

Future Lifestyle Fashions Limited

NOTICE

NOTICE is hereby given that the Third Annual General Meeting of the Members of Future Lifestyle Fashions Limited will be held on Wednesday, August 26, 2015 at 12:00 noon at Rangswar, Fourth Floor, Y. B. Chavan Centre, Gen. Jagannath Bhosale Marg, Mumbai 400021, to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the financial statements of the Company for the financial year ended March 31, 2015 together with the Reports of the Board of Directors and Auditors thereon.
2. To declare a dividend on Equity Shares.
3. To appoint a Director in place of Mr. C. P. Toshniwal (DIN 00036303), who retires by rotation and being eligible, offers himself for re-appointment.
4. To ratify the appointment of Auditors.

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

“RESOLVED THAT pursuant to the provisions of sections 139, 142 and other applicable provisions of the Companies Act, 2013 (‘the Act’) and the Rules made thereunder and pursuant to the resolution passed by the Members at the Annual General Meeting held on August 8, 2014, the appointment of M/s. NGS & Co. LLP, Chartered Accountants (ICAI Registration Number - 119850W) as the Auditors of the Company to hold office till the conclusion of the fourth Annual General Meeting be and is hereby ratified and that the Board of Directors be and is hereby authorised to fix the remuneration payable to them for the financial year 2015-16.”

SPECIAL BUSINESS:

5. TO APPOINT MS. SHARDA AGARWAL AS AN INDEPENDENT DIRECTOR

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

“RESOLVED THAT pursuant to the provisions of sections 149, 152, Schedule IV and other applicable provisions of the Companies Act, 2013 (‘the Act’) and the Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), Ms. Sharda Agarwal (DIN 00022814) who was appointed as an Additional Director of the Company by the Board of Directors with effect from March 27, 2015 and who holds office upto the date of the ensuing Annual General Meeting in terms of section 161(1) of the Act and in respect of whom the Company has received a notice in writing from a Member under section 160 of the Act, signifying its intention to propose Ms. Sharda Agarwal as a candidate for the office of a Director, be and is hereby appointed as an Independent Director of the Company to hold office for a term of five years, not liable to retire by rotation.”

6. TO APPROVE FUTURE LIFESTYLE FASHIONS LIMITED EMPLOYEE STOCK OPTION PLAN 2015

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 section 62(1)(b) and all other applicable provisions of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the Articles of Association of the Company, Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014, as amended from time to time (hereinafter referred to as “SEBI SBEB Regulations”) and subject to such other approvals, permissions and sanctions as may be necessary and such conditions and modifications as may be imposed or prescribed

while granting such approvals, permissions and sanctions, which may be accepted by the Board of Directors of the Company (hereinafter referred to as the "Board" which term shall include any Committee thereof including the Nomination and Remuneration Committee duly authorised by the Board), approval and consent of the Members of the Company be and are hereby accorded to the 'Future Lifestyle Fashions Limited Employee Stock Option Plan 2015 (hereinafter referred to as the "FLFL ESOP 2015"/ "Plan") and to authorize the Board to create, offer and grant from time to time the number of Options upto 35,00,000 (Thirty Five Lakh) Employee Stock Options ("ESOPs") being not exceeding 2% (Two percent) of the paid-up equity share capital of the Company as on the date of passing the resolution to the permanent employees and Directors of the Company, whether whole time or otherwise, whether working in India or outside India, as may be decided by the Board under the Plan (hereinafter referred to as an "eligible employees"), convertible into equivalent number of equity shares of ₹ 2 (Rupees Two) each, through an Employees' Welfare Trust (herein after referred to as "Trust") to be set-up by the Company, at such price or prices, in one or more tranches and on such terms and conditions, as may be determined by the Board under FLFL ESOP 2015.

RESOLVED FURTHER THAT the Board be and is hereby further authorised to issue and allot equity shares upon exercise of ESOPs from time to time in accordance with the Plan and such equity shares shall rank pari passu in all respects with the then existing equity shares of the Company.

RESOLVED FURTHER THAT the number of ESOPs that may be granted to any eligible employee, in any financial year and in aggregate under the Plan shall be less than 1% (One percent) of the issued equity share capital (excluding outstanding warrants and conversions) of the Company.

RESOLVED FURTHER THAT the aforesaid ceiling of 35,00,000 (Thirty Five Lakh) ESOPs convertible into equivalent number of equity shares of ₹ 2 (Rupees Two) each shall be appropriately adjusted, in case of any corporate action(s) such as rights issues, bonus issues, sub-division, split or consolidation of shares, any change in capital structure, merger and/or sale of division/undertaking or any other re-organisation / restructuring of the Company, without affecting any other rights or obligations of the option grantees.

RESOLVED FURTHER THAT the Board be and is hereby empowered:

- (i) to administer, implement and supervise the FLFL ESOP 2015 either directly by itself or through a Trust;
- (ii) to formulate, approve, evolve, modify, change, vary, alter, amend, suspend or terminate the FLFL ESOP 2015 and determine and bring into effect such terms and conditions and procedures for grant or vesting of Share(s)/Option(s) under FLFL ESOP 2015 either directly by itself or through a Trust;
- (iii) to grant, issue, re-issue, recall, surrender, cancel and withdraw stock options from time to time and to determine the terms and conditions therefor;
- (iv) to take necessary steps for listing of the equity shares allotted under the FLFL ESOP 2015 on the Stock Exchanges, where the equity shares of the Company are listed;
- (v) to delegate all or any of the powers herein conferred by this resolution to any Committee of Directors, Director, Officer or Authorised Representative of the Company;
- (vi) to do all such acts, deeds, things and matters as may be considered necessary or expedient and 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.

7. TO GRANT STOCK OPTIONS TO THE EMPLOYEES OF THE SUBSIDIARY COMPANY(IES) UNDER FLFL ESOP 2015

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 section 62(1)(b) and all other applicable provisions of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the Articles of Association of the Company, Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014, as amended from time to time

(hereinafter referred to as “SEBI SBEB Regulations”) and subject to such other approvals, permissions and sanctions as may be necessary and such conditions and modifications as may be imposed or prescribed while granting such approvals, permissions and sanctions, which may be accepted by the Board of Directors of the Company (hereinafter referred to as the “Board” which term shall include any Committee thereof including the Nomination and Remuneration Committee, duly authorised by the Board), approval and consent of the Members of the Company be and are hereby accorded to grant from time to time the number of Options upto 35,00,000 (Thirty Five Lakh) Employee Stock Options (“ESOPs”) under FLFL ESOP 2015 to the permanent employees and directors, whether whole time or otherwise, whether working in India or outside India, of any existing and future subsidiary company(ies) of the Company from time to time, on such terms and conditions, as may be decided by the Board under FLFL ESOP 2015.

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 may be necessary or expedient and to delegate all or any of the powers herein conferred by this resolution to any committee of directors, director, Officer or Authorised Representative of the Company and to settle any questions, difficulty 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.”

8. TO IMPLEMENT FLFL ESOP 2015 THROUGH EMPLOYEES’ WELFARE TRUST

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 62(1)(b), 67 and all other applicable provisions of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the Articles of Association of the Company, Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014, as amended from time to time (hereinafter referred to as “SEBI SBEB Regulations”) and subject to such other approvals, permissions and sanctions as may be necessary and such conditions and modifications as may be imposed or prescribed while granting such approvals, permissions and sanctions, which may be accepted by the Board of Directors of the Company (hereinafter referred to as the “Board” which term shall include any Committee thereof including the Nomination and Remuneration Committee, duly authorised by the Board), approval and consent of the Members of the Company be and are hereby accorded to the Board to implement ‘Future Lifestyle Fashions Limited Employee Stock Option Plan 2015’ (hereinafter referred to as the “FLFL ESOP 2015”/ “Plan”) through an Employees’ Welfare Trust (hereinafter referred to as “Trust”) to be setup by the Company.

RESOLVED FURTHER THAT the said Trust be and is hereby authorised to subscribe, acquire, purchase, sale, transfer, hold, dispose and deal in the equity shares of the Company for the purpose of implementation of FLFL ESOP 2015 or any other employee stock plan or share based employee benefit plan(s), as may be introduced by the Company from time to time, (hereinafter referred to as “Employee Benefits Plan(s)”), or for any other purpose(s) as contemplated herein and to do all such acts, deeds and things as may be incidental or ancillary in this regard.

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution, the Board be and is hereby authorised on behalf of the Company to do all such acts, deeds, matters and things as it may in its absolute discretion deem expedient and to delegate all or any of the powers herein conferred by this resolution to any Committee of directors, Director, Officer or Authorised Representative of the Company and to settle any questions, difficulties or doubts that may arise with respect to the above matter without requiring the Board to secure any further consent or approval of the Members of the Company.”

9. TO AUTHORIZE EMPLOYEES’ WELFARE TRUST FOR SECONDARY ACQUISITION

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 62(1)(b), 67 and all other applicable provisions of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the Articles of Association of the Company, Securities and

Exchange Board of India (Share Based Employee Benefits) Regulations, 2014, as amended from time to time (hereinafter referred to as "SEBI SBEB Regulations") and subject to such other approvals, permissions and sanctions as may be necessary and such conditions and modifications as may be imposed or prescribed while granting such approvals, permissions and sanctions, which may be accepted by the Board of Directors of the Company (hereinafter referred to as the "Board" which term shall include any Committee thereof including the Nomination and Remuneration Committee, duly authorised by the Board), approval and consent of the Members of the Company be and are hereby accorded for acquisition of not exceeding 35,00,000 (Thirty Five Lakh) equity shares of ₹ 2 (Rupees Two) each of the Company (representing 1.85% of the paid up share capital), in one or more tranches, from the secondary market, by Employees' Welfare Trust to be setup by the Company for the purpose of implementation of FLFL ESOP 2015 from time to time, subject to overall limits prescribed under SEBI SBEB Regulations and as may be decided by the Board under the FLFL ESOP 2015.

RESOLVED FURTHER THAT the aforesaid ceiling of 35,00,000 (Thirty Five Lakh) equity shares of ₹ 2 (Rupees Two) each shall be appropriately adjusted, in case of any corporate action(s) such as rights issues, bonus issues, sub-division, split or consolidation of shares, any change in capital structure, merger, sale of division/undertaking or other re-organisation / restructuring of the Company, without affecting any other rights or obligations of the option grantees.

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 may be necessary or expedient and to delegate all or any of the powers herein conferred by this resolution to any Committee of Directors, Director, Officer or Authorised Representative of the Company and to settle any questions, difficulty 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."

10. TO AUTHORISE MAKING OF LOAN / PROVISION OF MONEY TO EMPLOYEES' WELFARE TRUST FOR PURCHASE OF / SUBSCRIPTION FOR COMPANY'S SHARES UNDER FLFL ESOP 2015

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 62(1)(b), 67 and all other applicable provisions of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the Articles of Association of the Company, Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014, as amended from time to time (hereinafter referred to as "SEBI SBEB Regulations") and subject to such other approvals, permissions and sanctions as may be necessary and such conditions and modifications as may be imposed or prescribed while granting such approvals, permissions and sanctions, which may be accepted by the Board of Directors of the Company (hereinafter referred to as the "Board" which term shall include any Committee thereof including the Nomination and Remuneration Committee, duly authorised by the Board), consent of the Members of the Company be and are hereby accorded to the Board to make loan and /or provision of money and/or to provide guarantee or security in connection with a loan granted or to be granted, in one or more tranches, to the Employees' Welfare Trust (hereinafter referred to as "Trust") to be set-up by the Company, for an amount not exceeding 5% (Five percent) of the aggregate of the paid-up share capital and free reserves of the Company for the purpose of subscription for and/or acquisition of equity shares of the Company by the Trust/ Trustees, in one or more tranches, subject to the ceiling of equity shares as may be specified under the FLFL ESOP 2015 and/or any other employee stock plan or share based employee benefits plan(s), which may be introduced by the Company from time to time (hereinafter collectively referred to as "Employee Benefits Plan(s)") with a view to deal in the equity shares of the Company as contemplated in any of the Employee Benefits Plans or such other purpose(s) as may be permitted under the SEBI SBEB Regulations and other applicable laws and regulations.

RESOLVED FURTHER THAT any loan or money or guarantee provided by the Company shall be repayable to and recoverable by the Company from time to time during the term of the FLFL ESOP 2015 and/or other Employee Benefits Plan(s), as the case may be, subject to exercise price being paid by the employees upon exercise of Options under any of the Employee Benefits Plan(s).

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 may be necessary or expedient and to delegate all or any of the powers herein conferred by this resolution to any Committee of Directors, Director, Officer or Authorised Representative of the Company and to settle any questions, difficulty 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.”

NOTES:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING 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. The instrument appointing the Proxy 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.
3. A person can act as proxy on behalf of Members not exceeding 50 (Fifty) and holding in the aggregate not more than 10% (Ten Percent) 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.
4. A Member holding more than 10% (Ten percent) 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 shareholder.
5. The Statement pursuant to section 102 of the Companies Act, 2013, relating to the Special Business to be transacted at the Meeting is annexed hereto.
6. The Register of Directors and Key Managerial Personnel and their shareholding maintained under section 170 of the Companies Act, 2013, will be available for inspection by the Members at the Meeting.
7. The Register of Members and the Share Transfer Books of the Company will remain closed from Thursday, August 20, 2015 to Wednesday, August 26, 2015 (both days inclusive).
8. Subject to the provisions of the Companies Act, 2013, dividend as recommended by the Board of Directors for the financial year 2014-15, if declared at the Meeting, will be paid within a period of 30 days from the date of declaration, to those Members whose names appear on the Company’s Register of Members and to the beneficial owners as per the particulars to be furnished by the Depositories as on August 20, 2015.
9. Pursuant to the provisions of section 205A of the Companies Act, 1956, dividends that are unclaimed for a period of seven years are required to be transferred to the Investors Education and Protection Fund (IEPF). The final dividend for the financial year 2013-14 will become due for transfer to IEPF in September, 2021. Members who have not encashed the Dividend Warrants so far for the said financial year are requested to make their claim to the Company’s R&T Agents. It may be noted that once the amounts in the Unpaid Dividend Accounts are transferred to IEPF, no claim shall lie against the IEPF or the Company in respect thereof and the Members would lose their right to claim such dividend.
10. Members can avail themselves of the facility of nomination in respect of shares held by them in physical form pursuant to the provisions of section 72 of the Companies Act, 2013. Members desiring to avail themselves of this facility may send their nominations in the prescribed Form No. SH-13 duly filled in to the Company’s Registrar & Share Transfer Agents (R&T Agents). Members holding shares in electronic form may contact their respective Depository Participants for availing this facility.
11. The Securities and Exchange Board of India has made it mandatory for all companies to use the bank account details furnished by the Depositories for any payment (including dividend) through Electronic Clearing Service (ECS) to investors. In the absence of ECS facility, companies shall mandatorily print the bank account details of the investors on such payment instruments. Members are encouraged to avail ECS facility and requested to update bank account details in the prescribed form to their respective Depository Participants and/or the Company’s R&T Agents.

12. Electronic copy of the Annual Report for financial year 2014-15 and the Notice of the Annual General Meeting of the Company *inter-alia* indicating the process and manner of remote e-voting along with Attendance Slip and Proxy Form are being sent to all the Members whose email IDs are registered with the Company/ Depository Participants for communication purposes unless any Member has requested for hard copies of the same. For Members who have not registered their email address, physical copies of the aforesaid documents are being sent in the permitted mode.
13. Members who have not registered their email address so far are requested to register their email address for receiving all communication including Annual Report, Notices, Circulars, etc. from the Company in electronic copy.
14. Members may also note that the Notice of the Annual General Meeting and the Annual Report for the financial year 2014-15 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 in Mumbai for inspection during normal business hours (9.00 am to 5.00 pm) on all working days up to and including the date of the Annual General Meeting of the Company. 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 email id: investorrelations@futurelifestyle.in.
15. Voting through electronic means
 - I. In compliance with provisions of section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Clause 35B of the Listing Agreement, the Company is pleased to provide Members facility to exercise their right to vote on resolutions proposed to be considered at the Annual General Meeting (AGM) 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 AGM ("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 Meeting 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 Poll.
 - III. The Members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.
 - IV. The remote e-voting period commences on August 22, 2015 (9:00 am) and ends on August 25, 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 August 19, 2015, 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 process and manner for remote 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]:
 - (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 remote 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 remote e-voting opens. Click on remote e-voting: Active Voting Cycles.
 - (vii) Select "EVEN" of "Future Lifestyle Fashions Ltd".
 - (viii) Now you are ready for remote 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 with a copy marked to evoting@nsdl.co.in
- B. In case a Member receives physical copy of the Notice of AGM [for Members whose email IDs are not registered with the Company/Depository Participants or requesting physical copy]:
- (i) Initial password is provided as below/at the bottom of the Attendance Slip for the AGM:

EVEN (Remote e-voting Event Number)	USER ID	PASSWORD/PIN
 - (ii) Please follow all steps from Sl. No. (ii) to Sl. No. (xii) above, to cast vote.
- VI. 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 downloads section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990.
- VII. If you are already registered with NSDL for remote e-voting then you can use your existing user ID and password/PIN for casting your vote.
- VIII. 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).
- IX. The voting rights of Members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of August 19, 2015.
- X. 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. August 19, 2015, may obtain the login ID and password by sending a request at evoting@nsdl.co.in or Issuer/RTA.
- 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.nsdl.com or contact NSDL at the following toll free no.: 1800-222-990.
- XI. A Member may participate in the AGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the AGM.
- XII. 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 AGM through Polling Paper.

- XIII. Mr. Sanjay Dholakia (Membership No. 2655 /Certificate of Practice No. 1798), Proprietor - M/s. Sanjay Dholakia & Associates, Practicing Company Secretaries has been appointed as the Scrutinizer to scrutinize the voting and remote e-voting process in a fair and transparent manner.
- XIV. The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of Scrutinizer, by use of Polling Paper for all those Members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.
- XV. The Scrutinizer shall after the conclusion of voting at the AGM, 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 AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
- XVI. 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 Chairman 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.
16. Members are requested to send all communications relating to shares to our R&T Agents at the following address:

LINK INTIME INDIA PRIVATE LIMITED
C-13, Pannalal Silk Mills Compound,
LBS Marg, Bhandup (West), Mumbai 400078
Tel No.: +91 22 2596 3838 Fax No.: +91 22 2594 6969
Email: rnt.helpdesk@linkintime.co.in

17. The Information to be provided under Clause 49 of the Listing Agreement with the Stock Exchanges pertaining to the Director proposed to be re-appointed at the Annual General Meeting is given as under:

Re-appointment of Mr. C. P. Toshniwal

Mr. C. P. Toshniwal, Executive Director & Chief Financial Officer of the Company, retires by rotation and being eligible, offers himself for re-appointment.

Mr. C. P. Toshniwal, is currently the Executive Director & Chief Financial Officer of the Company. He is a qualified Chartered Accountant and Company Secretary. Mr. Toshniwal started his journey with Future Group in May 1997 and has over 25 years of rich managerial experience. Prior to his association with Future Group, he worked with other corporate houses viz. Donear Synthetics Limited, Orient Vegetexpo Limited and Control Print India Limited. Mr. Toshniwal has strong domain knowledge of the Indian Retail Industry with good understanding of Information Technology Systems and a proven ability in setting up systems and procedures for Robust Management Accounting. He has rich experience in the field of Corporate and Strategic Planning, Financial Planning & Restructuring, Risk Management System and Process Implementation, Mergers, Amalgamations, Takeover of Business Enterprises, Raising Capital through innovative financial products. Additionally he is a very good leader with strong relationships with stakeholders and employees. He has been awarded the Best CFO Award-2011 in the Service Sector Category by The Institute of Chartered Accountants of India. He has been also awarded "CFO100 Roll of Honour" by CFO India for his extraordinary performance as senior finance leader in Retail Industry. Mr. Toshniwal also holds the position of Chairman of Finance Committee of Retailers Association of India.

Mr. Toshniwal is a member of the Audit Committee, Risk Management Committee and Corporate Social Responsibility Committee of the Board.

He holds 57,233 Equity Shares in the Company and is not related to any other Directors and Key Managerial Personnel.

He also holds directorship in Future Axiom Telecom Limited, Future Media (India) Limited, Future Supply Chain Solutions Limited, Sprint Advisory Services Private Limited, Shendra Advisory Services Private Limited, Sun City Properties Private Limited, Future Brands Limited, Future E-Commerce Infrastructure Limited, Shreya Mall Management Private Limited, Future Consumer Products Limited and Whole Wealth Limited and also a Designated Partner in SSA Advisors LLP.

He is a member of the Audit Committee of Future Axiom Telecom Limited, Future Media (India) Limited, Future Brands Limited and Future E-Commerce Infrastructure Limited.

Your Directors recommend Resolution No. 3 as an Ordinary Resolution for approval by the Members.

Apart from Mr. Toshniwal, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in this resolution.

18. Ratification of the appointment of Statutory Auditors:

M/s. NGS & Co. LLP, Chartered Accountants (Firm Registration No 119850W) have been appointed as the Statutory Auditors of the Company from the conclusion of the Second Annual General Meeting of the Company held on August 8, 2014 till the conclusion of the Fifth Annual General Meeting of the Company. However, their appointment would be subject to ratification by the Members in every AGM during the said term.

In view of the above, the Board of Directors recommends ratification of the appointment of M/s. NGS & Co. LLP, Chartered Accountants as the Statutory Auditors of the Company to hold office till the conclusion of the Fourth Annual General Meeting and to fix the remuneration payable to them for the financial year 2015-16, as mentioned at Item No. 4 of the Notice.

19. All documents referred to in the accompanying Notice 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, up to the date of the Third Annual General Meeting of the Company.
20. The route map of the venue of the AGM is given herein. The prominent landmark near the venue is Mantralaya, Mumbai.

By Order of the Board of Directors

Sanjay Kumar Mutha
Chief - Legal & Company Secretary

Date: May 20, 2015

Place: Mumbai

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 3084 2336

Fax No.: +91 22 3084 2502

Email: 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. 5

Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company vide circular resolution dated March 27, 2015, appointed Ms. Sharda Agarwal as an Additional Director (Independent Director) of the Company.

In terms of section 161 of the Companies Act, 2013 ('the Act'), Ms. Agarwal holds office up to the date of the forthcoming Annual General Meeting of the Company. The Company has received a notice from a Member signifying its intention to propose Ms. Agarwal as candidate for the office of Director of the Company at the forthcoming Annual General Meeting.

The Company has received from Ms. Agarwal a declaration that she is not disqualified from being appointed as a Director in terms of section 164 of the Act and given a consent to act as a Director of the Company. The Company has also received a declaration from Ms. Agarwal that she meets the criteria of independence as prescribed both under sub-section (6) of section 149 of the Act and under Clause 49 of the Listing Agreement. The Board is also of the opinion that Ms. Agarwal is independent of the management of the Company.

Ms. Agarwal holds Post Graduate Diploma in Management from The Indian Institute of Management, Bangalore and B.Sc. Hons. (Economics), from St. Xavier's College, Kolkata. She has over two decades of experience in various aspects of marketing, consumer business, brand growth through strategic business interventions, brand strategies, sales & distribution strategies including vision-to-execution projects, etc. and held senior positions in Johnson & Johnson (India and United States), Coca Cola (India) and MarketGate Consulting.

Presently, she holds directorships in Motilal Oswal Financial Services Limited, Demeter Advisors Private Limited, Marketgate Dimensions Research India Private Limited and Marketgate Consulting Private Limited.

She does not hold any shares in the Company and is not related to any other Directors and Key Managerial Personnel of the Company.

The Board considers that her appointment would be of immense benefit to the Company and it is desirable to avail services of Ms. Agarwal as an Independent Director. In terms of the provisions of section 149(13) of the Act, Ms. Agarwal shall not be liable to retire by rotation.

Your Directors recommend Resolution No. 5 as an Ordinary Resolution for approval by the Members.

Except Ms. Agarwal, being an appointee, none of the Directors and Key Managerial Personnel of the Company and their respective relatives are concerned or interested, financial or otherwise, in the resolution set out at Item No. 5.

Item Nos. 6 and 7

Human resource is the key for the continuous growth and development of the Company. In order to attract and retain key employees working with the Company and its subsidiary companies by way of rewarding their performance and motivate them to contribute and participate in the overall corporate growth, profitability and financial success of the organisation, your Company intends to implement new employee stock option Scheme.

Equity based compensation is considered to be an integral part of employee compensation across sectors. Your Company also believes in rewarding its employees including Directors of the Company as well as that of the subsidiary companies ("eligible employees") for their continuous hard work, dedication and support, which has led the Company and the subsidiary companies on the growth path. Accordingly, your Company proposes to implement Future Lifestyle Fashions Limited Employee Stock Option Plan 2015 ("FLFL ESOP 2015"/ "Plan").

The Company seeks approval of the Members in respect of FLFL ESOP 2015 and for grant of Options convertible into equity shares of the Company, to the eligible employees, as may be decided by the Board and/or the Nomination and Remuneration Committee ("the Committee") from time to time under the FLFL ESOP 2015.

The salient features of the FLFL ESOP 2015 are as under:

1. Total number of Stock Options to be granted:

35,00,000 (Thirty Five Lakh) Options would be available for grant to the eligible employees of the Company and / or the subsidiary companies in aggregate under the FLFL ESOP 2015, in one or more tranches, convertible into equivalent number of equity shares of ₹ 2 (Rupees Two) each of the Company.

Vested Options lapsed due to non-exercise and/or unvested Options that get cancelled due to resignation / termination of the employees or otherwise, would be available for re-grant at a future date, as per the provisions of FLFL ESOP 2015.

In terms of SEBI SBEB Regulations, the aforesaid ceiling of 35,00,000 (Thirty Five Lakh) ESOPs convertible into equivalent number of equity shares of ₹ 2 (Rupees Two) each shall be appropriately adjusted, in case of any corporate action(s) such as rights issues, bonus issues, sub-division, split or consolidation of shares, any change in capital structure, merger and/or sale of division/undertaking or other re-organisation / restructuring of the Company, without affecting any other rights or obligations of the option grantees.

2. Identification of classes of employees entitled to participate in FLFL ESOP 2015

The following class/classes of employees / Directors are entitled to participate in FLFL ESOP 2015:-

- a) Permanent employees of the Company working with the Company or on deputation with any other company in India or outside India;
- b) Directors of the Company; and
- c) Permanent employees and Directors of the subsidiary companies / working with respective subsidiary company or on deputation with any other company.

The following class/classes of employees are not eligible:-

- a) an employee who is a Promoter or belongs to the Promoter Group;
- b) a Director who either by himself or through his relatives or through any body corporate, directly or indirectly holds more than 10% (Ten percent) of the outstanding equity shares of the Company; and
- c) an Independent Director within the meaning of the Companies Act, 2013.

3. Transferability of Employee Stock Options:

The Options granted to an employee shall not be transferable to any person and shall not be pledged, hypothecated, encumbered or otherwise alienated in any manner. However, in the event of the death of the Option grantee, the right to exercise all the Options granted to him till such date shall be transferred to his legal heirs or nominees within the period as may be prescribed under FLFL ESOP 2015.

4. Requirements of vesting and period of vesting:

The Options granted shall vest in accordance with the terms of the each grant under the FLFL ESOP 2015, so long as an employee continues to be in the employment of the Company or the subsidiary companies as the case may be. The vesting period in one or more tranches shall be decided by the Committee from time to time but shall not be less than 1 year from the date of grant of options. The Committee may, at its discretion, lay down certain performance metrics on the achievement of which, such Options would vest.

5. Maximum period within which the Options shall be vested:

Options granted under FLFL ESOP 2015 would vest in accordance with the terms of the each grant, subject to maximum period of 3 years from the date of grant of such Options.

6. Exercise price or pricing formula:

The exercise price per Option shall not be less than the face value of equity share and shall not exceed the market price of the equity share of the Company as on the date of grant, as may be decided by the Committee.

Market price in this context refers to the meaning assigned to it under the SEBI SBEB Regulations.

The Committee can give cashless exercise of options, if required, to the employees and shall provide necessary procedures and/or mechanism for exercising such options, subject to applicable laws, rules and regulations.

7. Exercise period and the process of Exercise:

The vested Options shall be allowed for exercise on and from the date of vesting provided that such vested Options shall be exercised within the maximum period of 3 years from the date of vesting of such Options.

The vested Option shall be exercisable by the employees by a written application to the Trust or the Company expressing his/ her desire to exercise such Options in such manner and on such format as may be prescribed by the Trust/ the Committee from time to time. The Options shall lapse if not exercised within the specified exercise period. In case of cashless system of exercise of vested Options, the Committee shall be entitled to specify such procedures and/or mechanisms for the Shares to be dealt with thereon as may be necessary and the same shall be binding on the Option grantees.

8. Appraisal process for determining the eligibility of employees under FLFL ESOP 2015:

The appraisal process for determining the eligibility of the employees will be decided by the Committee from time to time. The employees would be granted Options under the FLFL ESOP 2015 based on various parameters such as performance rating, period of service, rank or designation and such other parameters as may be decided by the Committee from time to time.

9. Maximum number of Options to be issued per employee and in aggregate:

The number of Options that may be granted to any specific employee of the Company or of its subsidiary companies, in any financial year and in aggregate under the FLFL ESOP 2015 shall be less than 1% (One percent) of the issued equity share capital (excluding outstanding warrants and conversions) of the Company.

10. Accounting and Disclosure Policies:

The Company shall comply with the 'Guidance Note on Accounting for Employee Share-based Payments' and applicable Accounting Standards as may be prescribed by the Institute of Chartered Accountants of India from time to time and disclosures requirements under the SEBI SBEB Regulations and other applicable laws from time to time.

11. Method of Option Valuation:

To calculate the employee compensation cost, the Company shall use the Intrinsic Value method for valuation of the Option granted. The difference between the employee compensation cost so computed and the employee compensation cost that shall have been recognized if it had used the fair value of the Options and the impact of this difference on profits and on EPS of the Company shall also be disclosed in the Directors' Report.

12. Primary / Secondary Route:

The Board shall decide on the acquisition of shares, either by way of primary issue or by way of secondary acquisition, subject however to prevailing applicable laws and regulations in force from time to time.

In terms of provisions of section 62(1)(b) and all other applicable provisions, if any, of the Companies Act, 2013 approvals of the Members are being sought by way of Special Resolutions set out at Item Nos. 6 and 7 to this Notice.

Your Directors recommend the Resolutions proposed at Item Nos. 6 and 7 to this Notice for approval by the Members.

None of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financial or otherwise, in these resolutions, except to the extent of their entitlements, if any, under the Plan.

Item Nos. 8, 9 and 10

Pursuant to the applicable provisions of the Companies Act, 2013 and the SEBI SBEB Regulations, the Company proposes to implement Future Lifestyle Fashions Limited Employee Stock Option Plan 2015 ("FLFL ESOP 2015"/ "Plan") through an Employees' Welfare Trust ("Trust") route with a view to efficiently manage the Plan and if required, to enable cashless exercise of vested options. FLFL ESOP 2015 envisages issue of 35,00,000 (Thirty Five Lakh) equity shares within the term of the Plan. The Company also contemplates to manage any other future employee stock option plan or share based employee benefit plan as may be introduced from time to time through the aforesaid Trust.

The Board proposes to set-up an Employees' Welfare Trust namely Future Lifestyle Fashions Limited Employees' Welfare Trust ("Trust") and to make loan and / or provision of money and / or to provide guarantee or security in connection with a loan granted or to be granted, in one or more tranches, to the Trust, for an amount not exceeding 5% (Five percent) of the aggregate of the paid-up share capital and free reserves of the Company, as prescribed under SEBI SBEB Regulations read with Rule 16 of the Companies (Share Capital and Debenture) Rules, 2014.

Particulars in respect of the Trust:

a) The class/classes of employees for whose benefit the Plan is being implemented and money is being provided for purchase of and subscription for the shares:

The Plan is being implemented and money is being provided for purchase of and subscription for equity shares for the benefit of eligible employees within the meaning of the Plan. The class/ classes of employees who are eligible are as under:-

- i. Permanent employees of the Company working with the Company or on deputation with any other company in India or outside India;
- ii. Directors of the Company; and
- iii. Permanent employees and Directors of the subsidiary companies / working with respective subsidiary company or on deputation with any other company.

The following class/classes of employees are not eligible:-

- i. an employee who is a Promoter or belongs to the Promoter Group;
- ii. a Director who either by himself or through his relatives or through any body corporate, directly or indirectly holds more than 10% (Ten percent) of the outstanding equity shares of the Company; and
- iii. an Independent Director within the meaning of the Companies Act, 2013.

b) The particulars of the Trustee or employees in whose favour such shares are to be registered:

It is contemplated that one or more of the designated Trustees shall acquire and deal in the shares of the Company. The Trustees shall transfer the shares in favour of the employees on exercise of the Options after ensuring realisation of exercise price and applicable income tax.

c) The particulars of trust and name, address, occupation and nationality of trustees and their relationship with the promoters, directors or key managerial personnel, if any:

An Irrevocable Trust is proposed to be set-up with the name Future Lifestyle Fashions Limited Employees' Welfare Trust having its registered office at Knowledge House, Shyam Nagar, Off Jogeshwari Vikhroli Link Road, Jogeshwari (East), Mumbai – 400 060.

The Trustee(s) would be appointed by the Board and / or the Committee thereof in compliance with the applicable provisions of the Companies Act, 2013 and the SEBI SBEB Regulations.

A person shall not be appointed as a trustee to hold such shares, if he (a) is a director, key managerial personnel or promoter of the company or its subsidiary or associate company or any relative of such director, key managerial personnel or promoter; or (b) beneficially holds 10% (Ten percent) or more of the paid-up share capital of the Company.

d) Any interest of key managerial personnel, directors or promoters in such scheme or trust and effect thereof:

The Key Managerial Personnel and Directors are interested in the Scheme only to the extent of stock options as may granted to them, if any, under the Scheme. None of the promoters is concerned or interested in the Scheme.

e) The detailed particulars of benefits which will accrue to the employees from the implementation of the Plan:

The eligible employees shall be granted ESOPs under the Plan, which would vest subject to vesting conditions prescribed by the Committee. Upon exercise of vested stock options, the eligible employees, will be entitled to equivalent number of equity shares of the Company, In case of cashless system of exercise of vested Options, the Committee shall specify such procedures and/or mechanisms for the entitlements under the plan and the same shall be binding on the Option grantees.

f) The details about who would exercise and how the voting rights in respect of the shares to be purchased under the Plan would be exercised:

As per SEBI SBEB Regulations, neither the Trust nor any of its Trustees shall exercise voting rights in respect of equity shares held in the Trust.

In terms of the provisions of Regulation 6 of the SEBI SBEB Regulations, consent of the Members is being sought by way of Special Resolutions set out at Item Nos. 8 and 9 of this Notice.

Further, in term of the provisions of Regulation 3(8) of the SEBI SBEB Regulations read with Rule 16 of the Companies (Share Capital and Debenture) Rules 2014, consent of the Members is being sought by way of a Special Resolution set out at Item No. 10 of this Notice.

Your Directors recommend Resolutions proposed at Item Nos. 8, 9 and 10 of this Notice for approval by the Members.

None of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financial or otherwise, in these resolutions, except to the extent of their entitlements, if any, under the Plan.

By Order of the Board the Directors

Sanjay Kumar Mutha

Chief - Legal & Company Secretary

Date: May 20, 2015

Place: Mumbai

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 3084 2336

Fax No.: +91 22 3084 2502

Email: investorrelations@futurelifestyle.in

Website: www.futurelifestyle.in

Route map of the venue of the AGM



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 3084 2336 Fax No.: +91 22 3084 2502 Website: www.futurelifestyle.in

Third Annual General Meeting – August 26, 2015

Name of the member(s):	
Registered Address:	
E-mail Id:	
DP. ID. / Client ID.:	Folio No.:

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-mailid:..... Signature.....

as my / our proxy to attend and vote (on a poll) for me / us and on my / our behalf at the Third Annual General Meeting of the Company, to be held on Wednesday, August 26, 2015 at 12:00 noon at Rangswar, Fourth Floor, Y. B. Chavan Centre, Gen. Jagannath Bhosale Marg, Mumbai - 400 021 and at any adjournment thereof in respect of such resolutions as are indicated below:

Sl. No.	Resolutions	Optional*	
		For	Against
Ordinary Business			
1.	Adoption of audited financial statements of the Company for the year ended March 31, 2015 together with the Reports of the Board of Directors and Auditors thereon.		
2.	Declaration of a dividend on Equity Shares.		
3.	Appointment of Mr. C. P. Toshniwal, who retires by rotation and being eligible, offers himself for re-appointment.		
4.	Ratification of appointment of Auditors and fix their remuneration.		
Special Business			
5.	Appointment of Ms. Sharda Agarwal as an Independent Director.		
6.	Approval of Future Lifestyle Fashions Limited Employee Stock Option Plan - 2015 (FLFL ESOP 2015).		
7.	Approval of grant of stock options to the employees of the subsidiary companies under FLFL ESOP 2015.		
8.	Implementation of FLFL ESOP 2015 through Employees' Welfare Trust.		
9.	Authorize Employees' Welfare Trust for secondary acquisition.		
10.	Authorize making of loan / provision of money to Employees' Welfare Trust for purchase of / subscription for Company's shares under FLFL ESOP 2015.		

Signed this day of 2015.

Affix
revenue
stamp

Signature of Proxy holder(s)

Signature of Member

Note:

- 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.
- *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.

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 3084 2336, Fax No.: +91 22 3084 2502,

Email : investorrelations@futurelifestyle.in,

Website: www.futurelifestyle.in

ATTENDANCE SLIP

THIRD ANNUAL GENERAL MEETING – AUGUST 26, 2015

I / We hereby record my / our presence at the Third Annual General Meeting of the Company held on Wednesday, August 26, 2015 at 12:00 Noon at Rangswar, Fourth Floor, Y. B. Chavan Centre, Gen. Jagannath Bhonsle Marg, Mumbai 400 021.

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Regd. Folio No. / DP ID/ CL ID :
No. of Shares :
Name of the Shareholder(s)/Proxy :

**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
102263		

Note: Please read instructions given at Note No. 15 (Procedure for Voting through electronic means) to the Notice of the Third Annual General Meeting carefully before voting electronically. The voting time commences from August 22, 2015 at 9.00 a.m. and ends on August 25, 2015 at 5.00 p.m. The voting module shall be disabled by NSDL for voting thereafter.