



Ref: FLFL/27(2)(a)/Q2/2017-18

13 October 2017

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

NSE Symbol: FLFL

Dear Sir / Madam

**Ref: Regulation 27(2)(a) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015**

**Sub: Compliance Report on Corporate Governance**

Pursuant to Regulation 27(2)(a) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith the Compliance Report on Corporate Governance for the quarter ended 30 September 2017.

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

Thanking you,

Yours faithfully,

For **Future Lifestyle Fashions Limited**

**Sanjay Kumar Mutha**  
**Chief Legal & Company Secretary**

Encl: as above

**Future Lifestyle Fashions Limited**

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

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CIN : L52100MH2012PLC231654

Compliance Report on Corporate Governance								
ANNEXURE I								
1	Name of Listed Entity	Future Lifestyle Fashions Limited						
2	Quarter ending	30 September 2017 (Second Quarter)						
Annexure I								
I. Composition of Board of Directors								
Title (Mr. / Ms.)	Name of the Director	PAN\$ & DIN	&Category (Chairperson /Executive/Non-Executive/independent/Nominee)	Date of Appointment in the current term / Cessation	Tenure*	No. of Directorship in listed entities including this listed entity (Refer Regulation 25(1) of Listing Regulations)	No. of memberships in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)	No. of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)
Mr.	Kishore Biyani	PAN: AACPB0199B DIN: 00005740	Executive	06/Dec/2012	NA	1	3	1
Mr.	Rakesh Biyani	PAN: AAEPB3651L DIN: 00005806	Non-executive	10/Jun/2013	NA	1	3	-
Mr.	Shailesh Haribhakti	PAN: AAAPH0574L DIN: 00007347	Chairperson- Non-executive- Independent	08/Aug/2014	5 years #	7	10	4
Mr.	Dr. Darlie Koshy	PAN: AAAPK1509Q DIN: 00023527	Non-executive-Independent	08/Aug/2014	5 years #	1	2	1
Mr.	Bijou Kurien	PAN: AEKPK4193E DIN: 01802995	Non-executive-Independent	26/May/2016	5 years	3	3	-
Mr.	Chandra Prakash Toshniwal	PAN: ABZPT0231G DIN: 00036303	Non-executive	02/Mar/2013	NA	-	3	1
Ms.	Sharda Agarwal	PAN: AABPA4219L DIN: 00022814	Non-executive-Independent	27/Mar/2015	5 years	2	2	1
Ms.	Avni Biyani	PAN: AOLPB2102H DIN: 02177900	Non-executive	07/Jun/2016	NA	-	-	-
SPAN number of any director would not be displayed on the website of Stock Exchange &Category of directors means executive/non-executive/independent/Nominee. if a director fits into more than one category write all categories separating them with hyphen * To be filled only for Independent Director. Tenure would mean total period from which Independent director is serving on Board of directors of the listed entity in continuity without any cooling off period. # Appointed as Director with effect from 10 June 2013. Subsequently, on coming into effect of the Companies Act, 2013, appointed as an Independent Director at the Annual General Meeting held on 8 August 2014, for a term of five years.								
II. Composition of Committees								
Sl. No.	Name of Committee			Name of Committee members		Category (Chairperson/Executive/ Non-Executive/ Independent/ Nominee)&		
1	Audit Committee			Ms.Sharda Agarwal		Chairperson - Non-Executive-Independent		
				Mr. Shailesh Haribhakti		Non-Executive-Independent		
				Dr. Darlie Koshy		Non-Executive-Independent		
				Mr. Chandra Prakash Toshniwal		Non-executive		
2	Nomination & Remuneration Committee			Dr. Darlie Koshy		Chairperson - Non-Executive-Independent		
				Mr. Shailesh Haribhakti		Non-Executive-Independent		
				Mr. Rakesh Biyani		Non-executive		
				Ms.Sharda Agarwal		Non-Executive-Independent		
3	Risk Management Committee(if applicable)					N.A.		
4	Stakeholders' Relationship Committee			Dr. Darlie Koshy		Chairperson - Non-Executive-Independent		
				Mr. Kishore Biyani		Executive		
				Mr. Rakesh Biyani		Non-executive		
& Category of directors means executive/non-executive/independent/Nominee. If a director fits into more than one category write all categories separating them with hyphen.								
III. Meeting of Board of Directors								
Date(s) of meeting (Enter dates of Previous quarter and Current quarter in chronological order)							Maximum gap between any two consecutive (in number of days)	
15-May-2017 (Previous quarter)							-	
12-September-2017 (Current quarter)							119	
IV. Meeting of Committees								
Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (Yes/No)	Requirement of Quorum met (details)		Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive meetings in number of days*			
Audit Committee								
12/Sep/2017	Yes	All the four members (including three independent directors) were present in the meeting.		15/May/2017	119			
Stakeholders' Relationship Committee								
12/Sep/2017	Yes	All the three members (including one independent director) were present in the meeting.		15/May/2017	119			
Nomination & Remuneration Committee								
12/Sep/2017	Yes	All the four members (including three independent directors) were present in the meeting.		15/May/2017	119			
* This information has to be mandatorily be given for audit committee, for rest of the committees giving this information is optional.								

V. Related Party Transactions	
Subject	Compliance status (Yes/No/NA)refer note below
Whether prior approval of audit committee obtained	Yes
Whether shareholder approval obtained for material RPT	NA
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	Yes

**Notes:**

1	In the column "Compliance Status", compliance or non-compliance may be indicated by Yes/No/N.A. For example, if the Board has been composed in accordance with the requirements of Listing Regulations, "Yes" may be indicated. Similarly, in case the Listed Entity has no related party transactions, the words "N.A." may be indicated.
2	If status is "No" details of non-compliance may be given here.

**VI. Affirmations**

1	The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015.
2	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015 a. Audit Committee b. Nomination & remuneration committee c. Stakeholders relationship committee d. Risk management committee (applicable to the top 100 listed entities) - Not applicable
3	The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.
4	The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.
5	This report and/or the report submitted in the previous quarter has been placed before Board of Directors.

**Note:** Information at Table I and II above need to be necessarily given in 1st quarter of each financial year. However if there is no change of information in subsequent quarter(s) of that financial year, this information may not be given by Listed entity and instead a statement "same as previous quarter" may be given.

For Future Lifestyle Fashions Limited

  
Sanjay Kumar Mutha  
Chief-Legal & Company Secretary

Place: Mumbai  
Date: 13 October 2017



Compliance Report on Corporate Governance		
ANNEXURE III		
Affirmations		
Broad heading	Regulation Number	Compliance status (Yes/No/NA)
Copy of the Annual Report including Balance Sheet, Profit and Loss Account, Directors' Report, Corporate Governance Report, Business Responsibility Report displayed on website.	46(2)	Yes
Presence of Chairperson of Audit Committee at the Annual General Meeting.	18(1)(d)	NO Ms. Sharda Agarwal, the Chairperson of Audit Committee could not reached at the Annual General Meeting (AGM) venue due to the traffic congestion because of heavy rain in Mumbai on 29 August 2017 and hence she had requested for Leave of absence from attending the AGM and Nominated Mr. Shailesh Haribhakti the member of the Audit Committee to address the relevant queries of the Shareholders at the AGM.
Presence of Chairperson of the Nomination and Remuneration Committee at the Annual General Meeting.	19(3)	N.A.
Whether "Corporate Governance Report" disclosed in Annual Report.	34(3) read with para C of Schedule V	Yes
<b>Note</b> 1 In the column "Compliance Status", compliance or non-compliance may be indicated by Yes/No/N.A.. For example, if the Board has been composed in accordance with the requirements of Listing Regulations, "Yes" may be indicated. Similarly, in case the Listed Entity has no related party transactions, the words "N.A." may be indicated. 2 If status is "No" details of non-compliance may be given here. 3 If the Listed Entity would like to provide any other information the same may be indicated here.		

For Future Lifestyle Fashions Limited

Place: Mumbai  
Date: 13 October 2017

  
Sanjay Kumar Mutha  
Chief-Legal & Company Secretary