



REF: FLFL/EGM NOTICE/ 2018-19

21 May 2018

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
Debt – Scrip Code: 957150

Scrip Code : FLFL

Dear Sir/ Madam,

Sub: Extraordinary General Meeting of the Company.

Pursuant to Regulation 30(6) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we hereby submit the copy of Notice convening the Extraordinary General Meeting of the Company scheduled to be held on Thursday, 14 June 2018 at 10:00 am at Rangaswar, Fourth Floor, Y. B. Chavan Centre, Gen. Jagannath Bhosale Marg, Mumbai - 400021.

Kindly take the same on your records and acknowledge the receipt.

for **Future Lifestyle Fashions Limited**


Sanjay Kumar Mutha
Chief legal & Company Secretary

Encl: as above

NOTICE

NOTICE is hereby given that the Extraordinary General Meeting of the Members of Future Lifestyle Fashions Limited will be held on Thursday, 14 June 2018 at 10:00 am at Rangaswar, Fourth Floor, Y. B. Chavan Centre, Gen. Jagannath Bhosale Marg, Mumbai - 400 021, to transact the following business:

SPECIAL BUSINESS:

1. To increase the aggregate limit for Registered Foreign Portfolio Investors ("RFPs") and Foreign Institutional Investors ("FIIs") investment in the Equity Share Capital

To consider and if thought fit to pass, with or without modification(s), the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to the applicable provisions of the Companies Act, 2013 ("the Act") and Rules made thereunder, the provisions of the Foreign Exchange Management Act, 1999 ("FEMA"), the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2017, including any amendment(s), statutory modification(s), variation(s) or re-enactment(s) thereof and the Consolidated Foreign Direct Investment Policy, 2017 issued by the Department of Industrial Policy & Promotion, as amended and replaced from time to time ("FDI Policy"), all applicable Laws, Rules, Regulations, Circulars, Notifications, Guidelines, Directions issued by the Government of India, the Reserve Bank of India ("RBI") and other appropriate authorities, including any statutory modification(s) or re-enactment(s) thereof for the time being in force, the Securities and Exchange Board of India (Foreign Portfolio Investors) Regulations, 2014, as amended from time to time ("SEBI FPI Regulations"), and subject to such other approvals, consents, permissions and sanctions, as may be required, from the Government of India or any Statutory or Regulatory Authorities and such other terms and conditions as may be prescribed while granting such approvals, consents, permissions and sanctions which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the "Board" which term shall be deemed to include any committee(s) constituted/ to be constituted by the Board, from time to time, to exercise its powers including powers conferred by this resolution), consent of the Members of the Company be and is hereby accorded to the Board to permit Registered Foreign Portfolio Investors ("RFPs") registered under the SEBI FPI Regulations and the Foreign Institutional Investors ("FIIs") (including their sub-accounts) registered with the Securities and Exchange Board of India ("SEBI") to acquire and hold on their own account and on behalf of each of their sub-accounts registered with SEBI, the Equity Shares of the Company upto an enhanced aggregate limit of 49% of the Paid-up Equity Share capital of the Company at the time of making such investments, provided that the individual shareholding of RFPs/FIIs on its own account and on behalf of each of their sub-accounts, in the Company, shall not exceed 10% of the Paid-up Equity Share capital of the Company or such limits, as may be stipulated from time to time, under the applicable laws, for the time being in force.

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution, the Board be and is hereby authorised to do all such acts, deeds, matters and things as it may consider necessary and desirable and to delegate all or any of its powers herein conferred to the Committee of Director(s) and/or any Director(s) / Officer(s) of the Company and to settle any questions, difficulties or doubts that may arise in this regard without requiring the Board to secure any further consent or approval of the Members of the Company."

2. To issue Equity Shares on a preferential basis

To consider and if thought fit to pass, with or without modification(s), the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 23, 42, 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the Rules made thereunder including the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014 including any amendment(s) thereto or re-enactment(s) thereof, the relevant provisions of the Memorandum and Articles of Association of the Company and in accordance with the applicable provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 (hereinafter referred to as "ICDR Regulations"), including any amendment(s), modification(s), variation(s) or re-enactment(s) thereof, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the uniform listing agreements entered with the stock exchanges, the provisions of the Foreign Exchange Management Act, 1999 ("FEMA"), the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2017, including any amendment(s), statutory modification(s), variation(s) or re-enactment(s) thereof and the Consolidated Foreign Direct Investment Policy, 2017 issued by the Department of Industrial Policy & Promotion, as amended and replaced from time to time ("FDI Policy"), and such other applicable Rules, Regulations, Guidelines, Notifications, Circulars and clarifications issued/ to be issued thereon by the Government of India ("GOI"), Ministry of Corporate Affairs ("MCA"), the Reserve Bank of India ("RBI"), the Securities and Exchange Board of India ("SEBI") and/ or any other regulatory/ statutory authorities, from time to time, to the extent applicable and subject to the consents and approvals of any regulatory/ statutory authorities and guidelines and clarifications issued thereon from time to time and subject to such conditions and modifications as may be prescribed by any of them while granting such approvals, permissions, consents and sanctions, which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the "Board" which term shall be deemed to include any committee(s) constituted/ to be constituted by the Board, from time to time, to exercise its powers including powers conferred by this resolution), consent of the Members of the Company be and is hereby accorded to the Board to create, offer, issue and allot 38,22,464 (Thirty Eight Lakh Twenty Two Thousand Four Hundred and Sixty Four) Equity Shares of face value of Rs. 2 each of the Company ("Equity Shares"), in one or more tranches, for cash at an issue price of Rs. 445.50 per Equity Share, not being less than the price determined in accordance with the provisions of Chapter VII of the ICDR Regulations, aggregating to Rs. 170,29,07,712/- on a preferential basis to Spectacular Investments Pte. Ltd. (having PAN ABACS2764D).

RESOLVED FURTHER THAT in accordance with the provisions of Chapter VII of the ICDR Regulations, the relevant date for determining the floor price of Equity Shares shall be Tuesday, 15 May 2018, being the date 30 (Thirty) days prior to the date on which the meeting of Members of the Company is held to consider the proposed preferential issue.

RESOLVED FURTHER THAT the Equity Shares shall be allotted in dematerialised form within a period of 15 (Fifteen) days from the date of passing of this resolution provided that where the allotment of Equity Shares is subject to receipt of any approval(s) or permission(s) from any regulatory authority or the Central Government, the allotment shall be completed within a period of 15 (Fifteen) days from the date of receipt of last of such approval(s) or permission(s) and that the Equity Shares shall be listed on BSE Limited and National Stock Exchange of India Limited, subject to receipt of necessary approvals.

RESOLVED FURTHER THAT the Equity Shares to be issued and allotted shall rank *pari passu inter se* and with the then existing Equity Shares of the Company in all respects including dividend and voting rights from the date of allotment thereof and be subject to the provisions of the Memorandum and Articles of Association of the Company and that the Equity Shares so allotted shall be subject to lock-in as provided under the provisions of Chapter VII of the ICDR Regulations.

RESOLVED FURTHER THAT the Board be and is hereby authorised to take all steps as may be required in connection with the offering(s), issuance(s) and/or allotment(s) of equity shares on a private placement basis including without limitation to vary, modify or alter any of the relevant terms and conditions, including size of the preferential issue and to do all such acts, deeds, matters and things and execute all such agreements, documents, instruments, declarations and writings as may be required, with power to settle all questions, difficulties or doubts that may arise with regard to the said matter as it may in its sole and absolute discretion deem necessary and to delegate all or any of its powers herein conferred to any Committee of Directors and/or Director(s) and/or Officer(s) of the Company, to give effect to this resolution.”

NOTES:

1. MEMBER ENTITLED TO ATTEND AND VOTE AT THE EXTRAORDINARY GENERAL MEETING (“THE MEETING” / “EGM”) IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.
2. A person can act as proxy on behalf of Members not exceeding 50 (Fifty) and holding in the aggregate not more than 10% of the total share capital of the Company. Proxies submitted on behalf of Corporate Members must be supported by an appropriate resolution/authority, as applicable.
3. A Member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or Member.
4. Proxy in the prescribed Form No. MGT - 11 as enclosed herewith, in order to be effective, should be deposited at the Registered Office of the Company, duly completed, signed and stamped, not less than 48 (Forty Eight) hours before the commencement of the Meeting.
5. The Statement pursuant to section 102 of the Companies Act, 2013 ('the Act'), relating to the Special Business to be transacted at the Meeting is annexed hereto.
6. Electronic copy of the Notice of the EGM of the Company inter-alia indicating the process and manner of remote e-voting along with Attendance Slip and Proxy Form are being sent by electronic mode to Members whose e-mail IDs are registered with the Company / depository participant(s), unless a Member has requested for a physical copy of the documents. For Members who have not registered their e-mail IDs, physical copies of the documents are being sent in the permitted mode.
7. Members who have not registered their e-mail ID so far are requested to register their e-mail ID, for receiving all communication including Notices, Circulars, etc. from the Company in electronic copy.
8. Members may also note that the Notice of the EGM will also be available on the Company's website www.futurelifestyle.in for their download. The physical copies of the aforesaid documents will also be available at the Company's Registered Office for inspection during normal business hours (10:00 am to 5:00 pm) on all working days except Saturdays, Sundays and National holidays, up to the date of EGM i.e. Thursday, 14 June 2018. Even after registering for e-communication, Members are entitled to receive such communication in physical form, upon making a request for the same, by post, free of cost. For any communication, the Members may also send requests to the Company's investor relations e-mail id: investorrelations@futurelifestyle.in

Voting through electronic means

- I. In compliance with the provisions of Section 108 of the Act, Rule 20 of the Companies (Management and Administration) Rules, 2014 as substituted by the Companies (Management and Administration) Amendment Rules, 2015 ('Amended Rules 2015'), Regulation 44 of the SEBI (LODR) Regulations and Secretarial Standard on General Meetings (SS-2) issued by the ICSI, the Company is pleased to provide its Members facility to exercise their right to vote on resolutions proposed to be considered at the EGM by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the Members using an electronic voting system from a place other than venue of the EGM (“remote e-voting”) will be provided by National Securities Depository Limited (NSDL).
- II. The facility for voting through polling paper shall be made available at the EGM and the Members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through polling paper.
- III. The Members who have cast their vote by remote e-voting prior to the EGM may also attend the EGM but shall not be entitled to cast their vote again.

- IV. The remote e-voting period commences on 11 June 2018 (9:00 am) and ends on 13 June 2018 (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 07 June 2018, may cast their vote by remote e-voting. The remote 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.
- V. The details of the process and manner for remote e-voting are explained herein below:

Step 1 : Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com/>

Step 2 : Cast your vote electronically on NSDL e-Voting system.

Details on Step 1 is given below:

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> / either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under 'Shareholders' section.
3. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below:

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
(a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID
(b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID
(c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company

5. Your password details are given below:

- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
- c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the Company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - (ii) If your email ID is not registered, your 'initial password' is communicated to you on your postal address.

6. If you are unable to retrieve or have not received the “initial password” or have forgotten your password:

- a) Click on “Forgot User Details/Password?”(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
- b) “Physical User Reset Password?” (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.

If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address.

7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
8. Now, you will have to click on “Login” button.
9. After you click on the “Login” button, Home page of e-Voting will open.

Details on Step 2 is given below:

How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
2. After click on Active Voting Cycles, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
3. Select "EVEN" of the Company.
4. Now you are ready for e-Voting as the Voting page opens.
5. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
6. Upon confirmation, the message "Vote cast successfully" will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for Members

1. Institutional members (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. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to sanjayrd65@yahoo.com or with a copy marked to evoting@nsdl.co.in.
 2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsd.com to reset the password.
 3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and remote e-voting user manual for Members available at the download section of www.evoting.nsd.com or call on toll free no.: 1800-222-990 or contact Ms. Pallavi Mhatre, Assistant Manager, National Securities Depository Ltd., Trade World, 'A' Wing, 4th Floor, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai – 400 013, at the designated email address: pallavid@nsdl.co.in and/or evoting@nsdl.co.in or at telephone no. +91 22 2499 4545 who will also address the grievances connected with the voting by electronic means. Members may also write to the Company Secretary at the email address: investorrelations@futurelifestyle.in.
- VI. The voting rights of Members shall be in proportion to their shares in the Paid-up Equity Share Capital of the Company as on the cut-off date i.e. 07 June 2018.
- VII. Any person, who acquires shares of the Company and become Member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. 07 June 2018, may obtain the login ID and password by sending a request at evoting@nsdl.co.in or Issuer/R & T Agents. However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password" option available on www.evoting.nsd.com or contact NSDL at the following toll free no.: 1800-222-990.
- VIII. A person, whose name is recorded in the Register of Members or in the Register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the EGM through Polling Paper.
- IX. Mr. Sanjay Dholakia (Membership No. 2655 / Certificate of Practice No. 1798), Proprietor - M/s. Sanjay Dholakia & Associates, Practicing Company Secretary has been appointed as the Scrutinizer to scrutinize the polling and remote e-voting process in a fair and transparent manner.
- X. The Chairperson shall, at the EGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of the Scrutinizer, by use of Polling Paper for all those Members who are present at the EGM but have not cast their votes by availing the remote e-voting facility.
- XI. The Scrutinizer shall after the conclusion of voting at the EGM, will first count the votes cast at the Meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the EGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairperson or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
- XII. The Results declared alongwith the report of the Scrutinizer shall be placed on the website of the Company at www.futurelifestyle.in and on the website of NSDL immediately after the declaration of result by the Chairperson or a person authorized by him in writing. The Results shall also be immediately forwarded to the BSE Limited and the National Stock Exchange of India Limited.

9. Members are requested to send all communications relating to shares to the Company's R & T Agents at LINK INTIME INDIA PRIVATE LIMITED, C-101, 247 Park, L B S Marg, Vikhroli (West), Mumbai - 400 083, Tel: +91 22 4918 6270, Fax: +91 22 4918 6060, E-mail: rnt.helpdesk@linkintime.co.in
10. All documents referred to in the accompanying Notice shall be kept open for inspection at the Registered Office of the Company between 10:00 am and 5:00 pm on all working days except Saturdays, Sundays and National holidays, up to the date of EGM i.e. Thursday, 14 June 2018.
11. The route map to the EGM venue is given herein. The prominent landmark near the venue is Mantralaya, Mumbai.

By Order of the Board of Directors

Date : 18 May 2018
Place : Mumbai

Sanjay Kumar Mutha
Chief - Legal & Company Secretary

Registered Office:

Future Lifestyle Fashions Limited
(CIN: L52100MH2012PLC231654)
Knowledge House, Shyam Nagar,
Off Jogeshwari Vikhroli Link Road,
Jogeshwari (East), Mumbai - 400 060.
Tel No: +91 22 6644 2200, Fax No: +91 22 6644 2201
E-mail: investorrelations@futurelifestyle.in Website : www.futurelifestyle.in

STATEMENT PURSUANT TO SECTION 102(2) OF THE COMPANIES ACT, 2013

The following statement sets out all material facts relating to the Special Business mentioned in the accompanied Notice:

Item No. 1

Foreign Exchange Management (Transfer or Issue of Security by a Person Resident outside India) Regulations, 2000 ("FEMA Regulations") and the Consolidated Foreign Direct Investment Policy, issued by the Department of Industrial Policy and Promotion ("FDI Policy"), inter alia, prescribed the individual Investment limit for each Foreign Institutional Investors ("FIIs") including their sub-accounts, registered with the Securities and Exchange Board of India ("SEBI") and of each Registered Foreign Portfolio Investors ("RFPIs") registered under the Securities and Exchange Board of India (Foreign Portfolio Investors) Regulations, 2014, to 10% of the Paid-up Equity Share Capital on a fully diluted basis and the aggregate investment limit for FIIs/RFPIs (together with their sub-accounts) to 24% of Paid-up Equity Share Capital on a fully diluted basis ("Aggregate Limit").

However, this Aggregate Limit of 24% can be increased up to the sectoral cap, as applicable to the Company, with the approval of the Board of Directors, followed by a Special Resolution to that effect passed by the Members of the Company and subject to the prior approval of the Reserve Bank of India ("RBI").

Based on the benpos as on 11 May 2018, the aggregate holding of FIIs/RFPIs in the Company was approximately 5.21% of Paid-up Equity Share Capital of the Company.

In view of the proposed preferential issue to a RFPI and envisaging an increasing trend of investments by FIIs and RFPIs in the Company and to create more headroom for FIIs/ RFPIs to invest in the Equity Shares of the Company, the Board of Directors at its meeting held on 18 May 2018 has approved and recommended the proposal for increasing the Aggregate Limit of FIIs/RFPIs Investment in the Company from 24% to 49% of Paid-up Equity Share Capital of the Company, subject to the approval of Members of the Company by way of a Special Resolution and such other requisite approvals, as may be required.

In the opinion of the Board, the proposal for aforesaid increase in the Aggregate Limit of FIIs and RFPI's investment in the Paid-up Equity Share Capital of the Company is in the interest of the Company. Your Directors therefore, recommend the Special Resolution as set out at Item No. 1 in this Notice for the approval of the Members of the Company.

None of the Directors, Key Managerial Personnel of the Company and their respective relatives are in any way, concerned or interested, financially or otherwise, in the passing of the proposed Resolution.

Item No. 2

Your Company is an integrated branded fashion company with presence across key segments within the fashion industry i.e. design to distribution and is a unique player in the fashion industry that is primed to gain leadership in building both fashion brands and fashion retailing in India. Your Company have a portfolio of fashion brands that covers the entire gamut of fashion categories that are present across various price points and retailed through customer centric retail formats. Your Company's fashion brands are marketed through exclusive brand outlets (EBOs), department stores, multi brand outlets (MBOs) as well as the Company's operated retail chains such as Central, Brand Factory, which are spread across the Country.

Your Company is in growth phase and this warrants capital for the purpose of retail network expansion, front end and back end capital expenditures, working capital requirements, investments in fashion brands and for general corporate purposes.

The fresh investment in the Company will further help in growth and investments in developing its portfolio of brands and expansion of its retail network. The equity infusion will also strengthen the Company's balance sheet and reduce interest costs for the Company.

The Board of Directors at its meeting held on 18 May 2018, subject to necessary Members' approval(s), has approved the proposal for raising capital by way of issue of Equity Shares to the Proposed Allottee on a preferential basis. The proposed preferential issue of Equity Shares would be strictly in accordance with Chapter VII of the SEBI (ICDR) Regulations, 2009 ("ICDR Regulations") and Sections 42 and 62(1)(c) of the Companies Act, 2013, Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 and Rule 13 of the Companies (Share Capital and Debentures) Rules, 2014.

It is therefore proposed to raise capital by way of issue of 38,22,464 (Thirty Eight Lakh Twenty Two Thousand Four Hundred and Sixty Four) Equity Shares of Rs.2 each of the Company to Spectacular Investments Pte. Ltd. on a preferential basis.

Necessary information or details as required in respect of the proposed issue of equity shares in terms of applicable provisions of the Companies Act, 2013 read with related Rules thereto and ICDR Regulations are as under:

1. Objects of the Issue

The object of the issue is to raise capital for the purpose of retail network expansion, front end and back end capital expenditures, working capital requirements, investments in fashion brands and for general corporate purposes.

2. Intention of Promoters, Directors or Key Managerial Personnel

None of the Promoters/Directors/Key Management Persons are subscribing to the offer.

3. Total Number of Shares to be issued

The Company proposes to offer and issue of 38,22,464 (Thirty Eight Lakh Twenty Two Thousand Four Hundred and Sixty Four) Equity Shares of Rs. 2 each of the Company under the proposed preferential issue ("Equity Shares").

4. Issue Price and Relevant Date

The Equity Shares would be issued at a price of Rs. 445.50 (Rupees Four Hundred Forty Five and Fifty Paise only) per Equity Share (inclusive of share premium of Rs. 443.50 per Equity Share), which is not less than the price determined in accordance with the provisions of Chapter VII of the ICDR Regulations.

The relevant date for determining the floor price of Equity Shares shall be Tuesday, 15 May 2018, being the date 30 (Thirty) days prior to the date on which the meeting of Members of the Company is held to consider the proposed preferential issue.

5. Shareholding Pattern of the Company before and after the proposed Preferential Issue is as under:

Sl. No.	Category	Pre-issue Equity Shareholding		Post-issue Equity Shareholding	
		Number of Shares held	% holding	Number of Shares held	% holding
A	Promoters' Holding				
1	Indian Promoters (including Persons acting in concert)	11,52,41,065	60.52	11,52,41,065	59.33
	Sub-Total	11,52,41,065	60.52	11,52,41,065	59.33
B1	Non-Promoters' Holding				
a.	Insurance Companies	48,86,801	2.56	48,86,801	2.52
b.	Mutual Funds	1,12,31,117	5.90	1,12,31,117	5.78
c.	Banks, Financial Institutions, (Central Govt. State Govt. Institutions / Non-Government Institutions)	2,44,901	0.13	2,44,901	0.13
d.	Foreign Portfolio Investors / Foreign Institutional Investors (FIIs)	99,18,550	5.21	1,37,41,014	7.08
e.	Venture Capital Funds	2,17,27,950	11.41	2,17,27,950	11.19
	Sub-Total	4,80,09,319	25.21	5,18,31,783	26.7
B2	Others				
a.	Private Corporate Bodies	1,11,37,324	5.85	1,11,37,324	5.73
b.	Public	1,52,15,174	7.99	1,52,15,174	7.83
c.	Non Resident Indians	2,19,050	0.12	2,19,050	0.11
d.	Any other – Clearing Members	5,91,905	0.31	5,91,905	0.30
	Sub-Total	2,71,63,453	14.27	2,71,63,453	13.97
	Grand Total	19,04,13,837	100.00	19,42,36,301	100.00

Notes:

• The pre-issue shareholding pattern is based on the benpos as on 11 May 2018;

• In the event any of the ESOP's are exercised between the date of this notice and the date of allotment of equity shares to the Proposed Allottee, the shareholding pattern shall stand modified accordingly.

6. Proposed time within which the preferential issue shall be completed

The allotment of Equity Shares shall be completed within 15 days from the date of approval of the Members of the Company by way of Special Resolution at the EGM provided that where the allotment is pending on account of pendency of any approval or permission from any statutory/ regulatory authority or the Central Government, the allotment shall be completed by the Company within a period of 15 days from the date of receipt of last of such approval or permission.

Particulars of proposed Allottees and identity of natural person who are the ultimate beneficial owner of the Equity Shares proposed to be allotted and/or who ultimately control the Proposed Allottee, the percentage of the post preferential capital that may be held by them and the changes in control, if any, in the Company consequent to the preferential issue

Name of the Proposed Allottee	Category	Ultimate beneficial owners	Percentage (%) of post preferential Issue capital to be held*	Change in control
Spectacular Investments Pte. Ltd.	Foreign Portfolio Investor	Spectacular is wholly owned by L Catterton Asia 3 Pte. Ltd. ("L Catterton Asia 3"). The investors in L Catterton Asia 3 (called limited partner investors) are primarily financial institutions and other institutional investors. No limited partner has a direct or indirect interest in L Catterton Asia 3 equal to or greater than 25%, in the aggregate. L Catterton Asia 3 is an Asia focused fund managed by L Catterton Asia Advisors, an investment manager authorized by the Financial Securities Commission of Mauritius and advised by L Catterton Singapore Pte. Ltd. an investment manager authorized by the Monetary Authority of Singapore. Please refer to www.lcatterton.com and www.lcattertonasia.com for more information on L Catterton.	1.97 %	There will be no change in the Management or Control of the Company, consequent to the said issuances of Equity Shares.

*refer notes to the Shareholding Pattern given hereinabove.

7. Lock-in Period / Listing

In terms of the ICDR Regulations, the Equity Shares to be allotted shall be locked-in for a period of 1(One) year from the date of trading approval from BSE Limited and National Stock Exchange of India Limited, where the Equity Shares are proposed to be listed. The entire pre-preferential shareholding, if any, of the Proposed Allottee, shall be locked-in from the relevant date upto a period of 6 (six) months from the date of trading approval.

8. Undertakings

As required under the ICDR Regulations, the Company hereby undertakes that:

- (i) It shall re-compute the price of the Equity Shares in terms of the provision of the ICDR Regulations where it is required to do so;
- (ii) If the amount payable on account of the re-computation of price is not paid within the time stipulated in the ICDR Regulations, the Equity Shares shall continue to be locked-in till the time such amount payable is paid by the allottee(s); and
- (iii) None of the Promoters or Directors of the Company is wilful defaulter.

9. Auditors' Certificate

The certificate by M/s. NGS & Co. LLP, the statutory auditors of the Company certifying that the issue of Equity Shares is being made in accordance with the ICDR Regulations, shall be kept open for inspection by the Members at the Registered Office of the Company between 10:00 a.m. and 5:00 p.m. on all working days except Saturdays, Sundays and National holidays, up to Thursday, 14 June 2018, i.e. the date of Extraordinary General Meeting.

Pursuant to provisions of Section 42 and 62 (1)(c) of Companies Act, 2013 (the "Act") and Regulation 72 of SEBI ICDR Regulations, any preferential allotment of Securities needs to be approved by the Members by way of a Special Resolution. It is therefore the consent of the Members is being sought by way a Special Resolution to enable the Board to issue Equity Shares to the Proposed Allottee on a preferential basis.

Your Directors recommend the Special Resolution as set out in Item No. 2 for the approval of the Members of the Company.

None of the Directors, Key Managerial Persons (KMPs) of the Company or their relatives shall be deemed to be concerned or interested in the proposed Resolution at Item No. 2, except to the extent of Shares held by any of them in the Company.

By Order of the Board of Directors

Date : 18 May 2018
Place : Mumbai

Sanjay Kumar Mutha
Chief – Legal & Company Secretary

Registered Office:

Future Lifestyle Fashions Limited
CIN: L52100MH2012PLC231654
Knowledge House, Shyam Nagar,
Off Jogeshwari Vikhroli Link Road,
Jogeshwari (East), Mumbai - 400 060.
Tel No: +91 22 6644 2200 Fax No: +91 22 6644 2201
E-mail: investorrelations@futurelifestyle.in
Website: www.futurelifestyle.in

Route map of the venue to the EGM



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PROXY FORM

[Pursuant to section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

(Form No: MGT 11)

Future Lifestyle Fashions Limited

CIN: L52100MH2012PLC231654

Registered Office: Knowledge House, Shyam Nagar,

Off. Jogeshwari-Vikhroli Link Road, Jogeshwari (East), Mumbai - 400 060.

Tel No: +91 22 6644 2200 Fax No: +91 22 6644 2201 Website: www.futurelifestyle.in

Extraordinary General Meeting on 14 June 2018

Name of the Member(s):

Registered Address:

E-mail Id:

Folio No / Client ID :

DP. ID:

I/ We, being the Member(s) of Shares of the above named Company, hereby appoint:

- (1) Name:.....Address:.....
 E-mail id:.....Signature..... Or failing him;
- (2) Name:.....Address:.....
 E-mail id:.....Signature..... Or failing him;
- (3) Name:.....Address:.....
 E-mail id:.....Signature.....

as my / our proxy to attend and vote (on a poll) for me / us and on my / our behalf at the Extraordinary General Meeting of the Company, to be held on Thursday, 14 June 2018 at 10:00 am at Rangaswar, Fourth Floor, Y. B. Chavan Center, Gen. Jagannath Bhosale Marg, Mumbai - 400 021 and at any adjournment thereof in respect of such Resolution(s) as are indicated below:

Sl.No.	Resolutions	Optional	
		For	Against
1.	Increase of the aggregate limit for Registered Foreign Portfolio Investors ("RFPIs") and Foreign Institutional Investors ("FIIs") investment in the Equity Share Capital		
2.	Issue of Equity Shares on a Preferential Basis		

Signed this day of 2018.

Affix
Revenue
Stamp

Signature of Proxy holder(s)

Signature of Member(s)

Note:

It is optional to indicate your preference in the appropriate column. If you leave the 'For' or 'Against' column blank against any or all Resolutions, your Proxy will be entitled to vote in the manner as he / she may deem appropriate.

This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.

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FUTURE LIFESTYLE FASHIONS LIMITED

CIN: L52100MH2012PLC231654

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

Tel No: +91 22 6644 2200, Fax No: +91 22 6644 2201

Email: investorrelations@futurelifestyle.in Website: www.futurelifestyle.in

ATTENDANCE SLIP

Sr. No. :

Registered Folio No. / DP ID No./ Client ID No.	
Name and Address of the Shareholder / Proxy holder	
Joint Holders	
No. of Shares held	
Name of the Shareholder(s)/Proxy	

I / We hereby record my / our presence at the Extraordinary General Meeting of the Company held on Thursday, 14 June 2018 at 10:00 a.m. at Rangaswar, Fourth Floor, Y. B. Chavan Centre, Gen. Jagannath Bhonsle Marg, Mumbai - 400 021.

**SIGNATURE OF THE MEMBER/
JOINT MEMBER(S) / PROXY**

Note: Please fill up this attendance slip and hand it over at the entrance of the meeting hall. Members are requested to bring their copy of the Annual Report to the meeting.

E-VOTING PARTICULARS

EVEN (Electronic Voting Event Number)	User ID	Password/PIN
108378		

Note: Please read instructions given at Note No.8 (Voting through electronic means) to the Notice of the Extraordinary General Meeting of the Company, carefully before voting electronically. The voting time commences from 11 June 2018 at 9.00 a.m. and ends on 13 June 2018 at 5.00 p.m. The voting module shall be disabled by NSDL for voting thereafter.