

Compliance Report on Corporate Governance

ANNEXURE I

1	Name of Listed Entity	Future Lifestyle Fashions Limited
2	Quarter ending	31 December 2021 (Quarter end)

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.	Shailesh Haribhakti	PAN: AAAPH0574L DIN: 00007347	Chairperson-Non-executive-Independent	12-03-1956	NA	NA	08-08-2014	08-08-2019	-	88	7	7	10	2
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	10-12-2021	88	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: AAIIPB7050R 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: AETPG6253N DIN: 06939695	Non-executive	18-08-1975	NA	NA	31-07-2020	-	-	NA	2	0	2	0
Mr.	Himanshu Dodeja	PAN: AIJPD2480J 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	-	-	6	1	1	1	1
Mr.	Saurabh Mehta	PAN: AFRPM7911G 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. Vishnuprasad 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
1	Audit Committee	Yes	Mr. Shailesh Haribhakti	Non-Executive-Independent	10-06-2013	-
			Dr. Darlie Koshy	Non-Executive-Independent	10-06-2013	10-12-2021
			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	10-12-2021
			Mr. Shailesh Haribhakti	Non-Executive-Independent	10-06-2013	-
			Mr. Himanshu Dodeja	Non-executive	28-05-2021	-
3	Risk Management Committee	No	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	-
4	Stakeholders' Relationship Committee	Yes	Dr. Darlie Koshy	Chairperson - Non-Executive-Independent	10-06-2013	10-12-2021
			Mr. Kishore Biyani	Non-executive	10-06-2013	-
			Mr. Chandra Prakash Toshniwal	Non-executive	20-09-2021	-

& 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)
13-08-2021	13-11-2021	Yes	8	3	53 days
20-09-2021		Yes			37 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					
13-08-2021	13-11-2021	Yes	3	3	53 days
20-09-2021		Yes			37 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/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.
 - In view of the cessation / resignation of Dr. Darlie Koshy - Independent Director of the Company, during the quarter ended 31 December 2021, the new Independent Director will be appointed on the Board of the Company within three months from the date of his cessation, in line with the provisions of Regulation 17 of the SEBI (LODR) Regulations, 2015.

For Future Lifestyle Fashions Limited

Place: Mumbai
Date: 19 January 2022

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