



Ref: FLFL/EGM/2018-19

14 June 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
Scrip Code of Debt : 957150

NSE Symbol: FLFL

Dear Sir / Madam,

Sub.: Extraordinary General Meeting of Future Lifestyle Fashions Limited (the Company)

This is to inform that an Extraordinary General Meeting of the Company was held on Thursday, 14 June 2018 at 10:00 a.m. at Rangeswar, Fourth Floor, Y. B. Chavan Centre, Gen. Jagannath Bhosale Marg, Mumbai – 400021 (EGM).

In this regards, we enclose herewith the following:

1. Summary of proceedings as required under Regulation 30, Part-A of Schedule -III of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as **Annexure – I**;
2. Voting results as required under Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as **Annexure – II**;
3. Report of Scrutinizer dated 14 June 2018 on Remote e-voting and voting conducted through ballot papers at the EGM.

The above reports are also being uploaded on the Company's website.

Kindly take the aforesaid on records and acknowledge receipt of the same.

Thanking you,

Yours faithfully,

For Future Lifestyle Fashions Limited


Sanjay Kumar Mutha
Chief Legal & Company Secretary

Encl: as above

Annexure – I

Summary of the proceedings of the Extraordinary General Meeting of Future Lifestyle Fashions Limited (the Company)

The Extraordinary General Meeting (“EGM”) of the Members of Future Lifestyle Fashions Limited (“the Company”) was convened on Thursday, 14 June 2018 at 10:00 am at Rangaswar Hall, 4th Floor, Y. B. Chavan Centre, Gen. Jagannath Bhosale Marg, Mumbai - 400 021 and concluded at 10:35 am.

Mr. Kishore Biyani, Managing Director of the Company chaired the EGM. Since, the requisite quorum was present, the Chairperson called the EGM to order.

The Chairperson informed the Meeting that in addition to the disclosures made under the para 6 of Item No. 2 in the explanatory Statement to the Notice convening this Meeting, the following additional disclosures about the beneficial ownership of the proposed Investor were made at the meeting, copy of which was circulated to the Members at the Meeting:

- *Under column 2: Category: Registered Foreign Portfolio Investors under category III*
- *Under column 3: Ultimate beneficial Owners: L Catterton Asia Advisors is 100% owned by L Catterton Asia Holdings Limited. L Catterton Asia Holdings Limited is 100% owned by L Catterton Management Limited. The shareholders of L Catterton Management Limited are LC Investissements (40%) and L Catterton Holdings, LLC (60%). There is no concentration of ownership at LC Investissements that would result in a 25% shareholding of L Catterton Asia Advisors. LC Investissements is holding company and does not have Directors and Managing Official. L Catterton Holdings, LLC is 100% owned by L Catterton, L.P. L Catterton, L.P. is 100% controlled by its general partner, L Catterton GP, LLC. L Catterton GP, LLC is ultimately controlled by Mr. J. Michael Chu and Mr. Scott A. Dahnke.*

Mr. Ravinder Singh Thakran is the Managing Director and CEO of L Catterton Asia Advisors.

The Chairperson informed the Members that the proposed additional disclosures were in no way affecting the status of the proposed Investor or modify the related Resolution proposed to be passed at the EGM.

Thereafter, with the consent of the Members present at the Meeting, the Notice along with the above disclosures were taken as read.



The Chairperson informed the Meeting that the Company had provided the Members the facility to cast their vote electronically, on all the Resolutions set forth in the Notice of the EGM. Members who were present at the EGM and had not cast their votes electronically were provided an opportunity to cast their votes at the EGM. The following items of business, as per the Notice of the EGM were transacted at the Meeting:

1. To increase the aggregate limit for Registered Foreign Portfolio Investors ("RFPs") and Foreign Institutional Investors ("FIIs") investment in the Equity Share Capital;
2. To issue Equity Shares on a preferential basis.

Clarifications were provided to the queries raised by the Members at the EGM.

The Board of Directors had appointed Mr. Sanjay Dholakia, Practicing Company Secretary as the Scrutinizer to supervise the Remote e-voting and Polling process at the EGM. As per the scrutinizers report received by the Company, all the Resolutions as set out in the Notice of the said EGM have been passed by the Members with requisite majority.



Annexure – II

Details of Voting Results

(Combined results of votes cast by Remote E-voting as provided by NSDL and the polling process at the EGM)

| | |
|---|---|
| Date of the EGM | Extraordinary General Meeting (EGM) of the Company held on 14 June 2018 |
| Total number of Shareholders on record date | 7 June 2018 was cut-off date for reckoning the voting rights of the Shareholders. Total Number of Shareholders: 39,542 |
| No. of Shareholders present in the EGM either in person or through proxy: Promoters and Promoter Group: Public: | 14 93 |
| No. of Shareholders attended the EGM through Video Conferencing Promoters and Promoter Group: Public: | No Video Conferencing facility was provided |
| Mode of voting: | Remote e-voting and poll at the EGM. |



Annexure – II continued

Resolution No: 1

| Resolution Required : (Special) | | | Increase of the aggregate limit for Registered Foreign Portfolio Investors (“RFPIs”) and Foreign Institutional Investors (“FIIs”) investment in the Equity Share Capital | | | | | | |
|---|----------------|--------------------|--|---|--------------------------|------------------------|--------------------------------------|------------------------------------|----------------------|
| Whether promoter/ promoter group are interested in the agenda/resolution? | | | No | | | | | | |
| Category | Mode of Voting | No. of shares held | No. of votes polled | % of Votes Polled on outstanding shares | No. of Votes – in favour | No. of Votes – Against | % of Votes in favour on votes polled | % of Votes against on votes polled | No. of votes Invalid |
| | | [1] | [2] | [3]={[2]/[1]}*100 | [4] | [5] | [6]={[4]/[2]}*100 | [7]={[5]/[2]}*100 | [8] |
| Promoter and Promoter Group | E-Voting | 104048171 | 104048171 | 100.0000 | 104048171 | 0 | 100.0000 | 0.0000 | 0 |
| | Poll | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 | 0 |
| | Postal Ballot | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 | 0 |
| | Total | | 104048171 | 100.0000 | 104048171 | 0 | 100.0000 | 0.0000 | 0 |
| Public Institutions | E-Voting | 55768390 | 34894681 | 62.5707 | 34894681 | 0 | 100.0000 | 0.0000 | 0 |
| | Poll | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 | 0 |
| | Postal Ballot | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 | 0 |
| | Total | | 34894681 | 62.5707 | 34894681 | 0 | 100.0000 | 0.0000 | 0 |
| Public Non Institutions | E-Voting | 30834003 | 18277071 | 59.2757 | 18277001 | 70 | 99.9996 | 0.0004 | 0 |
| | Poll | | 512447 | 1.6620 | 512414 | 33 | 99.9936 | 0.0064 | 0 |
| | Postal Ballot | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 | 0 |
| | Total | | 18789518 | 60.9377 | 18789415 | 103 | 99.9995 | 0.0005 | 0 |
| Total | | 190650564 | 157732370 | 82.7338 | 157732267 | 103 | 99.9999 | 0.0001 | 0 |



Annexure – II continued

Resolution No: 2

| Resolution Required : (Special) | | | Issue of Equity Shares on a Preferential Basis | | | | | | |
|---|----------------|--------------------|--|---|--------------------------|------------------------|--------------------------------------|------------------------------------|----------------------|
| Whether promoter/ promoter group are interested in the agenda/resolution? | | | No | | | | | | |
| Category | Mode of Voting | No. of shares held | No. of votes polled | % of Votes Polled on outstanding shares | No. of Votes – in favour | No. of Votes – Against | % of Votes in favour on votes polled | % of Votes against on votes polled | No. of votes Invalid |
| | | [1] | [2] | [3]={[2]/[1]}*100 | [4] | [5] | [6]={[4]/[2]}*100 | [7]={[5]/[2]}*100 | [8] |
| Promoter and Promoter Group | E-Voting | 104048171 | 104048171 | 100.0000 | 104048171 | 0 | 100.0000 | 0.0000 | 0 |
| | Poll | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 | 0 |
| | Postal Ballot | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 | 0 |
| | Total | | 104048171 | 100.0000 | 104048171 | 0 | 100.0000 | 0.0000 | 0 |
| Public Institutions | E-Voting | 55768390 | 34894681 | 62.5707 | 34894681 | 0 | 100.0000 | 0.0000 | 0 |
| | Poll | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 | 0 |
| | Postal Ballot | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 | 0 |
| | Total | | 34894681 | 62.5707 | 34894681 | 0 | 100.0000 | 0.0000 | 0 |
| Public Non Institutions | E-Voting | 30834003 | 18277238 | 59.2762 | 18276296 | 942 | 99.9948 | 0.0052 | 0 |
| | Poll | | 512125 | 1.6609 | 512092 | 33 | 99.9936 | 0.0064 | 0 |
| | Postal Ballot | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 | 0 |
| | Total | | 18789363 | 60.9371 | 18788388 | 975 | 99.9948 | 0.0052 | 0 |
| Total | | 190650564 | 157732215 | 82.7337 | 157731240 | 975 | 99.9994 | 0.0006 | 0 |





SANJAY DHOLAKIA & ASSOCIATES

BCOM LLB FCS

COMPANY SECRETARIES

GP 15, 2nd Floor, Raghuleela Mall, Behind Poinsur Bus Depot, Kandivali (West), Mumbai - 400 067.

☎ : 2807 3233 / 62363233 / 98700 31365 • E-mail : sanjayrd65@gmail.com

SCRUTINIZER'S REPORT

To,
The Chairperson of
Extraordinary General Meeting (EGM) of the Members of
Future Lifestyle Fashions Limited held on
Thursday, 14th June, 2018 at 10:00 a.m.
At Rangaswar, Fourth Floor, Y. B. Chavan Centre,
Gen. Jagannath Bhosale Marg, Mumbai - 400021.

Dear Sir,

1. The Board of Directors of the Company at its meeting held on 18 May, 2018, has appointed me as the Scrutinizer for the purpose of scrutinizing the Remote e-Voting process and polling process conducted at the EGM, for the Resolution as set out in the Notice of the EGM.
2. In compliance with the provisions of section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), the Company had provided its Members the Remote e-voting facility as provided by National Securities Depository Limited (NSDL) for the Resolutions as set out in the Notice of the said EGM.
3. Further, the facility for voting through Ballot Paper was also made available at the EGM for those Members / proxy holders who attended the EGM and have not cast their vote by Remote e-voting.
4. I submit my report as under:
 - 4.1 The Company has given the Ballot Paper to the Members who were present at the EGM held on Thursday, 14th June, 2018 at 10.00 a.m. at Rangaswar, Fourth Floor, Y. B. Chavan Centre, Gen. Jagannath Bhosale Marg, Mumbai- 400021.
 - 4.2 Particulars of all the Ballot Papers received from the Members and the votes cast by electronic mode have been entered in register maintained for the purpose.
 - 4.3 The Ballot Papers were kept under my safe custody in sealed and tamper proof ballot boxes before commencing the scrutiny of such Ballot Papers.
 - 4.4 The ballot box was opened in my presence.





SANJAY DHOLAKIA & ASSOCIATES

BCOM LLB FCS

COMPANY SECRETARIES

GP 15, 2nd Floor, Raghuleela Mall, Behind Poincur Bus Depot, Kandivali (West), Mumbai - 400 067.

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- 4.5 The ballot forms were duly opened in my presence and scrutinized and the shareholding was matched / confirmed with the Register of Members of the Company as on 7th June, 2018.
- 4.6 I did not find any defaced or mutilated Ballot Papers.
- 4.7 The Remote e-Voting period had commenced on Monday, 11th June, 2018 (9.00 a.m.) and ended on Wednesday, 13th June, 2018 (5.00 p.m.).
- 4.8 I have also received a complete record of votes cast through electronic mode, upto 5:00 p.m. on 13th June, 2018 from NSDL, the agency appointed for providing and supervising electronic platform. The votes cast were unblocked on 14th June, 2018 at 10.35 a.m. in the presence of two witnesses, Mrs. Urvi Shah and Mr. Akshay Shah who are not in the employment of the Company. They have signed below in confirmation of the votes being unblocked in their presence.

Name: Urvi Shah

Name: Akshay Shah

- 4.9 The e-voting data was scrutinized by me for verification of votes cast in favour and against the Resolution, as set in the Notice of the EGM.
5. A summary of the combined voting results of the votes cast through Ballot Papers received and Remote e-voting is given as **Annexure 1**.
6. I have handed over the Ballot Papers and other related papers/ registers and records for the safe custody to the Chairperson who has been authorized by the Board to supervise the Ballot process.
7. On the basis of the scrutiny of the votes cast by Ballot Papers and through Remote e-voting, the Resolutions as set out in the Notice of the EGM have been passed by the Shareholders of the Company with the requisite majority.
8. You may accordingly declare the aforesaid voting result of votes cast through Ballot Papers and Remote e-voting.

Thanking you,

For Sanjay Dholakia & Associates

Sanjay Dholakia
Practising Company Secretary
Proprietor
Membership No. 2655 CP No. 1798
Date: 14th June, 2018
Place: Mumbai



Annexure 1

RESOLUTION 1: To increase the aggregate limit for Registered Foreign Portfolio Investors ("RFPs") and Foreign Institutional Investors ("FIIs") investment in the Equity Share Capital (as a Special Resolution)

| Particulars | Remote E-voting | | Polling at the EGM | | Consolidated voting Results | | |
|-----------------------------|----------------------|-------------------------|------------------------------|-------------------------|-----------------------------|-------------------------------|---------------------------------------|
| | No. of Members voted | No. of valid votes cast | No. of Members / Proxy voted | No. of Valid votes cast | Total No. of Members voted | Total No. of valid votes cast | % of total number of valid votes cast |
| In favour of the Resolution | 150 | 157219853 | 62 | 512414 | 212 | 157732267 | 100.00 |
| Against the Resolution | 5 | 70 | 1 | 33 | 6 | 103 | 0.00 |
| Invalid votes | 0 | 0 | 3 | 134 | | | |

RESOLUTION 2: To issue Equity Shares on a preferential basis (as a Special Resolution)

| Particulars | Remote E-voting | | Polling at the EGM | | Consolidated voting Results | | |
|-----------------------------|----------------------|-------------------------|------------------------------|-------------------------|-----------------------------|-------------------------------|---------------------------------------|
| | No. of Members voted | No. of valid votes cast | No. of Members / Proxy voted | No. of Valid votes cast | Total No. of Members voted | Total No. of valid votes cast | % of total number of valid votes cast |
| In favour of the Resolution | 147 | 157219148 | 60 | 512092 | 207 | 157731240 | 100.00 |
| Against the Resolution | 9 | 942 | 1 | 33 | 10 | 975 | 0.00 |
| Invalid votes | 0 | 0 | 3 | 134 | | | |

