

NOTICE

NOTICE is hereby given that the Fourth Annual General Meeting of the Members of Future Lifestyle Fashions Limited will be held on Monday, August 29, 2016 at 4:30 p.m. at Rangswar, 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, 2016 together with the Reports of the Board of Directors and Auditors thereon.
2. To declare a Dividend on Equity Shares.
3. To appoint a Director in place of Mr. Rakesh Biyani (DIN 00005806), who retires by rotation and being eligible, offers himself for re-appointment.
4. To ratify the appointment of Auditors of the Company and to fix their remuneration.

SPECIAL BUSINESS:

5. **Appointment of Mr. Bijou Kurien, as an Independent 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 149, 152, Schedule IV and other applicable provisions of the Companies Act, 2013 ('the Act') and the Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), Mr. Bijou Kurien (DIN 01802995) who was appointed as an Additional (Independent) Director of the Company by the Board of Directors with effect from May 26, 2016 and who holds office upto the date of the ensuing Annual General Meeting in terms of section 161(1) of the Act and in respect of whom the Company has received a notice in writing from a Member under section 160 of the Act, signifying its intention to propose Mr. Bijou Kurien as a candidate for the office of a Director, be and is hereby appointed as an Independent Director of the Company to hold office for a term of five consecutive years with effect from May 26, 2016, not liable to retire by rotation."

6. **Appointment of Ms. Avni Biyani, as a 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 section 152 and other applicable provisions of the Companies Act, 2013 ('the Act') and the Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), Ms. Avni Biyani (DIN 02177900) who was appointed as an Additional Director of the Company by the Board of Directors with effect from June 7, 2016 and who holds office upto the date of the ensuing Annual General Meeting in terms of section 161(1) of the Act and in respect of whom the Company has received a notice in writing from a Member under section 160 of the Act, signifying its intention to propose Ms. Avni Biyani as a candidate for the office of a Director, be and is hereby appointed as a Director of the Company, liable to retire by rotation."

7. Re-appointment of Mr. Kishore Biyani, as 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 read with Schedule V and any other applicable provisions 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(s) thereof for the time being in force) and subject to the requisite approval of the Central Government and such other approvals, permissions and sanctions, as may be required, and subject to such condition(s) and modification(s), as may be imposed or prescribed by any of the Authorities in granting such approval(s), permission(s) and sanction(s), consent of the Company be and is hereby accorded to the re-appointment of Mr. Kishore Biyani (DIN 00005740) as Managing Director of the Company for a period of three years with effect from June 25, 2016, on the terms and conditions and remuneration, as stipulated herein below:

(₹ In Crore)

Particulars	Remuneration Per Annum
Basic	0.60
Other Perquisites & Allowances	0.56
Commission*	1.25
Total	2.41

* The amount of Commission would be determined based on the net profits of the Company in a particular year and shall be subject to the overall ceiling laid down under the Act.

RESOLVED FURTHER THAT in addition to the above Remuneration, he shall also be eligible to the following perquisites, which shall not be included in the computation of the above 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 (43 of 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.

RESOLVED FURTHER THAT the Board of Directors of the Company (which term shall deemed to include the Nomination and Remuneration Committee of the Board) be and is hereby authorised to vary, amend, modify or revise from time to time the terms of Remuneration payable to the Managing Director, within the above overall limit, as may be desired appropriate.

RESOLVED FURTHER THAT pursuant to the provisions of section 197 read with Schedule V of 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 as the minimum remuneration, subject to the requisite approvals, if any.

RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, the Board, 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 delegate all or any of its powers herein conferred to the Committee of Directors or any officer(s) of the Company and to seek necessary approvals and settle any questions, difficulties or doubts that may arise in this regard.”

8. 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 amendment(s), modification(s), variation(s) or re-enactment(s) 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 ₹ 500.00 Crore (Rupees Five Hundred 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, 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 all questions, difficulties or doubts that may arise in this regard as it may in its sole and absolute discretion deem fit 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 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 shareholder.
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 2015-16 is fixed at August 22, 2016.
8. Subject to the provisions of the Act, Dividend as recommended by the Board of Directors for the financial year 2015-16, 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, 2016.
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 2015-16 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 2015-16 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 a.m. to 5:00 p.m.) 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, 2016 (9:00 a.m.) and ends on August 28, 2016 (5:00 p.m.). 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, 2016, 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, 2016.
- 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, 2016, 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 the following address:
LINK INTIME INDIA PRIVATE LIMITED
C-13, Pannalal Silk Mills Compound,
LBS Marg, Bhandup (West), Mumbai - 400 078
Tel No: +91 22 2596 3838 Fax No: +91 22 2594 6969,
E-mail: rnt.helpdesk@linkintime.co.in
17. Additional information pertaining to the Director proposed to be re-appointed at the AGM, as required to be furnished under Regulation 36(3) of the Listing Regulations is given as under:
Re-appointment of Mr. Rakesh Biyani as a Director
Mr. Rakesh Biyani, Director of the Company, retires by rotation and being eligible, offers himself for re-appointment.

Mr. Rakesh Biyani, aged 44 years, is a commerce graduate and has done an Advanced Management Program from Harvard Business School. Mr. Rakesh Biyani has been associated with Future Group for over 20 years and is actively involved in the growth of various business formats of the Group. He has led the management and expansion of the Group's flagship formats like 'Central', 'Big Bazaar', 'fbb' and 'Food Bazaar'. Mr. Rakesh Biyani is also actively involved in Category Management, Supply Chain & Logistics Management, Retail Stores Operations and Information Technology.

He was Joint Managing Director of Future Enterprises Limited (earlier known as Future Retail Limited) upto May 01, 2016 and with effect from May 02, 2016, he was appointed as Joint Managing Director of Future Retail Limited (earlier known as Bharti Retail Limited), which is in process of getting listed on the BSE Limited and the National Stock Exchange of India Limited.

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

Name of the Company	Committee	Chairmanship / Membership
Future Retail Limited	Audit Committee	Member
	Risk Management Committee	Member

He holds 333 Equity Shares in the Company and is not related to any other Directors and Key Managerial Personnel of the Company.

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

Apart from Mr. Rakesh Biyani, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the passing of the Resolution.

18. **Ratification of the appointment of Statutory Auditors**

M/s. NGS & Co. LLP, Chartered Accountants (Firm Registration No.119850W) have been appointed as the Statutory Auditors of the Company from the conclusion of the Second Annual General Meeting of the Company held on August 8, 2014 till the conclusion of the Fifth Annual General Meeting of the Company. However, as per provision of section 139(1) of the Act, their appointment would be subject to ratification by the Members in every Annual General Meeting during the said term.

In view of the above, the Board of Directors recommends ratification of the appointment of M/s. NGS & Co. LLP, Chartered Accountants as the Statutory Auditors of the Company to hold office till the conclusion of the Fifth Annual General Meeting and to fix the remuneration payable to them for the financial year 2016-17, as set out at Item No. 4 of the Notice.

19. 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 a.m. to 5.00 p.m.) on all working days between Monday and Friday of every week, up to the date of the Fourth Annual General Meeting of the Company.
20. 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 : June 08, 2016

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

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

Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company has appointed Mr. Bijou Kurien as an Additional Director and also as an Independent Director of the Company for a term of five consecutive years with effect from May 26, 2016, subject to approval of the Members at the forthcoming Annual General Meeting (AGM).

In terms of section 161 of the Companies Act, 2013 ('the Act'), Mr. Kurien holds office up to the date of the AGM of the Company. The Company has received a notice from a Member signifying its intention to propose Mr. Kurien as candidate for the office of Director of the Company at the AGM.

The Company has received from Mr. Kurien a declaration that he is not disqualified from being appointed as a Director in terms of section 164 of the Act and has given consent to act as a Director of the Company. The Company has also received a declaration from Mr. Kurien that he meets the criteria of independence as prescribed both under section 149(6) of the Act and under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The Board is also of the opinion that Mr. Kurien is independent of the management of the Company.

Mr. Kurien, aged 57 years, has done PG Diploma in Business Management from XLRI, Jamshedpur. He has been associated with marquee brands in the fast moving consumer products, consumer durables and retail industry in India for over 34 years. His previous assignment was with Reliance Retail Limited. He has also worked with Titan Industries Limited for almost two decades after a four years stint with Hindustan Unilever Limited.

Currently, he is an independent consultant and member of the Strategic Advisory Board of L Capital, Asia (sponsored by the LVMH Group), and also advises several consumer products companies and mentors a few start-ups.

He is also on the Advisory Board of leading management education institutions, the World Retail Congress, and Mentor to the FICCI Retail Committee.

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

Name of the Company	Committee	Chairmanship / Membership
Timex Group India Limited	Audit Committee	Member
	Stakeholders' Relationship Committee	Member
Brigade Enterprises Limited	Audit Committee	Member

He does not hold any shares in the Company and is not related to any other Directors and Key Managerial Personnel of the Company.

The Board considers that his appointment would be of immense benefit to the Company and it is desirable to avail services of Mr. Kurien as an Independent Director. In terms of the provisions of section 149(13) of the Act, Mr. Kurien shall not be liable to retire by rotation.

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

Except Mr. Kurien, being an appointee, none of the Directors and Key Managerial Personnel of the Company and their respective relatives are concerned or interested, financial or otherwise, in the passing of the Resolution.

Item No. 6

Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company has appointed Ms. Avni Biyani as an Additional Director of the Company with effect from June 7, 2016.

In terms of section 161 of the Companies Act, 2013 ('the Act'), Ms. Avni holds office up to the date of the forthcoming Annual General Meeting (AGM) of the Company. The Company has received a notice from a Member signifying its intention to propose Ms. Avni as candidate for the office of Director of the Company at the AGM.

The Company has received from Ms. Avni a declaration that she is not disqualified from being appointed as a Director in terms of section 164 of the Act and has given consent to act as a Director of the Company.

Ms. Avni, aged 26 years, graduated in Sociology & Politics from New York University. She has joined Future Group in 2011 as part of its food business and over the years has established 'Foodhall' as India's premium lifestyle food destination and the specialty food superstore from Future Group. She is part of Future Group's Integrated Food Strategy Council and is responsible for ramping up the group's foray into the premium food segment. Presently, she is the concept Head of 'Foodhall'.

Ms. Avni has a keen interest in the fashion & lifestyle businesses of the group and is closely involved with the launch of the fast fashion brand – *Cover Story*.

Presently, she does not hold any directorship in any other Listed Company.

Except Mr. Kishore Biyani - Managing Director of the Company, Ms. Avni Biyani is not related to any other Directors and Key Managerial Personnel of the Company. She holds 19,499 Equity Shares in the Company.

Your Directors recommend Resolution at Item No. 6 as Ordinary Resolution for approval by the Members.

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

Item No. 7

The present tenure of Mr. Kishore Biyani as Managing Director of the Company for a period of three years with effect from June 25, 2013 would come to an end on June 24, 2016.

The Board of Directors at its Meeting held on May 26, 2016, 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 applicable, has re-appointed Mr. Kishore Biyani as Managing Director of the Company for a period of three years with effect from June 25, 2016, on the terms and conditions including proposed remuneration as set out in the Resolution at Item No. 7.

Mr. Kishore Biyani, aged 56 years is the founder and Group CEO of Future Group. Widely credited 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 Managing Director of Future Enterprises Limited (earlier known as Future Retail Limited) upto May 01, 2016 and with effect from May 02, 2016, he was appointed as Managing Director of Future Retail

Limited (earlier known as Bharti Retail Limited), which is in process of getting listed on the BSE Limited and the National Stock Exchange of India Limited.

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

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

The Company has been nurtured under Mr. Biyani's capable guidance and leadership and has become one of the leading companies in its domain in the country.

Looking at the competency, expertise, vast experience and his visionary for the fashion industry, the right direction by which Mr. Kishore Biyani has lead the Company and his contribution in the overall progress of the Company, the Board proposed his re-appointment as Managing Director for further period of three years with effect from June 25, 2016 on the terms and conditions including remuneration, as set out in the Resolution at Item No.7.

Except Ms. Avni Biyani, Additional 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.

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

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 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, 2016	For the year ended March 31, 2015	For the year ended March 31, 2014
Paid up capital	37.92	37.24	30.89
Total Turnover	3,316.68	3,155.83	3,075.70
Profit before tax	44.98	23.48	34.24
Net Profit after tax	29.47	18.55	23.28

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	50.00
2.	Celio Future Fashion Pvt. Ltd.	Celio International SA	3.13

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 APPOINTEES:

Background details	A brief profile is mentioned herein above
Past Remuneration	The Remuneration (excluding commission) received by Mr. Kishore Biyani in the financial year 2015-16 was ₹ 0.98 Crore from the Company and ₹ 2.57 Crore from Future Enterprises Limited.
Recognition and Awards	Mr. Kishore Biyani has won numerous awards from government bodies and the private sector in India and abroad including the Ernst & Young Entrepreneur of the Year Award. In the year 2006 he was awarded 'The First Generation Entrepreneur of the Year' by CNBC Indian Business Leaders, the same year he was conferred the 'Young Business Leader' award by the IIM Lucknow National Leadership.
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. 7.
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 60.29% 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)

During last decade, the Indian economy has seen increased spending on consumer goods and various lifestyle products. This has led to give rise to 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 US\$ 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:

The Company's business is resultant of vesting of fashion retail businesses of Future Enterprises Limited and Future Consumer Enterprise Limited into the Company, pursuant to the Composite Scheme of Arrangement and Amalgamation from the appointed date January 01, 2013. Thereafter, the Company has taken various initiatives to expand the business and incurred capital expenditures. The higher interest cost and depreciation, resulted in inadequate profits for the previous financial years.

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

The Company has considered reducing its high cost debts and thereby reducing the finance cost considerably 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, 2016.

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.

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 re-appointment and the remuneration payable to Mr. Kishore Biyani as Managing Director of the Company.

Your Directors recommend Resolution at Item No. 7 as Special Resolution for approval by the Members.

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

Item No. 8

In terms of section 42 of the Companies Act, 2013 and Rule 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 26, 2016 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 ₹ 500.00 Crore (Rupees Five Hundred 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. 8 as 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 the passing of the Resolution.

By Order of the Board of Directors

Date : June 08, 2016

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



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

Fourth Annual General Meeting on Monday, August 29, 2016

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 Fourth Annual General Meeting of the Company, to be held on Monday, August 29, 2016 at 4:30 p.m. at Rangswar, Fourth Floor, Y. B. Chavan Center, Gen. Jagannath Bhosale Marg, Mumbai - 400 021 and at any adjournment thereof in respect of such resolutions 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, 2016 together with the Reports of the Board of Directors and Auditors thereon		
2	Declaration of a Dividend on Equity Shares		
3	Appointment of Mr. Rakesh Biyani, who retires by rotation and being eligible, offers himself for re-appointment		
4	Ratification of appointment of Auditors and fix their remuneration		
Special Business			
5	Appointment of Mr. Bijou Kurien as an Independent Director of the Company		
6	Appointment of Ms. Avni Biyani as a Director of the Company		
7	Re-appointment of Mr. Kishore Biyani as Managing Director of the Company		
8	Borrowing / raising funds by issue of debt instruments for an amount upto ₹ 500 Crore		

Signed this day of 2016.

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

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

I / We hereby record my / our presence at the Fourth Annual General Meeting of the Company held on Monday, August 29, 2016 at 4:30 p.m. at Rangswar, 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.

ELECTRONIC VOTING PARTICULARS

EVEN	USER ID	PASSWORD
104425		

Note:

Please read instructions given at Note No.15 (Voting through electronic means) to the Notice of the Fourth Annual General Meeting of the Company carefully before voting electronically. The voting time commences from August 26, 2016 at 9.00 a.m. and ends on August 28, 2016 at 5.00 p.m. The voting module shall be disabled by NSDL for voting thereafter.