

Ref: FLFL/SE/LA/31(d)

08 August 2014

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

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

Fax Nos.: 22723121

Fax Nos. 26598237

Re: Scrip Code : 536507

Re: Scrip Code : FLFL

Re: Scrip Code of Debt: 950223 / 946822 / 947433

Dear Sir/Madam,

Sub: Proceedings of Second Annual General Meeting: Clause 31(d) of the Listing Agreement.

The Second Annual General Meeting of the Company was held today 8 August 2014 at Rangswar, Fourth Floor, Y. B. Chavan Centre, Gen. Jagannath Bhonsle Marg, Mumbai 400 021 at 10:30 AM and the following resolutions were passed with the requisite majority of the members of the Company as per the E-voting results.

Ordinary Business:

Item No.1: Ordinary Resolution for approval and adoption of Financial Statements for the year ended 31 March 2014 together with the Reports of the Board of Directors and Auditors thereon:

“RESOLVED THAT the Financial Statements for the year ended 31 March 2014 including audited Balance Sheet as at 31 March 2014 and the Statement of Profit and Loss for the year ended as on that date together with the Reports of the Board of Directors and Auditors thereon be and are hereby approved and adopted.”

Item No.2: Ordinary Resolution for approval of Dividend for the year ended 31 March 2014:

“RESOLVED THAT the Members be and are hereby approve and declare Rs.0.40 (20%) per Equity Share for the year ended 31 March 2014 as recommended by the Board of Directors, on the entire issued, subscribed and paid-up share capital of the Company of 170265958 of Rs.2/- each.”

Item No.3: Ordinary Resolution for re-appointment of Mr. Kishore Biyani, who retires by rotation:

“RESOLVED THAT Mr.Kishore Biyani (holding DIN 00005740), who retires by rotation in accordance with the provisions of the Companies Act, 2013, and being eligible has offered himself for re-appointment, be and is hereby appointed as a Director of the Company liable to retire by rotation.”

Item No.4: Ordinary Resolution for appointment of M/s. NGS & Co. LLP, Chartered Accountants as Auditors and fixed their remuneration:

“RESOLVED THAT M/s.NGS & Co.LLP, Chartered Accountants (Reg No.119850W), the retiring Auditors of the Company, be and are hereby re-appointed as Statutory Auditors of the Company to hold office for a term of three years from the conclusion of the Second Annual General meeting of the Company and that the Board of Directors be and is hereby authorised to fix their remuneration for the Financial Year 2014-15.”

Special Business:

Item No.5: Ordinary Resolution for appointment of Mr. Shailesh Haribhakti as Independent Director:

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, Mr. Shailesh Haribhakti (holding DIN 00007347) who was appointed as an Additional Director of the Company by the Board of Directors with effect from 10 June 2013, in terms of Section 260 of the Companies Act, 1956 (corresponding to Section 161 of the Companies Act, 2013) and Article 16.3 of the Articles of Association of the Company and who holds office till the date of the ensuing Annual General meeting and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013, proposing his candidature for the office of Director of the Company, be and is hereby appointed as an Independent Director of the Company to hold office for a term of five years. ”

Item No.6: Ordinary Resolution for appointment of Dr. Darlie Koshy as Independent Director:

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, Dr. Darlie Koshy (holding DIN 00023527) who was appointed as an Additional Director of the Company by the Board of Directors with effect from 10 June 2013, in

terms of Section 260 of the Companies Act, 1956 (corresponding to Section 161 of the Companies Act, 2013) and Article 16.3 of the Articles of Association of the Company and who holds office till the date of the ensuing Annual General meeting and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013, proposing his candidature for the office of Director of the Company, be and is hereby appointed as an Independent Director of the Company to hold office for a term of five years.”

Item No.7: Ordinary Resolution for appointment of Mr. Rakesh Biyani as a Director:

“**RESOLVED THAT** Mr. Rakesh Biyani (holding DIN 00005806) who was appointed as an Additional Director of the Company by the Board of Directors with effect from 10 June 2013, in terms of Section 260 of the Companies Act, 1956 (corresponding to Section 161 of the Companies Act, 2013) and Article 16.3 of the Articles of Association of the Company and whose term of office expires at the ensuing Annual General meeting and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013 proposing his candidature for the office of Director of the Company, be and is hereby appointed as a Director of the Company liable to retire by rotation.”

Item No.8: Special Resolution for payment of remuneration to the Directors other than the Managing Director and the Wholetime Director(s) of the Company:

“**RESOLVED THAT** pursuant to the provisions of Sections 197 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) a sum not exceeding one percent of the Net Profit of the Company calculated in accordance with the provisions of Section 198 of the Companies Act, 2013, for each financial year be paid to and distributed amongst the Directors other than the Managing Director and the Wholetime Director(s) of the Company, as may be decided and directed by the Board of Directors.

RESOLVED FURTHER THAT the above remuneration shall be in addition to fee payable to the Director(s) for attending the meetings of the Board or any Committee thereof as may be decided by the Board of Directors and reimbursement of expenses for participation in such Board and Committee meetings.”

The meeting ended with a vote of thanks to the Chair.

We request you to take the above on record and oblige.

For Future Lifestyle Fashions Limited



Kuldeep Sharma
Head-Legal & Company Secretary