

NOTICE

NOTICE is hereby given that the Ninth Annual General Meeting (AGM) of the Members of Future Lifestyle Fashions Limited ("the Company") will be held on Wednesday, September 29, 2021 at 02:00 pm through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM"), to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt:

- a. the Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2021 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, 2021 together with the reports of Auditors thereon.
- #### 2. To appoint a Director in place of Mr. C P Toshniwal (DIN: 00036303), who retires by rotation and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS:

3. Re-appointment of Mr. Vishnuprasad M as the Managing Director

To consider and if thought fit to pass, the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of sections 196, 197, 203 and all other applicable provisions of the Companies Act, 2013 ("the Act") and Rules made thereunder read with Schedule V to the Act, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), (including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof for the time being in force), the Articles of Association of the Company and recommendations of the Nomination and Remuneration Committee and the Board of Directors of the Company and subject to such other approvals, permissions and sanctions, as may be required and subject to such conditions and modifications, as may be imposed or prescribed by any of the Authorities in granting such approvals, permissions and sanctions, approval of the Members of the Company be and is hereby accorded to the reappointment of Mr. Vishnuprasad M (DIN: 07189877) as the Managing Director of the Company for a period of three years with effect from December 20, 2021 on such terms and conditions, as set out in the explanatory statement annexed hereto.

RESOLVED FURTHER THAT the Board of Directors of the Company (hereinafter referred to as "the Board" which term shall be deemed to include the Nomination and Remuneration Committee thereof

be and is hereby authorised to vary, amend, modify and revise from time to time the terms of appointment of the Managing Director, as may be desired appropriate by the Board and to do all such acts, deeds, matters and things, as may be required or deemed necessary or incidental thereto and to delegate all or any of its powers herein conferred to any Committee of Directors and to seek necessary approvals or settle any questions, difficulties or doubts that may arise in this regard without further referring to the Members of the Company."

4. Approval for remuneration payable to Mr. Vishnuprasad M as the Managing Director

To consider and if thought fit to pass, the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to Section 197, 198 and other applicable provisions, if any, of the Companies Act, 2013, ("the Act") read with Schedule V of the Act, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), (including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof for the time being in force), the Articles of Association of the Company and recommendations of the Nomination and Remuneration Committee and the Board of Directors of the Company and subject to such other approvals, permissions and sanctions, as may be required and subject to such conditions and modifications, as may be imposed or prescribed by any of the Authorities in granting such approvals, permissions and sanctions, approval of the Members of the Company be and is hereby accorded for payment of remuneration to Mr. Vishnuprasad M (DIN: 07189877) as the Managing Director of the Company for a period of three years with effect from December 20, 2021 on such terms and conditions and remuneration, as set out in the explanatory statement annexed hereto.

RESOLVED FURTHER THAT pursuant to the provisions of section 197 of the Act read with Schedule V to 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, excluding commission, as the minimum remuneration for the tenure, by way of salary, perquisites and other

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allowances and benefits, subject to receipt of the requisite approvals, if any.

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

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all such acts, deeds, matters and things, as may be required or deemed necessary or incidental thereto and to delegate all or any of its powers herein conferred to any Committee of Directors and to seek necessary approvals or settle any questions, difficulties or doubts that may arise in this regard without further referring to the Members of the Company.”

5. Appointment of Mr. Himanshu Dodeja as a Nominee Director

To consider and if thought fit to pass, the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to section 152 and other applicable provisions, if any of the Companies Act, 2013 (“the Act”) and the Rules made thereunder (including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof for the time being in force), the provisions of Articles of Association of the Company and the recommendations of the Nomination and Remuneration Committee and the Board of Directors of the Company, Mr. Himanshu Dodeja (07624809), who was appointed by the Board of Directors, as an Additional Director of the Company (being a Nominee Director representing Vistra ITCL (India) Limited (the “Trustee”)) with effect from May 28, 2021 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, proposing his candidature for the office of Director of the Company, be and is hereby appointed as Nominee Director on the Board of the Company, not liable to retire by rotation.”

6. Appointment of Ms. Sharada Sunder as an Independent Director

To consider and if thought fit to pass, the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of sections 149 and 152 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read with Schedule IV to the Act and Rules made thereunder and regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof for the time being in force) and recommendations of the Nomination and Remuneration Committee and the Board of Directors of the Company, Ms. Sharada Sunder (DIN 07599164), who was appointed by the Board of Directors as an Additional (Independent) Director of the Company with effect from June 22, 2021 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, proposing her candidature 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 June 22, 2021, not liable to retire by rotation.”

NOTES:

1. Holding of the Annual General Meeting (“AGM”) through Video Conferencing/Other Audio-Visual Means

The Members of the Company is hereby informed that, due to the massive outbreak of COVID-19 pandemic, social distancing norms is being followed and the continuing restriction on movement of persons at several places in the Country, the AGM of the Company is being held through Video Conferencing / Other Audio Visual Means (VC / OAVM) without the physical presence of the Members at a common venue, pursuant to the provisions of circular No. 14/2020 dated April 08, 2020, circular No.17/2020 dated April 13, 2020 followed by circular No. 20/2020 dated May 05, 2020 and clarification circular No. 02/2021 dated January 13, 2021 (hereinafter collectively referred to as “MCA Circular(s)”) issued by the Ministry of Corporate Affairs (“MCA”) and the circular(s) issued by Securities and Exchange Board of India (“SEBI”) from time to time and in compliance with the provisions of the Companies Act, 2013 (“the Act”) and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), physical attendance of the Members at the AGM is not required. Members can attend and participate at the ensuing AGM only through VC/OAVM.

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Pursuant to the provisions of the Act, a member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his / her behalf and the proxy need not be a member of the Company. Since, this AGM is being held pursuant to the MCA Circulars through VC / OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice. However, the Body Corporates are entitled to appoint authorised representatives to attend the AGM through VC/OAVM and participate thereat and cast their votes through e-voting.

Members of the Company under the category of Institutional Investors are encouraged to attend and vote at the AGM through VC. Corporate members intending to authorise their representatives to participate and vote at the meeting are requested to send a certified copy of the Board resolution / authorisation letter, authorising their representatives to attend and vote on their behalf in the AGM, by email to the Company.

The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.

The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013 ("the Act").

2. The Statement pursuant to section 102 of the Companies Act, 2013 ("the Act"), relating to the Special Business to be transacted at the AGM is annexed hereto. Additional information with respect to Item No. 2 is also annexed hereto.
3. Details as required pursuant to regulations 26(4) and 36(3) of the SEBI Listing Regulations and Secretarial

Standard on General Meeting (SS-2) of the Institute of Company Secretaries of India ("ICSI"), in respect of the Directors seeking appointment/re-appointment at the AGM, forms integral part of the Notice of the AGM. Requisite declarations / disclosures have been received from the Directors for seeking appointment/re-appointment.

4. Ratification of appointment of auditors

The Members of the Company at their Fifth Annual General Meeting held on August 29, 2017 re-appointed M/s. NGS & Co., LLP, Chartered Accountants (Registration number 119850W) as Statutory Auditors of the Company for a second term of five consecutive years from the conclusion of Fifth Annual General Meeting till the conclusion of the Tenth Annual General Meeting, subject to the ratification by the Members at the every Annual General Meeting held during the said term, in terms of the proviso under section 139 (1) of the Act. The mandatory requirement of ratification of appointment of auditors by the Members at every Annual General Meeting has been omitted vide notification dated May 7, 2018 issued by the Ministry of Corporate Affairs.

Accordingly, no resolution is being proposed for ratification of appointment of the Statutory Auditors at this AGM. The Company has received a letter from Statutory Auditors confirming that they are eligible to continue as Statutory Auditors of the Company under section 141 of the Act. The details of remuneration paid to Auditors is provided in the notes to standalone Financial Statements for the financial year ended March 31, 2021.

5. Pursuant 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). Members who have not encashed the Dividend Warrants so far, are requested to make their claim to the Company's Registrar & Transfer Agents (R & T Agents).

During the year under review, the Company has transferred an amount of ₹ 1,55,945 pertaining to unpaid/unclaimed sale proceeds of fractional shares arising out of issuance of shares under Composite Scheme of Arrangement to IEPF in accordance with the provisions of the IEPF Rules.

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The details of unpaid / unclaimed dividends, lying with the Company are as under:

Particulars	Date of declaration	Last date for claiming unpaid/unclaimed dividend
Dividend 2013-14	August 08, 2014	September 13, 2021
Dividend 2014-15	August 26, 2015	October 01, 2022
Dividend 2015-16	August 29, 2016	October 04, 2023
Dividend 2016-17	August 29, 2017	October 04, 2024
Dividend 2017-18	August 29, 2018	October 04, 2025
Dividend 2018-19	July 30, 2019	September 04, 2026

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 into the Company's R & T Agents. Members holding shares in electronic form may contact their respective Depository Participants for availing this facility.
7. 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 Participant(s) and/or the Company's R&T Agents.
8. Members are requested to intimate changes, if any, pertaining to their name, postal address, email address, telephone/ mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc., to their Depository Participants in case the shares are held in electronic form and to the Company's R & T Agents in case the shares are held in physical form.
9. In terms of the SEBI Listing Regulations, securities of listed companies can only be transferred in dematerialised form with effect from April 1, 2019, except in case of transmission or transposition of securities. In view of the above, Members are advised to dematerialize shares held by them in physical form.
10. In compliance with the aforesaid MCA Circulars, electronic copy of the Annual Report for the financial year 2020-21 and the Notice of this AGM inter-alia

indicating the process and manner of remote e-voting, is being sent only through electronic mode to all the Members whose e-mail id are registered with the Company/ Depository Participants.

11. Members may note that the Notice and Annual Report for the financial year 2020-21 will also be available on the Company's website i.e. www.futurelifestyle.in, websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively and on website of National Securities Depository Limited ("NSDL") (agency for providing the Remote e-Voting facility) i.e. www.evoting.nsdl.com.
12. The requisite Statutory Registers maintained under sections 170 and 189 of the Act and certificate(s) will be available electronically for inspection by the members during the AGM.
13. All documents referred to in the Notice will also be available for electronic inspection without any fee by the Members from the date of circulation of this Notice up to the date of AGM, i.e. September 29, 2021. Members seeking to inspect such documents can send an email to investorrelations@futurelifestyle.in.
14. Members who have not registered their e-mail id so far are requested to register their e-mail id, for receiving all communications including Annual Report, Notices, Circulars, etc. from the Company in electronic copy.
15. Pursuant to the General Circular No. 20/2020 dated May 5, 2020 issued by MCA, the Company has enabled a process for the limited purpose of receiving the Company's annual report and AGM Notice (including remote e-voting instructions) electronically, the members may temporarily update their email address by accessing the following link: https://linkintime.co.in/emailreg/email_register.html
16. **Process for those Shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of email ids for e-voting for the resolutions set out in this notice:**
 - a. For Members holding shares in physical form, please send scan copy of a signed request letter mentioning the folio number, complete address, e-mail address to be registered along with scanned self-attested copy of the PAN and any document (such as Driving Licence, Passport, Bank Statement, AADHAR) supporting the registered address of the Member, by e-mail to the Company's Registrar & Transfer Agents ("R&T Agents") or at the Company's e-mail address at investorrelations@futurelifestyle.in

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- b. For Members holding shares in demat form, please update your e-mail address through your respective Depository Participant/s.
- 17. Members are requested to send their queries with regard to the Accounts at least 7 (Seven) days in advance to the Company through e-mail at investorrelations@futurelifestyle.in.
- 18. **The instructions for Members for remote e-voting are as under:**
 - I. Pursuant to the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended), Regulation 44 of SEBI Listing Regulations (as amended), Secretarial Standard on General Meetings (“SS-2”) issued by The Institute of Company Secretaries of India (“ICSI”) as amended and the MCA Circular(s), the Company is providing facility of remote e-voting to its Members in respect of the businesses to be transacted at the AGM. For this purpose, the Company has entered into an agreement with NSDL for facilitating voting through electronic means, as the authorised agency. The facility of casting votes by a member using remote e-voting system as well as voting at the AGM will be provided by NSDL.
 - II. Members will be provided with the facility for voting through electronic voting system during the VC / OAVM proceedings at the AGM and Members participating at the AGM, who have not already cast their vote by remote e-voting, will be eligible to exercise their right to vote at the end of discussion on the resolution(s) on which voting is to be held, upon announcement by the Chairperson. Members who have cast their vote on resolution(s) by remote e-voting prior to the AGM will also be eligible to participate at the AGM through VC/OAVM but shall not be entitled to cast their vote again on such resolution(s).
 - III. The remote e-voting period commences on Saturday, September 25, 2021 (9:00 AM) and ends on Tuesday, September 28, 2021 (5:00 PM). During this period Members of the Company, holding shares either in physical form or in dematerialised form, as on the cut-off date of September 22, 2021, may cast their vote through remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution(s) is cast by the Member, the Member shall not be allowed to change it subsequently.
 - IV. The details of the process and manner for remote e-voting is explained herein below:

The way to vote electronically on NSDL e-voting system consists of “Two Steps” which are mentioned below:

Step 1: Access to NSDL e-voting system:

A. Login method for e-voting and joining virtual meeting for Individual Shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-voting facility provided by listed companies, Individual Shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and e-mail Id in their demat accounts in order to access e-voting facility.

Login method for Individual Shareholders holding securities in demat mode is given below:

Type of Shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> 1. Existing IDeAS user can visit the e-Services website of NSDL viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-voting page. Click on company name or e-voting service provider i.e. NSDL and you will be re-directed to e-voting website of NSDL for casting your vote during the remote e-voting period or joining virtual meeting & voting during the meeting. 2. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp.

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Type of Shareholders	Login Method
	<p>3. Visit the e-voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-voting service provider i.e. NSDL and you will be redirected to e-voting website of NSDL for casting your vote during the remote e-voting period or joining virtual meeting & voting during the meeting.</p> <p>4. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</p> <p>NSDL Mobile App is available on</p> <p> App Store  Google Play</p> <div style="display: flex; justify-content: space-around; align-items: center;">   </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi. After successful login of Easi/Easiest the user will be also able to see the e-voting menu. The menu will have links of e-voting service provider i.e. NSDL. Click on NSDL to cast your vote. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration Alternatively, the user can directly access e-voting page by providing demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. NSDL where the e-Voting is in progress.
<p>Individual Shareholders (holding securities in demat mode) login through their depository participants</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-voting facility. Upon logging in, you will be able to see e-voting option. Click on e-voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-voting feature. Click on company name or e-voting service provider i.e. NSDL and you will be redirected to e-voting website of NSDL for casting your vote during the remote e-voting period or joining virtual meeting & voting during the meeting.</p>

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

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Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 or 1800 22 44 30
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 or 022-23058542-43

B. Login Method for e-voting and joining virtual meeting for Shareholders other than Individual Shareholders holding securities in demat mode and Shareholders holding securities in physical mode.

How to Log-in to NSDL e-voting website?

1. Visit the e-voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.
3. new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL e-services i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL e-services after using your log-in credentials, click on e-voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for Shareholders other than Individual Shareholders are given below:
 - a) If you are already registered for e-voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL e-voting system for the first time, you will need to retrieve the ‘initial password’ which was communicated to you. Once you retrieve your ‘initial password’, you need to enter the ‘initial password’ and the system will force you to change your password.

c) How to retrieve your ‘initial password’?

- (i) If your e-mail ID is registered in your demat account or with the Company, your ‘initial password’ is communicated to you on your email ID. Trace the e-mail sent to you from NSDL from your

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- mailbox. Open the e-mail and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
- (ii) If your e-mail ID is not registered, please follow steps mentioned below in **process for those Shareholders whose e-mail ids are not registered.**
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
 - a) Click on **"Forgot User Details/ Password?"**(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsd.com.
 - b) **Physical User Reset Password?** (If you are holding shares in physical mode) option available on www.evoting.nsd.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-voting system of NSDL.
 7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
 8. Now, you will have to click on "Login" button.
 9. After you click on the "Login" button, Home page of e-voting will open.

Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.

How to cast your vote electronically and join General Meeting on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join General Meeting".
3. Now you are ready for e-voting as the voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for Members

- Institutional Members (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. with attested specimen signature of the duly authorised signatory(ies) who are authorised to vote, to the Scrutiniser by e-mail to sanjayrd65@yahoo.com with a copy marked to evoting@nsdl.co.in.
- It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website

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will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the 'Forgot User Details/Password?' or 'Physical User Reset Password?' option available on www.evoting.nsdl.com to reset the password.

- 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 download section of www.evoting.nsdl.com or call on 022-2499 4890. Alternatively, Members can contact Ms. Sarita Mote on e-mail ID saritam@nsdl.co.in, of National Securities Depository Limited, Trade World, 'A' Wing, Fourth Floor, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai - 400 013. The Members may note that the designated e-mail address for the grievances connected with the remote e-voting is evoting@nsdl.co.in. Members may also write to the Company Secretary at the e-mail address: investorrelations@futurelifestyle.in.

Process for those Shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e-mail ids for e-voting for the resolutions set out in this Notice:

1. In case shares are held in physical mode, please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by e-mail to rnt.helpdesk@linkintime.co.in.
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of consolidated account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to rnt.helpdesk@linkintime.co.in. If you are an Individual Shareholders holding securities in demat mode, you are requested to refer to the login method explained at step 1 (A) i.e. Login method for e-voting and joining

virtual meeting for Individual Shareholders holding securities in demat mode.

3. Alternatively Shareholder/Members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.
 4. In terms of SEBI circular dated December 9, 2020 on e-voting facility provided by Listed Companies, Individual Shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and e-mail ID correctly in their demat account in order to access e-voting facility.
- V. 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. September 22, 2021.
- VI. 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 e-voting.
- VII. Mr. Sanjay Dholakia (Membership No. 2655 / Certificate of Practice No. 1798), Proprietor - M/s. Sanjay Dholakia & Associates, Practicing Company Secretaries has been appointed as the Scrutiniser to scrutinise the remote e-voting process and voting conducted during the AGM through e-voting in a fair and transparent manner.
- VIII. The Scrutiniser shall after the conclusion of voting at the AGM, will first count the votes cast at the AGM and thereafter unblock the votes cast through remote e-voting and shall issue within two working days from the conclusion of the AGM, a consolidated scrutiniser's report of the total votes cast in favour or against, if any, to the Chairperson or a person authorised by him/her in writing, who shall countersign the same and declare the result of the voting within permitted time.

Notice (contd.)

- IX. The Results declared along with the report of the Scrutiniser shall be placed on the website of the Company and on the website of NSDL after the declaration of result by the Chairperson or a person authorised by him/her in writing. The Results shall also be forwarded to Stock Exchanges.
19. **Instructions for the Members for e-voting on the day of the AGM are as under:**
- A. The procedure for e-voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
 - B. Only those Members, who will be present in the AGM through VC/OAVM facility and have not cast their vote on the Resolutions through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through e-voting system in the AGM.
 - C. Members who have voted through remote e-voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
 - D. For any grievances connected with the facility for e-voting on the day of the AGM, the contact details shall be same as mentioned for remote e-voting.
20. **Instructions for the Members for attending the AGM through VC/OAVM are as under:**
- A. Member will be provided with a facility to attend the EGM/AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of "VC/OAVM link" placed under "**Join General meeting**" menu against company name. You are requested to click on VC/OAVM link placed under Join General Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush. Further, Members can also use the OTP based login for logging into the e-voting system of NSDL.
- B. Members are encouraged to join the Meeting through Laptop / Desktop for better experience.
 - C. Members will be required to allow camera and use Internet with a good speed to avoid any disturbance during the AGM.
 - D. Please note that Participants connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to fluctuation in their respective network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches.
 - E. Members who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email address, mobile number at investorrelations@futurelifestyle.in. The same will be replied by the Company suitably.
21. **Speaker Registration for the AGM**
- Members who would like to express their views/ask questions during the AGM may register themselves as a speaker by sending their request atleast 7 (Seven) days prior to AGM mentioning their name, demat account number/folio number, e-mail address, mobile number at investorrelations@futurelifestyle.in.
 - Only those Members who have registered themselves as a speaker will be allowed to express their views/ask questions during the meeting.
 - Members will get confirmation on first cum first served basis.
 - Members who are registered as speakers for the event are requested to download and install necessary software as required for attending AGM.
 - Members are requested to speak only when moderator of the meeting/management will announce the name and serial number for speaking.
 - Please note that the Company reserves the right to restrict the number of questions and number of speakers, depending upon availability of time as appropriate for smooth conduct of the AGM.

Notice (contd.)

The Members who do not wish to speak during the AGM but have queries may send their queries in advance 7 (seven) days prior to the AGM mentioning their name, demat account number/folio number, e-mail address, mobile number at investorrelations@futurelifestyle.in. These queries will be replied to by the Company suitably by e-mail.

22. Members are requested to send all communications to our R&T Agents at the following address:

Link Intime India Private Limited
 C-101, Embassy 247, L.B.S. Marg,
 Vikhroli (West), Mumbai - 400 083
 Tel. No.: +91 22 4918 6270;
 Fax No.: +91 22 4918 6060.
 E-mail ID: rnt.helpdesk@linkintime.co.in

23. In compliance with applicable provisions of the Act read with above mentioned MCA Circular(s), SEBI Listing Regulations and SEBI Circulars, the AGM is

being conducted through VC/OAVM. In accordance with the Secretarial Standard-2 on General Meetings issued by ICSI read with clarification/ guidance on applicability of Secretarial Standards-1 & 2 issued by the ICSI, the proceedings of the AGM shall be deemed to be conducted at the Registered Office of the Company which shall be the deemed venue of the AGM. Since AGM will be held through VC/OAVM, the Route Map for the venue of the AGM, is not annexed to the Notice.

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

Place : Mumbai
 Date : September 02, 2021

Sanjay Kumar Mutha
 Company Secretary

Registered Office:
 Future Lifestyle Fashions Limited
 CIN: L52100MH2012PLC231654
 Knowledge House, Shyam Nagar,
 Off. Jogeshwari - Vikhroli Link Road,
 Jogeshwari (East), Mumbai - 400 060

ADDITIONAL INFORMATION RELATING TO THE ORDINARY BUSINESS:

Item No. 2

Mr. C P Toshniwal, Non-executive Director of the Company is liable to retire by rotation and being eligible, offers himself for re-appointment.

Mr. Toshniwal, aged 54 years, is qualified Chartered Accountant and Company Secretary. Mr. Toshniwal started his journey with Future Group in May 1997 and has over 30 years of rich managerial experience. Prior to his association with Future Group, he worked with other corporate houses viz. Donear Synthetics Limited, Orient Vegetexpo Limited and Control Print India Limited. Mr. Toshniwal has strong domain knowledge of the Indian Retail Industry, Information Technology Systems and a proven ability in setting up systems and procedures for Robust Management Accounting. He has rich experience in the field of Corporate and Strategic Planning, Financial Planning & Restructuring, Risk Management System and Process Implementation, Mergers, Amalgamations, Takeover of Business Enterprises, Raising Capital through innovative financial products etc. He was awarded the Best CFO Award-2011 in the Service Sector Category by The Institute of Chartered Accountants of India.

He was also awarded 'CFO100 Roll of Honour' by CFO India for his extraordinary performance as senior finance leader in Retail Industry.

Mr. Toshniwal was first appointed as a Director on the Board of the Company on March 02, 2013.

He is also on the board of other companies in India viz. Future Enterprises Limited, Future Brands Limited, FDRT Consultancy Services Limited (formerly known as Future Digital Payment Systems Limited), Future Supply Chain Solutions Limited, Nufuture Digital (India) Limited, Future 7-India Convenience Limited, Shendra Advisory Services Private Limited, Sprint Advisory Services Private Limited and Sun City Properties Private Limited.

He holds membership/chairpersonship of Committees of the Company and other public companies as under:

Name of the Company	Name of the Committee	Chairperson/Member
Future Lifestyle Fashions Limited	Committee of Directors	Member
	Risk Management Committee	Member
	Share Transfer Committee	Member
	Corporate Social Responsibility Committee	Member

Notice (contd.)

Name of the Company	Name of the Committee	Chairperson/Member
Future Brands Limited	Audit Committee	Member
	Nomination & Remuneration Committee	Member
	Committee of Directors	Member
Future Supply Chain Solutions Limited	Corporate Social Responsibility Committee	Chairman
	Stakeholders Relationship Committee	Chairman
	Committee of Directors	Member
Future Retail Limited	Risk Management Committee	Member
Future Enterprises Limited	Committee of Directors	Member

Mr. Toshniwal had attended seven Board Meetings held during the financial year 2020-21. Mr. Toshniwal would be entitled to sitting fees for attending the meetings of the Board of Directors and Committees thereof. In addition, he would be entitled to commission as may be determined for each year by the Board of Directors within the limits approved by the Members of the Company for the Non-Executive Directors of the Company.

The sitting fees paid to Mr. Toshniwal during the financial year 2020-21 was ₹ 3.50 Lakhs.

Mr. Toshniwal doesn't hold 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. 2 as an Ordinary Resolution for approval by the Members.

Save and except Mr. C P Toshniwal (being an appointee) and his relatives to the extent of their shareholding interest, if any in the Company, none of the Directors, Key Managerial Personnel of the Company and their relatives are concerned or interested, in any way, in the Resolution set out at Item No.2 of this Notice.

STATEMENT PURSUANT TO SECTION 102(2) OF THE COMPANIES ACT, 2013 ("THE ACT")

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

Item No. 3 and 4

The Members of the Company at the Annual General Meeting held on December 29, 2020, based on the recommendation of the Nomination and Remuneration

Committee (NRC) and the Board, had appointed Mr. Vishnuprasad M as the Managing Director of the Company for a period effective from April 30, 2020 till December 19, 2021. Accordingly, the present tenure of Mr. Vishnuprasad M as the Managing Director of the Company would come to an end on December 19, 2021. The Board had also approved the extension of superannuation period of Mr. Vishnuprasad M by an aggregate period of 7(seven) years i.e. upto December 19, 2026.

Mr. Vishnuprasad, aged 59 years, holds MBA in retail management and has over three decades of sales and retail experience. He joined the Future Group in 2001 and set up the Big Bazaar stores in the South, before moving on to head the Company's Retail format "Central" and Fashion Brands. Prior to joining the Future Group, he has worked with Arvind Mills for 13 years.

Mr. Vishnuprasad M has given a declaration that he is not disqualified from being appointed as a Director in terms of section 164 of the Act and has also given a consent to act as a Managing Director of the Company. He also affirmed that he is not related to any Director of the Company and he is not debarred from holding the office of director by virtue of any SEBI order or any other such authority.

He was first appointed as Chief Executive Officer of the Company with effect from November 14, 2019 and subsequently, elevated and appointed as Managing Director of the Company on April 30, 2020. He is also Director on the board of Future Style Lab Limited. He does not hold membership/chairpersonship of Committees of the Company and other public companies. He had attended seven Board meetings of the Company held during the financial year 2020-21.

Mr. Vishnuprasad M does not holds Equity Shares in the Company and is not related to any other Directors and Key Managerial Personnel of the Company. He holds 1,46,000 Vested Stock Options of the Company.

The terms and conditions of the appointment and the proposed remuneration payable to him as the Managing Director of the Company would be as follows:

Remuneration:

Total Remuneration during the tenure shall be in the scale of ₹ 4.08 crore to ₹ 5.50 crore per annum which includes basic salary (in the range of ₹ 8.40 lakh to ₹ 11.50 lakh per month), performance bonus and taxable perquisites and other allowance but excluding perquisites to the extent exempted under the Income-tax Act, 1961.

Notice (contd.)

Other terms of re-appointment:

- a. Perquisites: Subject to overall ceiling as aforesaid, the Managing Director shall have liberty to opt for such other allowances, perquisites and incentive as he deems fit including house rent allowance, medical reimbursement, leave travel concession for self and family, club fees, use of Company cars and such other allowances, benefits, amenities and facilities, etc., as per the Company's Rules or as may be agreed to between the Board of Directors and the Managing Director.
- b. Performance bonus: The amount of performance bonus 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.
- c. The Managing Director will also be a member of the Group Medical / Health insurance and Personal Accident Insurance policies of the Company.
- d. Exempted perquisite: in addition to the perquisites referred above, he will also be eligible to the following perquisites, which shall not be included in the computation of the ceiling on 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;
 - 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.
- e. Subject to the applicable provisions of the Act, perquisites and allowances shall be evaluated as per Income Tax Rules, 1962 wherever applicable, and at cost, in the absence of any such Rule.
- f. Subject to the superintendence, control and direction of the Board of Directors, the Managing Director shall manage and conduct the business and affairs of the Company.
- g. The appointment can be terminated by giving 6(Six) calendar months' notice in writing by either party.

Specific Information as required under Schedule V of the Act:

I. GENERAL INFORMATION:

1. Nature of Industry

The Company is engaged in the business of lifestyle fashion. The Company has reinforced its position as a leading fashion retailer in the Country and has derived its strengths in three integrated areas: fashion brands, fashion retail and 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 Limited (earlier known as Future Consumer Enterprise Limited) were demerged to and vested in the Company on a going concern basis with effect from January 1, 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	For the year ended
	March 31, 2021	March 31, 2020
Paid-up capital	40.35	40.35
Total Turnover	2,210.50	6,050.40
Profit/ (Loss) before tax	(870.75)	(65.53)
Profit/ (Loss) after tax	(871.57)	(73.41)

5. Foreign investment or collaborations, if any

Joint Ventures (JV) with foreign companies:

Sl. No.	Name of JV Company	Name of JV Partner	% holding
1	Clarks Future Footwear Private Limited	C & J Clark International Limited	1.00
2	Celio Future Fashion Private Limited	Celio International SA	Nil

Notice (contd.)

Foreign investments in the Company

Foreign Investors deal in the Equity Shares of the Company, at the stock exchanges under the foreign portfolio investment scheme (FPIS). As on March 31, 2021, total foreign holding under FPIS was 20.15% of the Equity Capital of the Company.

II. INFORMATION ABOUT THE APPOINTEE:

Background details	A brief profile of the appointee is mentioned herein above.
Past Remuneration	During the year under review, Mr. Vishnuprasad M has received remuneration of ₹ 2.09 crore from the Company.
Background details	A brief profile of the appointee is mentioned herein above.
Recognition and Awards	-
Job profile and his Suitability	Subject to the superintendence, control and direction of the Board of Directors, the Managing Director shall manage and conduct the business and affairs of the Company.
Remuneration proposed	As set out herein above
Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any	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)	Fashion Retail industry in India, which is the second largest contributor in the retail industry after food and grocery, is seeing some major shifts. India has the world's largest youth population, which is becoming fashion conscious owing to e-tail and social media penetration. This has opened unprecedented retail market opportunities for the organized retailer, in order to meet the consumer demand and business competition. It is also imperative for any retail company to have highly experienced professionals having specialised knowledge and skills to understand and project the market trend, consumer behavior, consumption pattern and many relevant indicators for better product mix Mr. Vishnuprasad M 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:

- Reasons of loss or inadequate profits: The Company has posted a net loss after tax of ₹ 871.57 crore during the year ended March 31, 2021, due to impact of COVID-19 pandemic and subsequent lockdown to contain the spread of COVID-19.
- Steps taken or proposed to be taken for improvement: The fashion retail business of the Company was significantly affected by temporarily shut down of Company's fashion retail stores, drops in footfalls, de-growth of revenue, lack of disposable income and discretionary spending by the Customer. Your Company continued to assess the downturn in demand, liquidity profile, rightsizing cost and re-calibrate its operations for business continuity and sustainability post Covid-19 and extensively worked towards the re-opening of business and carrying out operation post COVID-19 lockdown as "New Normal" criteria. Various initiatives have been taken towards making the stores 'Consumer Ready' for the New Normal while assuring Health & Safety of the customer and stakeholders. Company experimented with New Sales channels such as store @ door / online push and assured availability of merchandise at the stores.
- Expected increase in productivity and profits in measurable terms: Your Company believes that the business of the Company would be gradually picked up and reach to normal in due course of time.

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.

During the year review, the Lenders (including Banks and secured creditors) and the Company had agreed and implemented One-time Resolution (OTR) Plan to restructure its financial debt, in line with the Resolution Framework issued by Reserve Bank of India. Further, the terms of Non-Convertible Debentures issued by the Company under Series IV ("NCDs") were also restructured, pursuant to the requisite consents obtained from NCDs holders and Debenture Trustee on April 27, 2021.

Hence, there were no default in payment of dues to any bank or public financial institution or non-convertible debenture holders or any other secured creditor, in terms of the restructured terms, as agreed with the Lenders and NCDs holders.

Notice (contd.)

As required under the provisions of the Act, approval of the Members is being sought for appointment of Mr. Vishnuprasad M as the Managing Director of the Company and remuneration payable to him as the Managing Director of the Company.

Your Directors recommend Resolution at Item No. 3 and 4 as a Special Resolutions for approval of the Members.

Save and except Mr. Vishnuprasad M (being an appointee) and his relatives to the extent of their shareholding interest, if any in the Company, none of the Directors, Key Managerial Personnel of the Company and their relatives are concerned or interested, in any way, in the Resolutions set out at Item 3 and 4 of this Notice.

Item No. 5

Based on the recommendation of the Nomination and Remuneration Committee and nomination received from Vistra ITCL (India) Ltd. (the Trustee), the Board vide circular resolution dated May 28, 2021 has appointed Mr. Himanshu Dodeja, as an Additional Director of the Company (being a Nominee Director representing the Trustee) in place of Mr. Luv Parikh, with effect from May 28, 2021. In terms of section 161 of the Companies Act, 2013 (“the Act”), Mr. Dodeja holds office up to the date of the forthcoming Annual General Meeting (AGM) of the Company.

Mr. Dodeja, aged 39 years, is having almost two decades of work experience, he regularly provides strategic advice to Blackstone on some of the largest and most complex, mergers and acquisitions in India, including multiple takeover offers. Mr. Dodeja is currently a Managing Director at Blackstone India. Mr. Dodeja also played a critical role in the acquisition of listed entities such as Mphasis Limited and EPL Limited. in his position as General Counsel of Blackstone, he regularly advises Blackstone portfolio companies on complex governance issues and has had extensive experience dealing with boards of directors, various regulators and government agencies across the country.

Before joining Blackstone, Mr. Dodeja was a partner at Cyril Amarchand Mangaldas in Mumbai, where he focused on private equity, mergers and acquisitions transactions, special situations, and advised many other marquee financial investors.

Mr. Dodeja is also a member of the FICCI Capital Markets Committee and FICCI Committee on Private Equity and has been instrumental in providing policy related inputs to Indian regulators. Mr. Dodeja has won many awards for his deal making ability and is listed as a top category legal professional in the country.

Mr. Dodeja completed his graduate studies in corporate law, from the New York University.

He is also on the board of other company in India viz., Blackstone Advisors India Private Limited.

Except in the Company as under, he does not hold membership/ chairpersonship of committees in other companies in India.

Name of the Company	Name of the Committee	Chairperson/ Member
Future Lifestyle Fashions Limited	Audit Committee	Member
	Nomination and Remuneration Committee	Member

Mr. Dodeja, was first appointed as a Nominee Director (Additional Director) on the Board of the Company with effect from May 28, 2021. He had attended two Board meetings of the Company which were held since his appointment.

Mr. Dodeja would be entitled to sitting fees for attending the Meetings of the Board of Directors and Committees thereof. In addition, he would be entitled to commission as may be determined for each year by the Board of Directors within the limits approved by the Members of the Company for the Non-Executive Directors of the Company.

Mr. Dodeja has voluntarily waived to receive the sitting fees and commission during his tenure as Nominee Director of the Company. 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 Company has received a notice from a Member proposing candidature of Mr. Dodeja for the office of Director of the Company at the AGM. The Company has also received from Mr. Dodeja 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.

Notice (contd.)

He has also confirmed that he was not debarred from holding the office of director by virtue of any SEBI order or any other such authority.

The Board considered that his expertise and enrich experience would be immense beneficial to the Company and therefore recommended the appointment of Mr. Dodeja as a Director on the Board.

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

Save and except Mr. Dodeja (being an appointee) and his relatives to the extent of their shareholding interest, if any in the Company, none of the Directors, Key Managerial Personnel of the Company and their relatives are concerned or interested, in any way, in the Resolution set out at Item No. 5 of this Notice.

Item No. 6

Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company has appointed Ms. Sharada Sunder as an Additional Director and also as an Independent Director of the Company for a term of five consecutive years with effect from June 22, 2021, 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'), Ms. Sunder 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 Ms. Sunder as candidate for the office of Director of the Company at the AGM.

The Company has received from Ms. Sunder 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 an Independent Director of the Company. The Company has also received a declaration from Ms. Sunder that she 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 Ms. Sunder is independent of the management of the Company.

She has also confirmed that she was not debarred from holding the office of director by virtue of any SEBI order or any other such authority.

Ms. Sunder, aged 54 years, is having around three decades of experience in senior leadership roles. She has an expertise in span Business Strategy, Consumer Insight & Engagement, Goal Setting and Execution, Financial Management, Business fortification, Team building & Coaching, Creativity & Innovation and has core competencies in Consumer centricity, Strategic planning Effective collaboration & communication, Corporate governance, Performance analysis, Team management and leadership, Decision making.

At present, she is founder of Saralife Consulting and serving as an Executive Coach & Mentor, Leadership & Management Trainer. She has also worked with Welingkar Institute of Management, Zee Entertainment Enterprises Ltd, Bennett Coleman & Company (The Times Group) & A. F. Ferguson & Co.

She is qualified Chartered Accountant and Certified Corporate Director from Institute of Directors, 2016, Certified Corporate Trainer from Indian Academy of Training and Development, Mumbai, 2018, Certified Independent Director from MCA-Indian Institute of Corporate Affairs, 2020.

She has been awarded and honored by 'Impact's '50 Most Influential Women' in Marketing, Media and Advertising, 2015' and 'Exemplary Women Leadership Achievement Award from World Women leadership Congress, 2016.'

She doesn't hold directorship in any other companies.

She holds membership/chairpersonship of Committees of the Company as under:

Name of the Company	Name of the Committee	Chairperson/ Member
Future Lifestyle Fashions Limited	Audit Committee	Chairperson
	Risk Management Committee	Member

Ms. Sunder, was first appointed as an Additional (Independent) Director of the Company with effect from June 22, 2021. She had attended two Board meetings of the Company which were held since her appointment.

Notice (contd.)

Ms. Sunder would be entitled to sitting fees for attending the Meetings of the Board of Directors and Committees thereof. In addition, she would be entitled to commission as may be determined for each year by the Board of Directors within the limits approved by the Members of the Company for the Non-Executive Directors of the Company.

She does not hold any Shares in the Company and she is not related to any other Directors and Key Managerial Personnel of the Company.

The Board considered that her expertise and enrich experience would be immense beneficial to the Company and therefore recommended the appointment of Ms. Sharada Sunder as an Independent Director on the Board of the Company.

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

Save and except Ms. Sharada Sunder (being an appointee) and her relatives to the extent of their shareholding interest, if any in the Company, none of the Directors, Key Managerial Personnel of the Company and their relatives are concerned or interested, in any way, in the Resolution set out at Item 6 of this Notice.

By order of the Board of Directors
For **Future Lifestyle Fashions Limited**

Place : Mumbai
Date : September 02, 2021

Sanjay Kumar Mutha
Company Secretary

Registered Office:
Future Lifestyle Fashions Limited
CIN: L52100MH2012PLC231654
Knowledge House, Shyam Nagar,
Off. Jogeshwari - Vikhroli Link Road,
Jogeshwari (East), Mumbai - 400 060