

Sub: Declaration of Results of Electronic Voting

As per the provisions of the Companies Act, 2013 as also the Listing Agreement, the Company had provided the facility of E-voting to the shareholders to enable them to cast their vote electronically on the resolutions proposed in the Notice of the Extraordinary General Meeting held on 7 November 2014. The E-voting was open from 29 October 2014 to 31 October 2014.

The Board of Directors of the Company had appointed Mr. Sanjay Dholakia, Practicing Company Secretary (Membership No.2655 and Certificate of Practice No.1798) had appointed as the Scrutiniser to scrutinize the E-voting process in a fair and transparent manner. The Scrutinizer has carried out the scrutiny of all the electronic votes received up to the close of working hours on to 31 October 2014, summary of which as under:


Resolution Number/ Kind of Resolution	Particulars of Resolution	% Votes in favour	% Votes in against
Resolution No.1 Special	Issue of 1,59,34,065 Equity Shares of face value of Rs. 2/- each at a price of Rs.91/- per equity share aggregating to Rs.144,99,99,915/- on preferential basis to Ryka Commercial Ventures Private Limited, a member of the Promoter Group of the Company	100.00	0.00
Resolution No.2 Special	Issue of 32,96,700 Compulsory Convertible Debentures of face value of Rs. 91/- each (CCDs) aggregating to Rs.29,99,99,700/- on preferential basis to Arlette Infrastructure Private Limited, a member of the Promoter Group of the Company; Each CCD convertible into one Equity Share of Rs.2/- each as fully paid up on 1 April 2015	100.00	0.00



Resolution Number/ Kind of Resolution	Particulars of Resolution	% Votes in favour	% Votes in against
Resolution No.3 Special	Payment of remuneration to Mr. Kishore Biyani as Managing Director of the Company under applicable provisions of the relevant Companies Act, in view of terms of approval letter, issued by Ministry of Corporate Affairs	100.00	0.00
Resolution No.4 Special	Payment of remuneration to Mr. C.P.Toshniwal, Executive Director & Chief Financial Officer with effect from 1 April 2014 and further payment of revised remuneration with effect from 1 November 2014, for the remainder of his tenure i.e. up to 31 October 2016, under applicable provisions of the Companies Act, 2013.;	100.00	0.00

Base on the report of the Scrutiniser all the resolutions as set out in the Notice of the Extraordinary General Meeting have been passed with requisite majority as prescribed under the applicable law.

For Future Lifestyle Fashions Limited



Shailesh Haribhakti

Chairman

Place: Mumbai

Date: 7 November 2014



SANJAY DHOLAKIA & ASSOCIATES

COMPANY SECRETARIES

B.COM. LL.B. F.C.S.

213, Gr. Floor, Raghuleela Mall,
Behind Painsur Bus Depot,
Kandivali (West), Mumbai - 400 067.

☎ : 2807 3233
98700 31365

E-mail : sanjayrd65@yahoo.com

Report of Scrutinizer(s)

*[Pursuant to Section 108 of the Companies Act, 2013 and Rule 20 of the Companies
(Management and Administration) Rules, 2014]*

To,
The Chairman
FUTURE LIFESTYLE FASHIONS LIMITED
Knowledge House, Shyam Nagar,
Off. Jogeshwari- Vikhroli Link Road,
Jogeshwari (E),
Mumbai 400060

Dear Sir,

I have been appointed by the Board of Directors at their meeting held on 8th October, 2014 as the scrutinizer under the provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014. The Company has given the E-voting facility to the Members of the Company to exercise their right to vote by electronic means at the Extra Ordinary Annual General Meeting (EGM) to be held on 7th November, 2014 and the business may be transacted through e-Voting Services provided by NSDL.





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The E-Voting period was commenced on 29th October, 2014 (9.00 a. m.) and ended on 31st October, 2014 (5.00 p. m.).

I hereby submit the reports as per the data provided by NSDL.

ANNEXURE I – Scrutinizer's Report Data.

ANNEXURE II – Report File generated by NSDL.

Thanking you.

For SANJAY DHOLAKIA & ASSOCIATES

Dholakia Sajj R
(SANJAY R. DHOLAKIA)
Practising Company Secretary
Proprietor

Witness:

Akshay. L. Shah
1. MR. AKSHAY SHAH

Di.
2. MS. MITTAL GORI



Place: Mumbai
Dated: 1st November, 2014



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ANNEXURE I

ITEM NO. AS PER EOGM NOTICE	PARTICULARS OF RESOLUTION	TOTAL VOTES (NO. OF MEMBERS)	TOTAL ASSENT VOTES	% OF ASSENT VOTES	TOTAL DISSENT VOTES	% OF DISSENT VOTES
1	PREFERENTIAL ALLOTMENT OF EQUITY SHARES OF FACE VALUE RS. 2/- PER SHARE AT A PRICE OF RS. 91/- PER SHARE	99	101151556	100.00	612	0.00
2	PREFERENTIAL ALLOTMENT OF COMPULSORILY CONVERTIBLE DEBENTURES OF FACE VALUE RS. 91/- PER DEBENTURE	97	100089018	100.00	650	0.00
3	MANAGERIAL REMUNERATION TO MR. KISHORE BIYANI AS MANAGING DIRECTOR OF THE COMPANY	92	100070880	100.00	686	0.00
4	MANAGERIAL REMUNERATION TO MR. C. P. TOSHNIWAL AS EXECUTIVE DIRECTOR AND CHIEF FINANCIAL OFFICER OF THE COMPANY	96	100088963	100.00	686	0.00

For SANJAY DHOLAKIA & ASSOCIATES

Place: Mumbai

Date: 1st November, 2014

Dholakia Sanjay R.
SANJAY R. DHOLAKIA
Practising Company Secretary
Proprietor

Witness:

Akshay L. Shah
1. MR. AKSHAY SHAH

Ai
2. MS. MITTAL GORI



FUTURE LIFESTYLE FASHIONS LIMITED

Extra Ordinary General Meeting of FUTURE LIFESTYLE FASHIONS LIMITED to be held on Friday, 7th November, 2014

RESOLUTION_ID	OPTION_ID	OPTION_NAME	VOTER COUNT	VOTE_COUNT	TOTAL VOTES (NO. OF MEMBERS)	TOTAL VOTES (NO. OF VOTES)	% OF ASSENT VOTES	% OF DISSIDENT VOTES
1	1	I/We assent to the resolution(For/ Yes/ Favour)	89	101151556	99	101152168	100.00	0.00
1	2	I/We dissent to the resolution(Against/ No)	10	612				
2	1	I/We assent to the resolution(For/ Yes/ Favour)	86	100089018	97	100089668	100.00	0.00
2	2	I/We dissent to the resolution(Against/ No)	11	650				
3	1	I/We assent to the resolution(For/ Yes/ Favour)	80	100070880	92	100071566	100.00	0.00
3	2	I/We dissent to the resolution(Against/ No)	12	686				
4	1	I/We assent to the resolution(For/ Yes/ Favour)	84	100088963	96	100089649	100.00	0.00
4	2	I/We dissent to the resolution(Against/ No)	12	686				

Place : Mumbai
Date : 1st November, 2014



For SANJAY DHOLAKIA & ASSOCIATES

Dholakia Sajay R.
(SANJAY R DHOLAKIA)
Practising Company Secretary
Proprietor
FCS 2655 CP 1798