



Future Lifestyle Fashions Limited

(Formerly known as Future Value Fashion Retail Limited)

CIN: U52100MH2012PLC231654

Knowledge House, Shyam Nagar, Off Jogeshwari-Vikhroli Link Road,
Jogeshwari (East), Mumbai 400 060

Tel: +91 22 3084 2336 Fax: +91 22 3084 2502 Website: www.futurelifestyle.in

NOTICE

NOTICE is hereby given that the Second Annual General Meeting of the Members of Future Lifestyle Fashions Limited will be held on Friday, 8 August 2014 at 10:30 am at Rangswar, Y. B. Chavan Centre, Gen. Jagannath Bhosale Marg, Mumbai 400021, to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the financial statements of the Company for the year ended 31 March 2014 including the audited Balance Sheet as at 31 March 2014 and the Statement of Profit & Loss Account for the year ended on that date 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. Kishore Biyani (holding DIN 00005740), who retires by rotation and being eligible, offers himself for re-appointment.
4. To appoint M/s. NGS & Co. LLP, Chartered Accountants, the retiring Auditors, as Statutory Auditors of the Company for a term of three years from the conclusion of the ensuing Annual General Meeting and to fix their remuneration;

SPECIAL BUSINESS:

5. 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, 150, 152 and other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, Mr. Shailesh Haribhakti (holding DIN 00007347) who was appointed as an Additional Director of the Company by the Board of Directors with effect from 10 June 2013, in terms of Section 260 of the Companies Act, 1956 (corresponding to Section 161 of the Companies Act, 2013) and Article 16.3 of the Articles of Association of the Company and who holds office till the date of the ensuing Annual General meeting and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013, proposing his candidature for the office of Director of the Company, be and is hereby appointed as an Independent Director of the Company to hold office for a term of five years.
6. 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, 150, 152 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, Dr. Darlie Koshy (holding DIN 00023527) who was appointed as an Additional Director of the Company by the Board of Directors with effect from 10 June 2013, in terms of Section 260 of the Companies Act, 1956 (corresponding to Section 161 of the Companies Act, 2013) and Article 16.3 of the Articles of Association of the Company and who holds office till the date of the ensuing Annual General meeting and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013, proposing his candidature for the office of Director of the Company, be and is hereby appointed as an Independent Director of the Company to hold office for a term of five years.
7. To consider and if thought fit to pass with or without modification(s) the following resolution as an Ordinary Resolution
“RESOLVED THAT Mr. Rakesh Biyani (holding DIN 00005806) who was appointed as an Additional Director of the Company by the Board of Directors with effect from 10 June 2013, in terms of Section 260 of the Companies Act, 1956 (corresponding to Section 161 of the Companies Act, 2013) and Article 16.3 of the Articles of Association of the Company and whose term of office expires at the ensuing Annual General meeting and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013 proposing his candidature for the office of Director of the Company, be and is hereby appointed as a Director of the Company liable to retire by rotation.

8. 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 197 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) a sum not exceeding one percent of the Net Profit of the Company calculated in accordance with the provisions of Section 198 of the Companies Act, 2013, for each financial year be paid to and distributed amongst the Directors other than the Managing Director and the Wholetime Director(s) of the Company, as may be decided and directed by the Board of Directors.

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

By Order of the Board of Directors

Date: 19 May 2014
Place: Mumbai

Kuldeep Sharma
Head – Legal & Company Secretary

Registered Office:

Knowledge House, Shyam Nagar,
Off Jogeshwari - Vikhroli Link Road,
Jogeshwari (East), Mumbai-400 060.

NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. A person can act as proxy on behalf of members not exceeding fifty (50) and holding in aggregate not more than ten percent of the total share capital of the Company.

The instrument of Proxy in order to be effective, should be deposited at the Registered Office of the Company, duly completed signed and stamped not less than forty eight hours before the commencement of the Meeting. A Proxy Form is sent herewith. Proxies submitted on behalf of companies, societies, partnership firms, etc. must be supported by appropriate resolution / authority, as applicable.

During the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, a member would be entitled to inspect the proxies lodged at any time during the business hours of the Company, provided that not less than three days of prior notice in writing is given to the Company.

2. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, relating to the Special Business to be transacted at the meeting is annexed hereto and forms part of the notice.
3. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013, will be available for inspection by the members at the AGM.
4. The Register of Contracts or Arrangements in which Directors are interested, maintained under Section 189 of the Companies Act, 2013, will be available for inspection by the members at the AGM.
5. The Register of Members and the Share Transfer Books of the Company will remain closed from Thursday, 7 August 2014 to Friday, 8 August 2014 (both days inclusive) for annual closing and determining the entitlement of the shareholders to the dividend for the Financial Year 2013-14.
6. Subject to the provisions of the Companies Act, 2013, dividend as recommended by the Board of Directors for the year ended 31 March, 2014, 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 on the Register of Members as on 06 August 2014.
7. Members holding shares in electronic mode are hereby informed that bank particulars registered against their respective depository accounts will be used by the Company for payment of dividend. The Company or its Registrars cannot act on any request received directly from the Members holding shares in electronic form for any change of bank particulars or bank mandates. Such changes are to be advised only to the Depository Participant of the Members. Members holding shares in physical form and desirous of either registering bank particulars or changing bank particulars already registered against their respective folios for payment of dividend are requested to write to the Registrar / Company.

8. The Securities and Exchange Board of India (SEBI) has mandated the submission of Income Tax Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company or its Registrar.
9. Details under Clause 49 of the Listing Agreement with Stock Exchanges in respect of Directors seeking appointment/re-appointment at the Annual General Meeting, form integral part of the notice. The Directors have furnished the requisite declarations for their appointment/re-appointment.
10. Electronic copy of the Annual Report for 2013-14 is being sent to all members whose email IDs are registered with the Company/ Depository Participant(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Annual Report for 2013-14 is being sent in the permitted mode.
11. The Company is concerned about the environment and utilizes natural resources in a sustainable way. We request you to update your email address with your Depository Participant to enable us to send you necessary communication via email.
12. Electronic copy of the Notice of the 2nd Annual General Meeting of the Company *inter alia* indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent to all members whose email IDs are registered with the Company/Depository Participant(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their e-mail address, physical copies of the Notice of the 2nd Annual General Meeting of the Company *inter alia* indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent in the permitted mode.
13. Members may also note that the Notice of the 2nd Annual General Meeting and the Annual Report for 2013-14 will also be available on the Company's website www.futurelifestyle.in for their download.

14. VOTING THROUGH ELECTRONIC MEANS

- I. In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide members facility to exercise their right to vote at the 2nd Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services provided by National Securities Depository Limited (NSDL):

The instructions for e-voting are as under:

- A. In case a Member receives an email from NSDL [for members whose email IDs are registered with the Company/ Depository Participant(s)]:
 - (i) Open email 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 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 e-voting opens. Click on e-Voting: Active Voting Cycles.
 - (vii) Select "EVEN" of Future Lifestyle Fashions Limited
 - (viii) Now you are ready for 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/ JPEG Format) of the relevant board resolution/ authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who is/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 a Member receives physical copy of the Notice of AGM [for members whose email IDs are not registered with the Company/ Depository Participants(s) or requesting physical copy] :
- (i) Initial password is provided at the bottom of the Attendance Slip for the AGM
 - (ii) Please follow all steps from Sl. No. (ii) to Sl. No. (xii) above, to cast vote.
- II. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the Downloads section of www.evoting.nsdl.com
- III. If you are already registered with NSDL for e-voting then you can use your existing user ID and password/PIN for casting your vote.
- IV. 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).
- V. The e-voting period commences on 02 August 2014 (9:00 am) and ends on 04 August 2014 (5:00 pm). During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 04 July 2014, may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.
- VI. The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date (record date) of 04 July 2014.
- VII. Mr. Sanjay Dholakia, Practicing Company Secretary (Membership No. 2655 and Certificate of Practice No.1798) has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
- VIII. The Scrutinizer shall within a period not exceeding three (3) working days from the conclusion of the e-voting period unblock the votes in the presence of at least two (2) witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company.
- IX. The Results shall be declared on or after the AGM of the Company. The Results declared alongwith the Scrutinizer's Report shall be placed on the Company's website www.futurelifestyle.in and on the website of NSDL within two (2) days of passing of the resolutions at the AGM of the Company and communicated to BSE Limited and National Stock Exchange of India Limited.
15. Members are requested to send all communications relating to shares to our Registrar & Share Transfer Agent (R & T Agent) at the following address:
- LINK INTIME INDIA PRIVATE LIMITED
C-13, Pannalal Silk Mills Compound,
LBS Marg, Bhandup (West), Mumbai 400078
Phone No. +91 22 25963838 Fax No. +91 22 25946969
email : rnt.helpdesk@linkintime.co.in
16. Members/ Proxies are requested to bring the attendance slips duly filled in to the Meeting.
17. All documents referred to in the accompanying Notice and the Explanatory Statement shall be 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 2nd Annual General Meeting of the Company.

By Order of the Board of Directors

Date: 19 May 2014
Place: Mumbai

Kuldeep Sharma
Head – Legal & Company Secretary

Registered Office:

Knowledge House, Shyam Nagar,
Off Jogeshwari - Vikhroli Link Road,
Jogeshwari (East), Mumbai-400 060.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

The following Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, sets out all the material facts relating to Special Business under item No. 5 to 8 in the accompanying Notice dated 19 May 2014.

Item No. 5 and 6

The Board of Directors of the Company at its meeting held on 10 June 2013, appointed Mr. Shailesh Haribhakti and Dr. Darlie Koshy as Additional Directors of the Company. Pursuant to the provisions of Section 161 of the Companies Act, 2013 and Article 16.3 of the Articles of Association of the Company, Mr. Shailesh Haribhakti and Dr. Darlie Koshy hold office up to the date of ensuing Annual General Meeting of the Company. Notices have been received from member proposing their candidature for the office of Director of the Company.

The resolutions seek the approval of members for the appointment of Mr. Shailesh Haribhakti and Dr. Darlie Koshy as Independent Directors of the Company for a term of five years pursuant to Section 149 and other applicable provisions of the Companies Act, 2013 and the rules made thereunder. They are not liable to retire by rotation.

In the opinion of the Board of Directors, Mr. Shailesh Haribhakti and Dr. Darlie Koshy, the Independent Directors proposed to be appointed, fulfill the conditions specified in the Companies Act, 2013 and the rules made thereunder and they are independent of the management.

Mr. Shailesh Haribhakti and Dr. Darlie Koshy are being appointed as Independent Directors pursuant to Section 149 and 150 of the Companies Act, 2013.

Except Mr. Shailesh Haribhakti, being appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested in the resolution set out at Item No. 5.

Except Dr. Darlie Koshy, being appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested in the resolution set out at Item No. 6.

The Board recommends the resolutions set forth in Item No. 5 & 6 for the approval of the members.

Item No. 7

The Board of Directors of the Company at its meeting held on 10 June 2013, appointed Mr. Rakesh Biyani as an Additional Director of the Company. Pursuant to the provisions of Section 161 of the Companies Act, 2013 and Article 16.3 of the Articles of Association of the Company, Mr. Rakesh Biyani holds office only up to the date of this Annual General Meeting of the Company. A notice has been received from member proposing his candidature for the office of Director of the Company.

The Board considers that the appointment of Mr. Rakesh Biyani as Director of the Company would be of immense benefit to the Company. Accordingly, the Board recommends his appointment as Director of the Company liable to retire by rotation.

Except Mr. Rakesh Biyani, being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested in the resolution set out at Item No. 7.

The Board recommends the resolution set forth in Item No. 7 for the approval of the members.

Item No. 8

In view of Section 197 and any other relevant provisions of the Companies Act, 2013 coming into effect from 1 April 2014 and taking into account the roles and responsibilities of the directors, it is proposed that the Directors other than Managing Director and Wholtime Director(s) be paid for each financial year remuneration in form of commission as may be decided by the Board of Directors subject to such aggregate commission amount not exceeding one percent of the net profit of the Company computed in accordance with the applicable provisions of the Companies Act, 2013. This remuneration will be distributed amongst all or some of the Directors other than Managing Director and Wholtime Director(s) in accordance with the directions given by the Board of Directors and subject to any other applicable requirements under the Companies Act, 2013. This remuneration shall be in addition to fee payable to the Directors for attending the meetings of the Board or Committee thereof as may be decided by the Board and reimbursement of expenses for participation in meetings of the Board or Committee thereof.

Accordingly, approval of the Members is sought by way of a Special Resolution under the applicable provisions of the Companies Act, 2013 for payment of remuneration by way of commission to the Directors of the Company other than Managing Director and Wholtime Director(s) as set out in the Resolution at Item No. 8 of the Notice.

The Managing Director, Wholtime Director and Key Managerial Personnel of the Company and their relatives are not concerned or interested in the resolution set out at Item No. 8 of the Notice. Directors other than the Managing Director and Wholtime Director(s) of the Company may be deemed to be concerned or interested in resolution set out at Item No. 8 of the Notice to the extent of the remuneration that may be received by them in future years.

The Board recommends the resolution set forth in Item No. 8 for the approval of the members.

Information provided pursuant to Clause 49 of the Listing Agreement with the Exchange(s) in respect of individuals proposed to be appointed / re-appointed as Director(s).

Name of the Director	Mr. Kishore Biyani	Mr. Rakesh Biyani	Mr. Shailesh Haribhakti	Dr. Darlie Koshy
Date of Birth	09/08/1961	05/04/1972	12/03/1956	29/05/1955
Date of Appointment	06/12/2012	10/06/2013	10/06/2013	10/06/2013
Number of Shares held	333	333	62800	Nil
Qualifications	B.Com. & PGD in Marketing Management.	B.Com & Advanced Management Program from Harvard Business School.	Chartered Accountant, Cost Accountant, Certified Internal Auditor, and a Financial Planner & Fraud Examiner.	Masters in Business Administration and Ph.D from IIT, Delhi.
Experience in special functional Area	<p>He is the Managing Director of the Company and is founder of Future Group. He is also Managing Director of Future Retail Limited</p> <p>He is considered as a pioneer of modern retail in India.</p> <p>His efforts also brought the evolution of the Group in the areas of Retail, Brands, Space, Capital, Logistics, insurance and Media.</p>	<p>He is Joint Managing Director of Future Retail Limited and actively involved in category management, retail stores operations, information technology and exports.</p>	<p>Currently he is the President of Rotary Club of Bombay for the year 2014-2015, Managing Committee Member of Indian Merchants Chamber (IMC), and Chairman of its Energy & Environment Committee, Member of Corporate Governance Committee of Confederation of Indian Industry (CII). He is also Member of Managing Committee of 'ASSOCHAM' and Trustee of NPS Trust – constituted by The Pension Fund Regulatory & Development Authority (PFRDA).</p> <p>During a career span of four decades, he has successfully established and led many innovative services. His current passions involves Outsourcing of Knowledge Processes, Engaged Investing, and efficiency & effectiveness enhancement in Social, Commercial and Governmental organisations.</p>	<p>Over 37 years of rich experience in textiles and garment industry covering entire value chain. Headed National Institute of Design Ahmedabad as Director, he was the founding Chairperson of Fashion Management at the National Institute of Fashion Technology (Ministry of Textiles, GOI). He is currently the Director General & CEO of ATDC Network and Institute of Apparel Management under the aegis of AEPC (Sponsored by Ministry of Textiles, GOI). Dr. Koshy received the Delhi IIT Alumni Award for contribution of National Development in 2008. Dr. Darlie Koshy was also conferred with the "Star of Italian Solidarity" one of the highest civilian awards of the Government of Italy and has been named twice as one of the 50 leaders shaping Indian Higher Education. Dr. Koshy is the author of three pioneering books including "Indian Design Edge" published by Roli Books.</p>

Name of the Director	Mr. Kishore Biyani	Mr. Rakesh Biyani	Mr. Shailesh Haribhakti	Dr. Darlie Koshy
Directorship held in other Public Companies As on (31-03-2014)	<ul style="list-style-type: none"> ➤ Future Retail Limited ➤ Retailers Association of India (Section 25 Company) ➤ Future Corporate Resources Limited ➤ Future Generali India Life Insurance Company Limited ➤ Future Generali India Insurance Company Limited ➤ Future Consumer Enterprise Limited ➤ Future Media (India) Limited ➤ Inox Leisure Limited 	<ul style="list-style-type: none"> ➤ Future Retail Limited ➤ Indus-League Clothing Limited ➤ Future Supply Chain Solutions Limited ➤ Future Knowledge Services Limited ➤ Celio Future Fashion Limited ➤ Future Axiom Telecom Limited ➤ Turtle Limited ➤ Futurebazaar India Limited ➤ Clarks Future Footwear Limited ➤ Retailers Association's Skill Council of India ➤ nuFuture Digital (India) Limited 	<ul style="list-style-type: none"> ➤ Torrent Pharmaceuticals Limited ➤ L&T Finance Holdings Limited ➤ Raymond Limited ➤ Blue Star Limited ➤ Mahindra Life Space Developers Limited ➤ NSDL e-Governance Infrastructure Limited ➤ Ambuja Cements Limited ➤ ACC Limited ➤ J K Paper Limited ➤ Milestone Capital Advisors Limited ➤ Karam Chand Thapar & Bros. (Coal Sales) Limited 	➤ Nil

Name of Director	Chairman/Membership in Committees of other Companies		
	Name of the Company	Type of Committee	Membership Status
Mr. Kishore Biyani	Future Consumer Enterprise Limited	Shareholders/Investors' Grievance & Share Transfer Committee	Chairman
	Future Media (India) Limited	Audit Committee	Member
	INOX Leisure Limited	Audit Committee	Member
Mr. Rakesh Biyani	Indus-League Clothing Limited	Audit Committee	Member
	Future Supply Chain Solutions Limited	Audit Committee	Member
	Future Knowledge Services Limited	Audit Committee	Member
	Clarks Future Footwear Limited	Audit Committee	Member
Mr. Shailesh Haribhakti	Torrent Pharmaceuticals Limited	Audit Committee	Chairman
	Raymond Limited	Audit Committee	Chairman
	L&T Finance Holdings Limited	Audit Committee	Chairman
	Blue Star Limited	Audit Committee	Chairman
	Mahindra Life Space Developers Limited	Audit Committee	Member
	NSDL e-Governance Infrastructure Limited	Audit Committee	Member
Dr. Darlie Koshy	-	-	-

By Order of the Board Directors

Date: 19 May 2014
Place: Mumbai

Kuldeep Sharma
Head – Legal & Company Secretary

Registered Office:

Knowledge House, Shyam Nagar,
Off Jogeshwari - Vikhroli Link Road,
Jogeshwari (East), Mumbai-400 060.



Future Lifestyle Fashions Limited

(Formerly known as Future Value Fashion Retail Limited)

CIN: U52100MH2012PLC231654

Knowledge House, Shyam Nagar, Off Jogeshwari-Vikhroli Link Road,
Jogeshwari (East), Mumbai 400 060

Tel: +91 22 3084 2336 Fax: +91 22 3084 2502 Website: www.futurelifestyle.in

FORM NO. : MGT 11

PROXY FORM

[Pursuant to Section 105 (6) of the Companies Act, 2013 and Rule 19 (3) of the Companies (Management and Administration) Rules, 2014]

Name of the member(s): _____
Registered Address: _____ _____
E-mail Id: _____
Folio No./ Client Id: _____ DP ID: _____

I/ we, being the member(s) of the above named company holding _____ shares, 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 Second Annual General Meeting of the Company, to be held on the Friday, 8 August 2014 at 10:30 a.m. at Rangswar, Fourth Floor, Y. B. Chavan Centre, Gen. Jagannath Bhonsale Marg, Mumbai – 400 021, and at any adjournment thereof in respect of such resolutions as are indicated below:

Sr. No	Matter of resolution
Ordinary Business	
1	To receive, consider and adopt the financial statements of the Company for the year ended 31 March 2014 including the audited Balance Sheet as at 31 March 2014 and the Statement of Profit & Loss Account for the year ended on that date 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, who retires by rotation and being eligible offers himself for re-appointment.
4	To appoint M/s. NGS & Co. LLP, Chartered Accountants, retiring Auditors as Statutory Auditors of the Company for a term of three years and to fix their remuneration.
Special Business	
5	To appoint Mr. Shailesh Haribhakti as an Independent Director of the Company to hold office for a term of five years.
6	To appoint Dr. Darlie Koshy as an Independent Director of the Company to hold office for a term of five years.
7	To appoint Mr. Rakesh Biyani as Non-Executive Director of the Company.
8	To approve payment of remuneration to Directors other than Managing Director and Wholetime Director(s) of the Company.

Signed this _____ day of _____ 2014.

Affix
Revenue
Stamp

Signature of Shareholder

Signature of Proxy holder(s)

Note: 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.