

14 October 2022

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

Scrip Code: 536507
Debt – Scrip Code: 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

Ref.: Regulations 30 and 44 (3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”)

Sub.: Disclosure of voting result of Postal Ballot

This is to inform that pursuant to the provisions of Section 110 of the Companies Act, 2013 (“the Act”), read with the Companies (Management and Administration) Rules, 2014 (as amended from time to time) and other applicable provisions of the Act, the consent of the Members of the Company was sought through Postal Ballot for appointment of Mr. Bharat Ram (DIN: 08325619) and Ms. Neelam Chhiber (DIN: 00838007) as Independent Directors of the Company with effect from 19 July 2022 and to sell, lease, transfer or otherwise alienate / dispose of fixed assets of the Company, by way of Special Resolutions as contained in the Postal Ballot Notice dated 02 September 2022.

In terms of Regulation 44 (3) of the Listing Regulations, please find enclosed herewith the details of voting result of the Postal Ballot conducted through remote e-voting process, in respect of the resolution contained in the said Postal Ballot Notice together with the Scrutiniser’s Report on the remote e-voting, issued by Mr. Sanjay Dholakia, Proprietor - M/s. Sanjay Dholakia & Associates, Practising Company Secretaries.

Pursuant to the Scrutiniser’s Report, the aforesaid Special Resolutions have been approved by the Members of the Company with requisite majority on 13 September 2022 (the last date for e-voting).

It may be noted that the Company has received a letter from Vistra ITCL (India) Limited (acting as a Debenture Trustee) intimating certain contractual obligations of the Promoters of the Company including seeking consent from the Trustee and the manner of voting on the Resolution in relation to the sale of assets, as proposed by the Company vide Postal Ballot dated 02 September 2022.

The Company is seeking clarification and/or legal opinion on the above matter.

It may be further noted that as already stated in the Resolution in relation to the sale of assets, the same would be acted upon only on receipt of all requisite approvals (i.e. approvals from its lenders and approvals as may be required pursuant to contractual obligations).

The above report is also being uploaded on the Company's website and also on the website of National Securities Depository Limited - www.evoting.nsdl.com.

You are kindly requested to take note of the above.

Thanking you,

Yours faithfully,
for **Future Lifestyle Fashions Limited**

Dharmesh Jain
Chief Financial Officer

Encl: as above

Details of Voting Results (Postal Ballot by way of remote e-voting)

| | |
|---|--|
| Date of the Meeting | NA- Resolutions passed through Postal Ballot on 13 October 2022 |
| Total number of Shareholders on record date | 02 September 2022 was cut-off date for reckoning the voting rights of the Shareholders. Total Number of Shareholders: 71100 |
| No. of Shareholders present in the Meeting either in person or through proxy: Promoters and Promoter Group: Public: | N.A. |
| No. of Shareholders attended the Meeting through Video Conferencing Promoters and Promoter Group: Public: | N.A. |
| Mode of voting: | Remote e-voting |

| Future Lifestyle Fashions Limited | | | | | | | | |
|---|----------------|--------------------|--|---|--------------------------|------------------------|--------------------------------------|------------------------------------|
| Resolution Required : (Special) | | | 1 - Appointment of Mr. Bharat Ram (DIN: 08325619), as an Independent Director of the Company to hold office for a term of five (5) consecutive years with effect from 19 July 2022 upto 18 July 2027 | | | | | |
| 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 | 41151230 | 41150231 | 99.9976 | 41150231 | 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 | | 41150231 | 99.9976 | 41150231 | 0 | 100.0000 | 0.0000 |
| Public Institutions | E-Voting | 66934937 | 33609559 | 50.2123 | 33609559 | 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 | | 33609559 | 50.2123 | 33609559 | 0 | 100.0000 | 0.0000 |
| Public Non Institutions | E-Voting | 93688707 | 20430967 | 21.8073 | 20242616 | 188351 | 99.0781 | 0.9219 |
| | Poll | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| | Postal Ballot | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| | Total | | 20430967 | 21.8073 | 20242616 | 188351 | 99.0781 | 0.9219 |
| Total | | 201774874 | 95190757 | 47.1767 | 95002406 | 188351 | 99.8021 | 0.1979 |
| Whether resolution is passed or not? (YES/NO): | | | | | | | | Yes |

| Resolution Required : (Special) | | | 2 - Appointment of Ms. Neelam Chhiber (DIN: 00838007), as an Independent Director of the Company to hold office for a term of five (5) consecutive years with effect from 19 July 2022 upto 18 July 2027 | | | | | |
|---|----------------|--------------------|--|---|--------------------------|------------------------|--------------------------------------|------------------------------------|
| 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 | 41151230 | 41150231 | 99.9976 | 41150231 | 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 | | 41150231 | 99.9976 | 41150231 | 0 | 100.0000 | 0.0000 |
| Public Institutions | E-Voting | 66934937 | 33609559 | 50.2123 | 33609559 | 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 | | 33609559 | 50.2123 | 33609559 | 0 | 100.0000 | 0.0000 |
| Public Non Institutions | E-Voting | 93688707 | 20429429 | 21.8056 | 20229569 | 199860 | 99.0217 | 0.9783 |
| | Poll | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| | Postal Ballot | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| | Total | | 20429429 | 21.8056 | 20229569 | 199860 | 99.0217 | 0.9783 |
| Total | | 201774874 | 95189219 | 47.1760 | 94989359 | 199860 | 99.7900 | 0.2100 |
| Whether resolution is passed or not? (YES/NO): | | | | | | | | Yes |

| Resolution Required : (Special) | | | 3 - To sale, lease, transfer or otherwise alienate / dispose of fixed assets | | | | | |
|---|----------------|--------------------|--|---|--------------------------|------------------------|--------------------------------------|------------------------------------|
| 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 | 41151230 | 41150231 | 99.9976 | 41150231 | 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 | | 41150231 | 99.9976 | 41150231 | 0 | 100.0000 | 0.0000 |
| Public Institutions | E-Voting | 66934937 | 19436959 | 29.0386 | 12566718 | 6870241 | 64.6537 | 35.3463 |
| | Poll | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| | Postal Ballot | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| | Total | | 19436959 | 29.0386 | 12566718 | 6870241 | 64.6537 | 35.3463 |
| Public Non Institutions | E-Voting | 93688707 | 20431131 | 21.8075 | 9047719 | 11383412 | 44.2840 | 55.7160 |
| | Poll | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| | Postal Ballot | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| | Total | | 20431131 | 21.8075 | 9047719 | 11383412 | 44.2840 | 55.7160 |
| Total | | 201774874 | 81018321 | 40.1528 | 62764668 | 18253653 | 77.4697 | 22.5303 |
| Whether resolution is passed or not? (YES/NO): | | | | | | | | Yes |



SANJAY DHOLAKIA & ASSOCIATES

BCOM LLB FCS

COMPANY SECRETARIES

GP 15, 2nd Floor, Raghuleela Mall, Behind Painsur Bus Depot, Kandivali (West), Mumbai - 400 067.
☎ : 2807 3233 / 49713233 / 98700 31365 • E-mail : sanjayrd65@gmail.com / sanjay@srdholakia.com

SCRUTINIZER'S REPORT

To,
The Board of Directors
FUTURE LIFESTYLE FASHIONS LIMITED
Knowledge House, Shyam Nagar,
Off. Jogeshwari- Vikhroli Link Road,
Jogeshwari (E)
Mumbai – 400060

Dear Sir,

I, Sanjay R. Dholakia, Proprietor of Sanjay Dholakia & Associates, Company Secretaries, Mumbai, have been appointed as the Scrutinizer to conduct the Postal Ballot process through electronic voting process ('remote e-voting') for seeking approval of the Members of the Company by way of Special Resolution for the purpose of:

- 1. Appointment of Mr. Bharat Ram as an Independent Director of the Company.**
- 2. Appointment of Ms. Neelam Chhiber as an Independent Director of the Company.**
- 3. To sale, lease, transfer or otherwise alienate / dispose of fixed assets**

pursuant to the Postal Ballot Notice dated 02 September, 2022, issued under Section 110 and other applicable provisions, if any, of the Companies Act, 2013 (the 'Act') (including any statutory modification or re-enactment thereof for the time being in force) read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 (the 'Rules'), as amended from time to time and pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with the General Circular Nos. 14/2020 dated 08 April 2020, 17/2020 dated 13 April 2020, 22/2020 dated 15 June 2020, 33/2020 dated 28 2020, 39/2020 dated 31 December 2020, 10/2021 dated 23 June 2021, 20/2021 dated 08 December 2021 and 2/2022 dated 5 May 2022, issued by the Ministry of Corporate Affairs ("MCA Circulars"), and pursuant to other applicable laws and regulations.

The Postal Ballot Notice dated 02 September, 2022 along with statement setting out material facts under Section 102 of the Act in respect of the above mentioned resolution, as confirmed by the Company, was sent, via e-mail only to the Members whose names appeared in the Register of Members/List of Beneficial Owners as received from Depositories and whose e-mail addresses were registered with the Company/Depositories.

The Company had availed the e-voting facility offered by National Securities Depository Limited for conducting remote e-voting by the shareholders of the Company.

The shareholders of the Company holding shares as on the 'cut-off' date of Friday, 02 September, 2022 were entitled to vote on the resolutions as contained in the Notice.

The voting period for remote e-voting commenced on at 9.00 a.m. (IST) on Wednesday, 14 September 2022 and ends at 5.00 p.m. (IST) on Thursday, 13 October 2022. The e-voting module was disabled by NSDL thereafter.



SANJAY DHOLAKIA & ASSOCIATES

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☎ : 2807 3233 / 49713233 / 98700 31365 • E-mail : sanjayrd65@gmail.com / sanjay@srdholakia.com

The votes cast under remote e-voting facility were thereafter unblocked.

I have scrutinized and reviewed the votes cast through remote e-voting based on the data downloaded from the e-voting system of NSDL and have maintained a register in which necessary entries have been made in accordance with the Companies (Management and Administration) Rules, 2014, as amended.

The Management of the Company is responsible to ensure compliance with the requirements of the Companies Act, 2013, rules and the MCA Circulars relating to remote e-voting on the Resolution contained in the notice of Postal Ballot.

My responsibility as scrutiner for the voting on postal ballot through remote e-voting is restricted to making a Scrutinizer's Report of the votes cast in favour or against the said resolution.

I now submit my Scrutinizer Report on the results of the voting by postal ballot only through the remote e-voting process in respect of the said Special Resolution as "Annexure A" attached herewith.

For SANJAY DHOLAKIA & ASSOCIATES

SANJAY
RASIKLAL
DHOLAKIA

Digitally signed by
SANJAY RASIKLAL
DHOLAKIA
Date: 2022.10.14
18:13:00 +05'30'

Sanjay R Dholakia
Practicing Company Secretary
Proprietor

Membership No.: 2655
CP No.: 1798

Place: Mumbai
Date: 14th October, 2022

UDIN: F002655D001237427



SANJAY DHOLAKIA & ASSOCIATES

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Annexure to Scrutinizer's Report of Future Lifestyle Fashions Limited:

Resolution 1: Special Resolution

1. Appointment of Mr. Bharat Ram as an Independent Director of the Company.

a) Voted in favour of Resolution: -

| Particulars | Remote Voting | E- | Total |
|---------------------------------|---------------|----|----------|
| Number of shareholders | 534 | | 534 |
| Number of votes cast | 95002406 | | 95002406 |
| Invalid votes | -- | | -- |
| % of total number of votes cast | 99.80% | | 99.80% |

b) Voted against the Resolution: -

| Particulars | Remote Voting | E- | Total |
|---------------------------------|---------------|----|--------|
| Number of shareholders | 73 | | 73 |
| Number of votes cast | 188351 | | 188351 |
| Invalid votes | -- | | -- |
| % of total number of votes cast | 0.20% | | 0.20% |

c) Invalid Votes: -

| Particulars | Remote Voting | E- | Total |
|---------------------------------|---------------|----|-------|
| Number of shareholders | -- | | -- |
| Number of votes cast | -- | | -- |
| Invalid votes | -- | | -- |
| % of total number of votes cast | -- | | -- |



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Resolution No. 2: Special Resolution

Appointment of Ms. Neelam Chhiber as an Independent Director of the Company

a) Voted in favour of Resolution: -

| Particulars | Remote Voting | E- | Total |
|---------------------------------|----------------------|-----------|--------------|
| Number of shareholders | 524 | | 524 |
| Number of votes cast | 94989359 | | 94989359 |
| Invalid votes | -- | | -- |
| % of total number of votes cast | 99.79% | | 99.79% |

b) Voted against the Resolution: -

| Particulars | Remote Voting | E- | Total |
|---------------------------------|----------------------|-----------|--------------|
| Number of shareholders | 81 | | 81 |
| Number of votes cast | 199860 | | 199860 |
| Invalid votes | -- | | -- |
| % of total number of votes cast | 0.21% | | 0.21% |

c) Invalid Votes: -

| Particulars | Remote Voting | E- | Total |
|---------------------------------|----------------------|-----------|--------------|
| Number of shareholders | -- | | -- |
| Number of votes cast | -- | | -- |
| Invalid votes | -- | | -- |
| % of total number of votes cast | -- | | -- |



SANJAY DHOLAKIA & ASSOCIATES

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Resolution No. 3: Special Resolution

To sale, lease, transfer or otherwise alienate / dispose of fixed assets

a) Voted in favour of Resolution: -

| Particulars | Remote Voting | E- | Total |
|---------------------------------|---------------|----|----------|
| Number of shareholders | 493 | | 493 |
| Number of votes cast | 62764668 | | 62764668 |
| Invalid votes | -- | | -- |
| % of total number of votes cast | 77.47% | | 77.47% |

b) Voted against the Resolution: -

| Particulars | Remote Voting | E- | Total |
|---------------------------------|---------------|----|----------|
| Number of shareholders | 112 | | 112 |
| Number of votes cast | 18253653 | | 18253653 |
| Invalid votes | -- | | -- |
| % of total number of votes cast | 22.53% | | 22.53% |

c) Invalid Votes: -

| Particulars | Remote Voting | E- | Total |
|---------------------------------|---------------|----|-------|
| Number of shareholders | -- | | -- |
| Number of votes cast | -- | | -- |
| Invalid votes | -- | | -- |
| % of total number of votes cast | -- | | -- |

Thanking you.

For SANJAY DHOLAKIA & ASSOCIATES

SANJAY RASIKLAL DHOLAKIA
DHOLAKIA
Digitally signed by SANJAY RASIKLAL DHOLAKIA
Date: 2022.10.14 18:13:24 +05'30'

Sanjay R Dholakia
Practicing Company Secretary
Proprietor

Membership No.: 2655
CP No.:1798

Place: Mumbai
Date: 14th October, 2022
UDIN: F002655D001237427