



Ref: FLFL/SE/3<sup>rd</sup>AGM/20150826

27 August 2015

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

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

Fax Nos.: 22723121

Fax Nos. 26598237

Re: Scrip Code : 536507

Re: Scrip Code : FLFL

Re: Scrip Code of Debt: 950223 / 946822 /  
947433

Dear Sir/Madam,

**Sub: Submission of Voting results under Clause 35A of the Listing Agreement**

This is to inform that the Members of the Company at their Third Annual General Meeting (AGM) held on 26 August, 2015 have approved all the Resolutions as set out in the Notice of the AGM with requisite majority.

In this connection, we hereby enclose the consolidated voting results of remote e-voting and ballot process at the said AGM in the prescribed format under clause 35A along with the Scrutiniser's Report.

Kindly take the same on record and acknowledge the receipt.

Thanking you,

Yours truly,  
For Future Lifestyle Fashions Ltd

**Sanjay Kumar Mutha**  
Chief-Legal & Company Secretary

**Detail of voting results In terms of Clause 35A of the Listing Agreement:**

S. No.	Particulars			
1.	Date of the Third Annual General Meeting		Wednesday, 26 August 2015	
2.	Venue of the Third Annual General Meeting		Rangswar Hall, 4th Floor, Yashwantrao Chavan Pratishthan, Gen. Jagannathrao Bhonsle Marg, Opp. Mantralaya, Mumbai - 400 021	
3.	Total number of Shareholders on record date		19 August 2015 was cut-off date for reckoning the voting rights of the Shareholders.  Total Number of Shareholders: 51746	
4.	Number of Shareholders present in the Meeting either in Person or through Proxy		139 Members	
	<b>No. of Shareholders</b>	<b>Present in Person</b>	<b>Present through Proxy / Corporate Representation</b>	<b>Total</b>
	Promoter and Promoter Group	2	22	<b>24</b>
	Public	115	0	<b>115</b>
	<b>Total</b>	<b>117</b>	<b>22</b>	<b>139</b>
5.	Number of Shareholders attended the meeting through Video Conferencing		No Video Conferencing facility was provided	

**Details of Agenda:**

Mode of voting: Remote E-voting & Ballot process



### RESOLUTION: 1

To consider and adopt the audited Financial Statements of the Company for the year ended 31 March, 2015 together with the Reports of the Board of Directors and Auditors thereon.

Resolution required: Ordinary

Promoter/ Public	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstandin g shares (3)=[(2)/(1)] * 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)] *100	% of Votes against on votes polled (7)=[(5)/(2)] *100
Promoter and Promoter Group	114309400	114309400	100.0000	114309400	0	100.0000	0.0000
Public- Institutional holders	31698008	4595256	14.4970	4595256	0	100.0000	0.0000
Public Others	43511059	4179890	9.6065	4179340	550	99.9868	0.0132
<b>Total</b>	<b>189518467</b>	<b>123084546</b>	<b>64.9459</b>	<b>123083996</b>	<b>550</b>	<b>99.9996</b>	<b>0.0004</b>

### RESOLUTION: 2

Declaration of Dividend of Rs.0.40 (20%) on Equity Shares.

Resolution required: Ordinary

Promoter/ Public	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstandin g shares (3)=[(2)/(1)] * 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)] *100	% of Votes against on votes polled (7)=[(5)/(2)] *100
Promoter and Promoter Group	114309400	114309400	100.0000	114309400	0	100.0000	0.0000
Public- Institutional holders	31698008	4595256	14.4970	4595256	0	100.0000	0.0000
Public Others	43511059	4179890	9.6065	4179388	502	99.9880	0.0120
<b>Total</b>	<b>189518467</b>	<b>123084546</b>	<b>64.9459</b>	<b>123084044</b>	<b>502</b>	<b>99.9996</b>	<b>0.0004</b>



**RESOLUTION: 3**

Reappointment of Mr. C. P. Toshniwal (DIN 00036303).

Resolution required: Ordinary

Promoter/ Public	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstandin g shares (3)=[(2)/(1)] *100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)] *100	% of Votes against on votes polled (7)=[(5)/(2)] *100
Promoter and Promoter Group	114309400	114309067	99.9997	114309067	0	100.0000	0.0000
Public- Institutional holders	31698008	4595256	14.4970	4589483	5773	99.8744	0.1256
Public Others	43511059	4179890	9.6065	4179196	694	99.9834	0.0166
<b>Total</b>	<b>189518467</b>	<b>123084213</b>	<b>64.9458</b>	<b>123077746</b>	<b>6467</b>	<b>99.9947</b>	<b>0.0053</b>

**RESOLUTION: 4**

Ratification of appointment of M/s. NGS &amp; Co. LLP, Chartered Accountants (ICAI Registration No.119850W) as Statutory Auditors of the Company to hold office till the conclusion of the fourth Annual General Meeting and to fix their remuneration.

Resolution required: Ordinary

Promoter/ Public	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstandin g shares (3)=[(2)/(1)] *100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)] *100	% of Votes against on votes polled (7)=[(5)/(2)] *100
Promoter and Promoter Group	114309400	114309400	100.0000	114309400	0	100.0000	0.0000
Public- Institutional holders	31698008	4595256	14.4970	4595256	0	100.0000	0.0000
Public Others	43511059	4179882	9.6065	4179302	580	99.9861	0.0139
<b>Total</b>	<b>189518467</b>	<b>123084538</b>	<b>64.9459</b>	<b>123083958</b>	<b>580</b>	<b>99.9995</b>	<b>0.0005</b>



**RESOLUTION: 5**

Appointment of Ms. Sharda Agarwal (holding DIN 00022814) as an Independent Director of the Company.

Resolution required: Ordinary

Promoter/ Public	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	114309400	114309400	100.0000	114309400	0	100.0000	0.0000
Public- Institutional holders	31698008	4595256	14.4970	4595256	0	100.0000	0.0000
Public Others	43511059	4179890	9.6065	4179218	672	99.9839	0.0161
<b>Total</b>	<b>189518467</b>	<b>123084546</b>	<b>64.9459</b>	<b>123083874</b>	<b>672</b>	<b>99.9995</b>	<b>0.0005</b>

**RESOLUTION: 6**

Approval of Future Lifestyle Fashions Limited Option Plan - 2015 (FLFL ESOP 2015).

Resolution required: Special

Promoter/ Public	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	114309400	114309400	100.0000	114309400	0	100.0000	0.0000
Public- Institutional holders	31698008	4595256	14.4970	4589483	5773	99.8744	0.1256
Public Others	43511059	4179867	9.6064	4168486	11381	99.7277	0.2723
<b>Total</b>	<b>189518467</b>	<b>123084523</b>	<b>64.9459</b>	<b>123067369</b>	<b>17154</b>	<b>99.9861</b>	<b>0.0139</b>



**RESOLUTION: 7**

Approval of grant of stock options to the employees of the subsidiary companies under FLFL ESOP 2015.

Resolution required: Special

Promoter/Public	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)] *100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)] *100	% of Votes against on votes polled (7)=[(5)/(2)] *100
Promoter and Promoter Group	114309400	114309400	100.0000	114309400	0	100.0000	0.0000
Public- Institutional holders	31698008	4595256	14.4970	4589483	5773	99.8744	0.1256
Public Others	43511059	4179890	9.6065	4168471	11419	99.7268	0.2732
<b>Total</b>	<b>189518467</b>	<b>123084546</b>	<b>64.9459</b>	<b>123067354</b>	<b>17192</b>	<b>99.9860</b>	<b>0.0140</b>

**RESOLUTION: 8**

Implementation of FLFL ESOP 2015 through Employees' Welfare Trust.

Resolution required: Special

Promoter/ Public	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)] *100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)] *100	% of Votes against on votes polled (7)=[(5)/(2)] *100
Promoter and Promoter Group	114309400	114309400	100.0000	114309400	0	100.0000	0.0000
Public- Institutional holders	31698008	4595256	14.4970	4589483	5773	99.8744	0.1256
Public Others	43511059	4179890	9.6065	4168596	11294	99.7298	0.2702
<b>Total</b>	<b>189518467</b>	<b>123084546</b>	<b>64.9459</b>	<b>123067479</b>	<b>17067</b>	<b>99.9861</b>	<b>0.0139</b>



**RESOLUTION: 9**

Authorize Employees' Welfare Trust for secondary acquisition.

Resolution required: Special

Promoter/ Public	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstandin g shares (3)=[(2)/(1)] *100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)] *100	% of Votes against on votes polled (7)=[(5)/(2)] *100
Promoter and Promoter Group	114309400	114309400	100.0000	114309400	0	100.0000	0.0000
Public- Institutional holders	31698008	4595256	14.4970	4589483	5773	99.8744	0.1256
Public Others	43511059	4179890	9.6065	4168596	11294	99.7298	0.2702
<b>Total</b>	<b>189518467</b>	<b>123084546</b>	<b>64.9459</b>	<b>123067479</b>	<b>17067</b>	<b>99.9861</b>	<b>0.0139</b>

**RESOLUTION: 10**

Authorisation for making of loan / provision of money to Employees' Welfare Trust for purchase of / subscription for Company's shares under FLFL ESOP 2015.

Resolution required: Special

Promoter/ Public	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstandin g shares (3)=[(2)/(1)] *100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)] *100	% of Votes against on votes polled (7)=[(5)/(2)] *100
Promoter and Promoter Group	114309400	114309400	100.0000	114309400	0	100.0000	0.0000
Public- Institutional holders	31698008	4595256	14.4970	4589483	5773	99.8744	0.1256
Public Others	43511059	4179887	9.6065	4168542	11345	99.7286	0.2714
<b>Total</b>	<b>189518467</b>	<b>123084543</b>	<b>64.9459</b>	<b>123067425</b>	<b>17118</b>	<b>99.9861</b>	<b>0.0139</b>



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213, Gr. Floor, Raghuleela Mall,  
Behind Painsur Bus Depot,  
Kandivali (West), Mumbai - 400 067.

☎ : 2807 3233  
98700 31365

E-mail : sanjayrd65@yahoo.com

Date: 27<sup>th</sup> August 2015

To,  
The Chairman  
FUTURE LIFESTYLE FASHIONS LIMITED  
Knowledge House, Shyam Nagar,  
Off. Jogeshwari- Vikhroli Link Road, Jogeshwari (E)  
Mumbai 400060

Dear Sir,

**SCRUTINIZER REPORT**

I, Sanjay R. Dholakia, a Practicing Company Secretary have been appointed as a Scrutinizer by FUTURE LIFESTYLE FASHIONS LIMITED and I have furnished and submitted my reports as per the provision of Section 108 & 109 of the Companies Act, 2013 read with Rule 20 and 21 of the Companies (Management and Administration) Rule 2014.

The Board appointed me at their Meeting of the Company held on Wednesday, 20<sup>th</sup> May 2015 as the Scrutinizer for the Ballot conducted and also the Company had appointed me Scrutinizer for the E-Voting facilities, provided by NSDL, for the E-Voting period which commenced on 22<sup>nd</sup> August 2015 (9.00 a. m.) and ended on 25<sup>th</sup> August 2015 (5.00 p. m.).

Based on my scrutiny, I am enclosing herewith my Report.

Thanking you,

Yours faithfully,

For SANJAY DHOLAKIA & ASSOCIATES

*Dholakia Sanjay R*  
(SANJAY R. DHOLAKIA)  
Practicing Company Secretary  
Proprietor  
Encl.: as above







# SANJAY DHOLAKIA & ASSOCIATES

COMPANY SECRETARIES

B.COM. LL.B. F.C.S.

213, Gr. Floor, Raghuleela Mall,  
Behind Poincur Bus Depot,  
Kandivali (West), Mumbai - 400 067.

☎ : 2807 3233  
98700 31365

E-mail : sanjayrd65@yahoo.com

I have issued Scrutinizer's Reports on E-Voting commenced from 22<sup>nd</sup> August 2015 and ended on 25<sup>th</sup> August 2015 and votes casted in the Ballot process at the AGM held on 26 August, 2015. As requested by the Management, I submit herewith the combined report on the results of E-Voting and Ballot as under:

RES OLU TION N _ID	Resolutions	Votes in favour of the resolutions		Votes in against of the resolutions	
		VOTE COUNT ASSENT	% OF ASSENT VOTES	VOTE COUNT DISSENT	% OF DISSENT VOTES
1	Adoption of audited financial statements of the Company for the year ended March 31, 2015 together with the Reports of the Board of Directors and Auditors thereon.	123083996	99.9996	550	0.0004
2	Declaration of a dividend on Equity Shares.	123084044	99.9996	502	0.0004
3	Appointment of Mr. C. P. Toshniwal, who retires by rotation and being eligible, offers himself for re-appointment.	123077746	99.9947	6467	0.0053
4	Ratification of appointment of M/s. NGS & Co. LLP, Chartered Accountants and fix their remuneration.	123083958	99.9995	580	0.0005
5	Appointment of Ms. Sharda Agarwal as an Independent Director.	123083874	99.9995	672	0.0005
6	Approval of Future Lifestyle Fashions Limited Employee Stock Option Plan - 2015 (FLFL ESOP 2015).	123067369	99.9861	17154	0.0139
7	Approval of grant of stock options to the employees of the subsidiary companies under FLFL ESOP 2015.	123067354	99.9860	17192	0.0140
8	Implementation of FLFL ESOP 2015 through Employees' Welfare Trust.	123067479	99.9861	17067	0.0139
9	Authorize Employees' Welfare Trust for secondary acquisition.	123067479	99.9861	17067	0.0139
10	Authorize making of loan / provision of money to Employees' Welfare Trust for purchase of / subscription for Company's shares under FLFL ESOP 2015.	123067425	99.9861	17118	0.0139

Thanking you,

For SANJAY DHOLAKIA & ASSOCIATES

*Dholakia Sanjay R*

(SANJAY R. DHOLAKIA)

Practicing Company Secretary

Proprietor

Place: Mumbai

Date: 27<sup>th</sup> August 2015

