



## FUTURE LIFESTYLE FASHIONS LIMITED

Regd. Off.: Knowledge House, Shyam Nagar, Off Jogeshwari-Vikhroli Link Road, Jogeshwari (East), Mumbai 400060. India  
Tel. No. +91 22 3084 2336; Fax No. : +91 22 3084 2502  
CIN : L52100MH2012PLC231654; Website : www.futurelifestyle.in; Email: investorrelations@futurelifestyle.in

### NOTICE OF POSTAL BALLOT

(Pursuant to Section 110 of the Companies Act, 2013)

To,  
The Members,

Notice is hereby given to the members pursuant to Section 110 and the applicable provisions of the Companies Act, 2013 read together with the Companies (Management and Administration) Rules, 2014 (including any statutory modification or re-enactment thereof) ("the Rules"), as amended from time to time, for seeking consent of the members by way of Special Resolutions through postal ballot/e-voting ("Postal Ballot").

Accordingly, the draft special resolutions together with the Statement pursuant to Section 102 of the Companies Act, 2013, are being sent to the members, along with Postal Ballot Form so as to enable the members for sending their assent or dissent in writing by Postal Ballot means.

The Board has appointed Mr. Sanjay Dholakia, Practicing Company Secretary as Scrutinizer for conducting the voting by way of Postal Ballot in a fair and transparent manner. Members are, therefore requested to carefully read the instructions printed for voting by "postal ballot" or through "e-voting", namely by-

- (i) returning the postal ballot form duly completed, as per the instructions contained in the postal ballot form, in the attached self addressed postage pre paid envelope, so as to reach the scrutinizer not later than 5:00 P.M. on 2 March 2015; or
- (ii) casting their votes electronically from 29 January 2015 (9:00 a.m.) to 2 March 2015 (5:00 p.m.) by following the procedures as explained in the Statement.

The Scrutinizer will submit his report on the results of voting by "postal ballot" and through "e-voting" to the Chairman of the Board of the Company, after completion of the scrutiny of postal ballot forms and "e-voting".

The results will be announced by Mr. Shailesh Haribhakti, Chairman and Independent Director of the Company or in his absence, any one of the Directors of the Company, at the registered office of the Company at Knowledge House, Shyam Nagar, Off Jogeshwari-Vikhroli Link Road, Jogeshwari (East), Mumbai 400060, on 3 March 2015.

### SPECIAL BUSINESS

#### ITEM. 1

To consider and, if thought fit, to pass the following resolution as a Special Resolution through Postal Ballot:

**"RESOLVED THAT** in supersession of the Ordinary Resolution passed by the members at the First Annual General Meeting of the Company held on 9 May 2013 under Section 293(1)(d) of the Companies Act, 1956 ("**the Old Act**"), the consent of the members of the Company be and is hereby accorded, pursuant to the provisions of Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 ("**the Act**") and Rules made thereunder (including any statutory modifications, clarifications, exemptions or re-enactment thereof, from time to time), to the Board of Directors of the Company (hereinafter referred to as "**the Board**" which term shall be deemed to include any Committee thereof which the Board may have constituted/ reconstituted or hereinafter constitute / reconstitute to exercise its powers including the powers conferred by this Resolution) to borrow any sum or sum of monies, either in rupees or in such other foreign currencies as may be permitted by law from time to time, from any bank and / or from any one or more other persons, firms, bodies corporate, HUFs, Trusts, financial institutional investors, qualified institutional buyers, mutual funds and other funds, financial Institutions including public financial institutions as defined under Section 2 of the Act, and / or eligible foreign lenders and / or any entity / entities and / or authority/ authorities, whether by way of any kind of credit facilities, advances or deposits, loans or bill discounting, any other

securities or instruments such as but not limited to bonds, secured premium notes, floating rate notes, fixed rate notes, syndicated loans, debentures, commercial papers, short term loans or any other instruments and whether secured or unsecured by way of mortgage, hypothecation or lien or pledge of the Company's assets and properties, both present and future, whether immovable or movable or stock in trade, (including raw materials, stores, spare parts and components in stock or in transit) and work in progress and all or any of the undertakings of the Company notwithstanding that the monies so borrowed by the Company (apart from the temporary loans obtained from the Company's bankers in the ordinary course of business) will or may exceed the aggregate of the paid-up share capital and free reserves of the Company, that is to say, reserves not set apart for any specific purpose, provided however, the total amount so borrowed (apart from the temporary loans obtained from the Company's bankers in the ordinary course of business) shall not exceed at any point of time (excluding any interest on such borrowings) ₹ 3,000/- Crore (Rupees Three Thousand Crore only), over and above the aggregate of the paid-up share capital and free reserves of the Company for the time being.

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board be and is hereby authorized to do all such acts, deeds, matters and things as it may in its sole discretion deem necessary, proper or desirable and to settle any questions, difficulties, doubt that may arise in respect of the borrowing(s) aforesaid and further to do all such acts, deeds and things and to execute all such documents, deeds, drafts, agreements, undertakings and writings as may be necessary, proper, desirable or expedient to give effect to this resolution.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to delegate all or any of the powers herein conferred to any other Officer(s)/Authorized Representative(s) of the Company to give effect to the aforesaid resolution.”

## **ITEM. 2**

To consider and, if thought fit, to pass the following resolution as a Special Resolution through Postal Ballot:

**"RESOLVED THAT** in supersession of the Ordinary Resolution passed by the members at the First Annual General Meeting of the Company held on 9 May 2013 under Section 293(1)(a) of the Companies Act, 1956 ("the **Old Act**"), the consent of the members of the Company be and is hereby accorded pursuant to the provisions of Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013 ("**the Act**") and Rules made thereunder (including any statutory modifications, clarifications, exemptions or re-enactment thereof, from time to time), to the Board of Directors of the Company (hereinafter referred to as "the Board" which term shall be deemed to include any Committee thereof which the Board may have constituted / reconstituted or hereinafter constitute/ reconstitute to exercise its powers including the powers conferred by this Resolution) to create such charge(s), mortgage(s), pledge(s) and hypothecation(s) (in addition to existing charges, mortgages, pledges and hypothecations created by the Company) on such movable and/or immovable, tangible and/or intangible properties of the Company, both present and future, in such form and manner and with such ranking as to priority and for such time and on such terms as the Board may deem fit, and/or to lease or otherwise dispose of the whole or substantially the whole of the undertaking of the Company or where the Company owns more than one undertaking, of the whole or substantially the whole of any such undertaking(s), together with the power to take over the management of the business and concern of the Company in certain events of default, in favour of the bank(s), lender(s), agent(s), trustee(s) for the purpose of securing the borrowing(s) of the Company availed/to be availed by way of any kind of credit facilities, advances or deposits, loans or bill discounting, any other securities or instruments such as but not limited to bonds, secured premium notes, floating rate notes, fixed rate notes, syndicated loans, debentures, commercial papers, short term loans or any other instruments either in rupees or in such other foreign currencies as may be permitted by law from time to time, issued/ to be issued by the Company, from time to time, subject to the limits approved under Section 180(1)(c) of the Act and temporary loans obtained from the Company's Bankers in the ordinary course of business, together with interest at the respective agreed rates, additional interest, compound interest in case of default, accumulated interest, liquidated damages, commitment charges, premium on pre-payment, remuneration of agent(s)/ trustee(s), premium (if any) on redemption, all other costs, charges and expenses, including any increase as a result of devaluation/ revaluation/ fluctuation in the rates of exchange and all other monies payable by the Company in terms of loan agreement(s), heads of agreement(s), debenture trust deed(s) or any other document entered into/ to be entered into between the Company and the lender(s)/ agent(s)/ trustee(s), in respect of the said loans/ borrowings/ debentures and containing such specific terms and conditions and covenants in respect of enforcement of security as may be stipulated in that behalf and agreed to between the Board and the lender(s)/ agent(s)/ trustee(s).

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board be and is hereby authorized to do all such acts, deeds, matters and things as it may in its sole discretion deem necessary, proper or desirable and to settle any questions, difficulties, doubt that may arise in respect of the borrowing(s) aforesaid and further to do all such acts, deeds and things and to execute all such documents, deeds, drafts, agreements, undertakings and writings as may be necessary, proper, desirable or expedient to give effect to this resolution.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to delegate all or any of the powers herein conferred to any other Officer(s)/Authorized Representative(s) of the Company to give effect to the aforesaid resolution.”

### ITEM. 3

To consider and, if thought fit, to pass the following resolution as a Special Resolution through Postal Ballot:

**“RESOLVED THAT** in supersession of the Special Resolutions passed by the members of the Company at the First Annual General meeting held on 9 May 2013 and Extraordinary General meeting held on 31 May 2013 under Section 372A of the Companies Act, 1956 (“**the Old Act**”), the consent of the members pursuant to the provisions of Section 186(3) and other applicable provisions, if any, of the Companies Act, 2013 (“**the Act**”) and Rules made there under (including any statutory modifications, clarifications, exemptions or re-enactment thereof, from time to time) and subject to the approval of such other persons / authorities as may be required, be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as “the Board” which term shall deemed to include any Committee thereof which the Board may have constituted / reconstituted or hereinafter constitute/ reconstitute to exercise its powers including the powers conferred by this Resolution), to give any loan to any person or other body corporate and / or to give any guarantee or provide security in connection with a loan to any other body corporate or person and/ or to acquire by way of subscription, purchase or otherwise, the securities of any other body corporate which is either existing or future subsidiary/ group/ associate/ investee / vendor company/ joint venture company/ alliance partner for a total amount not exceeding ₹1,000 Crore (Rupees One Thousand Crore) or equivalent amount in any other foreign currency.

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board be and is hereby authorized to do all such acts, deeds, matters and things as it may in its sole discretion deem necessary inter-alia execution of deeds/ documents and prescribing the limits for investments, loan, guarantee and security to be made or provided to or in any or all body corporate/ subsidiary/ group/ associate/ investee /vendor/ joint venture company / alliance partner, with or without intention of making any such body corporate as its subsidiary or otherwise.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to delegate all or any of the powers herein conferred to any other Officer(s)/Authorized Representative(s) of the Company to give effect to the aforesaid resolution.”

### ITEM. 4

To consider and, if thought fit, to pass the following resolution as a Special Resolution through Postal Ballot:

**RESOLVED THAT** pursuant to the provisions of Section 42, 71 and all other applicable provisions, if any, of the Companies Act, 2013 (“**the Act**”), and Rules made there under (including any statutory modifications, clarifications, exemptions or re-enactment thereof, from time to time), and pursuant to the provisions of SEBI (Issue and Listing of Debt Securities) Regulations, 2008, SEBI (Issue and Listing of Debt Securities) (Amendment) notification, 2012 and 2014 and other applicable SEBI regulations and guidelines, the provisions of Memorandum and Articles of Association of the Company and subject to such applicable laws, rules and regulations and guidelines, approval of the members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as “the Board” which term shall deemed to include any Committee thereof which the Board may have constituted / reconstituted or hereinafter constitute / reconstitute to exercise its powers including the powers conferred by this Resolution) to offer, issue and allot, in one or more tranches Secured/ Unsecured/ Redeemable Non-convertible Debentures (NCDs) including but not limited to subordinate debentures, bonds, and/or other debt securities etc. on private placement basis, during the period of one year from the date of passing of the Special Resolution by the members, for an amount not exceeding fi 500 Crore (Rupees Five Hundred Crore only) on such terms and conditions and at such times at par or at such premium, as may be decided by the Board to such person(s),

, including one or more companies, bodies corporate, statutory corporations, commercial banks, lending agencies, financial institutions, insurance companies, mutual funds, pension/provident funds and individuals, as the case may be or such other person(s) as the Board/Committee of Directors may decide so, however, that the aggregate amount of funds to be raised by issue of NCDs, subordinate debentures, bonds, and/or other debt securities etc shall not exceed the overall borrowing limits of the Company, as may be approved by the Members from time to time.

**RESOLVED FURTHER THAT** in connection with the above, the Board be and is hereby authorized to do all such acts, deeds, matters and things as may be deemed necessary, desirable, proper or expedient for the purpose of giving effect to this Resolution and for matters connected therewith or incidental thereto.”

By order of the Board of Directors  
**For Future Lifestyle Fashions Limited**

**C P Toshniwal**  
**Executive Director & CFO**

**Mumbai**  
**23 January 2015**

**Registered office:**

Knowledge House, Shyam Nagar,  
Off Jogeshwari-Vikhroli Link Road,  
Jogeshwari (East), Mumbai - 400 060.

**NOTES:**

1. The Statement pursuant to Section 102 of the Companies Act, 2013 read with Section 110 of the Companies Act, 2013 and other applicable provisions, if any, of the Companies Act, 2013 along with the Rules as may be prescribed therein, setting out the material facts thereto is annexed hereto.
2. The Notice is being sent by prescribed mode to all the members of the Company whose name appears on the Register of Members/list of Beneficial Owners as received from National Securities Depository Limited ("NSDL")/Central Depository Services(India) Limited ("CDSL") as on 16 January 2015 (Cut-off date). Each Member's voting rights shall be in proportion to his/her/its share of the paid up equity share capital of the Company as on Cut-off date, which will only be considered for voting.
3. Kindly note that the members can opt for only one mode of voting ie. either by way of physical Postal Ballot or e-voting. If you are opting for e-voting, then do not vote in physical Postal Ballot also and vice versa. However, in case members cast their vote by both physical Postal Ballot and e-voting, then e-voting shall prevail and voting done through physical Postal Ballot shall be treated as invalid.
4. Members are requested to read the instructions printed on the reverse of the Postal Ballot Form and return the Form duly completed in the attached self addressed and postage prepaid envelope so as to reach the Scrutinizer on or before 2 March 2015, at the following address:

Mr. Sanjay Dholakia, Scrutinizer  
C/o Future Lifestyle Fashions Limited  
Knowledge House, Shyam Nagar,  
Off. Jogeshwari - Vikhroli Link Road,  
Jogeshwari (East), Mumbai – 400 060.

5. As per Companies (Management and Administration) Rules, 2014, Notice of Postal Ballot may be served on the members through electronic transmission. Members who have registered their e-mail IDs with depositories or with the Company are being sent Notice of Postal Ballot by e-mail and members who have not registered their e-mail IDs will receive Notice of Postal Ballot along with Postal Ballot Form through post/courier. Members who have received Postal Ballot Notice by e-mail and who wish to vote through physical Postal Ballot Form may download the Postal Ballot Form from the 'Investors' section on the Company's website [www.futurelifestyle.in](http://www.futurelifestyle.in).

6. 1. **VOTING THROUGH ELECTRONIC MEANS**

- I. In compliance with the provisions of Section 110 of the Companies Act, 2013 read with rules made thereunder and Clause 35B of the Listing Agreement, the Company is pleased to provide members facility to exercise their right to vote on the postal ballot resolutions by 'e-Voting' and the special business may be transacted through e-Voting Services provided by National Securities Depository Limited (NSDL):

The instructions for e-voting are as under:

- A. In case a Member receives an email from NSDL [for members whose email IDs are registered with the Company/Depository Participants(s)]:
- (i) Open email and open PDF file viz; "Future Lifestyle Fashions Ltd e-Voting.pdf" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password/ PIN for e-voting. Please note that the password is an initial password.
  - (ii) Launch internet browser by typing the following URL: <https://www.evoting.nsdl.com>
  - (iii) Click on Shareholder - Login
  - (iv) Put user ID and password as initial password/PIN noted in step (i) above. Click Login.
  - (v) Password change menu appears. Change the password/PIN with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
  - (vi) Home page of e-voting opens. Click on e-Voting: Active Voting Cycles.
  - (vii) Select "EVEN" of Future Lifestyle Fashions Limited
  - (viii) Now you are ready for e-voting as Cast Vote page opens.
  - (ix) Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
  - (x) Upon confirmation, the message "Vote cast successfully" will be displayed
  - (xi) Once you have voted on the resolution, you will not be allowed to modify your vote
  - (xii) Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant board resolution/ authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to [sanjayrd65@yahoo.com](mailto:sanjayrd65@yahoo.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)
- B. In case a Member receives physical copy of the Notice of Postal Ballot [for members whose email IDs are not registered with the Company/ Depository Participants(s) or requesting physical copy] :
- (i) Initial password is provided at the bottom of the Postal Ballot Form
  - (ii) Please follow all steps from Sl. No. (ii) to Sl. No. (xii) above, to cast vote.
- II. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the Downloads section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com)

- III. If you are already registered with NSDL for e-voting then you can use your existing user ID and password/PIN for casting your vote.
  - IV. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
  - V. The e-voting period commences on 29 January 2015 (9:00 am) and ends on 2 March 2015 (5:00 pm). During this period members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 16 January 2015, may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
2. Members are requested to send all communications relating to shares to Company's Registrar & Share Transfer Agent (R & T Agent) at the following address:
- LINKINTIME INDIA PRIVATE LIMITED  
C-13, Pannalal Silk Mills Compound,  
LBS Marg, Bhandup (West), Mumbai 400078  
Phone No. (022) 25963838 Fax No. 022 – 25946969  
email : [mt.helpdesk@linkintime.co.in](mailto:mt.helpdesk@linkintime.co.in)
3. All documents referred to in the accompanying Notice and the Statement shall be open for inspection at the Registered Office of the Company during normal business hours (9.00 am to 5.00 pm) on all working days between Monday and Friday of every week, from the date of dispatch of the Notice till 2 March 2015.

## **STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013**

### **Statement pursuant to Section 102(1) of the Companies Act, 2013, setting out the material facts concerning each item of special business mentioned in the accompanying Postal Ballot Notice dated 23 January 2015**

#### **ITEM. 1**

The members of the Company had given their consent to the Board, by way of ordinary resolution passed at the First Annual General Meeting held on 9 May 2013, to borrow monies upto ₹ 3000 Crore in terms of Section 293(1)(d) of the Companies Act, 1956 (hereinafter referred to as “**the Old Act**”), notwithstanding that the monies to be borrowed together with the monies already borrowed by the Company may exceed the aggregate of its paid up share capital and free reserves apart from temporary loans obtained from the Company's bankers in the ordinary course of business.

With notification of the Companies Act, 2013 (hereinafter referred to as “**the Act**”), the said provisions have been captured under Section 180(1)(c) of the Act. Further, as per circular / clarification issued by Ministry of Corporate Affairs (“**MCA**”), the Companies are required to obtain the authorisation of the members under the new provisions to enable them to borrow in excess of the aggregate of its paid up share capital and free reserves. Under the provisions of the Act, the borrowing powers can be exercised by the Board only with the consent of the members obtained by Special Resolution. It is proposed to seek consent of the members to borrow upto ₹ 3000 Crore, the existing borrowing limits approved by the members under the Old Act.

The proposed resolution in Item. 1 of the Notice placed for your approval by way of a Special Resolution to comply with the provisions of Section 180 of the Act, to enable the Company to avail the borrowing powers as and when required.

None of the Directors, Key Managerial Persons (KMPs) of the Company or any relatives of such Directors or KMPs, shall be deemed to be concerned or interested in the proposed Resolution in Item. 1.

## ITEM. 2

The members of the Company by way of ordinary resolution passed at the First Annual General Meeting held on 9 May 2013 had given their consent to the Board in terms of Section 293 (1) (a) of the Companies Act, 1956 (hereinafter referred to as "**the Old Act**"), to mortgage and/or create charge on all or any one of the moveable/immovable properties or such assets of the Company, subject to the limits approved under Section 293(1)(d) of the Old Act.

Under the provisions of Section 180 (1) (a) of the Companies Act, 2013 (hereinafter referred to as "**the Act**"), the above powers can be exercised by the Board only with the consent of the members obtained by Special Resolution. As such, it is necessary to obtain consent of the members by means of Special Resolution to create mortgage and/or charge on the movable/immovable properties of the Company.

Accordingly, proposed Resolution in Item. 2 of the Notice is placed for your approval by way of a Special Resolution to comply with the provisions of Section 180 of the Act to enable the Company to avail the aforesaid powers as and when required, at the same limit as approved earlier under the Old Act.

None of the Directors, Key Managerial Persons (KMPs) of the Company or any relatives of such Directors or KMPs, shall be deemed to be concerned or interested in the proposed Resolution in Item. 2.

## ITEM. 3

The members of the Company, pursuant to Section 372A of the Companies Act, 1956 (hereinafter referred to as "**the Old Act**") had given authority to the Board of Directors of the Company by way of Special Resolution passed at their First Annual General Meeting held on 9 May 2013 for providing or giving any guarantee or security, in one or more tranches, to any bodies corporate within Future Group within aggregate limit of an amount not exceeding ₹ 4,000 Crore at any point of time.

Further, the members of the Company, pursuant to Section 372A of the Old Act had also given authority to the Board of Directors of the Company by way of Special Resolution passed at their Extraordinary General Meeting held on 31 May 2013, for investing in securities of the investee companies or companies in which strategic investment is made by the Company, in one or more tranches, subject to aggregate limit of an additional amount not exceeding ₹ 100 Crore at any point of time, in addition to the investments value which has been transferred in the Company pursuant to the Composite Scheme of Arrangement and Amalgamation given effect on 29 May 2013.

It is proposed to revise the existing limit for investment, lending, giving guarantee and providing security at ₹ 1,000 Crore under Section 186 of the Companies Act, 2013 (hereinafter referred to as "**the Act**"), in place of earlier limit of ₹ 4000 Crore. The Company is proposing to use this limit for making investment in the new businesses or brands, for lending to and providing thereof guarantees and securities for loans/credit facilities availed by any or all body corporate/ subsidiary/ group/ associate/ investee /vendor/ joint venture company / alliance partner.

As per the provisions of Section 186 of the Act, no company shall directly or indirectly (a) give any loan to any person or other body corporate; (b) give any guarantee or provide security in connection with a loan to any other body corporate or person; and (c) acquire by way of subscription, purchase or otherwise, the securities of any other body corporate, exceeding sixty per cent of its paid-up share capital, free reserves and securities premium account or one hundred per cent of its free reserves and securities premium account, whichever is more, without prior approval of members by means of a special resolution passed at a general meeting is necessary.

Accordingly, the proposed Resolution in Item. 3 of the Notice is placed for your approval by way of a Special Resolution to comply with the provisions of Section 186 of the Act to enable the Company to avail the aforesaid powers as and when required, for the reduced limit as against the higher limit which was approved earlier under the Old Act.

None of the Directors, Key Managerial Persons (KMPs) of the Company or any relatives of such Directors or KMPs, shall be deemed to be concerned or interested in the proposed Resolution in Item. 3.

#### **ITEM. 4**

In view of the reducing interest regime and better financial position of the Company, it is proposed to reduce the cost of borrowing while improving the debt maturity profile of the Company and also raise funds for other requirements of the Company. To achieve the same the Company is proposing to consider various debt options including raising funds through issuance of Secured/ Unsecured/ Redeemable Non-convertible Debentures (NCDs) including but not limited to subordinate debentures, bonds, and/or other debt securities etc. on private placement basis. As per the provisions of Section 42 read with the Companies (Prospectus and Allotment of Securities) Rules, 2014, a Company offering or making an invitation to subscribe to NCDs or any other securities on a private placement basis, is required to obtain the prior approval of the members by way of a Special Resolution.

The approval of the Members is being sought by way of a Special Resolution under Sections 42 and 71 of the Act read with the Rules made there under, to enable the Company to offer, issue and allot NCDs, subordinate debentures, bonds, and/or other debt securities etc. on a private placement basis, in one or more tranches, during the period of one year from the date of passing of the Resolution at Item. 4, within the overall borrowing limits of the Company, as approved by the members from time to time.

Accordingly, the proposed Resolution in Item. 4 of the Notice is placed for your approval by way of a Special Resolution to comply with the provisions of Section 42 & 71 of the Companies Act, 2013 to enable the Company to avail the aforesaid powers as and when required.

None of the Directors, Key Managerial Persons (KMPs) of the Company or any relatives of such Directors or KMPs, shall be deemed to be concerned or interested in the proposed Resolution in Item. 4.

**By order of the Board of Directors  
For Future Lifestyle Fashions Limited**

**C P Toshniwal  
Executive Director & CFO**

**Mumbai  
23 January, 2015**

**Registered office:**

Knowledge House, Shyam Nagar,  
Off Jogeshwari-Vikhroli Link Road,  
Jogeshwari (East), Mumbai 400060.



## Future Lifestyle Fashions Limited

Regd. Off.: Knowledge House, Shyam Nagar, Off Jogeshwari-Vikhroli Link Road, Jogeshwari (East), Mumbai 400060.  
Tel. No.: +91 22 3084 2336; Fax No. : +91 22 3084 2502 CIN L52100MH2012PLC231654  
Website : www.futurelifestyle.in; Email: investorrelations@futurelifestyle.in

### POSTAL BALLOT FORM

(Kindly refer to the instructions specified overleaf before filling the form)

1. Name and registered address of the sole/ first named member	
2. Name(s) of Joint member(s)	
3. Registered Folio No. / DP Id No./Client Id No.* (*applicable to investors holding shares in dematerialised form)	
4. Number of shares held	

I/ We hereby exercise my / our vote in respect of the Special Resolutions to be passed through postal ballot for the business stated in the notice of the Company by sending my / our assent or dissent to the said resolutions by placing tick (√) mark in the appropriate box below.

Sr. No.	Brief particulars of the item	No. of Equity Shares for which votes cast	I/We assent to the resolutions (For)	I/We dissent to the resolutions (Against)
1	to obtain consent of members under provisions of section 180(1)(c) of the Companies Act, 2013 to borrow money notwithstanding that the monies to be borrowed together with the monies already borrowed by the Company may exceed the aggregate of its paid up share capital and free reserves apart from temporary loans obtained from the Company's bankers in the ordinary course of business.			
2	to obtain consent of members under section 180(1)(a) of the Companies Act, 2013 to mortgage/ charge/ hypothecate/ encumber any of Company's movable and/ or immovable properties, in favour of lender(s) and disposing of undertaking or part of the undertaking of the Company.			
3	to obtain consent of members under section 186 of the Companies Act, 2013 to revise the limits for inter-corporate loans, investments and guarantees.			
4	to obtain consent of members under applicable provisions of the Companies Act, 2013, for issuance of Securities up to ₹500 crore on private placement basis.			

Place:

Signature of the Member

Date:

(must be as per specimen signature registered with the company)

#### ELECTRONIC VOTING PARTICULARS

EVEN (E-Voting Event Number)	USER ID	PASSWORD / PIN

## INSTRUCTIONS

1. A member desiring to exercise vote by postal ballot may complete this postal ballot form and send it to the Scrutinizer in the attached self-addressed envelope. Postage will be borne by the Company. However, envelopes containing postal ballot, if sent by any other mode at the expense of the registered member will also be accepted.
2. Alternatively, a member may vote through electronic mode as per the instructions for voting through electronic means provided in the Postal Ballot Notice sent herewith.
3. Voting Rights of the members shall be reckoned on the paid-up value of the shares registered in the name of the member on the relevant date, ie. 16 January 2015.
4. This form should be completed and signed by the member. In case of joint holding, this form should be completed and signed (as per the specimen signature registered with the Company) by the first named member and in his/her absence, by the next named member.
5. The votes of a member will be considered invalid on any of the following grounds:
  - a. unsigned Postal Ballot Forms will be rejected;
  - b. if the member's signature does not tally;
  - c. if the member has marked his/her/its vote both for 'Assent' and also for 'Dissent' to the 'Resolution' in such a manner that the aggregate Shares voted for 'Assent' and 'Dissent' exceeds total number of Shares held;
  - d. if the Postal Ballot Form is unsigned, incomplete or incorrectly filled;
  - e. if the Postal Ballot Form is received torn or defaced or mutilated such that it is difficult for the Scrutinizer to identify either, the member, or the number of votes, or as to whether the votes are for 'Assent' or 'Dissent', or if the signature could not be verified or one or more of the above grounds
6. Duly completed Postal Ballot Forms should reach the Scrutinizer on or before 2 March, 2015. If any Postal Ballot Form is received after this date, it will be considered that no reply from such member has been received.
7. A member may request for a duplicate postal ballot form, if so required. However, the duly filled in duplicate postal ballot form should reach the Scrutinizer not later than the date specified at item 6 above.
8. In case of shares held by companies, trusts, societies etc. the duly filled in Postal Ballot Form should be accompanied by a certified true copy of the relevant resolution with the specimen signature(s) of the authorized signatory (ies) duly certified/attested. In case of the Postal Ballot is signed by the holder of power of attorney reference to the power of attorney registration with the Company should be mentioned in the Postal Ballot Form. Where the Postal Ballot Form has been signed by a representative of the President of India or of the Governor of a State, a certified copy of the nomination should accompany the Postal Ballot Form.
9. Members are requested not to send any other paper along with the Postal Ballot Form in the enclosed self-addressed postage prepaid envelope in as much as all such envelopes will be sent to the Scrutinizer and any extraneous paper found in such envelope would be destroyed by the Scrutinizer and the Company would not be able to act on the same.
10. A member need not use all his/her votes nor does he /she need to cast his/her votes in the same way.
11. Members who have registered their e-mail ids for receipt of documents in electronic mode under the Green Initiative of MCA have been sent Postal Ballot Notice by e-mail and who wish to vote through Ballot Form can obtain the Ballot Form from Registrar and Share Transfer Agent (R & T Agent), M/s. Linkintime India Private Limited, C-13, Pannalal Silk Mills Compound, LBS Marg, Bhandup, (West), Mumbai – 400 078 or from the Company at its Registered Office and fill in the details and send the same to the Scrutinizer by Post in the attached self address envelope.