



213, Gr. Floor, Raghuleela Mall,  
Behind Poinsur Bus Depot,  
Kandivali (West), Mumbai - 400 067.

☎ : 2807 3233  
98700 31365

E-mail : sanjayrd65@yahoo.com

Date: 30<sup>th</sup> August, 2016

**SCRUTINIZER'S REPORT**

To,  
The Chairperson of  
**Fourth Annual General Meeting (AGM) of the Members of  
Future Lifestyle Fashions Limited**  
held on Monday, 29<sup>th</sup> August, 2016 at 4.30 p.m. at  
Rangswar, 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 on 26 May 2016, 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 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 who were present at the AGM held on Monday, the 29<sup>th</sup> August, 2016 at 4.30 p.m. at Rangswar, Fourth Floor, Y. B. Chavan Centre, Gen. Jagannath Bhosale 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.





# SANJAY DHOLAKIA & ASSOCIATES


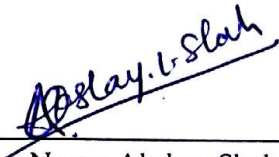
COMPANY SECRETARIES

B.COM. LL.B. F.C.S.

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- 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.
- 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 22<sup>nd</sup> August, 2016.
- 4.6 I did not find any defaced or mutilated Ballot Papers.
- 4.7 The Remote e-Voting period had commenced on Friday, 26<sup>th</sup> August, 2016 (9.00 a.m.) and ended on Sunday, 28<sup>th</sup> August, 2016 (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 28<sup>th</sup> August, 2016 from NSDL, the agency appointed for providing and supervising electronic platform. The votes cast were unblocked on 29<sup>th</sup> August, 2016 at 5.40 p.m. (IST) in the presence of two witnesses, Mr. Chandan Jha and Mr. Akshay Shah who are not in the employment of the Company. They have signed below in confirmation of the votes being unblocked in their presence.
-   
Name: Chandan Jha
-   
Name: Akshay Shah
- 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. 8 as set out in the Notice of the AGM have been passed by the Shareholders of the Company with the requisite majority.





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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  
Practising Company Secretary

*Dholakia Sanjay*

Sanjay Dholakia

Proprietor

Membership No. 2655 /CP No. 1798



Date : 30 August, 2016

Place : Mumbai



**Annexure 1**

**RESOLUTION 1- ADOPTION OF AUDITED FINANCIAL STATEMENTS OF THE COMPANY FOR THE FINANCIAL YEAR ENDED MARCH 31, 2016 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	84	134165960	55	15663208	139	149829168	100.00%
Against the Resolution	1	3	0	0	1	3	0.00%
Invalid votes	0	0	3	270			

**RESOLUTION 2 - DECLARATION OF A 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	85	134165963	55	15663208	140	149829171	100.00%
Against the Resolution	1	3	0	0	1	3	0.00%
Invalid votes	0	0	3	270			



**RESOLUTION 3 – RE-APPOINTMENT OF MR. RAKESH BIYANI (DIN: 00005806) AS A DIRECTOR 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	82	134165928	55	15663208	137	149829136	100.00%
Against the Resolution	4	38	0	0	4	38	0.00%
Invalid votes	0	0	3	270			

**RESOLUTION 4 - RATIFICATION OF APPOINTMENT OF M/S. NGS & CO. LLP, CHARTERED ACCOUNTANTS AS STATUTORY AUDITORS AND FIX THEIR REMUNERATION**

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	82	134149170	55	15663208	137	149812378	100.00%
Against the Resolution	3	26	0	0	3	26	0.00%
Invalid votes	0	0	3	270			



**RESOLUTION 5 - APPOINTMENT OF MR. BIJOU KURIEN (DIN 01802995) AS AN INDEPENDENT DIRECTOR 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
Voted in favour of the Resolution	83	134165952	55	15663208	138	149829160	100.00%
Voted against the Resolution	3	14	0	0	3	14	0.00%
Invalid votes	0	0	3	270			

**RESOLUTION 6 - APPOINTMENT OF MS. AVNI BIYANI (DIN 02177900) AS A DIRECTOR 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	78	132750595	55	15663208	133	148413803	99.06%
Against the Resolution	7	1415368	0	0	7	1415368	0.94%
Invalid votes	0	0	3	270			

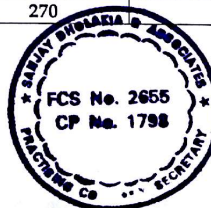


**RESOLUTION 7 - RE-APPOINTMENT OF MR. KISHORE BIYANI (DIN 00005740) AS A MANAGING DIRECTOR OF THE COMPANY**

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	84	134165960	55	15663208	139	149829168	100.00%
Against the Resolution	1	3	0	0	1	3	0.00%
Invalid votes	0	0	3	270			

**RESOLUTION 8 - BORROWING / RAISING FUNDS BY ISSUE OF DEBT INSTRUMENTS**

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	81	134165889	54	15663189	135	149829078	100.00%
Against the Resolution	4	45	1	19	5	64	0.00%
Invalid votes	0	0	3	270			



For Sanjay Dholakia & Associates

*Dholakia Sanjay*  
(SANJAY R. DHOLAKIA)  
Practising Company Secretary  
Proprietor