

FLF FUTURE LIFESTYLE FASHIONS
FUTURE LIFESTYLE FASHIONS LIMITED

NOTICE

NOTICE is hereby given that the Extraordinary General Meeting (EGM) of the Members of Future Lifestyle Fashions Limited will be held on Friday, 24 March 2017 at 4:00 p.m. at Rangeswar, Fourth Floor, Y. B. Chavan Centre, Gen. Jagannath Bhosale Marg, Mumbai - 400021, to transact the following business:

SPECIAL BUSINESS:

Approval for entering into Related Party Transaction(s)

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 section 188 and other applicable provisions of the Companies Act, 2013 read with the Companies (Meetings of Board and its Powers) Rules, 2014 (including any statutory amendment(s), modification(s), variation(s) or re-enactment(s) thereof, for the time being in force), Regulations 23 and 24 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended from time to time), the provisions of the Memorandum and Articles of Association of the Company and the applicable rules, guidelines and circulars issued by the concerned statutory or regulatory authority(ies) from time to time, the consent of the Members of the Company be and is hereby accorded to the Board of Directors ("the Board" which expression shall also include a Committee of Directors duly authorized by the Board) to approve and enter into related party transactions with wholly owned special purpose vehicle(s) ("WOSPV") for transfer of Identified Investments held by the Company for consideration not less than the book value of such investments, as may be determined by the Board and on such terms and conditions as provided in the explanatory statement to this resolution.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do and perform all such acts, deeds, matters and things, as may be required or deemed necessary or incidental thereto and to settle and finalize all issues that may arise in this regard, without further referring to the Members of the Company, including without limitation, negotiating, finalizing and executing necessary agreements, memoranda, deeds of novation/ assignment/ conveyance/ transfer and such other documents as may be deemed necessary or expedient in its own discretion and in the best interest of the Company and to delegate all or any of its powers herein conferred to the Committee of Directors and/or any director(s)/officer(s) of the Company, to give effect to this resolution and to authorise its nominated directors on the board of such WOSPV to further deal with capitalization of the WOSPV and/or raising funds by getting potential investors at the WOSPV level and/or deal with investments held by WOSPV, as they may deem fit in the interest of the Company and WOSPV.”

NOTES:

1. A 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 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. 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.
7. Electronic copy of the Notice of the EGM 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.
8. Members who have not registered their e-mail ID so far are requested to register their e-mail ID, for receiving all communication including Notices, Circulars, etc. from the Company in electronic form.

9. Members may also note that the Notice of the EGM will also be available on the Company's website www.futurelifestyle.in for their download. The physical copy of the EGM notice 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 EGM 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 request to the Company's investor relations e-mail id: investorrelations@futurelifestyle.in
10. 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 resolution proposed to be considered at the EGM 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 EGM ("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 EGM may also attend the EGM but shall not be entitled to cast their vote again.
 - IV. The remote e-voting period commences on 21 March 2017 (9:00 a.m.) and ends on 23 March 2017 (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. 17 March 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 EGM [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 EGM: EVEN (Remote e-voting Event Number) USER ID PASSWORD/PIN
 - (ii) Please follow all steps from Sl. No. (ii) to Sl. No. (xii) above in (A), to cast your 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. 17 March 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. 17 March 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 EGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the EGM.
- 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 voting facility either through remote e-voting or voting at the EGM 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 EGM, at the end of discussion on the resolution 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 EGM but have not cast their votes by availing the remote e-voting facility.
- XV. The Scrutinizer shall after the conclusion of voting at the EGM, 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 EGM, 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 along with the report of the Scrutinizer shall be placed on the website of the Company at www.futurelifestyle.in and on the website of NSDL at www.evoting.nsdl.com 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.
11. 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
12. 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 EGM of the Company.
13. The route map to the EGM venue is given herein. The prominent landmark near the venue is Mantralaya, Mumbai.

By Order of the Board of Directors
For Future Lifestyle Fashions Limited

Date: 22 February 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

STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

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

The Company derives its strengths in three integrated areas i.e., fashion brands, fashion distribution and investments in fast growing fashion companies. The Company owned many brands and also has exclusive manufacturing and marketing licenses for India for certain global brands. The Company has also invested in the fast growing fashion brands such as Cover Story, Clarks, Turtle, Mineral, Spunk, Giovanni, etc., which are owned by various Investee Companies.

The Company's Management believes that some of the brands are at nascent stage and have considerable growth potential in future. In order to nurture each of the investments for its possible potential growth, it is necessary that proper support and guidance is given to each of these Investee Companies as per their specific needs and requirements. The focus on such Investee Companies could be substantially enhanced if the investments held in these Investee Companies are transferred to a wholly owned special purpose vehicles ("WOSPV"). Accordingly, it is proposed to identify specific investments held by the Company based on certain parameters, such as minimum holding, ability to monetize such investments, growth potential, etc. from the investee companies as mentioned herein ("Identified Investments"), as may be identified by the Board or the Committee of Directors of the Company.

Currently, the Company holds investments in Future Style Lab Limited, Rachika Trading Private Limited, Mineral Fashions Private Limited, Turtle Limited, Clarks Future Footwear Private Limited, Elisir Lifestyle Private Limited, Eclat Lifestyle Private Limited, KFC Shoemaker Private Limited, Resource World Exim Private Limited, Celio Future Fashion Private Limited, Holii Accessories Private Limited, SSIPL Retail Limited, Unico Retail Private Limited, Indus-League Clothing Limited and Indus Tree Crafts Private Limited.

Keeping in mind the growth potential of these Investee Companies, it is also desirable to explore the opportunities to monetize the Identified Investments or unlock the value of the said Identified Investments, in one or more tranches, individually. Accordingly, the Company would also explore and evaluate various options for monetization of investments held by WOSPV through its nominated directors on the Board of WOSPV and/or divestment of its stake in the WOSPV and/or raising funds by getting potential investors at the WOSPV level.

The Company would be utilizing the funds raised by transfer of Identified Investments to WOSPV for deleveraging its balance sheet as well as for general corporate purpose, restricting usage for general corporate purpose to 25% of the amount realized by transfer of the Identified Investments to WOSPV.

Pursuant to the provisions of section 188 of the Companies Act, 2013 ("the Act") and Rules made thereunder and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, prior approval of the Members of the Company would be required to enter into the proposed transaction with the related party.

Additional information required to be disclosed pursuant to Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014:-

a) Name of the related party	Wholly owned special purpose vehicle.
b) Name of the director or key managerial personnel who is related, if any	None. It is proposed not to appoint any of the director or key managerial personnel of the Company in the WOSPV.
c) Nature of relationship	Subsidiary company
d) Nature, material terms, monetary value and particulars of the contract or arrangement	Transfer of Identified Investments out of the various investments held by the Company in fashion brands and other companies based on certain parameters, such as, minimum holding, ability to monetize such investments, growth potential, etc. as may be identified by the Board or the Committee of Directors of the Company. Consideration: not less than the book value of Identified Investments, would be determined by the Board or the Committee of Directors of the Company.
e) Any other information relevant or important for the members to take a decision on the proposed resolution	All relevant information are mentioned in the foregoing paragraphs.

Pursuant to Regulation 23 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, all entities falling under the definition "Related Party" shall abstain from voting in respect of the proposed resolution given in the notice, irrespective of whether the entity is a party to the particular transaction or not.

The Board of Directors recommends passing of the Special Resolution as set out in the notice.

None of the Directors, Key Managerial Persons (KMPs) of the Company or any relatives of such Directors or KMPs, shall be deemed to be concerned or interested in the proposed Resolution.

By Order of the Board of Directors
For Future Lifestyle Fashions Limited

Date: 22 February 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 EGM



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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

Extraordinary General Meeting on Friday, 24 March 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 Extraordinary General Meeting of the Company, to be held on Friday, 24 March 2017 at 4:00 p.m. at Rangeswar, Fourth Floor, Y. B. Chavan Center, Gen. Jagannath Bhosale Marg, Mumbai - 400 021 and at any adjournment thereof in respect of the resolution(s) as indicated below:

Resolution	Optional*	
	For	Against
Entering into related party transactions with wholly owned special purpose vehicle(s) for transfer of Identified Investments held by the Company.		

Affix
Revenue
Stamp

Signed this day of 2017.

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 Resolution(s), 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	
Joint Holder(s)	
No. of Shares held	
Name of the Shareholder(s)/Proxy	

I / We hereby record my / our presence at the Extraordinary General Meeting (EGM) of the Company held on Friday, 24 March 2017 at 4:00 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 Notice of EGM to the meeting.

.....
ELECTRONIC VOTING PARTICULARS

EVEN	User ID	Password
106016		

Note:

Please read instructions given at Note No.10 (Voting through electronic means) to the Notice of the EGM of the Company carefully before voting electronically. The voting time commences from 21 March 2017 at 9.00 a.m. and ends on 23 March 2017 at 5.00 p.m. The voting module shall be disabled by NSDL for voting thereafter.