FUTURE LIFESTYLE FASHIONS

Details of Voting Results

(Combined results of votes cast through Remote e-voting and poll at the AGM)

Date of the AGM	**Fifth Annual General Meeting (AGM) of the Company held on 29 August 2017**
Total number of Shareholders on record date	**22 August 2017 was cut-off date for reckoning the voting rights of the Shareholders.** **Total Number of Shareholders: 40,824**
No. of Shareholders present in the AGM either in person or through proxy: Promoters and Promoter Group: Public:	 **21** **108**
No. of Shareholders attended the AGM through Video Conferencing Promoters and Promoter Group: Public:	**No Video Conferencing facility was provided**
Mode of voting:	**Remote e-voting and poll at the AGM.**

Future Lifestyle Fashions Limited
Knowledge House, Shyam Nagar, Off Jogeshwari Vikhroli Link Road, Jogeshwari (East), Mumbai 400 060
P +91 22 6644 2200, F + 91 22 6644 2201, www.futurelifestyle.in.
CIN : L52100MH2012PLC231654

Future Lifestyle Fashions Limited

Resolution Required : (Ordinary)	1 - Adoption of Audited Financial Statements of the Company for the financial year ended March 31, 2017 together with the Reports of the Board of Directors and Auditors thereon
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
		[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100
Promoter and Promoter Group	E-Voting	115241065	111640870	96.8759	111640870	0	100.0000	0.0000
	Poll		3600195	3.1241	3600195	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		**115241065**	**100.0000**	**115241065**	**0**	**100.0000**	**0.0000**
Public Institutions	E-Voting	43150039	34381583	79.6791	34381583	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		**34381583**	**79.6791**	**34381583**	**0**	**100.0000**	**0.0000**
Public Non Institutions	E-Voting	31737874	4987311	15.7141	4987311	0	100.0000	0.0000
	Poll		867558	2.7335	867513	45	99.9948	0.0052
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		**5854869**	**18.4476**	**5854824**	**45**	**99.9992**	**0.0008**
Total		**190128978**	**155477517**	**81.7748**	**155477472**	**45**	**100.0000**	**0.0000**

Future Lifestyle Fashions Limited

Future Lifestyle Fashions Limited

Resolution Required : (Ordinary)	2 - Declaration of Dividend on Equity Shares
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
		[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100
Promoter and Promoter Group	E-Voting	115241065	111640870	96.8759	111640870	0	100.0000	0.0000
	Poll		3600195	3.1241	3600195	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		**115241065**	**100.0000**	**115241065**	**0**	**100.0000**	**0.0000**
Public Institutions	E-Voting	43150039	34381583	79.6791	34381583	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		**34381583**	**79.6791**	**34381583**	**0**	**100.0000**	**0.0000**
Public Non Institutions	E-Voting	31737874	4987262	15.7139	4987262	0	100.0000	0.0000
	Poll		867558	2.7335	867513	45	99.9948	0.0052
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		**5854820**	**18.4474**	**5854775**	**45**	**99.9992**	**0.0008**
Total		**190128978**	**155477468**	**81.7747**	**155477423**	**45**	**100.0000**	**0.0000**

Future Lifestyle Fashions Limited

Future Lifestyle Fashions Limited

Resolution Required : (Ordinary)	3 - Appointment of Mr. Kishore Biyani, who retires by rotation and being eligible, offers himself for re-appointment
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
		[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100
Promoter and Promoter Group	E-Voting	115241065	111640870	96.8759	111640870	0	100.0000	0.0000
	Poll		3600195	3.1241	3600195	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		**115241065**	**100.0000**	**115241065**	**0**	**100.0000**	**0.0000**
Public Institutions	E-Voting	43150039	34381583	79.6791	34369565	12018	99.9650	0.0350
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		**34381583**	**79.6791**	**34369565**	**12018**	**99.9650**	**0.0350**
Public Non Institutions	E-Voting	31737874	4987311	15.7141	4986971	340	99.9932	0.0068
	Poll		867558	2.7335	867513	45	99.9948	0.0052
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		**5854869**	**18.4476**	**5854484**	**385**	**99.9934**	**0.0066**
Total		**190128978**	**155477517**	**81.7748**	**155465114**	**12403**	**99.9920**	**0.0080**

Future Lifestyle Fashions Limited

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Resolution Required : (Ordinary)	4 - Re-appointment of Statutory Auditors and fix their remuneration
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
		[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100
Promoter and Promoter Group	E-Voting	115241065	111640870	96.8759	111640870	0	100.0000	0.0000
	Poll		3600195	3.1241	3600195	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		**115241065**	**100.0000**	**115241065**	**0**	**100.0000**	**0.0000**
Public Institutions	E-Voting	43150039	31634224	73.3122	31622206	12018	99.9620	0.0380
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		**31634224**	**73.3122**	**31622206**	**12018**	**99.9620**	**0.0380**
Public Non Institutions	E-Voting	31737874	4987211	15.7138	4987209	2	100.0000	0.0000
	Poll		867558	2.7335	867513	45	99.9948	0.0052
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		**5854769**	**18.4473**	**5854722**	**47**	**99.9992**	**0.0008**
Total		**190128978**	**152730058**	**80.3297**	**152717993**	**12065**	**99.9921**	**0.0079**

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Resolution Required : (Ordinary)	5 - Approval for remuneration arising upon the exercise of vested Employee Stock Options held by Mr. C. P. Toshniwal, Non-executive Director
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
		[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100
Promoter and Promoter Group	E-Voting	115241065	111640870	96.8759	111640870	0	100.0000	0.0000
	Poll		3600195	3.1241	3600195	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		**115241065**	**100.0000**	**115241065**	**0**	**100.0000**	**0.0000**
Public Institutions	E-Voting	43150039	34381583	79.6791	33782474	599109	98.2575	1.7425
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		**34381583**	**79.6791**	**33782474**	**599109**	**98.2575**	**1.7425**
Public Non Institutions	E-Voting	31737874	4987311	15.7141	4986940	371	99.9926	0.0074
	Poll		867558	2.7335	867513	45	99.9948	0.0052
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		**5854869**	**18.4476**	**5854453**	**416**	**99.9929**	**0.0071**
Total		**190128978**	**155477517**	**81.7748**	**154877992**	**599525**	**99.6144**	**0.3856**

Future Lifestyle Fashions Limited

Future Lifestyle Fashions Limited

Resolution Required : (Special)	6 - Approval for revision in remuneration payable to Mr. Kishore Biyani as the Managing Director
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
		[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100
Promoter and Promoter Group	E-Voting	115241065	111640870	96.8759	111640870	0	100.0000	0.0000
	Poll		3600195	3.1241	3600195	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		**115241065**	**100.0000**	**115241065**	**0**	**100.0000**	**0.0000**
Public Institutions	E-Voting	43150039	34381583	79.6791	34381583	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		**34381583**	**79.6791**	**34381583**	**0**	**100.0000**	**0.0000**
Public Non Institutions	E-Voting	31737874	4987211	15.7138	4986683	528	99.9894	0.0106
	Poll		867558	2.7335	867513	45	99.9948	0.0052
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		**5854769**	**18.4473**	**5854196**	**573**	**99.9902**	**0.0098**
Total		**190128978**	**155477417**	**81.7747**	**155476844**	**573**	**99.9996**	**0.0004**

Future Lifestyle Fashions Limited

Future Lifestyle Fashions Limited

Resolution Required : (Special)	7 - Borrowing / raising funds by issue of debt instruments for an amount upto ₹ 750 Crore
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
		[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100
Promoter and Promoter Group	E-Voting	115241065	111640870	96.8759	111640870	0	100.0000	0.0000
	Poll		3600195	3.1241	3600195	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		**115241065**	**100.0000**	**115241065**	**0**	**100.0000**	**0.0000**
Public Institutions	E-Voting	43150039	34381583	79.6791	34381583	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		**34381583**	**79.6791**	**34381583**	**0**	**100.0000**	**0.0000**
Public Non Institutions	E-Voting	31737874	4987311	15.7141	4987097	214	99.9957	0.0043
	Poll		867558	2.7335	867513	45	99.9948	0.0052
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		**5854869**	**18.4476**	**5854610**	**259**	**99.9956**	**0.0044**
Total		**190128978**	**155477517**	**81.7748**	**155477258**	**259**	**99.9998**	**0.0002**

Future Lifestyle Fashions Limited

SANJAY DHOLAKIA & ASSOCIATES
COMPANY SECRETARIES
B.COM. LL.B. F.C.S.

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

✆ : 2807 3233
98700 31365
E-mail : sanjayrd65@yahoo.com

SCRUTINIZER'S REPORT

To,
The Chairperson of
Fifth Annual General Meeting (AGM) of the Members of
Future Lifestyle Fashions Limited
held on Tuesday, 29th August, 2017 at 4:00 p.m. at
Rangaswar, Fourth Floor, Y. B. Chavan Centre,
Gen. Jagannath Bhosale Marg, Mumbai - 400 021

Dear Sir,

1. The Board of Directors of the Company at its meeting held on 15thMay 2017, has appointed me as the Scrutinizer for the purpose of scrutinizing the Remote e-Voting process and polling process conducted at the AGM, for all the Resolutions as set out in the Notice of the AGM.

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 the National Securities Depository Limited (NSDL) for all the Resolutions as set out in the Notice of the said AGM.

3. Further, the facility for voting through Ballot Paper was also made available at the AGM for those Members / proxy holders who attended the AGM 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/proxy holderswho were present at the AGM held on Tuesday, 29th August, 2017 at 4:00 p.m.at Rangaswar, Fourth Floor, Y. B. Chavan Centre, Gen. JagannathBhosale Marg, Mumbai - 400 021.

   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.

SANJAY DHOLAKIA & ASSOCIATES * MUMBAI *

SANJAY DHOLAKIA & ASSOCIATES
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✆ : 2807 3233
98700 31365
E-mail : sanjayrd65@yahoo.com

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 22nd August, 2017.

4.6 I did not find any defaced or mutilated Ballot Papers.

4.7 The Remote e-Voting period had commenced on Saturday, 26th August, 2017 (9:00 a.m.) and ended on Monday, 28th August, 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 28th August, 2017 from NSDL, the agency appointed for providing and supervising electronic platform. The votes cast were unblocked on 29th August, 2017 at 5:30 p.m. (IST) in the presence of two witnesses, Mr. Akshay Shah and Ms. Urvi Shah who are not in the employment of the Company. They have signed below in confirmation of the votes being unblocked in their presence.

Akshay L. Shah

Name: Akshay Shah

Name: Urvi Shah

4.9 The e-voting data was scrutinized by me for verification of votes cast in favour and against the Resolutions, as set in the Notice of the AGM.

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 no. 1 to Resolution no. 7 as set out in the Notice of the AGM have been passed by the Shareholders of the Company with the requisite majority.

SANJAY DHOLAKIA & ASSOCIATES MUMBAI

SANJAY DHOLAKIA & ASSOCIATES

COMPANY SECRETARIES B.COM. LL.B. F.C.S.

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✆ : 2807 3233
98700 31365
E-mail : sanjayrd65@yahoo.com

8. You may accordingly declare the aforesaid voting result of votes castthrough Ballot Papers and Remote e-voting.

Thanking you,

For Sanjay Dholakia & Associates
Practising Company Secretary

Dholakia Sanjay

Sanjay Dholakia
Proprietor
Membership No. 2655 /CP No. 1798

SANJAY DHOLAKIA & ASSOCIATES
FCS No. 2655
CP No. 1798
PRACTISING COMPANY SECRETARY

Date : 30th August, 2017
Place : Mumbai

Annexure 1

RESOLUTION 1– ADOPTION OF AUDITED FINANCIAL STATEMENTS OF THE COMPANY FOR THE FINANCIAL YEAR ENDED MARCH 31, 2017 TOGETHER WITH THE REPORTS OF THE BOARD OF DIRECTORS AND AUDITORS THEREON

Particulars	Remote E-voting		Polling at the AGM		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	134	151009764	58	4467708	192	155477472	100.00
Against the Resolution	0	0	5	45	5	45	0.00
Invalid votes	-	-	-	-	-	-	-

RESOLUTION 2 - DECLARATION OF DIVIDEND ON EQUITY SHARES

Particulars	Remote E-voting		Polling at the AGM		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	133	151009715	58	4467708	191	155477423	100.00
Against the Resolution	0	0	5	45	5	45	0.00
Invalid votes	-	-	-	-	-	-	-

SANJAY DHOLAKIA & ASSOCIATES * MUMBAI *

RESOLUTION 3– RE-APPOINTMENT OF MR. KISHORE BIYANI (DIN: 00005740) AS A DIRECTOR OF THE COMPANY

Particulars	Remote E-voting		Polling at the AGM		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	131	150997406	58	4467708	189	155465114	99.99
Against the Resolution	3	12358	5	45	8	12403	0.01
Invalid votes	-	-	-	-	-	-	-

RESOLUTION 4–RE-APPOINTMENT OF NGS & CO. LLP, CHARTERED ACCOUNTANTS AS STATUTORY AUDITORS AND FIX THEIR REMUNERATION

Particulars	Remote E-voting		Polling at the AGM		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	124	148250285	58	4467708	182	152717993	99.99
Against the Resolution	3	12020	5	45	8	12065	0.01
Invalid votes	-	-	-	-	-	-	-

SANJAY DHOLAKIA & ASSOCIATES MUMBAI

RESOLUTION 5 –APPROVAL OF REMUNERATION ARISING UPON THE EXERCISE OF VESTED EMPLOYEE STOCK OPTIONS HELD BY MR C P TOSHNIWAL, NON EXECUTIVE DIRECTOR

Particulars	Remote E-voting		Polling at the AGM		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
Voted in favour of the Resolution	117	150410284	58	4467708	175	154877992	99.61
Voted against the Resolution	17	599480	5	45	22	599525	0.39
Invalid votes	-	-	-	-	-	-	-

RESOLUTION 6 –APPROVAL OF REVISION IN REMUNERATION PAYABLE TO MR. KISHORE BIYANI AS THE MANAGING DIRECTOR

Particulars	Remote E-voting		Polling at the AGM		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	122	151009136	58	4467708	180	155476844	100.00
Against the Resolution	11	528	5	45	16	573	0.00
Invalid votes	-	-	-	-	-	-	-

SANJAY DHOLAKIA & ASSOCIATES ★ MUMBAI ★

RESOLUTION 7 –BORROWING / RAISING FUNDS BY ISSUE OF DEBT INSTRUMENTS FOR AN AMOUNT UPTO RS.750 CRORE

Particulars	Remote E-voting		Polling at the AGM		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	128	151009550	58	4467708	186	155477258	100.00
Against the Resolution	6	214	5	45	11	259	0.00
Invalid votes	-	-	-	-	-	-	-

SANJAY DHOLAKIA & ASSOCIATES ★ MUMBAI ★