



REF: FLFL/EGM/2019

26 August 2019

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

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

Scrip Code: 536507
Scrip Code of Debt: 957150

NSE Symbol: FLFL

Dear Sir / Madam,

Ref: Regulations 30 and 44 (3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('the Listing Regulations')

Sub.: Extraordinary General Meeting of Future Lifestyle Fashions Limited.

This is to inform that the Extraordinary General Meeting of Future Lifestyle Fashions Limited, held on Monday, 26 August 2019 at 11:00 am at Rangaswar Hall, 4th Floor, Y. B. Chavan Centre, Gen. Jagannath Bhosale Marg, Mumbai - 400 021 ("EGM") to transact the business as stated in the Notice of the EGM.

In this regard, we enclosed herewith the following:

1. Summary of proceedings of the EGM, as required under Regulation 30 of the Listing Regulations - **Annexure I**;
2. The details of the combined voting results (Remote e-voting and voting conducted through ballot papers at the EGM), as required under Regulation 44 of the Listing Regulations - **Annexure II**;
3. Report of Scrutiniser dated 26 August 2019 on Remote e-voting and voting conducted through ballot papers at the EGM - **Annexure III**.

The above reports are also being uploaded on the Company's website.

Kindly take the aforesaid on records and acknowledge receipt of the same.

Thanking you,

Yours faithfully,

For Future Lifestyle Fashions Limited


Sanjay Kumar Mutha
Chief Legal & Company Secretary

Encl: as above

Future Lifestyle Fashions Limited

Knowledge House, Shyam Nagar, Off Jogeshwari Vikhroli Link Road, Jogeshwari (East), Mumbai 400 060
P +91 22 6644 2200, F + 91 22 6644 2201, www.futurelifestyle.in.
CIN : L52100MH2012PLC231654

Summary of the proceedings of the Extraordinary General Meeting of Future Lifestyle Fashions Limited

The Extraordinary General Meeting ("EGM") of the Members of Future Lifestyle Fashions Limited ("the Company") was convened on Monday, 26 August 2019 at 11:00 am at Rangaswar Hall, 4th Floor, Y. B. Chavan Centre, Gen. Jagannath Bhosale Marg, Mumbai - 400 021 and concluded at 11:30 am.

Mr. Rakesh Biyani, Non-executive Director of the Company chaired the meeting. Since, the requisite quorum was present, the Chairperson called the meeting to order.

The Chairperson informed the Members that the Company had provided the Members the facility to cast their vote through Remote e-voting means, on all the Resolutions set forth in the Notice.

Members who were present at the EGM and had not cast their votes through Remote e-voting were provided facility to cast their votes through ballot papers at the EGM. The following items of business, as per the Notice of the EGM were transacted at the meeting:

1.	Offer and issue of 64,79,481 Equity Shares of face value of Rs.2/- each at an issue price of Rs.463/- per Equity Share (including premium of Rs.461/- per Equity Share) on preferential basis to Apollo India Private Equity IV (Mauritius) Limited;
2.	Increase in limits for making investments, giving loans and guarantees or providing security under section 186 of the Companies Act, 2013.

All clarifications/ responses were satisfactorily provided to the queries raised by the Members at the Meeting.

The Board of Directors had appointed Mr. Sanjay Dholakia, Practicing Company Secretary as the Scrutiniser to supervise the Remote e -voting and Polling process at the EGM. As per the scrutiniser's report received by the Company, all the Resolutions as set out in the Notice of the said EGM have been passed by the Members with requisite majority.



Annexure – II

Details of Voting Results

(Combined results of votes cast through Remote e-voting and poll at the EGM)

Date of the EGM	Extraordinary General Meeting of the Company held on 26 August 2019
Total number of Shareholders on record date	19 August 2019 was cut-off date for reckoning the voting rights of the Shareholders. Total Number of Shareholders: 36,522
No. of Shareholders present in the EGM either in person or through proxy: Promoters and Promoter Group: Public:	8 81
No. of Shareholders attended the EGM through Video Conferencing Promoters and Promoter Group: Public:	No Video Conferencing facility was provided
Mode of voting:	Remote e-voting and poll at the EGM.



Resolution Required : (Special)			1 - Offer and issue of Equity Shares on preferential basis.					
Whether promoter/ promoter group are interested in the agenda/resolution?			NO					
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes –Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	[3]=[2]/[1]*100	[4]	[5]	[6]=[4]/[2]*100	[7]=[5]/[2]*100
Promoter and Promoter Group	E-Voting	92363455	92363455	100.0000	92363455	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		92363455	100.0000	92363455	0	100.0000	0.0000
Public Institutions	E-Voting	76542014	72581232	94.8253	72581232	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		72581232	94.8253	72581232	0	100.0000	0.0000
Public Non Institutions	E-Voting	25897494	17039645	65.7965	17039370	275	99.9984	0.0016
	Poll		653796	2.5246	653694	102	99.9844	0.0156
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		17693441	68.3211	17693064	377	99.9979	0.0021
Total		194802963	182638128	93.7553	182637751	377	99.9998	0.0002

Resolution Required : (Special)			2 - Increase in limits for making investments, giving loans and guarantees or providing security under section 186 of the Companies Act, 2013					
Whether promoter/ promoter group are interested in the agenda/resolution?			NO					
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes –Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	[3]=[2]/[1]*100	[4]	[5]	[6]=[4]/[2]*100	[7]=[5]/[2]*100
Promoter and Promoter Group	E-Voting	92363455	92363455	100.0000	92363455	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		92363455	100.0000	92363455	0	100.0000	0.0000
Public Institutions	E-Voting	76542014	72581232	94.8253	69926688	2654544	96.3427	3.6573
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		72581232	94.8253	69926688	2654544	96.3427	3.6573
Public Non Institutions	E-Voting	25897494	17039639	65.7965	17039152	487	99.9971	0.0029
	Poll		653796	2.5246	653694	102	99.9844	0.0156
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		17693435	68.3211	17692846	589	99.9967	0.0033
Total		194802963	182638122	93.7553	179982989	2655133	98.5462	1.4538



**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

SCRUTINIZER'S REPORT

To,
The Chairperson of
Extraordinary General Meeting (EGM) of the Members of
Future Lifestyle Fashions Limited
held on Monday, 26th August, 2019 at 11:00 a.m.
At Rangaswar, Fourth Floor, Y. B. Chavan Centre,
Gen. Jagannath Bhosale Marg, Mumbai - 400021.

Dear Sir,

1. The Board of Directors of the Company at its meeting held on 26th July, 2019, has appointed me as the Scrutinizer for the purpose of scrutinizing the Remote e-Voting process and polling process conducted at the EGM, for the Resolution as set out in the Notice of the EGM.
2. In compliance with the provisions of section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), the Company had provided its Members the Remote e-voting facility as provided by National Securities Depository Limited (NSDL) for the Resolution as set out in the Notice of the said EGM.
3. Further, the facility for voting through Ballot Paper was also made available at the EGM for those Members / proxy holders who attended the EGM and have not cast their vote by Remote e-voting.
4. I submit my report as under:
 - 4.1 The Company has given the Ballot Paper to the Members who were present at the EGM held on Monday, 26th August, 2019 at 11.00 a.m. at Rangaswar, Fourth Floor, Y. B. Chavan Centre, Gen. Jagannath Bhosale Marg, Mumbai- 400021.
 - 4.2 Particulars of all the Ballot Papers received from the Members and the votes cast by electronic mode have been entered in register maintained for the purpose.
 - 4.3 The Ballot Papers were kept under my safe custody in sealed and tamper proof ballot boxes before commencing the scrutiny of such Ballot Papers.
 - 4.4 The ballot box was opened in my presence.
 - 4.5 The ballot forms were duly opened in my presence and scrutinized and the shareholding was matched / confirmed with the Register of Members of the Company as on 19th August, 2019.





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

4.6 I did not find any defaced or mutilated Ballot Papers.

4.7 The Remote e-Voting period had commenced on Thursday, 22nd August, 2019 (9.00 a.m.) and ended on Sunday, 25th August, 2019 (5.00 p.m.).

4.8 I have also received a complete record of votes cast through electronic mode, upto 5:00 p.m. on 25th August, 2019 from NSDL, the agency appointed for providing and supervising electronic platform. The votes cast were unblocked on 26th August, 2019 at 11.34 a.m. (IST) in the presence of two witnesses, Mr. Akshay Shah and Mr. Hiten Gohil who are not in the employment of the Company. They have signed below in confirmation of the votes being unblocked in their presence.

Name: Akshay Shah

Name: Hiten Gohil

4.9 The e-voting data was scrutinized by me for verification of votes cast in favour and against the Resolution, as set in the Notice of the EGM.

5. A summary of the combined voting results of the votes cast through Ballot Papers received and Remote e-voting is given as **Annexure 1**.
6. I have handed over the Ballot Papers and other related papers/ registers and records for the safe custody to the Chairperson who has been authorized by the Board to supervise the Ballot process.
7. On the basis of the scrutiny of the votes cast by Ballot Papers and through Remote e-voting, the Resolutions as set out in the Notice of the EGM have been passed by the Shareholders of the Company with the requisite majority.
8. You may accordingly declare the aforesaid voting result of votes cast through Ballot Papers and Remote e-voting.

Thanking you,

For Sanjay Dholakia & Associates

Sanjay Dholakia
Practising Company Secretary
Proprietor
Membership No. 2655 CP No. 1798



Date: 26th August, 2019

Place: Mumbai

Annexure 1

RESOLUTION 1: To offer and issue of Equity Shares on preferential basis

Particulars	Remote E-voting		Polling at the EGM		Consolidated voting Results		
	No. of Members voted	No. of valid votes cast	No. of Members / Proxy voted	No. of Valid votes cast	Total No. of Members voted	Total No. of valid votes cast	% of total number of valid votes cast
In favour of the Resolution	157	181984057	51	653694	208	182637751	100.00
Against the Resolution	7	275	8	102	15	377	0.00

Invalid votes	-	-	1	20
---------------	---	---	---	----

RESOLUTION 2: To increase in limits for making investments, giving loans and guarantees or providing security under Section 186 of the Companies Act, 2013

Particulars	Remote E-voting		Polling at the EGM		Consolidated voting Results		
	No. of Members voted	No. of valid votes cast	No. of Members / Proxy voted	No. of Valid votes cast	Total No. of Members voted	Total No. of valid votes cast	% of total number of valid votes cast
In favour of the Resolution	138	179329295	51	653694	189	179982989	98.55
Against the Resolution	25	2655031	8	102	33	2655133	1.45

Invalid votes	-	-	1	20
---------------	---	---	---	----

