

Compliance Report on Corporate Governance
ANNEXURE I

1	Name of Listed Entity	Future Lifestyle Fashions Limited
2	Quarter ending	30 September 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(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 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	-	24-08-2021	NA	2	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	-	85	7	7	10	2
Mr.	Vishnu Prasad M	PAN: AHFPMB154R 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	-	85	1	1	2	1
Mr.	Chandra Prakash Toshniwal	PAN: ABZPT0231G DIN: 00036303	Non-executive	29-09-1966	NA	NA	02-03-2013	-	-	NA	3	0	3	1
Mr.	Chintamani Aniruddha Bhagat	PAN: AAJPB7050R DIN: 07282200	Non-executive - Nominee	15-04-1969	NA	NA	12-02-2020	26-05-2020	-	NA	1	0	0	0
Mr.	Rahul Garg	PAN: ACTPGG253N DIN: 06939695	Non-executive	18-08-1975	NA	NA	31-07-2020	-	-	NA	2	0	2	0
Mr.	Himanshu Dodeja	PAN: AJPD2480J DIN: 07624809	Non-executive - Nominee	27-08-1981	NA	NA	28-05-2021	-	-	NA	1	0	1	0
Ms.	Sharada Sunder	PAN: ABXPS2275F DIN: 07599164	Non-executive-Independent	10-06-1967	NA	NA	22-06-2021	-	-	3	1	1	1	1
Mr.	Saurabh Mehta	PAN: AF RPM7911G DIN: 06574279	Non-executive-Alternate	31-10-1979	NA	NA	13-08-2021	-	-	NA	1	0	0	0

1. The Shareholders in their 9th Annual General Meeting held on 29/09/2021 have approved the following:

i. Re-appointment of Mr. Vishnu Prasad M, as Managing Director for a period of three years w.e.f.20/12/2021;

ii. Appointment of Mr. Himanshu Dodeja as a Nominee Director w.e.f.28/05/2021;

iii. Appointment of Ms. Sharada Sunder as an Independent Director w.e.f.22/06/2021.

2. Mr. Saurabh Mehta has been appointed as an Alternate Director to Mr. Chintamani Aniruddha Bhagat w.e.f. 13/08/2021.

3. An Alternate Director would not be counted in total no. of directors while computing the one-third portion of the Board as Independent. Hence, out of total number of 10 Directors on the Board, 3 Directors are Independent directors, equivalent to one-third of the Board of Directors of the Company.

4. 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.

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

6. & 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.

7. * 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
			Mr. Shailesh Haribhakti Dr. Darlie Koshy Mr. Himanshu Dodeja Ms. Sharada Sunder	Non-Executive-Independent Non-Executive-Independent Non-executive Chairperson - Non-Executive-Independent	10-06-2013 10-06-2013 28-05-2021 22-06-2021	- - - -
2	Nomination & Remuneration Committee	Yes	Dr. Darlie Koshy Mr. Shailesh Haribhakti Mr. Rakesh Biyani Mr. Himanshu Dodeja	Chairperson - Non-Executive-Independent Non-Executive-Independent Non-executive Non-executive	10-06-2013 10-06-2013 10-06-2013 28-05-2021	- - 24-08-2021 -
3	Risk Management Committee	No	Mr. Rakesh Biyani Mr. Chandra Prakash Toshniwal Ms. Sharada Sunder Mr. Dharmesh Jain	Non-executive Non-executive Non-Executive-Independent Member	19-05-2014 19-05-2014 28-06-2021 11-02-2021	- - - -
4	Stakeholders' Relationship Committee	Yes	Dr. Darlie Koshy Mr. Kishore Biyani Mr. Chandra Prakash Toshniwal Mr. Rakesh Biyani	Chairperson - Non-Executive-Independent Non-executive Non-executive Non-executive	10-06-2013 10-06-2013 20-09-2021 10-06-2013	- - - 24-08-2021

& 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)	
27-04-2021	13-08-2021	Yes	8	3	45 days	
28-06-2021	20-09-2021	Yes	7	3	27 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						
27-04-2021	13-08-2021	Yes	3	1	45 days	
28-06-2021	20-09-2021	Yes	3	1	27 days	
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/NA. 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:

1. 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.

Place: Mumbai
Date: 21 October 2021

For Future Lifestyle Fashions Limited

 Sagar Kumar Mishra
 Chief-Legal & Company Secretary

Half year ending : September 30, 2021				
I. Disclosure of Loans / Guarantees / comfort letters / securities, etc.*				
(A) Any loan or any other form of debt advanced by the listed entity directly or indirectly to:				
	Entity	Aggregate amount advanced during six months	Balance outstanding at the end of six months	
	Promoter or any other entity controlled by them	Nil	Nil	
	Promoter Group or any other entity controlled by them	Nil	Nil	
	Directors (including relatives) or any other entity controlled by them	Nil	Nil	
	KMPs or any other entity controlled by them	Nil	Nil	
(B) Any guarantee / comfort letter (by whatever name called) provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debt availed by:				
	Entity	Type (guarantee, comfort letter, etc.)	Aggregate amount of issuance during six months	Balance outstanding at the end of six months (taking into account any invocation)
	Promoter or any other entity controlled by them	Nil	Nil	Nil
	Promoter Group or any other entity controlled by them	Nil	Nil	Nil
	Directors (including relatives) or any other entity controlled by them	Nil	Nil	Nil
	KMPs or any other entity controlled by them	Nil	Nil	Nil
(C) Any security provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debt availed by:				
	Entity	Type of security (cash, shares, etc.)	Aggregate value of security provided during six months	Balance outstanding at the end of six months
	Promoter or any other entity controlled by them	Nil	Nil	Nil
	Promoter Group or any other entity controlled by them	Nil	Nil	Nil
	Directors (including relatives) or any other entity controlled by them	Nil	Nil	Nil
	KMPs or any other entity controlled by them	Nil	Nil	Nil
II. Affirmations				
All loans (or other form of debt), guarantees, comfort letters (by whatever name called) or securities in connection with any loan(s) (or other form of debt) given directly or indirectly by the listed entity to promoter(s), promoter group, director(s) (including their relatives), key managerial personnel (including their relatives) or any entity controlled by them are in the economic interest of the company.				

For Future Lifestyle Fashions Limited

Place: Mumbai
Date: 21th October, 2021


Dharmesh Jain
Chief Financial Officer

***Note:**

- 1 These disclosures shall exclude any loan (or other form of debt), guarantee / comfort letter (by whatever name called) or security provided in connection with any loan or any other form of debt;
 - a) by a government company to / for the Government or government company
 - b) by the listed entity to/for its subsidiary [and joint-venture company] whose accounts are consolidated with the listed entity.
 - c) by a banking company or an insurance company ; and
 - d) by the listed entity to its employees or directors as a part of the service conditions
- 2 If the Listed Entity would like to provide any other information, the same may be indicated as Para D in the above table.