

Details of Voting Results

(Combined results of votes cast through Remote e-voting and poll at the AGM)

Date of the AGM	Sixth Annual General Meeting of the Company held on 29 August 2018
Total number of Shareholders on record date	22 August 2018 was cut-off date for reckoning the voting rights of the Shareholders. Total Number of Shareholders: 38,910
No. of Shareholders present in the AGM either in person or through proxy: Promoters and Promoter Group: Public:	 19 124
No. of Shareholders attended the AGM through Video Conferencing Promoters and Promoter Group: Public:	No Video Conferencing facility was provided
Mode of voting:	Remote e-voting and poll at the AGM.



Resolution Required : (Ordinary)			1 - Adoption of Audited Financial Statements (Including Audited Consolidated Financial Statements) of the Company for the Financial Year ended March 31, 2018 together with the reports of the Board of Directors and Auditors thereon.					
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	104048171	104048171	100.0000	104048171	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
	Total		104048171	100.0000	104048171	0	100.0000	0.0000
Public Institutions	E-Voting	60780519	53816836	88.5429	53816836	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
	Total		53816836	88.5429	53816836	0	100.0000	0.0000
Public Non Institutions	E-Voting	29664052	17383000	58.5995	17382945	55	99.9997	0.0003
	Poll		715696	2.4127	715696	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		18098696	61.0122	18098641	55	99.9997	0.0003
Total		194492742	175963703	90.4731	175963648	55	100.0000	0.0000



Resolution Required : (Ordinary)			2 - Declaration of a Dividend of Rs. 1.20 per Equity Share of the face value of Rs. 2/- each.					
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	104048171	104048171	100.0000	104048171	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
	Total		104048171	100.0000	104048171	0	100.0000	0.0000
Public Institutions	E-Voting	60780519	53816836	88.5429	53816836	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
	Total		53816836	88.5429	53816836	0	100.0000	0.0000
Public Non Institutions	E-Voting	29664052	17383334	58.6007	17383289	45	99.9997	0.0003
	Poll		715696	2.4127	715696	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		18099030	61.0134	18098985	45	99.9998	0.0002
Total		194492742	175964037	90.4733	175963992	45	100.0000	0.0000



Resolution Required : (Ordinary)			3 – Re-appointment of Mr. C. P. Toshniwal (DIN: 00036303), who retired by rotation and being eligible, offered himself for reappointment.					
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	104048171	104048171	100.0000	104048171	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
	Total		104048171	100.0000	104048171	0	100.0000	0.0000
Public Institutions	E-Voting	60780519	53816836	88.5429	53802039	14797	99.9725	0.0275
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		53816836	88.5429	53802039	14797	99.9725	0.0275
Public Non Institutions	E-Voting	29664052	17382959	58.5994	17382355	604	99.9965	0.0035
	Poll		715696	2.4127	715696	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		18098655	61.0121	18098051	604	99.9967	0.0033
Total		194492742	175963662	90.4731	175948261	15401	99.9912	0.0088



Resolution Required : (Ordinary)			4 - Appointment of Mr. Ravinder Singh Thakran (DIN: 01077387) as a Director.					
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	104048171	104048171	100.0000	104048171	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
	Total		104048171	100.0000	104048171	0	100.0000	0.0000
Public Institutions	E-Voting	60780519	53816836	88.5429	53417575	399261	99.2581	0.7419
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		53816836	88.5429	53417575	399261	99.2581	0.7419
Public Non Institutions	E-Voting	29664052	17383000	58.5995	17382582	418	99.9976	0.0024
	Poll		715696	2.4127	715696	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		18098696	61.0122	18098278	418	99.9977	0.0023
Total		194492742	175963703	90.4731	175564024	399679	99.7729	0.2271



Resolution Required : (Special)			5 - Adoption of new set of Articles of Association.					
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	104048171	104048171	100.0000	104048171	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
	Total		104048171	100.0000	104048171	0	100.0000	0.0000
Public Institutions	E-Voting	60780519	53816836	88.5429	50535024	3281812	93.9019	6.0981
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		53816836	88.5429	50535024	3281812	93.9019	6.0981
Public Non Institutions	E-Voting	29664052	17382957	58.5994	17382850	107	99.9994	0.0006
	Poll		715696	2.4127	715696	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		18098653	61.0121	18098546	107	99.9994	0.0006
Total		194492742	175963660	90.4731	172681741	3281919	98.1349	1.8651



Resolution Required : (Special)			6 - Approval for revision in remuneration payable to Mr. Kishore Biyani as the Managing Director.					
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	104048171	104048171	100.0000	104048171	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
	Total		104048171	100.0000	104048171	0	100.0000	0.0000
Public Institutions	E-Voting	60780519	53816836	88.5429	53816836	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
	Total		53816836	88.5429	53816836	0	100.0000	0.0000
Public Non Institutions	E-Voting	29664052	17383356	58.6007	17382666	690	99.9960	0.0040
	Poll		715696	2.4127	715696	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		18099052	61.0134	18098362	690	99.9962	0.0038
Total		194492742	175964059	90.4733	175963369	690	99.9996	0.0004



Resolution Required : (Ordinary)			7 - Approval for Material Related Party Transaction(s).					
Whether promoter/ promoter group are interested in the agenda/resolution?			Yes (All the members of the Promoter and Promoter group of the Company to the extent of related parties of the Company remained abstain from voting, in terms of Regulation 23 of SEBI (LODR) Regulations, 2015.)					
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	104048171	0	0.0000	0	0	0.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		0	0.0000	0	0	0.0000	0.0000
Public Institutions	E-Voting	60780519	53816836	88.5429	53816836	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
	Total		53816836	88.5429	53816836	0	100.0000	0.0000
Public Non Institutions	E-Voting	29664052	17382975	58.5995	17382708	267	99.9985	0.0015
	Poll		715696	2.4127	715696	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		18098671	61.0122	18098404	267	99.9985	0.0015
	Total		71915507	36.9759	71915240	267	99.9996	0.0004





SANJAY DHOLAKIA & ASSOCIATES

BCOM LLB FCS

COMPANY SECRETARIES

GP 15, 2nd Floor, Raghuleela Mall, Behind Painsur Bus Depot, Kandivali (West), Mumbai - 400 067.
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SCRUTINIZER'S REPORT

To,
The Chairperson of
**Sixth Annual General Meeting (AGM) of the Members of
Future Lifestyle Fashions Limited**
held on Wednesday, 29th August, 2018 at 2:30 p.m. at
Rangaswar, Fourth Floor, Y. B. Chavan Centre,
Gen. Jagannath Bhosale Marg, Mumbai - 400 021

Dear Sir,

1. The Board of Directors of the Company at its meeting held, 18th May 2018, has appointed me as the Scrutinizer for the purpose of scrutinizing the Remote e-Voting process and polling process conducted at the AGM, for all the Resolutions as set out in the Notice of the AGM.
2. In compliance with the provisions of section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), the Company had provided its Members the Remote e-voting facility as provided by the National Securities Depository Limited (NSDL) for all the Resolutions as set out in the Notice of the said AGM.
3. Further, the facility for voting through Ballot Paper was also made available at the AGM for those Members / proxy holders who attended the AGM and have not cast their vote by Remote e-voting.
4. I submit my report as under:
 - 4.1 The Company has given the Ballot Paper to the Members/proxy holders who were present at the AGM held on Wednesday, 29th August, 2018 at 2:30 p.m. at Rangaswar, Fourth Floor, Y. B. Chavan Centre, Gen. Jagannathrao Bhonsale Marg, Mumbai - 400 021.
 - 4.2 Particulars of all the Ballot Papers received from the Members and the votes cast by electronic mode have been entered in register maintained for the purpose.
 - 4.3 The Ballot Papers were kept under my safe custody in sealed and tamper proof ballot boxes before commencing the scrutiny of such Ballot Papers.





SANJAY DHOLAKIA & ASSOCIATES

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COMPANY SECRETARIES

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- 4.4 The ballot box was opened in my presence.
- 4.5 The ballot forms were duly opened in my presence and scrutinized and the shareholding was matched / confirmed with the Register of Members of the Company as on 22nd August, 2018.
- 4.6 I did not find any defaced or mutilated Ballot Papers.
- 4.7 The Remote e-Voting period had commenced on Sunday, 26th August, 2018 (9:00 a.m.) and ended on Tuesday, 28th August, 2018(5:00 p.m.).
- 4.8 I have also received a complete record of votes cast through electronic mode, upto 5:00 p.m. on 28th August, 2018 from NSDL, the agency appointed for providing and supervising electronic platform. The votes cast were unblocked on 29th August, 2018 at 4:08 p.m. (IST) in the presence of two witnesses, Mr. Tejendra Jadeja and Mr. Chandan Jha who are not in the employment of the Company. They have signed below in confirmation of the votes being unblocked in their presence.

Name: Tejendra Jadeja

Name: Chandan Jha

- 4.9 The e-voting data was scrutinized by me for verification of votes cast in favour and against the Resolutions, as set in the Notice of the AGM.
5. A summary of the combined voting results of the votes cast through Ballot Papers received and Remote e-voting is given as **Annexure 1**.
6. I have handed over the Ballot Papers and other related papers/ registers and records for the safe custody to the Chairperson who has been authorized by the Board to supervise the Ballot process.
7. On the basis of the scrutiny of the votes cast by Ballot Papers and through Remote e-voting, the Resolution no. 1 to Resolution no. 7 as set out in the Notice of the AGM have been passed by the Shareholders of the Company with the requisite majority.





SANJAY DHOLAKIA & ASSOCIATES

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8. You may accordingly declare the aforesaid voting result of votes cast through Ballot Papers and Remote e-voting.

Thanking you,

For Sanjay Dholakia & Associates
Practicing Company Secretary

Sanjay Dholakia

Sanjay Dholakia
Proprietor
Membership No. 2655 / CP No. 1798



Date : 30th August, 2018
Place : Mumbai

Annexure 1

RESOLUTION 1- ADOPTION OF AUDITED FINANCIAL STATEMENTS (INCLUDING AUDITED CONSOLIDATED FINANCIAL STATEMENTS) OF THE COMPANY FOR THE FINANCIAL YEAR ENDED MARCH 31, 2018 TOGETHER WITH THE REPORTS OF THE BOARD OF DIRECTORS AND AUDITORS THEREON

Particulars	Remote E-voting		Polling at the AGM		Consolidated voting Results		
	No. of Members voted	No. of valid votes cast	No. of Members / Proxy voted	No. of Valid votes cast	Total No. of Members voted	Total No. of valid votes cast	% of total number of valid votes cast
In favour of the Resolution	166	175247952	68	715696	234	175963648	100.00
Against the Resolution	6	55	0	0	6	55	0.00

Invalid votes	0	0	0	0
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RESOLUTION2 - DECLARATION OF DIVIDEND ON EQUITY SHARES

Particulars	Remote E-voting		Polling at the AGM		Consolidated voting Results		
	No. of Members voted	No. of valid votes cast	No. of Members / Proxy voted	No. of Valid votes cast	Total No. of Members voted	Total No. of valid votes cast	% of total number of valid votes cast
In favour of the Resolution	167	175248296	68	715696	235	175963992	100.00
Against the Resolution	5	45	0	0	5	45	0.00

Invalid votes	0	0	0	0
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RESOLUTION 3- RE-APPOINTMENT OF MR. C. P. TOSHNIWAL (DIN: 00036303), WHO RETIRES BY ROTATION AND BEING ELIGIBLE, OFFERS HIMSELF FOR REAPPOINTMENT.

Particulars	Remote E-voting		Polling at the AGM		Consolidated voting Results		
	No. of Members voted	No. of valid votes cast	No. of Members / Proxy voted	No. of Valid votes cast	Total No. of Members voted	Total No. of valid votes cast	% of total number of valid votes cast
In favour of the Resolution	156	175232565	68	715696	224	175948261	100.00
Against the Resolution	14	15401	0	0	14	15401	0.00

Invalid votes	0	0	0	0
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RESOLUTION 4 -AUTHORISING THE COMPANY TO CHARGE FOR SERVICE OF DOCUMENTS TO MEMBERS OF THE COMPANY

Particulars	Remote E-voting		Polling at the AGM		Consolidated voting Results		
	No. of Members voted	No. of valid votes cast	No. of Members / Proxy voted	No. of Valid votes cast	Total No. of Members voted	Total No. of valid votes cast	% of total number of valid votes cast
In favour of the Resolution	159	174848328	68	715696	227	175564024	99.77
Against the Resolution	13	399679	0	0	13	399679	0.23

Invalid votes	0	0	0	0
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RESOLUTION 5 – ADOPTION OF NEW SET OF ARTICLES OF ASSOCIATION

Particulars	Remote E-voting		Polling at the AGM		Consolidated voting Results		
	No. of Members voted	No. of valid votes cast	No. of Members / Proxy voted	No. of Valid votes cast	Total No. of Members voted	Total No. of valid votes cast	% of total number of valid votes cast
In favour of the Resolution	133	171966045	68	715696	201	172681741	98.13
Against the Resolution	37	3281919	0	0	37	3281919	1.87

Invalid votes	0	0	0	0
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RESOLUTION 6 – APPROVAL FOR REVISION IN REMUNERATION PAYABLE TO MR. KISHORE BIYANI AS THE MANAGING DIRECTOR

Particulars	Remote E-voting		Polling at the AGM		Consolidated voting Results		
	No. of Members voted	No. of valid votes cast	No. of Members / Proxy voted	No. of Valid votes cast	Total No. of Members voted	Total No. of valid votes cast	% of total number of valid votes cast
In favour of the Resolution	158	175247673	68	715696	226	175963369	100.00
Against the Resolution	15	690	0	0	15	690	0.00

Invalid votes	0	0	0	0
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RESOLUTION 7 – APPROVAL FOR MATERIAL RELATED PARTY TRANSACTION(S)

Particulars	Remote E-voting		Polling at the AGM		Consolidated voting Results		
	No. of Members voted	No. of valid votes cast	No. of Members / Proxy voted	No. of Valid votes cast	Total No. of Members voted	Total No. of valid votes cast	% of total number of valid votes cast
In favour of the Resolution	127	71199544	68	715696	195	71915240	100.00
Against the Resolution	11	267	0	0	11	267	0.00

Invalid votes	0	0	0	0
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