

## Compliance Report on Corporate Governance

ANNEXURE I

1	Name of Listed Entity	Future Lifestyle Fashions Limited											
2	Quarter ending	30 September 2019 (Second Quarter)											
Annexure I													
<b>I. Composition of Board of Directors</b>													
Title (Mr./Ms.)	Name of the Director	PAN & DIN	Category (Chairperson/Executive/Non-Executive/Independent/Nominee) &	Initial Date of appointment	Date of Re-appointment	Date of cessation	Date of Appointment in the current term / Cessation	Tenure*	Date of Birth	No of Directorship in listed entities including this listed entity (Refer Regulation 17A of Listing Regulations)	No of Independent Directorship 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 <sup>^^</sup>	PAN: AACPB0199B DIN: 00005740	Executive	06-Dec-2012	25-Jun-2019	-	-	NA		5	1	3	1
Mr.	Rakesh Biyani	PAN: AAEPB3651L DIN: 00005206	Non-executive	10-Jun-2013	-	-	-	NA		3	-	3	-
Mr.	Shallesh Haribhakti	PAN: AAAPH0574L DIN: 00007347	Chairperson-Non-executive-Independent	08-Aug-2014	08-Aug-2019	-	-	5 years #		7	7	9	3
Mr.	Dr. Darlie Koshy	PAN: AAAPK1509Q DIN: 00023527	Non-executive-Independent	08-Aug-2014	08-Aug-2019	-	-	5 years #		1	1	2	1
Mr.	Bijou Kurien	PAN: AEKPK4193E DIN: 01802995	Non-executive-Independent	26-May-2016	-	-	-	5 years		4	4	6	2
Mr.	Ravinder Singh Thakran <sup>@</sup>	PAN: AFJPT5129F DIN: 01077387	Non-executive	21-May-2018	21-May-2019	-	-	NA		1	-	-	-
Mr.	Chandra Prakash Toshniwal	PAN: ABZPT0231G DIN: 00036303	Non-executive	02-Mar-2013	-	-	-	NA		2	-	3	1
Ms.	Sharda Agarwal	PAN: AABPA4219L DIN: 00022814	Non-executive-Independent	27-Mar-2015	-	-	-	5 years		2	2	2	1
Ms.	Avni Biyani	PAN: AOLPB2102H DIN: 02177900	Non-executive	07-Jun-2016	-	-	-	NA		1	-	-	-
<p>Mr. Shallesh Haribhakti has been appointed as a regular Chairperson of on the Board of the Company and he is not related to Mangaing Director or CEO of the Company.</p> <p>\$PAN number of any director would not be displayed on the website of Stock Exchange.</p> <p>&amp; 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.</p> <p>* To be filled only for Independent Director. Tenure 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.</p> <p><sup>^^</sup> Re-appointed as the Managing Director of the Company for the tenure of 5 years with effect from 25 June 2019, at the Annual General Meeting held on 30 July 2019.</p> <p># Re-appointed as Independent Director for the second term of five years with effect from 8 August 2019 at the Annual General Meeting held on 30 July 2019.</p> <p>@ Re-appointed as Nominee Director w.e.f. 21 May 2019 at the Annual General Meeting held on 30 July 2019.</p>													
<b>II. Composition of Committees</b>													
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-Mar-2016	-							
			Mr. Shallesh Haribhakti	Non-Executive-Independent	10-Jun-2013	-							
			Dr. Darlie Koshy	Non-Executive-Independent	10-Jun-2013	-							
			Mr. Chandra Prakash Toshniwal	Non-executive	10-Jun-2013	-							
2	Nomination & Remuneration Committee	Yes	Dr. Darlie Koshy	Chairperson - Non-Executive-Independent	10-Jun-2013	-							
			Mr. Shallesh Haribhakti	Non-Executive-Independent	10-Jun-2013	-							
			Mr. Rakesh Biyani	Non-executive	10-Jun-2013	-							
			Ms.Sharda Agarwal	Non-Executive-Independent	21-Mar-2016	-							
3	Risk Management Committee	No	Mr. Rakesh Biyani	Non-executive	19-May-2014	-							
			Mr. Chandra Prakash Toshniwal	Non-executive	19-May-2014	-							
			Mr. Kaleeswaran Arunachalam	Member	13-Feb-2017	-							
4	Stakeholders' Relationship Committee	Yes	Dr. Darlie Koshy	Chairperson - Non-Executive-Independent	10-Jun-2013	-							
			Mr. Kishore Biyani	Executive	10-Jun-2013	-							
			Mr. Rakesh Biyani	Non-executive	10-Jun-2013	-							
<p>&amp; 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.</p>													
<b>III. Meeting of Board of Directors</b>													
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)								
01-May-2019	20-July-2019	Yes	9	4	79 days								
	26-July-2019	Yes	5	2	5 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 present*	Maximum gap between any two consecutive (in number of days)
<b>Audit Committee</b>					
01-May-2019	20-July-2019	Yes [All the four members (including three independent directors) were present in the meeting.]	4	3	79
<b>Nomination &amp; Remuneration Committee</b>					
01-May-2019	-	Yes	-	-	-
<b>Stakeholders' Relationship Committee</b>					
01-May-2019	-	Yes	-	-	-
*This information has to be mandatorily be given for audit committee, for rest of the committees giving this information is optional **to be filled in only for the current quarter meetings					
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	Yes				
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	Yes				
<b>Notes:</b>					
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.				
<b>VI. Affirmations</b>					
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.

Place: Mumbai  
Date: 15 October 2019



For Future Lifestyle Fashions Limited  
Sanjay Kumar Matha  
Chief-Legal & Company Secretary

**Compliance Report on Corporate Governance**

**ANNEXURE III**

**Affirmations**

Broad heading	Regulation Number	Compliance status (Yes/No/NA)
Copy of the Annual Report including Balance Sheet, Profit and Loss Account, Directors' Report, Corporate Governance Report, Business Responsibility Report displayed on website.	46(2)	Yes
Presence of Chairperson of Audit Committee at the Annual General Meeting.	18(1)(d)	Yes
Presence of Chairperson of the Nomination and Remuneration Committee at the Annual General Meeting.	19(3)	Yes
Presence of Chairperson of the Stakeholder Relationship committee at the annual general meeting	20(3)	Yes
Whether "Corporate Governance Report" disclosed in Annual Report.	34(3) read with para C of Schedule V	Yes

**Note**

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.

3 If the Listed Entity would like to provide any other information the same may be indicated here.

For Future Lifestyle Fashions Limited

Place: Mumbai

Date: 15 October 2019



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