

To  
Dept. of Corporate Services (CRD)  
BSE Limited  
Phiroze Jeejeebhoy Towers,  
Dalal Street,  
Mumbai- 400 001

Scrip Code: 536507  
Scrip Code of Debt: 957150

To  
Listing Department  
The National Stock Exchange of India Limited  
Exchange Plaza,  
Bandra- Kurla Complex, Bandra (East)  
Mumbai- 400 051

NSE Symbol: FLFL

Dear Sir / Madam,

**Ref.: Regulations 30 and 44 (3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('the Listing Regulations')**

**Sub.: Disclosure of voting results of the Meeting of Shareholders of Future Lifestyle Fashions Limited convened pursuant to the order passed by the Hon'ble National Company Law Tribunal, Mumbai Bench**

Further to our letter dated 20 April 2022, wherein we had provided the proceedings of the meeting of Equity Shareholders of Future Lifestyle Fashions Limited which was held on Wednesday, 20 April 2022 at 09:00 a.m. through Video Conference (VC) / Other Audio-Visual means ("Meeting") pursuant to the directions issued by the Hon'ble National Company Law Tribunal, Mumbai Bench vide its order dated 28 September 2021 read with order dated 28 February 2022.

In this regard, we enclosed herewith the following:

1. The details of the combined voting results (Remote e-voting prior to the Meeting and e-voting at the Meeting, as required under Regulation 44 of the Listing Regulations - **Annexure I**;
2. Report of Scrutiniser dated 22 April 2022 on Remote e-voting prior to Meeting and e-voting at the Meeting - **Annexure II**;
3. Report of Scrutinizer dated 22 April 2022 on remote e-voting prior to the Meeting and e-voting at the Meeting considering the provisions circular No. CFD/DIL3/CIR/2017/21 dated

10 March 2017 and circular No. SEBI/HO/CFD/DIL1/CIR/P/2021/0000000665 dated 23 November 2021 of SEBI – **Annexure III**.

The above reports are also being uploaded on the Company's website and also on the website of National Securities Depository Limited - [www.evoting.nsdl.com](http://www.evoting.nsdl.com).

You are kindly requested to take note of the above.

Thanking you,

Yours faithfully,

**For Future Lifestyle Fashions Limited**

  
**Sanjay Kumar Mutha**  
**Company Secretary**

Encl: as above

## Annexure – I

### Details of Voting Results

Combined results of votes cast through Remote e-voting prior to the Meeting and e-voting at the Meeting of Shareholders of Future Lifestyle Fashions Limited convened pursuant to the order passed by the Hon'ble National Company Law Tribunal, Mumbai Bench (Meeting)

Date of the Meeting	<b>20 April 2022</b>
Total number of Shareholders on record date	<b>13 April 2022 was cut-off date for reckoning the voting rights of the Shareholders.</b>  <b>Total Number of Shareholders: 70,686</b>
No. of Shareholders present in the Meeting either in person or through proxy:  Promoters and Promoter Group:  Public:	<b>N.A.</b>  <b>N.A.</b>
No. of Shareholders attended the Meeting through Video Conferencing  Promoters and Promoter Group:  Public:	<b>Video Conferencing facility was provided</b>  <b>9</b>  <b>37</b>
Mode of voting:	<b>Remote e-voting and e-voting during the Meeting</b>

Resolution Required : (Special)			1 - To consider and approve the Composite Scheme of Arrangement between the Company, other Transferor companies and the Transferee company of Future Group and Reliance Group entities and their respective shareholders and creditors.					
Whether promoter/ promoter group are interested in the agenda/resolution?			No					
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes – Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100
Promoter and Promoter Group	E-Voting	41151230	41151230	100.0000	41151230	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>41151230</b>	<b>100.0000</b>	<b>41151230</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public Institutions	E-Voting	68343624	40249853	58.8934	33770372	6479481	83.9019	16.0981
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>40249853</b>	<b>58.8934</b>	<b>33770372</b>	<b>6479481</b>	<b>83.9019</b>	<b>16.0981</b>
Public Non Institutions	E-Voting	92280020	25707653	27.8583	12815053	12892600	49.8492	50.1508
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>25707653</b>	<b>27.8583</b>	<b>12815053</b>	<b>12892600</b>	<b>49.8492</b>	<b>50.1508</b>
<b>Total</b>		<b>201774874</b>	<b>107108736</b>	<b>53.0833</b>	<b>87736655</b>	<b>19372081</b>	<b>81.9136</b>	<b>18.0864</b>

**SANJAY DHOLAKIA & ASSOCIATES**

BCOM LLB FCS

COMPANY SECRETARIES

GP 15, 2nd Floor, Raghuleela Mall, Behind Poincur Bus Depot, Kandivali (West), Mumbai - 400 067.  
☎ : 2807 3233 / 49713233 / 98700 31365 • E-mail : sanjayrd65@gmail.com / sanjay@srdholakia.com

**Report of Scrutinizer**

[Pursuant to section 109 of the Companies Act, 2013 and rule 21 (2) of the Companies (Management and Administration) Rules, 2014 and other applicable provisions]

To,

**Mr. Shailesh Haribhakti****The Chairman of NCLT convened meeting of Equity Shareholders of Future Lifestyle Fashions Limited (CIN: L52100MH2012PLC231654)**

Knowledge House, Shyam Nagar, Off. Jogeshwari- Vikhroli Link Road, Jogeshwari (E) Mumbai - 400060

Dear Sir,

**Subject: Scrutinizer's Report for the Hon'ble National Company Law Tribunal, Mumbai Bench (NCLT) convened Meeting of Equity Shareholders of Future Lifestyle Fashions Limited (the Company) pursuant to the order of Hon'ble National Company Law Tribunal, Mumbai Bench, ("NCLT") on 28<sup>th</sup> September 2021 read with the order dated 28<sup>th</sup> February 2022 (collectively referred to as "the Order") held on Wednesday, 20<sup>th</sup> April 2022 at 9:00 a.m. (Meeting) through Video Conferencing (VC) / Other Audio-Visual Means (OAVM):**

I, Sanjay R Dholakia, Proprietor of Sanjay Dholakia & Associates, Company Secretaries, Mumbai, appointed as Scrutinizer, by the Hon'ble National Company Law Tribunal, Mumbai Bench, ("NCLT") vide order pronounced on 28<sup>th</sup> September 2021 ("said Order") read with the order of Hon'ble NCLT dated 28<sup>th</sup> February 2022 (collectively referred to as "the Order") for the purpose of e-voting process prior to the Meeting and at the Meeting, conducted as per the said Order, seeking approval of equity shareholders for the Composite Scheme of Arrangement between Future Consumer Limited ("Transferor Company 1"), Future Lifestyle Fashions Limited ("Transferor Company 2"), Future Market Networks Limited ("Transferor Company 3"), Future Retail Limited ("Transferor Company 4"), Future Supply Chain Solutions Limited ("the Transferor Company 5"), Future bazaar India Limited ("Transferor Company 6"), Acute Retail Infra Private Limited ("Transferor Company 7"), Basuti Sales and Trading Private Limited ("Transferor Company 8"), Brattle Foods Private Limited ("Transferor Company 9"), Chirag Operating Lease Co. Private Limited ("Transferor Company 10"), Hare Krishna Operating Lease Private Limited ("Transferor Company 11"), Nice Texcot Trading & Agency Private Limited ("Transferor Company 12"), Nishta Mall Management Company Private Limited





# SANJAY DHOLAKIA & ASSOCIATES

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("Transferor Company 13"), Ojas Tradelease and Mall Management Private Limited ("Transferor Company 14"), Precision Realty Developers Private Limited ("Transferor Company 15"), Rivaaz Trade Ventures Private Limited ("Transferor Company 16"), Syntex Trading & Agency Private Limited ("Transferor Company 17"), Taquito Lease Operators Private Limited ("Transferor Company 18"), Unique Malls Private Limited ("Transferor Company 19") and Future Enterprises Limited ("Transferee Company" or "FEL") & their respective shareholders and creditors ("Part 1") And Future Enterprises Limited ("FEL") and Reliance Retail Ventures Limited ("RRVL") & their respective shareholders and creditors ("Part 2") And Future Enterprises Limited ("FEL") and Reliance Retail and Fashion Lifestyle Limited ("RRVL WOS") and their respective shareholders and creditors ("Part 3") ('the Scheme' or 'this Scheme') pursuant to the provisions of Sections 230 - 232 of the Companies Act, 2013 and other applicable provisions of the Companies Act, 2013 and Rule 6 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 and submit my report as under:

1. Pursuant to the above Order, the Company has confirmed that the copy of the Notice dated 8<sup>th</sup> October 2021 ("Original Notice") and Addendum to the Original Notice dated 11<sup>th</sup> March 2022 ("Addendum Notice") (collectively referred to as "the Notice") convening the Meeting along with the process of e-voting were sent to the equity shareholders whose e-mail addresses were registered with the Company/Depository Participant(s). The Company has also confirmed that the copy of the Notice of the Meeting was also sent through courier to all the equity shareholders of the Company whose email addresses were not available with the Company/Depository Participant(s). The Company has also confirmed that the copy of the Notice of the Meeting was also hosted on its website.
2. The Company had appointed National Securities Depository Limited (NSDL) for conducting the electronic voting by the equity shareholders of the Company;
3. The Company has provided a e-voting facility to the equity shareholders to cast their votes either through remote e-voting or through e-voting at the Meeting.
4. The equity shareholders of the Company holding shares on the Cut off date i.e., 13<sup>th</sup> April 2022 were entitled to vote on the resolution as set out in the Notice of the Meeting.
5. The remote e-voting period was commenced on Saturday, 16<sup>th</sup> April 2022 at 09:00 a.m. and was ended on Tuesday, 19<sup>th</sup> 2022 at 05:00 p.m.;





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6. the e-voting was also conducted at the Meeting and kept open for the next 15 minutes after the conclusion of the Meeting;
7. After the closure of the e-voting process, the votes cast through remote e-Voting and e-Voting at the Meeting were unblocked by me respectively and reconciled with the records maintained by the Company and Registrar and Transfer Agent of the Company - Link Intime India Private Limited.
8. The management of the Company is responsible to ensure the compliance with the requirements of the relevant provisions of the Companies Act, 2013 and the Rules made thereunder relating to e-voting. My responsibility as a scrutinizer is restricted to report on the votes cast in favour or against the resolution based on the details provided to me and/or I have access to.
9. I, Sanjay Rasiklal Dholakia, submit my report as under:

The results of the votes cast by equity shareholders of the Company on the resolution as provided in notice convening the Meeting (by way of remote e-voting prior to the Meeting and e-voting at the Meeting), are as under:

a) Voted in favour of Resolution: -

Particulars	Remote E-Voting	E-Voting at the Meeting	Total
Number of shareholders	1444	4	1448
Number of votes cast	6,83,32,334	1,94,04,321	8,77,36,655
Invalid votes	0	0	0
% of total number of votes cast	63.80	18.11	81.91

b) Voted against the Resolution: -

Particulars	Remote E-Voting	E-Voting at the Meeting	Total
Number of shareholders	19	1	20
Number of votes cast	1,76,58,505	17,13,576	1,93,72,081
Invalid votes	0	0	0
% of total number of votes cast	16.49	1.60	18.09





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10. The complete details of the voting and other relevant electronic records have been provided to the Company.

Thanking you,

Yours faithfully,

**For Sanjay Dholakia & Associates**

*Dholakia Sanjay*

Sanjay R Dholakia  
**Practising Company Secretary**  
Proprietor  
FCS 2655 CP 1798



Place: Mumbai

Date: 22<sup>nd</sup> April 2022

UDIN: F002655D000186993



**SANJAY DHOLAKIA & ASSOCIATES**

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**Report of Scrutinizer**

[Pursuant to section 109 of the Companies Act, 2013 and rule 21 (2) of the Companies (Management and Administration) Rules, 2014 and other applicable provisions]

To,

**Mr. Shailesh Haribhakti****The Chairman of NCLT convened meeting of Equity Shareholders of Future Lifestyle Fashions Limited****(CIN: L52100MH2012PLC231654)**Knowledge House, Shyam Nagar, Off.Jogeshwari- Vikhroli Link Road,  
Jogeshwari (E) Mumbai - 400060

Dear Sir,

**Subject: Scrutinizer's Report for the Hon'ble National Company Law Tribunal, Mumbai Bench (NCLT) convened Meeting of Equity Shareholders of Future Lifestyle Fashions Limited (the Company) pursuant to the order of Hon'ble National Company Law Tribunal, Mumbai Bench, ("NCLT") on 28<sup>th</sup> September 2021 read with the order dated 28<sup>th</sup> February 2022 (collectively referred to as "the Order") held on Wednesday, 20<sup>th</sup> April 2022 at 9:00 a.m. (Meeting) through Video Conferencing (VC) / Other Audio-Visual Means (OAVM):**

I, Sanjay R Dholakia, Proprietor of Sanjay Dholakia & Associates, Company Secretaries, Mumbai, appointed as Scrutinizer, by the Hon'ble National Company Law Tribunal, Mumbai Bench, ("NCLT") vide order pronounced on 28<sup>th</sup> September 2021 ("said Order") read with the order of Hon'ble NCLT dated 28<sup>th</sup> February 2022 (collectively referred to as "the Order") for the purpose of e-voting process prior to the Meeting and at the Meeting, conducted as per the said Order, seeking approval of equity shareholders for the Composite Scheme of Arrangement between Future Consumer Limited ("Transferor Company 1"), Future Lifestyle Fashions Limited ("Transferor Company 2"), Future Market Networks Limited ("Transferor Company 3"), Future Retail Limited ("Transferor Company 4"), Future Supply Chain Solutions Limited ("the Transferor Company 5"), Future bazaar India Limited ("Transferor Company 6"), Acute Retail Infra Private Limited ("Transferor Company 7"), Basuti Sales and Trading Private Limited ("Transferor Company 8"), Brattle Foods Private Limited ("Transferor Company 9"), Chirag Operating Lease Co. Private Limited ("Transferor Company 10"), Hare Krishna Operating Lease Private Limited ("Transferor Company 11"), Nice Texcot Trading & Agency Private Limited ("Transferor Company 12"), Nishta Mall Management Company Private Limited





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1. Pursuant to the above Order, the Company has confirmed that the copy of the Notice dated 8<sup>th</sup> October 2021 ("Original Notice") and Addendum to the Original Notice dated 11<sup>th</sup> March 2022 ("Addendum Notice") (collectively referred to as "the Notice") convening the Meeting along with the process of e-voting were sent to the equity shareholders whose e-mail addresses were registered with the Company/Depository Participant(s). The Company has also confirmed that the copy of the Notice of the Meeting was also sent through courier to all the equity shareholders of the Company whose email addresses were not available with the Company/Depository Participant(s). The Company has also confirmed that the copy of the Notice of the Meeting was also hosted on its website.
2. The Company had appointed National Securities Depository Limited (NSDL) for conducting the electronic voting by the equity shareholders of the Company;
3. The Company has provided a e-voting facility to the equity shareholders to cast their votes either through remote e-voting or through e-voting at the Meeting.
4. The equity shareholders of the Company holding shares on the Cut off date i.e., 13<sup>th</sup> April 2022 were entitled to vote on the resolution as set out in the Notice of the Meeting.
5. The remote e-voting period was commenced on Saturday 16<sup>th</sup> April, 2022 at 09:00 a.m. and was ended on Tuesday 19<sup>th</sup> April, 2022 at 05:00 p.m.;





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6. the e-voting was also conducted at the Meeting and kept open for the next 15 minutes after the conclusion of the Meeting;
7. After the closure of the e-voting process, the votes cast through remote e-Voting and e-Voting at the Meeting were unblocked by me respectively and reconciled with the records maintained by the Company and Registrar and Transfer Agent of the Company - Link Intime India Private Limited.
8. The management of the Company is responsible to ensure the compliance with the provisions of circular No. CFD/DIL3/CIR/2017/21 dated 10<sup>th</sup> March 2017 and circular No. SEBI/HO/CFD/DIL1/CIR/P/2021/0000000665 dated 23<sup>rd</sup> November 2021 issued by the Securities and Exchange Board of India (together "**SEBI Circulars**"). My responsibility as a scrutinizer is restricted to report on the votes cast in requirements of SEBI Circulars based on the details provided to me and/ or I have access to.
9. I, Sanjay Rasiklal Dholakia, submit my report as under:

In terms of the SEBI Circulars, the results of the votes cast by equity shareholders of the Company, holding shares under public category, on the resolution as provided in notice convening the Meeting (by way of remote e-voting prior to the Meeting and e-voting at the Meeting), are as under:

a) Voted in favour of Resolution: -

Particulars	Remote E-Voting	E-Voting at the Meeting	Total
Number of shareholders	1427	4	1431
Number of votes cast	2,71,81,104	1,94,04,321	4,65,85,425
Invalid votes	0	0	0
% of total number of votes cast	41.21	29.42	70.63

b) Voted against the Resolution: -

Particulars	Remote E-Voting	E-Voting at the Meeting	Total
Number of shareholders	19	1	20
Number of votes cast	1,76,58,505	17,13,576	1,93,72,081
Invalid votes	0	0	0
% of total number of votes cast	26.77	2.60	29.37





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10. The complete details of the voting and other relevant electronic records have been provided to the Company.

Thanking you,

Yours faithfully,

**For Sanjay Dholakia & Associates**

*Dholakia Sanjay*

Sanjay R Dholakia  
**Practicing Company Secretary**  
Proprietor  
FCS 2655 CP 1798



Place: Mumbai  
Date: 22<sup>nd</sup> April 2022

UDIN: F002655D000187026