprietor
Membership No. 2655 /CP No. 1798



Mumbai
May 1, 2019