



Future Lifestyle Fashions Limited

NOTICE

NOTICE is hereby given that the Fifth Annual General Meeting of the Members of Future Lifestyle Fashions Limited will be held on Tuesday, August 29, 2017 at 4:00 pm at Rangaswar, Fourth Floor, Y. B. Chavan Centre, Gen. Jagannath Bhosale Marg, Mumbai - 400 021, to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2017 together with the Reports of the Board of Directors and Auditors thereon.
2. To declare Dividend on Equity Shares.
3. To appoint a Director in place of Mr. Kishore Biyani (DIN 00005740), who retires by rotation and being eligible, offers himself for re-appointment.
4. To consider and approve re-appointment of Statutory Auditors and fix their remuneration and to consider and if thought fit, to pass with or without modification, the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of section 139 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder, NGS & Co. LLP, Chartered Accountants (ICAI Firm Registration No. 119850W), be and is hereby re-appointed as Statutory Auditors of the Company for the second term of five years to hold office from the conclusion of the Fifth Annual General Meeting (AGM) till the conclusion of the Tenth AGM of the Company, subject to ratification of their appointment at every AGM to be held during the said term and that the Board of Directors be and is hereby authorised to fix the remuneration in addition to the out of pocket expenses as may be incurred by them during the course of the Audit.”

SPECIAL BUSINESS:

5. **Approval for remuneration arising upon the exercise of vested Employee Stock Options held by Mr. C. P. Toshniwal, Non-executive Director**

To consider and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of sections 197, 198 and all other applicable provisions, if any, of the Companies Act, 2013 (‘the Act’) and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the consent of the Members of the Company be and is hereby accorded to approve the remuneration arising upon the exercise of 1,70,824 vested Employees Stock Options (‘Options’) held by Mr. C. P. Toshniwal - Non-Executive Director of the Company in one or more tranches within the exercise schedule, in terms of the FLFL ESOS-2013, to the extent of perquisite value as may be determined in accordance with the Income Tax Rules, 1962, in excess of 1% (One Percent) per annum of the net profits as computed in the manner laid down in section 198 of the Act provided that total managerial remuneration payable by the Company to its Directors and Manager, if any, shall not exceed 11% (Eleven Percent) of the net profits of the financial year, in which the above Options are exercised.

RESOLVED FURTHER THAT the above remuneration shall be in addition to fees payable to the Director(s) for attending the meetings of the Board or other Committees thereof as may be decided by the Board of Directors and reimbursement of expenses for participation in such Board and Committee meetings.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors (which term shall be deemed to include the Nomination and Remuneration Committee thereof), be and is hereby authorized to do all such acts, deeds, matters and things and to execute all such documents, instruments and writings as may be required and to seek necessary approvals and to settle any questions, difficulty or doubts that may arise in this regard without requiring the Board to secure any further consent or approval of the Members of the Company.”

6. Approval for revision in remuneration payable to Mr. Kishore Biyani as the Managing Director

To consider and if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution**:

“**RESOLVED THAT** pursuant to the provisions of sections 196, 197, 203 and any other applicable provisions of the Companies Act, 2013 (‘the Act’) and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule V to the Act and subject to the approval of the Central Government and such other approvals, permissions and sanctions, as may be required, and subject to such conditions and modifications, as may be imposed or prescribed by any of the Authorities in granting such approvals, permissions and sanctions, approval of the Members of the Company be and is hereby accorded for revision of remuneration payable to Mr. Kishore Biyani as the Managing Director of the Company with effect from April 01, 2017 for the remaining term upto June 24, 2019 on the terms and conditions and remuneration, as stipulated herein below:

Remuneration:

Total Remuneration shall be in the scale of ₹2.50 Crore to ₹3.50 Crore per annum.

The total remuneration for the financial year 2017-18 shall not exceed ₹2.86 Crore per annum inclusive of basic salary and taxable perquisites but excluding exempted perquisites. Subsequent revisions in the remuneration will be determined and approved by the Board within the above scale.

1. Basic Salary shall be in the range of ₹8.00 Lakh to ₹12.00 Lakh per month.
2. Perquisites: Subject to overall ceiling as aforesaid, the Managing Director shall have liberty to opt for such other allowances, perquisites and incentive as he deems fit including house rent allowance, medical reimbursement, leave travel concession for self and family, club fees, use of Company cars and such other allowances, benefits, amenities and facilities, etc., as per the Company’s Rules or as may be agreed to between the Board of Directors and the Managing Director.
3. Commission: The amount of Commission would be determined based on the net profits of the Company in a particular year, as may be decided by the Board and shall be subject to the overall ceiling laid down under the Act.
4. The Managing Director will also be a member of the Group Medical and Personal Accident Insurance policies of the Company.

In addition to the perquisites referred above, he will also be eligible to the following perquisites, which shall not be included in the computation of the ceiling on remuneration.

- Contribution to provident fund, superannuation fund or annuity fund to the extent these either singly or put together are not taxable under the Income-tax Act, 1961;
- Gratuity payable at a rate not exceeding half a month’s salary for each completed year of service;
- Encashment of leave at the end of the tenure; and
- Reimbursement of expenses incurred for the business of the Company.

Subject to the applicable provisions of the Act, perquisites and allowances shall be evaluated as per Income Tax Rules, 1962 wherever applicable, and at cost, in the absence of any such Rule.

RESOLVED FURTHER THAT pursuant to the provisions of section 197 of the Act read with Schedule V to the Act, where in any Financial Year during the currency of the tenure of the Managing Director, the Company has no profits or its profits are inadequate, the Company may pay to the Managing Director the above Remuneration, excluding commission, as the minimum remuneration for the aforesaid period, by way of salary, perquisites and other allowances and benefits, subject to receipt of the requisite approvals, if any.

RESOLVED FURTHER THAT the Board of Directors of the Company (which term shall be deemed to include the Nomination and Remuneration Committee thereof) be and is hereby authorized to vary, amend, modify and revise from time to time the terms of Remuneration payable to the Managing Director, within the above overall limit, as may be desired appropriate and to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, proper or desirable and to settle any questions, difficulties or doubts that may arise in this regard.”

7. Issue of Non-Convertible Debentures

To consider and if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution**:

“**RESOLVED THAT** pursuant to the provisions of sections 42 and 71 and other applicable provisions of the Companies Act, 2013, the relevant rules made thereunder, the Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof for the time being in force) and the applicable rules, guidelines and circulars issued by the concerned statutory or regulatory authority(ies) in this regard, from time to time, the provisions of the Memorandum and Articles of Association of the Company and subject to receipt of such approval(s), consent(s), permission(s) and sanction(s) as may be necessary from the concerned statutory or regulatory authority(ies), the approval of the Members of the Company be and is hereby accorded for borrowing/raising funds in Indian/ foreign currency by issue of debt instruments including but not limited to subordinated debt, bonds and redeemable non-convertible debentures for an amount upto ₹750.00 Crore (Rupees Seven Hundred and Fifty Crore only) in domestic and/or overseas market, in one or more tranches, on a private placement basis during a period of one year from the date of passing of this resolution, within the overall borrowing limits of the Company and on such terms and conditions as may be approved by the Board of Directors of the Company, from time to time.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to negotiate, modify, finalise the terms and conditions for the issuance of the debt instruments and execute all such agreements, documents, instruments and writings as deemed necessary, including the private placement offer letter, information memorandum, disclosure documents, debenture subscription agreement, debenture trust deed and any other documents as may be required in connection with the offering(s), issuance(s) and/or allotment(s) of debt instruments on a private placement basis, with the power to settle any questions, difficulty or doubts that may arise in this regard without requiring the Board to secure any further consent or approval of the Members of the Company and to do all such acts, deeds, matters and things as it may consider necessary and desirable and to delegate all or any of its powers herein conferred to the Committee of Director(s) and/or any Officer(s) of the Company, to give effect to this resolution.”

NOTES:

1. MEMBER ENTITLED TO ATTEND AND VOTE AT THE FIFTH ANNUAL GENERAL MEETING (“THE MEETING”) IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.
2. A person can act as proxy on behalf of Members not exceeding 50 (Fifty) and holding in the aggregate not more than 10% (Ten Percent) of the total share capital of the Company. Proxies submitted on behalf of corporate Members must be supported by an appropriate resolution/authority, as applicable.
3. A Member holding more than 10% (Ten Percent) of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or Member.
4. Proxy in the prescribed Form No. MGT - 11 as enclosed herewith, in order to be effective, should be deposited at the Registered Office of the Company, duly completed, signed and stamped, not less than 48 (Forty Eight) hours before the commencement of the Meeting.
5. The Statement pursuant to section 102 of the Companies Act, 2013 (‘the Act’), relating to the Special Business to be transacted at the Meeting is annexed hereto.
6. The Register of Directors and Key Managerial Personnel and their shareholding maintained under section 170 of the Act, will be available for inspection by the Members at the Meeting.

7. The Record date for the purpose of payment of Dividend for the financial year 2016-17 is fixed at August 22, 2017.
8. Subject to the provisions of the Act, Dividend as recommended by the Board of Directors for the financial year 2016-17, if declared at the Meeting, will be paid within a period of 30 days from the date of declaration, to those Members whose names appear in the Company's Register of Members and in the list of beneficial owners as furnished by the Depositories as on August 22, 2017.
9. Pursuant to the provisions of section 205A of the Companies Act, 1956 (corresponding to section 124 of the Act), Dividends that are unclaimed for a period of seven years are required to be transferred to the Investors Education and Protection Fund (IEPF). The final Dividend for the financial year 2013-14 will become due for transfer to IEPF in September, 2021. Members who have not encashed the Dividend Warrants so far for the said financial year are requested to make their claim to the Company's Registrar & Transfer Agents (R & T Agents).
10. Members can avail themselves of the facility of nomination in respect of shares held by them in physical form pursuant to the provisions of section 72 of the Act. Members desiring to avail themselves of this facility may send their nominations in the prescribed Form No. SH-13 duly filled in to the Company's R & T Agents. Members holding Shares in electronic form may contact their respective Depository Participants for availing this facility.
11. The Securities and Exchange Board of India (SEBI) has made it mandatory for all companies to use the bank account details furnished by the Depositories for any payment (including dividend) through Electronic Clearing Service (ECS) to investors. In the absence of ECS facility, companies shall mandatorily print the bank account details of the investors on such payment instruments. Members are encouraged to avail ECS facility and requested to update bank account details in the prescribed form to their respective Depository Participants and/or the Company's R & T Agents.
12. Electronic copy of the Annual Report for the financial year 2016-17 and the Notice of the Annual General Meeting (AGM) of the Company inter-alia indicating the process and manner of remote e-voting along with Attendance Slip and Proxy Form are being sent to all the Members whose e-mail IDs are registered with the Company/ Depository Participants for communication purposes unless any Member has requested for hard copies of the same. For Members who have not registered their e-mail IDs, physical copies of the aforesaid documents are being sent in the permitted mode.
13. Members who have not registered their e-mail ID so far are requested to register their e-mail ID, for receiving all communication including Annual Report, Notices, Circulars, etc. from the Company in electronic copy.
14. Members may also note that the Notice of the AGM and the Annual Report for the financial year 2016-17 will also be available on the Company's website www.futurelifestyle.in for their download. The physical copies of the aforesaid documents will also be available at the Company's Registered Office for inspection during normal business hours (9:00 am to 5:00 pm) on all working days up to and including the date of the AGM of the Company. Even after registering for e-communication, Members are entitled to receive such communication in physical form, upon making a request for the same, by post, free of cost. For any communication, the Members may also send requests to the Company's investor relations e-mail id: investorrelations@futurelifestyle.in
15. Voting through electronic means:
 - I. In compliance with the provisions of section 108 of the Act 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 is pleased to provide its Members the facility to exercise their right to vote on resolutions proposed to be considered at the AGM by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the Members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") will be provided by National Securities Depository Limited (NSDL).
 - II. The facility for voting through Polling Paper shall be made available at the Meeting and the Members attending the Meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the Meeting through Poll.

- III. The Members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.
- IV. The remote e-voting period commences on August 26, 2017 (9:00 am) and ends on August 28, 2017 (5:00 pm). During this period, Members of the Company, holding Shares either in physical form or in dematerialized form, as on the cut-off date i.e. August 22, 2017, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently.
- V. The process and manner for remote e-voting are as under:
 - A. In case a Member receives an e-mail from NSDL [for Members whose e-mail IDs are registered with the Company/Depository Participants]:
 - (i) Open e-mail and open PDF file viz; "Future Lifestyle Fashions Ltd e-Voting.pdf" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password/PIN for remote e-voting. Please note that the password is an initial password.
 - (ii) Launch internet browser by typing the following URL: <https://www.evoting.nSDL.com/>
 - (iii) Click on Shareholder – Login
 - (iv) Put user ID and password as initial password/PIN noted in step (i) above. Click Login.
 - (v) Password change menu appears. Change the password/PIN with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
 - (vi) Home page of remote e-voting opens. Click on remote e-voting: Active Voting Cycles.
 - (vii) Select "EVEN" of "Future Lifestyle Fashions Ltd."
 - (viii) Now you are ready for remote e-voting as Cast Vote page opens.
 - (ix) Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
 - (x) Upon confirmation, the message "Vote cast successfully" will be displayed.
 - (xi) Once you have voted on the resolution, you will not be allowed to modify your vote.
 - (xii) Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to sanjayrd65@yahoo.com with a copy marked to evoting@nsdl.co.in
 - B. In case of a Member who receives physical copy of the Notice of AGM [for Members whose e-mail IDs are not registered with the Company/Depository Participants or who has requested for physical copy]:
 - (i) Initial password is provided as below/at the bottom of the Attendance Slip for the AGM: EVEN (remote e-voting Event Number) USER ID PASSWORD/PIN
 - (ii) Please follow all steps from Sl. No. (ii) to Sl. No. (xii) above, to cast vote.
- VI. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and remote e-voting user manual for Members available at the downloads section of www.evoting.nSDL.com or call on toll free no.: 1800-222-990.
- VII. If you are already registered with NSDL for remote e-voting then you can use your existing user ID and password/PIN for casting your vote.
- VIII. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
- IX. The voting rights of Members shall be in proportion to their shares in the paid up equity share capital of the Company as on the cut-off date i.e. August 22, 2017.

- X. Any person, who acquires shares of the Company and become Member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. August 22, 2017, may obtain the login ID and password by sending a request at evoting@nsdl.co.in or Issuer/R & T Agents. However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password" option available on www.evoting.nsdl.com or contact NSDL at the following toll free no.: 1800-222-990.
- XI. A Member may participate in the AGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the AGM.
- XII. A person, whose name is recorded in the Register of Members or in the Register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through Polling Paper.
- XIII. Mr. Sanjay Dholakia (Membership No. 2655 / Certificate of Practice No. 1798), Proprietor - M/s. Sanjay Dholakia & Associates, Practicing Company Secretary has been appointed as the Scrutinizer to scrutinize the polling and remote e-voting process in a fair and transparent manner.
- XIV. The Chairperson shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of the Scrutinizer, by use of Polling Paper for all those Members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.
- XV. The Scrutinizer shall after the conclusion of voting at the AGM, will first count the votes cast at the Meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairperson or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
- XVI. The Results declared alongwith the report of the Scrutinizer shall be placed on the website of the Company at www.futurelifestyle.in and on the website of NSDL immediately after the declaration of result by the Chairperson or a person authorized by him in writing. The Results shall also be immediately forwarded to the BSE Limited and the National Stock Exchange of India Limited.
16. Members are requested to send all communications relating to shares to the Company's R & T Agents at LINK INTIME INDIA PRIVATE LIMITED, C-101, 247 Park, L B S Marg, Vikhroli (West), Mumbai - 400 083, Tel: +91 22 4918 6270, Fax: +91 22 4918 6060, E-mail: rnt.helpdesk@linkintime.co.in
17. All documents referred to in the accompanying Notice shall be kept open for inspection at the Registered Office of the Company during normal business hours (9.00 am to 5.00 pm) on all working days between Monday and Friday of every week, up to the date of the Fifth Annual General Meeting of the Company.
18. The route map to the AGM venue is given herein. The prominent landmark near the venue is Mantralaya, Mumbai.

By Order of the Board of Directors

Date : May 15, 2017
Place: Mumbai

Sanjay Kumar Mutha
Chief - Legal & Company Secretary

Registered Office:

Future Lifestyle Fashions Limited
(CIN: L52100MH2012PLC231654)
Knowledge House, Shyam Nagar,
Off Jogeshwari Vikhroli Link Road,
Jogeshwari (East), Mumbai - 400 060.
Tel No: +91 22 6644 2200, Fax No: +91 22 6644 2201
E-mail: investorrelations@futurelifestyle.in Website: www.futurelifestyle.in

ADDITIONAL INFORMATION RELATING TO THE ORDINARY BUSINESS:

Item No. 3

Mr. Kishore Biyani, Managing Director of the Company is liable to retire by rotation and being eligible, offers himself for re-appointment.

Mr. Kishore Biyani, aged 57 years is the founder and Group CEO of the Future Group. Widely acknowledged as the pioneer of modern retail industry in India, Mr. Biyani is a mentor and role model for many Indian entrepreneurs and a thought leader in Indian business.

Over the past two decades he has created and leads some of India's most popular retail chains like Big Bazaar, Central, Brand Factory, Foodhall, fbb, Home Town, eZone, among others. Over the time, various retail chains like Nilgiris, Aadhaar, Easy Day, fabfurnish.com and others have also become part of Future Group. Simultaneously, he has also led the creation of a wide portfolio of consumer goods brands in fashion, food and electronics space, that are distributed through the group's retail chains and various other modern retail networks in the country. He is believer in the group's corporate credo, 'Rewrite Rules, Retain Values,' Mr. Biyani considers Indianness as the core value driving the group. His autobiography, 'It Happened in India,' has been translated into a number of languages. Mr. Biyani has done graduation in commerce and PGD in Marketing Management.

He was appointed as a Director of the Company w.e.f. December 06, 2012. Presently, he is a Managing Director of the Company and also a Managing Director of Future Retail Limited (earlier known as Bharti Retail Limited).

He holds directorship and chairpersonship/membership of committees of the board in other listed companies as under:

Name of the Company	Committee	Chairpersonship/Membership
Future Enterprises Limited	Risk Management Committee	Member
	Corporate Social Responsibility Committee	Member
	Committee of Directors	Member
Future Retail Limited	Corporate Social Responsibility Committee	Chairperson
	Committee of Directors	Member
Future Consumer Limited	Stakeholders' Relationship and Share Transfer Committee	Chairperson
	Nomination & Remuneration/ Compensation Committee	Member
	Corporate Social Responsibility Committee	Member
	Committee of Directors	Chairperson
Future Corporate Resources Limited	Corporate Social Responsibility Committee	Member
Inox Leisure Limited	Audit Committee	Member

He also holds directorships in other companies viz. Future Generali India Life Insurance Company Limited, Future Generali India Insurance Company Limited, Future Media (India) Limited and Retailers Association of India.

Except Ms. Avni Biyani, Director of the Company, Mr. Kishore Biyani is not related to any other Directors and Key Managerial Personnel of the Company.

He holds 333 Equity Shares in the Company and attended all (four) Board meetings of the Company held during the financial year 2016-17.

Your Directors recommend resolution at Item No. 3 as an Ordinary Resolution for approval by the Members.

Except Mr. Kishore Biyani and Ms. Avni Biyani, none of the Directors and Key Managerial Personnel of the Company and their respective relatives are concerned or interested, financial or otherwise, in passing of the said resolution.

Item No. 4

NGS & Co. LLP, Chartered Accountants, (ICAI Firm Registration No. 119850W), was appointed as the Statutory Auditors of the Company at the Annual General Meeting (AGM) of the Company held on August 8, 2014 for a term of three consecutive financial years (i.e. from FY 2014-15 to FY 2016-17) till the conclusion of this AGM.

In terms of the provisions of section 139 of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014, the listed Company could appoint or re-appoint an audit firm as Auditors for not more than two terms of five consecutive years.

Accordingly, it is proposed to appoint NGS & Co. LLP as Auditors of the Company for the second term of five consecutive years (i.e. from FY 2017-18 to FY 2021-22) to hold office from the conclusion of the Fifth AGM till the conclusion of the Tenth AGM of the Company (subject to ratification of their appointment at every AGM to be held during the second term) in terms of the aforesaid provisions.

In view of the above, the Audit Committee and the Board of Directors recommended the appointment of NGS & Co. LLP, Chartered Accountants as the Statutory Auditors of the Company to hold office from for the second term of five consecutive years and to fix the remuneration payable to them as set out at Item No. 4 of the Notice.

None of the Directors and Key Managerial Personnel of the Company and their respective relatives are concerned or interested, financial or otherwise, in passing of the said resolution.

STATEMENT PURSUANT TO SECTION 102(2) OF THE COMPANIES ACT, 2013

The following statement sets out all material facts relating to the Special Business mentioned in the accompanied Notice:

Item No. 5

Mr. C. P. Toshniwal, Non-Executive Director of the Company is holding 1,70,824 vested Employees Stock Options ('Options') under the Company's Employee Stock Options Scheme – 2013 ("FLFL ESOS - 2013") and due for exercise in terms of the said Scheme. Such Options were granted to him during his stint as Executive Director and Chief Financial Officer of the Company.

The perquisite value of such Options upon exercise, as calculated in terms of the provisions of the prevailing Income Tax Act, would be treated as income in the hands of employee in the year in which such Options are exercised and therefore, such amount would be contemplated as managerial remuneration since accruing to Mr. C. P. Toshniwal at time, when he holds position of Non-Executive Director of the Company. The Perquisite value of the Options exercised in any financial year may exceed one percent of net profit of the Company for that financial year, as computed in the manner laid down in section 198 of the Companies Act, 2013.

As per section 197 of the Companies Act, 2013, a Company with the approval of the Members in general meeting, may pay the remuneration exceeding one percent of the net profits of the Company, provided that the total remuneration payable by the Company, to its Directors, including Managing Director and Whole-time Director and its Manager, if any, in respect of any financial year shall not exceed eleven percent of the net profits for that financial year.

In view of the above, approval of the Members would be required for the remuneration arising upon the exercise of 1,70,824 vested Options held by Mr. C P Toshniwal - Non-Executive Director of the Company, in one or more tranches within the exercise schedule, in terms of the FLFL ESOS-2013, to the extent of perquisite value as determined in accordance with the Income Tax Rules, 1962.

Your Directors recommend resolution at Item No. 5 as an Ordinary Resolution for approval by the Members.

Except Mr. C. P. Toshniwal, none of the Directors and Key Managerial Personnel of the Company and their respective relatives are concerned or interested, financial or otherwise, in passing of the said resolution.

Item No. 6

The Board of Directors at its Meeting held on May 15, 2017, pursuant to the recommendation of the Nomination and Remuneration Committee of the Board and subject to the approvals of the Members and Central Government, as may be applicable, has approved the revision in remuneration payable to Mr. Kishore Biyani, as the Managing Director of the Company on the terms and conditions as given hereunder, including proposed remuneration as set out in the resolution at Item No. 6.

The brief profile of Mr. Kishore Biyani, Managing Director of the Company is given in the additional information relating to Item no. 3 to the Notice.

Specific Information as required under Schedule V of the Companies Act, 2013 ("the Act"):

I. GENERAL INFORMATION:

1. Nature of Industry

The Company is engaged in the lifestyle fashion retail. The Company has reinforced its position as a leading fashion retailer with strong fashion portfolio in the country and has derived its strengths in three integrated areas: fashion brands, fashion distribution and investments in fast growing fashion companies.

2. Date or expected date of commencement of Commercial Production

The Company has obtained Certificate for Commencement of Business issued by Registrar of Companies, Maharashtra, Mumbai on June 15, 2012.

Further, pursuant to the Composite Scheme of Arrangement and Amalgamation as sanctioned vide its Order dated May 10, 2013 by High Court of Bombay, the fashion retail undertakings of Future Enterprises Limited (earlier known as Future Retail Limited) and Future Consumer Limited (earlier known as Future Consumer Enterprise Limited) were demerged to and vested in the Company on a going concern basis with effect from January 01, 2013 i.e., Appointed date under the said Scheme.

3. In case of new Companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus: N.A.

4. Financial performance of the Company based on the given indicators

(₹ in Crore)

Particulars	For the year ended March 31, 2017	For the year ended March 31, 2016	For the year ended March 31, 2015
Paid-up capital	38.00	37.92	37.24
Total Turnover	3,883.70	3,316.68	3,155.83
Profit before tax	60.18	44.98	23.48
Net Profit after tax	45.67	29.47	18.55

5. Foreign investment or collaborations, if any

The Company has entered into the following Joint Ventures (JV) with foreign companies:

Sl. No.	Name of JV Company	Name of JV Partner	% holding in JV
1.	Clarks Future Footwear Pvt. Ltd.	C & J Clark International Limited	1.00
2.	Celio Future Fashion Pvt. Ltd.	Celio International SA	Nil

There is no direct foreign investments or collaborations in the Company. Foreign Investors deal in the Equity Shares of the Company listed on the stock exchanges through secondary market.

II. INFORMATION ABOUT THE APPOINTEE:

Background details	A brief profile of the appointee is mentioned herein above.
Past Remuneration	The Remuneration (excluding commission) received by Mr. Kishore Biyani in the financial year 2016-17 was ₹1.17 Crore from the Company, ₹0.21 Crore from Future Enterprises Limited and ₹2.39 Crore from Future Retail Limited.
Recognition and Awards	<p>Under the leadership of Mr. Kishore Biyani, various companies & brands under the Future Group have always been in the list of awards of many government bodies / private sector organisations.</p> <p>Mr. Kishore Biyani has won numerous awards from government bodies and the private sector in India and abroad as under:</p> <ul style="list-style-type: none">• "Most Admired Retail Face of the Year" by Indian Retail Forum Awards 2008• "Most Admired Food & Grocery Retail Visionary of the Year" by Coca-Cola Golden Spoon Awards 2008• "Retail Leadership Award" by the Reid & Taylor Awards for Retail Excellence 2008• "Most Admired Retail Face of the Year" by Images Retail Awards 2007• "Ernst & Young Entrepreneur of the Year" (Services) by Ernst & Young Entrepreneur of the Year Award 2006• "The First Generation Entrepreneur of the Year" by CNBC Indian Business Leaders Awards 2006• "Young Business Leader" by IIM Lucknow National Leadership Awards 2006
Job profile and his Suitability	Mr. Kishore Biyani has been entrusted with substantial powers of management and shall, subject to the supervision of the Board of Directors, perform such duties and powers as may be entrusted / delegated by the Board of Directors from time to time. The Future Group led by Mr. Kishore Biyani, has successfully demonstrated the ability to identify, incubate and grow various consumption-led businesses in India and the Company expects to derive benefits from strategic relationship with it.
Remuneration proposed	As set out in the resolution at Item No. 6
Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any	Mr. Kishore Biyani is part of Promoters and Promoter Group, which holds 60.42% of the total Equity Shares of the Company. Besides the present and proposed remuneration, he does not have any other pecuniary relationship with the Company.

Comparative remuneration profile with respect to industry, size of company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin)

Indian fashion market is a very large opportunity and it is rapidly shifting towards Branded Apparel Coupled with Stronger Macroeconomics. During last decade, the Indian economy has seen increased spending on consumer goods and various lifestyle products. This has led to rise of the organised retailer in order to meet the consumer demand and business competition. The size of the retail industry in India has increased manifold during the past several years reaching to multi billions USD in terms of sales and revenues. Indian economy is expected to remain on a strong growth trajectory. Given the cyclical nature of clothing and apparel industry, the industry should significantly benefit from this economic upturn.

The Company's business has been designed to capture the trend of consumers getting more attuned to fashion and brand preferences. Through the Company's presence in three integrated areas i.e. fashion brands, fashion distribution and investments in fast growing fashion companies, the Company is also poised to capture the fast growing and evolving fashion market in the country.

It is also imperative for any retail company to have highly experienced professionals having specialized knowledge and skills to understand and project the market trend, consumer behavior, consumption pattern and many relevant indicators for better product mix.

Mr. Kishore Biyani has successfully proven his expertise in very effective manner and drove the Company towards the growth over the period of time. Hence, the Board of Directors considered that the remuneration proposed to him is justified and commensurate with other organisations of the similar type, size and nature in the retail industry.

III. OTHER INFORMATION:

1. Reasons of loss or inadequate profits:

During the financial year 2016-17, the Company had adequate profit, for payment of managerial remuneration including payment of commission to Executive Director and Independent Directors. The Company expects the profitability would sustain and improve in the coming financial years.

2. Steps taken or proposed to be taken for improvement:

Under the leadership and guidance of Mr. Kishore Biyani, the Company has undertaken various initiatives to reduce its high cost debts and thereby reducing the overall finance cost contributing to improve its profitability. Further to increase the inventory to turnover ratio, the Company has been reviewing the performance of various formats and projects better profitability in future through better performance of its various brands.

The Company has also focused on the growth of its brands portfolio and expansion of the retail network by increasing its presence in new cities and expanded its products offerings by adding new fashion lines and categories to capture higher fashion consumption of the customers.

The above steps resulted in the improvement of the net profit for the financial year ended March 31, 2017.

3. Expected increase in productivity and profits in measurable terms:

The Company expects that with various steps proposed to be taken as above, coupled with its proposal to partner with high growth brands, it will be able to further improve the same store growth and its operating margins to deliver improved performance in the years to come and shall have adequate profit to make payment of managerial remuneration as approved by the Members of the Company.

IV. DISCLOSURES:

The details of remuneration paid to all Directors are set out in the Corporate Governance Report which forms part of the Annual Report.

As required under the provisions of the Act, approval of the Members is being sought for the revision of remuneration payable to Mr. Kishore Biyani as the Managing Director of the Company.

Your Directors recommend resolution at Item No. 6 as a Special Resolution for approval by the Members.

Except Mr. Kishore Biyani and Ms. Avni Biyani, none of the Directors and Key Managerial Personnel of the Company and their respective relatives are concerned or interested, financial or otherwise, in passing of the said resolution.

Item No. 7

In terms of section 42 of the Companies Act, 2013 and Rules framed thereunder provides that the Company can issue securities on a private placement basis subject to the condition that the proposed offer of securities or invitation to subscribe to securities has been previously approved by the Members of the Company, by means of a special resolution, for each of the offers or invitations.

In case of an offer or invitation for Non-Convertible Debentures (NCDs), it shall be sufficient if the Company passes special resolution only once in a year for all offer(s) or invitation(s) for such NCDs on a private placement basis during the year. Considering the growth of the fashion retail business and the Company's requirements of funds for its operations, the Company needs to raise additional funds in one or more tranches by issuing NCDs, bonds and/or other debt instruments.

Considering the above, the Board of Directors of the Company at its meeting held on May 15, 2017 has proposed to obtain the consent of the Members of the Company for borrowing/raising funds in Indian/ foreign currency by issue of debt instruments including but not limited to subordinated debt, bonds and redeemable non-convertible debentures upto ₹750.00 Crore (Rupees Seven Hundred Fifty Crore only) in domestic and/or overseas market, in one or more tranches, on a private placement basis during a period of one year from the date of passing of this resolution, within the overall borrowing limits of the Company.

The debt instruments would be issued by the Company in accordance with the applicable statutory guidelines for cash either at par or premium or at a discount to face value depending upon the prevailing market conditions. Your Directors recommend resolution at Item No. 7 as a Special Resolution for approval by the Members.

None of the Directors and Key Managerial Personnel of the Company and their respective relatives are concerned or interested, financial or otherwise, in passing of the said resolution.

By Order of the Board of Directors

Date : May 15, 2017
Place: Mumbai

Sanjay Kumar Mutha
Chief – Legal & Company Secretary

Registered Office:

Future Lifestyle Fashions Limited
CIN: L52100MH2012PLC231654
Knowledge House, Shyam Nagar,
Off Jogeshwari Vikhroli Link Road,
Jogeshwari (East), Mumbai - 400 060.
Tel No: +91 22 6644 2200 Fax No: +91 22 6644 2201
E-mail: investorrelations@futurelifestyle.in
Website: www.futurelifestyle.in

Route map of the venue to the AGM



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PROXY FORM

[Pursuant to section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014 - (Form No: MGT 11)]

Future Lifestyle Fashions Limited

CIN: L52100MH2012PLC231654

Registered Office: Knowledge House, Shyam Nagar,

Off. Jogeshwari-Vikhroli Link Road, Jogeshwari (East), Mumbai - 400 060.

Tel No: +91 22 6644 2200 Fax No: +91 22 6644 2201 Website: www.futurelifestyle.in

Fifth Annual General Meeting on Tuesday, August 29, 2017

Name of the Member(s):

Registered Address:

E-mail Id:

Folio No / Client ID:

DP. ID:

I/ We, being the Member(s) of Shares of the above named Company, hereby appoint:

- (1) Name:.....Address:.....
E-mail id:.....Signature..... Or failing him;
- (2) Name:.....Address:.....
E-mail id:.....Signature..... Or failing him;
- (3) Name:.....Address:.....
E-mail id:.....Signature.....

as my / our proxy to attend and vote (on a poll) for me / us and on my / our behalf at the Fifth Annual General Meeting of the Company, to be held on Tuesday, August 29, 2017 at 4:00 pm at Rangaswar, Fourth Floor, Y. B. Chavan Center, Gen. Jagannath Bhosale Marg, Mumbai - 400 021 and at any adjournment thereof in respect of such Resolution(s) as are indicated below:

Sl.No.	Resolutions	Optional*	
		For	Against
Ordinary Business			
1.	Adoption of Audited Financial Statements of the Company for the financial year ended March 31, 2017 together with the Reports of the Board of Directors and Auditors thereon		
2.	Declaration of Dividend on Equity Shares		
3.	Appointment of Mr. Kishore Biyani, who retires by rotation and being eligible, offers himself for re-appointment		
4.	Re-appointment of Statutory Auditors and fix their remuneration.		
Special Business			
5.	Approval for remuneration arising upon the exercise of vested Employee Stock Options held by Mr. C. P. Toshniwal, Non-executive Director		
6.	Approval for revision in remuneration payable to Mr. Kishore Biyani as the Managing Director		
7.	Borrowing / raising funds by issue of debt instruments for an amount upto ₹ 750 Crore		

Signed this day of 2017.

Affix
Revenue
Stamp

Signature of Proxy holder(s)

Signature of Member(s)

Note:

*It is optional to indicate your preference in the appropriate column. If you leave the 'For' or 'Against' column blank against any or all Resolutions, your Proxy will be entitled to vote in the manner as he / she may deem appropriate.

This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.



FUTURE LIFESTYLE FASHIONS LIMITED

CIN: L52100MH2012PLC231654

Registered Office: Knowledge House, Shyam Nagar,
Off Jogeshwari-Vikhroli Link Road, Jogeshwari (East), Mumbai - 400 060.
Tel No: +91 22 6644 2200, Fax No: +91 22 6644 2201
Email: investorrelations@futurelifestyle.in Website: www.futurelifestyle.in

ATTENDANCE SLIP

Sr.No.:

Registered Folio No. / DP ID No./ Client ID No.	
Name and Address of the Shareholder/Proxy holder	
Joint Holder(s)	
No. of Shares held	
Name of the Shareholder(s)/Proxy	

I / We hereby record my / our presence at the Fifth Annual General Meeting of the Company held on Tuesday, August 29, 2017 at 4:00 pm at Rangaswar, Fourth Floor, Y. B. Chavan Centre, Gen. Jagannath Bhonsle Marg, Mumbai - 400 021.

**SIGNATURE OF THE MEMBER/
JOINT MEMBER(S) / PROXY**

Note: Please fill up this attendance slip and hand it over at the entrance of the meeting hall. Members are requested to bring their copy of the Annual Report to the meeting.

E-VOTING PARTICULARS

EVEN (Electronic Voting Event Number)	User ID	Password/PIN
106648		

Note: Please read instructions given at Note No.15 (Voting through electronic means) to the Notice of the Fifth Annual General Meeting of the Company carefully before voting electronically. The voting time commences from August 26, 2017 at 9:00 am and ends on August 28, 2017 at 5:00 pm. The voting module shall be disabled by NSDL for voting thereafter.