



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

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SCRUTINIZER'S REPORT

To,
The Chairperson of
Extraordinary General Meeting (EGM) of the Members of
Future Lifestyle Fashions Limited held on
Friday, 24th March 2017 at 4:00 p.m.
At Rangeswar, 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 13th February, 2017, 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 Resolution 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 Friday, 24th March, 2017 at 4.00 P.M. at Rangeswar, 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.
 - 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 17th March, 2017.





SANJAY DHOLAKIA & ASSOCIATES

COMPANY SECRETARIES

B.COM LL.B. FCS.

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- 4.6 I did not find any defaced or mutilated Ballot Papers.
- 4.7 The Remote e-Voting period had commenced on Tuesday, 21st March, 2017 (9.00 a.m.) and ended on Thursday, 23rd March, 2017 (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 23rd March, 2017 from NSDL, the agency appointed for providing and supervising electronic platform. The votes cast were unblocked on 24th March, 2017 at 4:50 p.m. (IST) 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 Resolution as set out in the Notice of the EGM has 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: 25th March, 2017
Place: Mumbai

Annexure 1

RESOLUTION: Entering into related party transactions with wholly owned specialpurpose vehicle(s) for transfer of identified investments held by the Company (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
Infavour of the Resolution	57	26709337	81	16767719	138	43477056	100.00
Against the Resolution	6	193	2	6	8	199	0.00
Invalid votes	-	-	5	34			

For Sanjay Dholakia & Associates

Dholakia S-jy
(SANJAY R. DHOLAKIA)
Practising Company Secretary
Proprietor

