

Compliance Report on Corporate Governance

ANNEXURE I

1	Name of Listed Entity	Future Lifestyle Fashions Limited
2	Quarter ending	30 June 2019 (First 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 17A of Listing Regulations)	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	5	1	3	1
Mr.	Rakesh Biyani	PAN: AAEPB3651L DIN: 00005806	Non-executive	10-Jun-2013	NA	3	-	3	-
Mr.	Shailesh Haribhakti	PAN: AAAPH0574L DIN: 00007347	Chairperson-Non-executive-Independent	08-Aug-2014	5 years #	7	7	10	3
Mr.	Dr. Darlie Koshy	PAN: AAAPK1509Q DIN: 00023527	Non-executive-Independent	08-Aug-2014	5 years #	1	1	2	1
Mr.	Bijou Kurien	PAN: AEKPK4193E DIN: 01802995	Non-executive-Independent	26-May-2016	5 years	4	4	7	2
Mr.	Ravinder Singh Thakran@	PAN: AFJPT5129F DIN: 01077387	Non-executive	21-May-2018	NA	1	-	-	-
Mr.	Chandra Prakash Toshniwal	PAN: ABZPT0231G DIN: 00036303	Non-executive	02-Mar-2013	NA	2	-	3	1
Ms.	Sharda Agarwal	PAN: AABPA4219L DIN: 00022814	Non-executive-Independent	27-Mar-2015	5 years	2	2	2	1
Ms.	Avni Biyani	PAN: AOLPB2102H DIN: 02177900	Non-executive	07-Jun-2016	NA	1	-	-	-

\$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.

^^ Re-appointed as the Managing Director of the Company for the tenure of 5 years with effect from 25 June 2019, subject to the approval of Members in the forthcoming Annual General Meeting.

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.

@ Appointed as an Nominee Director (Additional Director) w.e.f. 21 May 2019.

II. Composition of Committees

Sl. No.	Name of Committee	Name of Committee members	Category (Chairperson/Executive/ Non-Executive/ independent/ Nominee/ Alternate/ Member)&
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	Mr. Rakesh Biyani	Non-executive
		Mr. Chandra Prakash Toshniwal	Non-executive
		Mr.Kaleeswaran Arunachalam	Member
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)

01-Feb-2019[#] and 27-Mar-2019 (Previous quarter)

53 days
(between 1-Feb-2019 and 27-Mar-2019)

01-May-2019 (Current quarter)

34 days
(between 27-Mar-2019 and 01-May-2019)

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				
01-May-2019	Yes	All the four members (including three independent directors) were present in the meeting.	02-Feb-2019 27-Mar-2019	34 days (between 27-Mar-2019 and 01-May-2019)
Stakeholders' Relationship Committee				
01-May-2019	NA	NA	27-Mar-2019	-
Nomination & Remuneration Committee				
01-May-2019	NA	NA	27-Mar-2019	-

Board meeting held on 01-Feb-2019 adjourned and concluded on 02-Feb-2019

* 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	N.A.
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: 15 July 2019