

Compliance Report on Corporate Governance

ANNEXURE I

1	Name of Listed Entity	Future Lifestyle Fashions Limited
2	Quarter ending	31 December 2019 (Third Quarter)

Annexure I

I. Composition of Board of Directors

Title (Mr. / Ms.)	Name of the Director	PAN <sup>S</sup> & DIN	Category (Chairperson/Executive/ Non-Executive/ Independent/Nominee) <sup>a</sup>	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	Date of Appointment in the current term / Cessation	Tenure <sup>b</sup>	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 <sup>^^</sup>	PAN: AACPB0199B DIN: 00005740	Executive	09-08-1960	NA	NA	06-12-2012	25-06-2019	-	-	NA	4	0	2	1
Mr.	Rakesh Biyani	PAN: AAEPB3651L DIN: 00005806	Non-executive	05-04-1972	NA	NA	10-06-2013	-	-	-	NA	3	-	3	-
Mr.	Shallesh Haribhakti #	PAN: AAAPH0574L DIN: 00007347	Chairperson- Non-executive- Independent	12-03-1956	NA	NA	08-08-2014	08-08-2019	-	-	64 months	7	7	9	2
Mr.	Dr. Darlie Koshy #	PAN: AAAPK1509Q DIN: 00023527	Non-executive-Independent	29-05-1955	NA	NA	08-08-2014	08-08-2019	-	-	64 months	1	1	2	1
Mr.	Bijou Kurien	PAN: AAKPK4193E DIN: 01802995	Non-executive-Independent	17-01-1959	NA	NA	26-05-2016	-	-	-	43 months	4	4	6	2
Mr.	Ravinder Singh Thakran@	PAN: AFJPTS129F DIN: 01077387	Non-executive - Nominee	21-05-1963	NA	NA	21-05-2018	21-05-2019	-	-	NA	1	-	-	-
Mr.	Chandra Prakash Toshniwal	PAN: ABZPT0231G DIN: 00036303	Non-executive	29-09-1966	NA	NA	02-03-2013	-	-	-	NA	2	-	2	1
Ms.	Sharda Agarwal	PAN: AABPA4219L DIN: 00022814	Non-executive-Independent	16-10-1968	NA	NA	27-03-2015	-	-	-	57 months	2	2	2	1
Ms.	Avni Biyani	PAN: AOLPB2102H DIN: 02177900	Non-executive	04-11-1989	NA	NA	07-06-2016	-	-	-	NA	1	-	-	-
Mr.	Luv Parikh	PAN: AFLPP0784J DIN: 01538519	Non-executive - Nominee	03-10-1975	NA	NA	14-11-2019	-	-	-	NA	1	-	1	-

Mr. Shallesh Haribhakti has been appointed as a regular Chairperson on the Board of the Company and he is not related to Managing Director or CEO of the Company.  
SPAN number of any director would not be displayed on the website of Stock Exchange.

<sup>a</sup>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.

<sup>b</sup>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.

<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.

<sup>@</sup> 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.

<sup>#</sup> Re-appointed as Nominee Director w.e.f. 21 May 2019 at the Annual General Meeting held on 30 July 2019.

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	Ms. Sharda Agarwal	Chairperson - Non-Executive-Independent	21-03-2016	-
			Mr. Shallesh Haribhakti	Non-Executive-Independent	10-06-2013	-
			Dr. Darlie Koshy	Non-Executive-Independent	10-06-2013	-
			Mr. Chandra Prakash Toshniwal	Non-executive	10-06-2013	14-11-2019
			Mr. Luv Parikh	Non-executive	14-11-2019	-
2	Nomination & Remuneration Committee	Yes	Dr. Darlie Koshy	Chairperson - Non-Executive-Independent	10-06-2013	-
			Mr. Shallesh Haribhakti	Non-Executive-Independent	10-06-2013	-
			Mr. Rakesh Biyani	Non-executive	10-06-2013	-
			Ms. Sharda Agarwal	Non-Executive-Independent	21-03-2016	-
			Mr. Luv Parikh	Non-executive	14-11-2019	-
3	Risk Management Committee	No	Mr. Rakesh Biyani	Non-executive	19-05-2014	-
			Mr. Chandra Prakash Toshniwal	Non-executive	19-05-2014	-
			Mr. Kalleswaran Arunachalam	Member	13-02-2017	-
4	Stakeholders' Relationship Committee	Yes	Dr. Darlie Koshy	Chairperson - Non-Executive-Independent	10-06-2013	-
			Mr. Kishore Biyani	Executive	10-06-2013	-
			Mr. Rakesh Biyani	Non-executive	10-06-2013	-

<sup>a</sup>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)
20-07-2019	-	-	-	-	-
26-07-2019	14-11-2019	Yes	10	4	110 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					
20-07-2019	14-11-2019	Yes [All the four members (including three independent directors) were present in the meeting.]	4	3	116 Days
Nomination & Remuneration Committee					
-	14-11-2019	Yes	4	3	-
*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			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.

Place: Mumbai  
Date: 14 January 2020

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