

REF: FLFL/ 10th AGM/ 2022

02 January 2023

To
Dept. of Corporate Services (CRD)
BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai- 400 001

To
Listing Department
The National Stock Exchange of India Limited
Exchange Plaza,
Bandra- Kurla Complex, Bandra (East)
Mumbai- 400 051

Scrip Code: 536507
Scrip Code of Debt: 957150

NSE Symbol: FLFL

Dear Sir / Madam,

Ref: Regulation 44 (3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('the Listing Regulations')

Sub.: Voting results of 10th Annual General Meeting of the Company

This is to inform that the 10th Annual General Meeting of the Company was held on Saturday, 31 December 2022 at 2:00 pm through Video Conference (VC) / Other Audio-Visual Means ("AGM") to transact the business as set out in the Notice of the AGM.

In this regard, we enclosed herewith the following:

1. The details of the combined voting results (Remote e-voting prior to AGM and e-voting during the AGM), as required under Regulation 44 of the Listing Regulations - **Annexure I**;
2. Report of Scrutiniser dated 02 January 2023 on Remote e-voting prior to AGM and e-voting during the AGM - **Annexure II**.

The above reports are also being uploaded on the Company's website and also on the website of National Securities Depository Limited - www.evoting.nsdl.com.

Thanking you,

Yours faithfully,

For Future Lifestyle Fashions Limited

Dharmesh Jain
Chief Financial Officer

Encl: as above

Annexure – I

Details of Voting Results

(Combined results of votes cast through Remote e-voting and e-voting at the AGM)

Date of the AGM	10th Annual General Meeting of the Company held on 31 December 2022
Total number of Shareholders on record date	24 December 2022 was cut-off date for reckoning the voting rights of the Shareholders. Total Number of Shareholders: 76,614
No. of Shareholders present in the AGM either in person or through proxy: Promoters and Promoter Group: Public:	N.A. N.A.
No. of Shareholders attended the AGM through Video Conferencing Promoters and Promoter Group: Public:	Video Conferencing facility was provided 5 27
Mode of voting:	Remote e-voting and e-voting during the AGM.

Annexure – I

Resolution no.1

Resolution Required: (Ordinary)			Adoption of Audited Financial Statements (Including Audited Consolidated Financial Statements) of the Company for the financial year ended March 31, 2022 together with the Reports of the Board of Directors and Auditors thereon.					
Whether promoter/ promoter group are interested in the agenda/resolution?			No					
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes – Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100
Promoter and Promoter Group	E-Voting	40968075	40967742	99.9992	40967742	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		40967742	99.9992	40967742	0	100.0000	0.0000
Public Institutions	E-Voting	54402169	407320	0.7487	407320	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		407320	0.7487	407320	0	100.0000	0.0000
Public Non-Institutions	E-Voting	106404630	1134861	1.0665	984689	150172	86.7674	13.2326
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		1134861	1.0665	984689	150172	86.7674	13.2326
Total		201774874	42509923	21.0680	42359751	150172	99.6467	0.3533

Future Lifestyle Fashions Limited

Knowledge House, Shyam Nagar, Off Jogeshwari Vikhroli Link Road, Jogeshwari (East), Mumbai – 400060.

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CIN: L52100MH2012PLC231654

Resolution no.2

Resolution Required : (Ordinary)			Re-appointment of Mr. Kishore Biyani (DIN: 00005740) as Director					
Whether promoter/ promoter group are interested in the agenda/resolution?			No					
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes – Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100
Promoter and Promoter Group	E-Voting	40968075	40967742	99.9992	40967742	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		40967742	99.9992	40967742	0	100.0000	0.0000
Public Institutions	E-Voting	54402169	407320	0.7487	406063	1257	99.6914	0.3086
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		407320	0.7487	406063	1257	99.6914	0.3086
Public Non-Institutions	E-Voting	106404630	1136080	1.0677	961189	174891	84.6057	15.3943
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		1136080	1.0677	961189	174891	84.6057	15.3943
Total		201774874	42511142	21.0686	42334994	176148	99.5856	0.4144

Resolution no.3

Resolution Required : (Ordinary)			Appointment of M/s. Bipin B. Shah & Co., Chartered Accountants (Registration number 101511W), as Statutory Auditors of the Company in place of M/s. NGS & Co. LLP, Chartered Accountants (Firm Registration No.119850W), the retiring Statutory Auditors of the Company.					
Whether promoter/ promoter group are interested in the agenda/resolution?			No					
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes – Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100
Promoter and Promoter Group	E-Voting	40968075	40967742	99.9992	40967742	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		40967742	99.9992	40967742	0	100.0000	0.0000
Public Institutions	E-Voting	54402169	407320	0.7487	407320	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		407320	0.7487	407320	0	100.0000	0.0000
Public Non-Institutions	E-Voting	106404630	1136080	1.0677	985906	150174	86.7814	13.2186
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		1136080	1.0677	985906	150174	86.7814	13.2186
Total		201774874	42511142	21.0686	42360968	150174	99.6467	0.3533



Annexure II

SANJAY DHOLAKIA & ASSOCIATES

BCOM LLB FCS

COMPANY SECRETARIES

GP 15, 2nd Floor, Raghuleela Mall, Behind Poinisur Bus Depot, Kandivali (West), Mumbai - 400 067.
☎ : 2807 3233 / 49713233 / 98700 31365 • E-mail : sanjayrd65@gmail.com / sanjay@srdholakia.com

SCRUTINIZER REPORT

[Pursuant to Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014]

To,
The Chairman,
10th Annual General Meeting of
Future Lifestyle Fashions Limited
held on Saturday, December 31, 2022 at 02:00 pm
Through Video Conferencing / Other Audio Visual means

Dear Sir,

I, Sanjay Dholakia & Associates, Practicing Company Secretaries, represented by Mr. Sanjay Dholakia, (Membership No. FCS - 2655), Proprietor, was appointed as the Scrutinizer for the purpose of the remote e-voting process for the 10th Annual General Meeting of the Future Lifestyle Fashions Limited (AGM) and e-voting process during the AGM, pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and also read with MCA General Circular No. 14/2020 dated April 8, 2020, General Circular No. 17/2020 dated April 13, 2020, General Circular No. 20/2020 dated May 5, 2020, General Circular No. 22/2020 dated June 15, 2020, General Circular No. 33/2020 dated September 28, 2020, General Circular No. 39/2020 dated December 31, 2020, Circular No. 02/2021 dated January 13, 2021 and General Circular No. 02/2022 dated May 5, 2022 and vide Circular No. SEBI/HO/CFD/CMD1/ CIR/P/2020/79 dated May 12, 2020, Circular No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021 and Circular No. SEBI/HO/CFD/ CMD2/CIR/P/2022/62 on May 13, 2022 issued by Securities and Exchange Board of India ("SEBI") and in respect of below mentioned resolutions proposed at the AGM of Future Lifestyle Fashions Limited held on Saturday, December 31, 2022 at 02:00 pm. through Video Conferencing / Other Audio Visual means (VC/OAVM).

The Management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules relating to voting through electronic means on the resolutions as set out in the Notice of the said AGM. Our responsibility as a scrutinizer for the remote e-voting process prior to AGM and e-voting process during the AGM is restricted to ensure that both the e-voting



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processes are conducted in a fair and transparent manner and to make a Scrutinizer's Report of the votes cast "in favour" or "against" on the resolutions set out in the Notice of the said AGM, based on the reports generated from the e-voting platform / system provided by the National Securities Depository Limited (NSDL), an agency appointed by the Company for providing and supervising electronic platform for e-voting.

As informed by the Management, the Notice dated December 06, 2022 convening the said AGM through VC/OAVM along with the statement setting out material facts under Section 102 of the Companies Act, 2013 read with MCA Circulars / SEBI Circular, were sent through electronic mode to those Members whose email addresses were registered with the Company / Depositories, in compliance with the MCA Circulars and SEBI Circular.

The Members of the Company holding shares on the record date ("Cut off" date) of December 24, 2022 were entitled to vote on the resolutions as set out in the Notice of said AGM.

In this regard, we hereby submit my report as under:

1. The Company had availed the e-voting facility offered by National Securities Depository Limited (NSDL), for conducting remote e-voting prior to AGM and e-voting during the AGM by the Members of the Company.
2. The remote e-voting period prior to AGM had commenced from Wednesday, December 28, 2022 (9.00 a.m. IST) and ended on Friday, December 30, 2022 (5.00 p.m. IST). NSDL e-voting platform was disabled thereafter.
3. The Company had also provided e-voting facility during the AGM to those Members who had not cast their vote through remote e-voting prior to the AGM and participated / logged-in at the AGM through VC.
4. We have received a complete record of votes cast through remote e-voting, upto 5:00 p.m. on December 30, 2022 from NSDL e-Voting System. The votes cast through e-voting facility during the AGM were unblocked on December 31, 2022 at 2.43 p.m. (IST), in the presence of two witnesses, who are not in the employment of the Company.



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5. We have scrutinized the votes cast through both remote e-voting prior to AGM and e-voting during the AGM, for the purpose of this report.
6. The particulars of all the electronic votes cast by the Members have been recorded in the separate registers maintained for the purpose.
7. The summary of the combined voting results of the votes cast through remote e-voting prior to AGM and e-voting during the AGM, is as per annexure attached herewith.

Recommendation:

On the basis of the scrutiny of the votes cast, all the Resolutions as set out in the Notice of the AGM have been passed by the Shareholders of the Company with the requisite majority. The Chairman may accordingly declare the combine voting results, as summarized in annexure attached.

Thanking you,

Yours truly,

FOR SANJAY DHOLAKIA & ASSOCIATES

SANJAY
RASIKLAL
DHOLAKIA

Digitally signed by
SANJAY RASIKLAL
DHOLAKIA
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SANJAY R DHOLAKIA
PRACTICING COMPANY SECRETARY
PROPRIETOR

Membership No. FCS 2655

CP No. 1798

UDIN: F002655D002848322

Place: Mumbai

Date: January 02, 2023

SANJAY DHOLAKIA & ASSOCIATES

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Annexure to the Scrutinizer's Report of Future Lifestyle Fashions Limited Combined result of Remote e-voting prior to AGM and E-voting during the AGM:

Res o. No. /Ite m No.	Heading of Resolution	Type of Resolutio n	Type of Voting	Total		Voting in Favour (Assent)			Voted Against (Dissent)		
				No. of Member s Voting	No. of Votes Cast	No. of Member s Voting	No. of Votes Cast	% of valid votes	No. of Membe rs Voting	No. of Votes Cast	% of valid votes
1	To receive, consider and adopt: a. the Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2022 together with the Reports of the Board of Directors and Auditors thereon. b. the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2022 together with the reports of Auditors thereon.	Ordinary Resolution	Remote E-Voting and E-voting at AGM	203	42509923	191	42359751	99.65	12	150172	0.35

SANJAY DHOLAKIA & ASSOCIATES

BCOM LLB FCS



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Annexure to the Scrutinizer's Report of Future Lifestyle Fashions Limited
Combined result of Remote e-voting prior to AGM and E-voting during the AGM:

Res o. No. /Ite m No.	Heading of Resolution	Type of Resolutio n	Type of Voting	Total		Voting in Favour (Assent)			Voted Against (Dissent)		
				No. of Member s Voting	No. of Votes Cast	No. of Member s Voting	No. of Votes Cast	% of valid votes	No. of Membe rs Voting	No. of Votes Cast	% of valid votes
2	To appoint a Director in place of Mr. Kishore Biyani (DIN: 00005740), who retires by rotation and being eligible, offers himself for re-appointment.	Ordinary Resolution	Remote E-Voting and E-voting at AGM	203	42511142	181	42334994	99.58	22	176148	0.42
3	To appoint M/s. Bipin B. Shah & Co., Chartered Accountants (Registration number 101511W), as Statutory Auditors of the Company in place of M/s. NGS & Co. LLP, Chartered Accountants (Firm Registration No.119850W), the retiring Statutory Auditors of the Company.	Ordinary Resolution	Remote E-Voting and E-voting at AGM	203	42511142	190	42360968	99.65	13	150174	0.35

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FOR SANJAY DHOLAKIA & ASSOCIATES

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DHOLAKIA

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SANJAY R DHOLAKIA
PRACTICING COMPANY SECRETARY
PROPRIETOR

Membership No. FCS 2655

CP No. 1798

UDIN: F002655D002848322

Place: Mumbai

Date: January 02, 2023