

**ANNEXURE**

In terms of Clause 35A of the Listing Agreement, the details of the business transacted by the Company through electronic voting is given below

<b>S. No.</b>	<b>Particulars</b>			
1.	Date of the Second Annual General Meeting	Friday, 8 August 2014		
2.	Venue of the Second Annual General Meeting	Rangswar, Fourth Floor, Y. B. Chavan Centre, Gen. Jagannath Bhonsle Marg, Mumbai - 400 021		
3.	Total number of shareholders on record date	4 July 2014 is cut-off date for reckoning the voting rights of the shareholders.  Total Number of Shareholders : 60169		
4.	Number of Shareholders present in the Meeting either in Person or through Proxy	90		
	<b>No. of Shareholders</b>	<b>Present in Person</b>	<b>Present through Proxy / Corporate Representation</b>	<b>Total</b>
	Promoter and Promoter Group	2	19	21
	Public	69	0	69
	<b>Total</b>	<b>71</b>	<b>19</b>	<b>90</b>
5.	Number of Shareholders attended the meeting through Video Conferencing	No Video Conferencing facility was provided		

**Details of Agenda:**

**RESOLUTION: 1**

To receive, consider and adopt the financial statements of the Company for the year ended 31 March 2014 including the audited Balance Sheet as at 31 March 2014 and the Statement of Profit & Loss Account for the year ended on that date together with the Reports of the Board of Directors and Auditors thereon.

Resolution required: Ordinary

Mode of voting: E-voting

Promoter/ Public	No. of shares held (1)	No. of votes through E- voting (2)	% of votes through E-voting on outstand ing shares (3)=[(2)/( 1)]*100	No. of votes in - favour (4)	No. of votes – against (5)	% of votes in favour on votes through E-voting (6)=[(4)/( 2)]*100	% of votes against on votes through E-voting (7)=[(5)/( 2)]*100
Promoter and Promoter Group	85256396	85256396	100.00	85256396	NIL	100.00	NIL
Public- Institutional holders	13239238	13239238	100.00	13239238	NIL	100.00	NIL
Public- Others	29081	29081	100.00	28762	319	98.90	1.10
<b>Total (A)</b>	<b>98524715</b>	<b>98524715</b>	<b>100.00</b>	<b>98524396</b>	<b>319</b>	<b>100.00</b>	<b>0.00</b>

**RESOLUTION: 2**

Declaration of Dividend of Rs.0.40 (20%) on Equity Shares.

Resolution required: Ordinary

Mode of voting: E-voting

Promoter/ Public	No. of shares held (1)	No. of votes through E- voting (2)	% of votes through E- voting on outstan ding shares (3)=[(2) /(1)]*10 0	No. of votes in - favour (4)	No. of votes - against (5)	% of votes in favour on votes through E-voting (6)=[(4)/( 2)]*100	% of votes against on votes through E-voting (7)=[(5)/( 2)]*100
Promoter and Promoter Group	85256396	85256396	100.00	85256396	NIL	100.00	NIL
Public- Institutional holders	13239238	13239238	100.00	13239238	NIL	100.00	NIL
Public-Others	29081	29081	100.00	28946	135	99.54	0.46
<b>Total (A)</b>	<b>98524715</b>	<b>98524715</b>	<b>100.00</b>	<b>98524580</b>	<b>135</b>	<b>100.00</b>	<b>0.00</b>

**RESOLUTION: 3**

Re-appointment of Mr. Kishore Biyani (holding DIN 00005740) as a Director liable to retire by rotation.

Resolution required: Ordinary

Mode of voting: E-voting

Promoter/ Public	No. of shares held (1)	No. of votes through E- voting (2)	% of votes through E- voting on outsta nding shares (3)=[(2 )/(1)]*1 00	No. of votes in - favour (4)	No. of votes - against (5)	% of votes in favour on votes through E-voting (6)=[(4)/( 2)]*100	% of votes against on votes through E-voting (7)=[(5)/( 2)]*100
Promoter and Promoter Group	85256396	85256396	100.00	85256396	NIL	100.00	NIL
Public- Institutional holders	13239238	13239238	100.00	13239238	NIL	100.00	NIL
Public-Others	29026	29026	100.00	28106	920	96.83	3.17
<b>Total</b>	<b>98524660</b>	<b>98524660</b>	<b>100.00</b>	<b>98523740</b>	<b>920</b>	<b>100.00</b>	<b>0.00</b>

**RESOLUTION: 4**

Reappointment of M/s. NGS & Co. LLP, Chartered Accountants (ICAI Registration No.119850W) as Statutory Auditors of the Company for period of three years and to fix their remuneration.

Resolution required: Ordinary

Mode of voting: E-voting

Promoter/ Public	No. of shares held (1)	No. of votes through E- voting (2)	% of votes through E-voting on outstand ing shares (3)=[(2)/(1)]*100	No. of votes in - favour (4)	No. of votes - against (5)	% of votes in favour on votes through E-voting (6)=[(4)/(2)]*100	% of votes against on votes through E-voting (7)=[(5)/(2)]*100
Promoter and Promoter Group	85256396	85256396	100.00	85256396	NIL	100.00	NIL
Public- Institutional holders	13239238	13239238	100.00	9905906	3333332	74.82	25.18
Public- Others	28800	28800	100.00	28377	423	98.53	1.47
<b>Total (A)</b>	<b>98524434</b>	<b>98524434</b>	<b>100.00</b>	<b>95190679</b>	<b>3333755</b>	<b>96.62</b>	<b>3.38</b>

**RESOLUTION: 5**

Appointment of Mr. Shailesh Haribhakti (holding DIN 00007347) as an Independent Director of the Company to hold office for a term of five years.

Resolution required: Ordinary

Mode of voting: E-voting

Promoter/ Public	No. of shares held (1)	No. of votes through E- voting (2)	% of votes through E-voting on outstand ing shares (3)=[(2)/( 1)]*100	No. of votes in - favour (4)	No. of votes - against (5)	% of votes in favour on votes through E-voting (6)=[(4)/( 2)]*100	% of votes against on votes through E-voting (7)=[(5)/( 2)]*100
Promoter and Promoter Group	85256396	85256396	100.00	85256396	NIL	100.00	NIL
Public- Institutional holders	5126490	5126490	100.00	5126490	NIL	100.00	NIL
Public- Others	29061	29061	100.00	28736	325	98.88	1.12
<b>Total (A)</b>	<b>90411947</b>	<b>90411947</b>	<b>100.00</b>	<b>90411622</b>	<b>325</b>	<b>100.00</b>	<b>0.00</b>

**RESOLUTION: 6**

Appointment of Dr. Darlie Koshy (holding DIN 00023527) as an Independent Director of the Company to hold office for a term of five years.

Resolution required: Ordinary

Mode of voting: E-voting

Promoter/ Public	No. of shares held (1)	No. of votes through E- voting (2)	% of votes through E-voting on outstand ing shares (3)=[(2)/( 1)]*100	No. of votes in - favour (4)	No. of votes - against (5)	% of votes in favour on votes through E-voting (6)=[(4)/( 2)]*100	% of votes against on votes through E-voting (7)=[(5)/( 2)]*100
Promoter and Promoter Group	85256396	85256396	100.00	85256396	NIL	100.00	NIL
Public- Institutional holders	13239238	13239238	100.00	13239238	NIL	100.00	NIL
Public- Others	29081	29081	100.00	28138	943	96.76	3.24
<b>Total (A)</b>	<b>98524715</b>	<b>98524715</b>	<b>100.00</b>	<b>98523772</b>	<b>943</b>	<b>100.00</b>	<b>0.00</b>

**RESOLUTION: 7**

Appointment of Mr. Rakesh Biyani (holding DIN 00005806) as a Director of the Company liable to retire by rotation.

Resolution required: Ordinary

Mode of voting: E-voting

Promoter/ Public	No. of shares held (1)	No. of votes through E- voting (2)	% of votes through E-voting on outstand ing shares (3)=[(2)/( 1)]*100	No. of votes in - favour (4)	No. of votes - against (5)	% of votes in favour on votes through E-voting (6)=[(4)/( 2)]*100	% of votes against on votes through E-voting (7)=[(5)/( 2)]*100
Promoter and Promoter Group	85256396	85256396	100.00	85256396	NIL	100.00	NIL
Public- Institutional holders	13239238	13239238	100.00	13239238	NIL	100.00	NIL
Public- Others	29067	29067	100.00	28073	994	96.58	3.42
<b>Total (A)</b>	<b>98524701</b>	<b>98524701</b>	<b>100.00</b>	<b>98523707</b>	<b>994</b>	<b>100.00</b>	<b>0.00</b>



**RESOLUTION: 8**

Approval for payment of remuneration to the Directors other than the Managing Director and the Wholetime Director(s) of the Company.

Resolution required: Special

Mode of voting: E-voting

Promoter/ Public	No. of shares held (1)	No. of votes through E- voting (2)	% of votes through E-voting on outstand ing shares (3)=[(2)/( 1)]*100	No. of votes in - favour (4)	No. of votes - against (5)	% of votes in favour on votes through E-voting (6)=[(4)/( 2)]*100	% of votes against on votes through E-voting (7)=[(5)/( 2)]*100
Promoter and Promoter Group	85256396	85256396	100.00	85256396	NIL	100.00	NIL
Public- Institutional holders	13239238	13239238	100.00	13239238	NIL	100.00	NIL
Public- Others	28788	28788	100.00	9690	19098	33.66	66.34
<b>Total (A)</b>	<b>98524422</b>	<b>98524422</b>	<b>100.00</b>	<b>98505324</b>	<b>19098</b>	<b>99.98</b>	<b>0.02</b>

For Future Lifestyle Fashions Ltd

  
Kuldeep Sharma  
Head-Legal & Company Secretary