

Compliance Report on Corporate Governance

ANNEXURE I

1	Name of Listed Entity	Future Lifestyle Fashions Limited
2	Quarter ending	30 June 2021 (Quarter end)

Annexure I

I. Composition of Board of Directors														
Title (Mr./Ms.)	Name of the Director	PAN ⁵ & DIN	Category (Chairperson/Executive/Non-Executive/Independent/Nominee) ⁶	Date of Birth	Whether special resolution passed? [Refer Reg. 17(LA) 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	4	0
Mr.	Shailesh Haribhakti	PAN: AAAPH0574L DIN: 00007347	Chairperson-Non-executive-Independent	12-03-1956	NA	NA	08-08-2014	08-08-2019	-	82	7	7	10	2
Mr.	Vishnu Prasad 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	-	82	1	1	2	1
Mr.	Bijou Kurien	PAN: AEKPK4193E DIN: 01802955	Non-executive-Independent	17-01-1959	NA	NA	26-05-2016	-	25-05-2021	60	3	3	6	2
Mr.	Chandra Prakash Toshniwal	PAN: A82PT0231G DIN: 00036303	Non-executive	29-09-1966	NA	NA	02-03-2013	-	-	NA	3	0	2	1
Ms.	Sharda Agarwal	PAN: AABPA4219L DIN: 00022814	Non-executive-Independent	16-10-1968	NA	NA	27-03-2015	27-03-2020	29-05-2021	74	0	0	0	0
Ms.	Avni Biyani	PAN: AOLPB2102H DIN: 02177900	Non-executive	04-11-1989	NA	NA	07-06-2016	-	28-06-2021	NA	1	0	0	0
Mr.	Luv Parikh	PAN: AFLPP0784J DIN: 01538519	Non-executive - Nominee	03-10-1975	NA	NA	14-11-2019	-	28-05-2021	NA	0	0	0	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: AATPP6635J DIN: 06501326	Non-executive - Alternate	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
Mr.	Himanshu Dodeja	PAN: AUIPD2480J DIN: 07624809	Non-executive - Nominee	27-08-1981	NA	NA	28-05-2021	-	-	NA	1	0	1	0
Ms.	Sharada Sunder	PAN: ABXPS2225F DIN: 07599164	Non-executive-Independent	10-06-1967	NA	NA	22-06-2021	-	-	1	1	1	1	1

1. Mr. Bijou Kurien, who was appointed as an Independent Director of the Company for a period of five years w.e.f. 26 May 2016, has ceased to be an Independent Director of the Company w.e.f. close of business hours on 25 May 2021, after completion of his first term as an Independent Director;

2. Mr. Luv Dinesh Parikh ceased to be Nominee Director and Mr. Himanshu Dodeja appointed as Nominee Director in his place w.e.f. close of business hours on 28 May 2021;

3. Ms. Sharda Agarwal, Independent Director has resigned w.e.f. 29 May 2021;

4. Ms. Sharada Sunder appointed as an Independent Director (Additional Director) for a term of five consecutive years w.e.f. 22 June 2021, subject to the approval of the Shareholders at the General Meeting;

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

6. 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.

7. PAN number of any director would not be displayed on the website of Stock Exchange.

8. & 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.

9. * To be filled only for Independent Director. 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.

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	29-05-2021
			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	28-05-2021
			Mr. Himanshu Dodeja	Non-executive	28-05-2021	-
			Ms. Sharada Sunder	Chairperson - Non-Executive-Independent	22-06-2021	-
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	29-05-2021
			Mr. Luv Parikh	Non-executive	14-11-2019	28-05-2021
			Mr. Himanshu Dodeja	Non-executive	28-05-2021	-
3	Risk Management Committee	No	Mr. Rakesh Biyani	Non-executive	19-05-2014	-
			Mr. Chandra Prakash Toshniwal	Non-executive	19-05-2014	-
			Ms. Sharada Sunder	Non-Executive-Independent	28-06-2021	-
			Mr. Dharmesh Jain	Member	11-02-2021	-
			Dr. Darlie Koshy	Chairperson - Non-Executive-Independent	10-06-2013	-
			Mr. Rakesh Biyani	Non-executive	10-06-2013	-
4	Stakeholders' Relationship Committee	Yes	Mr. Rakesh 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)	
11-02-2021	27-04-2021	Yes	11	4	74 days	
30-03-2021	28-06-2021	Yes	10	3	61 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						
11-02-2021	27-04-2021	Yes	4	3	74 days	
30-03-2021	28-06-2021	Yes	4	3	61 days	
Nomination & Remuneration Committee						
11-02-2021	27-04-2021	Yes	5	3	74 days	
-	28-06-2021	Yes	3	2	61 days	
Stakeholders Relationship Committee						
-	28-06-2021	Yes	2	1	-	
Risk Management Committee						
22-03-2021	-	Yes	2	-	-	
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.					

- Notes:
- In view of the cessation / resignation of Independent Directors of the Company, during the quarter ended 30 June, 2021, the composition of the Board of the Company would be reconstituted within three months from the date of cessation of Independent Director, in line with the provisions of Regulation 17 of the SEBI (LODR) Regulations, 2015.
 - 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: 19 July 2021

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