

Compliance Report on Corporate Governance

ANNEXURE I

1	Name of Listed Entity	Future Lifestyle Fashions Limited
2	Quarter ending	30 September 2020 (Second 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 Birth	Whether special resolution passed? [Refer Reg. 17(1A) of Listing Regulations]	Date of passing special resolution	Initial Date of appointment	Date of Re-appointment	Date of cessation	Tenure*	No of Directorship in listed entities including this listed entity (Refer Regulation 17A of Listing Regulations)	No of Independent Directors hip in listed entities including this listed entity (Refer Regulation 17A 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	Non-executive	09/08/1960	NA	NA	06/12/2012	-	-	NA	4	0	2	1
Mr.	Rakesh Biyani	PAN: AAEPB3651L DIN: 00005806	Non-executive	05/04/1972	NA	NA	10/06/2013	-	-	NA	3	0	3	0
Mr.	Shailesh Haribhakti	PAN: AAAPH0574L DIN: 00007347	Chairperson-Non-executive-Independent	12/03/1956	NA	NA	08/08/2014	08/08/2019	-	73	7	7	10	3
Mr.	Vishnuprasad M	PAN: AHFPM8154R DIN: 07189877	Executive	19/12/1961	NA	NA	30/04/2020	-	-	NA	1	0	0	0
Mr.	Dr. Darlie Koshy	PAN: AAAPK1509Q DIN: 00023527	Non-executive-Independent	29/05/1955	NA	NA	08/08/2014	08/08/2019	-	73	1	1	2	1
Mr.	Bijou Kurien	PAN: AEKPK4193E DIN: 01802995	Non-executive-Independent	17/01/1959	NA	NA	26/05/2016	-	-	52	4	4	6	2
Mr.	Chandra Prakash Toshniwal	PAN: ABZPT0231G DIN: 00036303	Non-executive	29/09/1966	NA	NA	02/03/2013	-	-	NA	2	0	2	1
Ms.	Sharda Agarwal ^	PAN: AABPA4219L DIN: 00022814	Non-executive-Independent	16/10/1968	NA	NA	27/03/2015	27/03/2020	-	66	1	1	1	1
Ms.	Avni Biyani	PAN: AOLPB2102H DIN: 02177900	Non-executive	04/11/1989	NA	NA	07/06/2016	-	-	NA	1	0	0	0
Mr.	Luv Parikh	PAN: AFLPP0784J DIN: 01538519	Non-executive - Nominee	03/10/1975	NA	NA	14/11/2019	-	-	NA	1	0	1	0
Mr.	Chintamani Aniruddha Bhagat #	PAN: AAIPB7050R DIN: 07282200	Non-executive - Nominee	15/04/1969	NA	NA	12/02/2020	26/05/2020	-	NA	1	0	0	0
Ms.	Ketki Bapat @	PAN: ATTPP6635J DIN: 06501326	Non-executive	13/03/1981	NA	NA	31/07/2020	-	-	NA	1	0	0	0
Mr.	Rahul Garg \$	PAN:AETPG6253N DIN:06939695	Non-executive	18/08/1975	NA	NA	31/07/2020	-	-	NA	2	0	2	0

*Re-appointed as an Independent Director by the Board at its meeting held on 14 November 2019 for a second term of five-year w.e.f. 27 March 2020, subject to approval of Shareholders in General Meeting of the Company.

#Ceased to be an Alternate Director w.e.f.26 May 2020 and appointed as Nominee Director w.e.f.26 May 2020.

@Ms. Ketki Bapat has been appointed as an Alternate Director to Mr. Chintamani Bhagat w.e.f.31 July 2020.

\$Mr. Rahul Garg has been appointed as an Additional Non-executive Director w.e.f.31 July 2020.

*To be filled only for Independent Directors. Tenure of Independent Director 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.

Mr. Shailesh Haribhakti has been appointed as a regular Chairperson of the Board of the Company and he is not related to Managing Director or CEO of the Company.

PAN 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.

II. Composition of Committees

Sl. No.	Name of Committee	Whether Regular chairperson appointed	Name of Committee members	Category (Chairperson/Executive/ Non-Executive/ independent/ Nominee/ Alternate/ Member)&	Date of Appointment	Date of Cessation
1	Audit Committee	Yes	Ms.Sharda Agarwal	Chairperson - Non-Executive-Independent	21/03/2016	-
			Mr. Shailesh Haribhakti	Non-Executive-Independent	10/06/2013	-
			Dr. Darlie Koshy	Non-Executive-Independent	10/06/2013	-
			Mr. Luv Parikh	Non-executive	14/11/2019	-
2	Nomination & Remuneration Committee	Yes	Dr. Darlie Koshy	Chairperson - Non-Executive-Independent	10/06/2013	-
			Mr. Shailesh Haribhakti	Non-Executive-Independent	10/06/2013	-
			Mr. Rakesh Biyani	Non-executive	10/06/2013	-
			Ms.Sharda Agarwal	Non-Executive-Independent	21/03/2016	-
			Mr. Luv Parikh	Non-executive	14/11/2019	-
3	Risk Management Committee	No	Mr. Rakesh Biyani	Non-executive	19/05/2014	-
			Mr. Chandra Prakash Toshniwal	Non-executive	19/05/2014	-
			Mr. Saurabh Bhudolia	Member	30/04/2020	-
4	Stakeholders' Relationship Committee	Yes	Dr. Darlie Koshy	Chairperson - Non-Executive-Independent	10/06/2013	-
			Mr. Kishore Biyani	Non-executive	10/06/2013	-
			Mr. Rakesh Biyani	Non-executive	10/06/2013	-

& 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 (if any) in the previous quarter	Date(s) of Meeting (if any) in the relevant quarter	Whether requirement of Quorum met*	Number of Directors present*	Number of independent directors present*	Maximum gap between any two consecutive (in number of days)
30/04/2020	31/07/2020	Yes	13	4	91 days
	29/08/2020	Yes	13	4	28 days
	07/09/2020	Yes	11	3	8 days
* to be filled in only for the current quarter meetings					
IV. Meeting of Committees*					
Date(s) of Meeting (if any) in the previous quarter	Date(s) of Meeting (if any) in the relevant quarter	Whether requirement of Quorum met (details)	Number of Directors present**	Number of Independent Directors attending the meeting**	Maximum gap between any two consecutive (in number of days)
Audit Committee					
	31/07/2020	Yes	4	3	-
	29/08/2020	Yes	4	3	28 days
	07/09/2020	Yes	3	3	8 days
Nomination & Remuneration Committee					
30/04/2020	31/07/2020	Yes	5	3	91 days
Stakeholders Relationship Committee					
-	31/07/2020	Yes	3	1	-
Risk Management Committee					
23/06/2020	-	-	-	-	-
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			NA		
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 500 listed entities)				
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

Place: Mumbai
Date: 15 October 2020

Sd/-
Sanjay Kumar Mutha
Chief-Legal & Company Secretary

Compliance Report on Corporate Governance		
ANNEXURE III		
Affirmations		
Broad heading	Regulation Number	Compliance status (Yes/No/NA)
Copy of the Annual Report including Balance Sheet, Profit and Loss Account, Directors' Report, Corporate Governance Report, Business Responsibility Report displayed on website.	46(2)	NA
Presence of Chairperson of Audit Committee at the Annual General Meeting.	18(1)(d)	NA
Presence of Chairperson of the Nomination and Remuneration Committee at the Annual General Meeting.	19(3)	NA
Presence of Chairperson of the Stakeholder Relationship committee at the annual general meeting	20(3)	NA
Whether "Corporate Governance Report" disclosed in Annual Report.	34(3) read with para C of Schedule V	NA
<p>Note</p> <p>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.</p> <p>2 If status is "No" details of non-compliance may be given here.</p> <p>3 If the Listed Entity would like to provide any other information the same may be indicated here:</p> <p>"In accordance with Order dated 8th September 2020 issued by Registrar of Companies, Maharashtra, Mumbai for extension of time for holding of Annual General meeting for the Financial Year 31 March 2020, the Annual General meeting of the Company would be held within the extended period i.e., on or before 31 December 2020."</p>		

For Future Lifestyle Fashions Limited

Place: Mumbai
Date: 15 October 2020

Sd/-
Sanjay Kumar Mutha
Chief-Legal & Company Secretary