

Ref: FLFL/BM/ RESULT/ 2022-23

27 August 2022

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

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

Scrip Code : 536507
Debt – Scrip Code: 957150

Scrip Code : FLFL

Dear Sir/Madam,

Sub: Un-audited Financial Results for the quarter ended on 30 June 2022 and Limited Review Report thereon

Pursuant to Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we enclose herewith the Un-audited Financial Results (Standalone & Consolidated) of the Company for the quarter ended on 30 June 2022 along with the Limited Review Reports thereon issued by M/s. NGS & Co. LLP, the Statutory Auditors of the Company.

The above Un-audited Financial Results (Standalone and Consolidated) have been reviewed by the Audit Committee and approved by the Board of Directors at their respective meetings held today.

The aforesaid Un-audited Financial Results is also available on the Company's website www.futurelifestyle.in

The meeting of the Board of Directors commenced at 10:30 am and concluded at 12:40 pm.

Kindly take the above information on your records

Thanking you,

Yours faithfully,

For **Future Lifestyle Fashions Limited**


Sanjay Kumar Mutha
Company Secretary

Encl: As above

Statement of Unaudited Standalone Financial Results for the Quarter ended June 30, 2022

(₹ in crore, unless otherwise stated)

| Sr. No. | Particulars | Quarter ended | | Year ended | |
|---------|---|-----------------|-------------------|-----------------|-------------------|
| | | 30-06-2022 | 31-03-2022 | 30-06-2021 | 31-03-2022 |
| | | Unaudited | Audited | Unaudited | Audited |
| 1 | Income | | | | |
| | a) Revenue from operations | 266.24 | 586.32 | 264.56 | 2,838.31 |
| | b) Other income | 20.81 | (291.67) | 11.31 | (255.47) |
| | Total income | 287.05 | 294.65 | 275.87 | 2,582.84 |
| 2 | Expenses | | | | |
| | a) Purchases of stock-in-trade | 27.19 | 534.83 | 100.20 | 1,813.54 |
| | b) Changes in inventories of stock-in-trade -Decrease | 144.28 | 240.65 | 78.50 | 478.98 |
| | c) Employee benefits expense | 30.94 | 50.28 | 55.93 | 234.86 |
| | d) Finance Costs | 61.31 | 63.60 | 95.52 | 314.28 |
| | e) Depreciation and amortisation expense | 100.07 | 118.33 | 165.08 | 609.09 |
| | f) Other expenses | 65.66 | 229.32 | 105.57 | 650.89 |
| | Total expenses | 429.45 | 1,237.01 | 600.80 | 4,101.64 |
| 3 | (Loss) before Exceptional Item and Tax | (142.40) | (942.36) | (324.93) | (1,518.80) |
| 4 | Exceptional Items | | (774.02) | - | (774.02) |
| 5 | (Loss) before tax | (142.40) | (1,716.38) | (324.93) | (2,292.82) |
| 6 | Tax expenses | - | 156.09 | - | 156.09 |
| 7 | Net Loss after tax | (142.40) | (1,872.47) | (324.93) | (2,448.91) |
| 8 | Other comprehensive income (net of tax) | 0.15 | (26.74) | 0.29 | (25.81) |
| 9 | Total comprehensive income for the period / year | (142.25) | (1,899.21) | (324.64) | (2,474.72) |
| 10 | Paid Up Equity Share Capital (Face Value ₹ 2 per Share) | 40.35 | 40.35 | 40.35 | 40.35 |
| 11 | Other Equity | | | | (1,784.70) |
| 12 | Earning per share (Face Value ₹ 2 per Share) | | | | |
| | a) Basic in ₹ | (7.06) | (94.12) | (16.09) | (122.65) |
| | b) Diluted in ₹ | (7.06) | (94.12) | (16.09) | (122.65) |
| 13 | Additional disclosure as per Clause 52 (4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 | | | | |
| | Net Worth (Excluding Capital Reserve and DRR) (₹ in Crore) | (2,363.58) | (2,221.34) | (63.26) | (2,221.34) |
| | Debtenture Redemption Reserve (DRR) (₹ in Crore) | 50.00 | 50.00 | 50.00 | 50.00 |
| | Debt Equity Ratio | (0.91) | (0.99) | 4.11 | (0.99) |
| | Debt Service Coverage Ratio | 0.28 | (14.08) | (0.67) | (3.81) |
| | Interest Service Coverage Ratio | 0.31 | (24.13) | (0.67) | (4.36) |
| | Current Ratio | 0.58 | 0.60 | 0.81 | 0.60 |
| | Long term debt to working capital | (0.61) | (0.64) | (2.12) | (0.64) |
| | Bad debts to accounts receivable ratio (%) | 24.54 | 23.96 | 1.60 | 23.96 |
| | Current Liability Ratio (%) | 113.88 | 105.87 | 60.78 | 105.87 |
| | Total debts to total assets ratio (%) | 43.26 | 40.03 | 28.93 | 40.03 |
| | Debtors turnover | 5.94 | 12.91 | 5.64 | 15.41 |
| | Inventory turnover | 0.55 | 2.25 | 0.40 | 1.64 |
| | Operating Margin (%) | (0.69) | (79.95) | (28.59) | (11.98) |
| | Net Profit Margin (%) | (53.43) | (323.92) | (122.82) | (87.19) |

Notes :-

- The above Financial Results were reviewed and recommended by the Audit Committee and approved by the Board of Directors of the Company at its meeting held on August 27, 2022 . A Limited Review of the above results has been carried out by the Statutory Auditors.
- Under the One Time Restructuring (OTR) Plan with the lenders , the Company has debt servicing obligations aggregating to ₹ 422.11 Crores within the next twelve months, comprising of repayment of the principal amount of Long-Term debts amounting to ₹ 277.04 Crores and short-term borrowings of ₹ 145.07 Crores. The Company has incurred loss before tax during the quarter ended June 30, 2022 amounting to ₹ 142.40 Crores primarily owing to lower sales volumes, finance costs and depreciation. The Company's current liabilities exceeded its current assets (including asset held for sale) by ₹ 1180.66 Crores as at March 31, 2022. Also, the Company has defaulted on repayment of principal amount on loans from banks as on June 30, 2022 amounting to ₹ 335.08 Crores . The Lead bank and State Bank of India have classified the accounts of the Company in the system as Non- Performing Assets (NPAs) on May 31, 2022, followed by other banks during the month of June 2022. Since classification as NPA, the Company has already repaid the principal amount of debt amounting to ₹ 76.67 Crores and has also been regular in servicing of interest on all facilities till date.

To address the liquidity crunch and to maintain the sufficient working capital, the Company has adopted several measures including cost optimisation. The Company would be taking necessary steps to further restructure its debts under the proposed resolution plan. Further, the Company has initiated the process for the monetisation of some of the assets, to repay the debts and to manage the working capital requirements as part of the same plan.

The success of the above measures adopted by the Company is dependent on the effective implementation of its operating plans and timely identification of the prospective buyers for monetisation of its assets which is dependent of many internal / external factors. The management is confident that they will be able to arrange sufficient liquidity by way of monetisation of its assets, increase in operations and other strategic initiatives. Accordingly, the financial results are prepared on a going concern basis.

Future Lifestyle Fashions Limited

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CIN: LS2100MH2012PLC231654

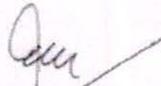


- 3 The Board of Directors of the Company at its meeting held on September 20, 2021 has, inter-alia, approved the Composite Scheme of Arrangement between Future Trendz Limited ("Transferor Company 1"/ "FTL"), Future Specialty Retail Limited ("Transferor Company 2"/ "FSRL") and Future Lifestyle Fashions Limited ("Transferee Company"/ "FLFL") and their respective shareholders ("The Composite Scheme of Arrangement"/ Scheme"), pursuant to Sections 230 to 232 and other relevant provisions of the Companies Act, 2013. The Company has submitted draft Scheme with BSE Limited and National Stock Exchange of India Limited for obtaining Observation letter on the draft Scheme. The Company is awaiting Observation letter from Stock Exchanges, to further proceed with the filing of the Scheme with National Company Law Tribunal.
- 4 The Code for Social Security 2020 (the 'Code') as promulgated by the Government of India, which was received assent from the President in September 2020, would replace various existing key labour laws. However, there is no notification for effective date of the Code becoming operative. The Company will assess the various applicable provisions of the Code and ensure compliance of the same as and when the Code becomes effective and the rules thereon are notified.
- 5 The Secured Listed Non-Convertible Debentures (NCDs) issued by the Company are secured by the way of First Pari-Passu charge on entire Fixed Assets of the Company. The security cover in respect of the NCDs as on June 30, 2022 is 2.16 times of the principal and interest thereon of the said NCDs. Fixed Assets include Asset held for sale while computing ratio.
- 6 Figures for the corresponding previous period / year have been regrouped / reclassified wherever necessary. Figures for the quarter ended March 31, 2022 are the balancing figures between audited figures in respect of the full financial years ended on those dates and the published reviewed year-to-date figures upto the third quarter of the respective financial year.
- 7 The Company has only one business segment i.e. "Fashion". There are no separate reportable segment as per IND AS 108 - Operating Segments.
- 8 Formulae for computation of ratios are as follows :-

| Ratios | Formulae |
|--|--|
| Debt Equity Ratio (no. of times) | (Long term borrowings + Current maturities of Long term borrowings + Short term borrowings) / Equity (Equity includes total shareholder's funds) |
| Debt Service Coverage Ratio (no. of times) | (Earnings before interest, tax and depreciation & amortisation expenses) / (Interest expenses + Repayment of long term borrowings during the period) |
| Interest Service Coverage Ratio (no. of times) | (Earnings before interest, tax and depreciation & amortisation expenses) / interest expenses |
| Current Ratio (no. of times) | Current assets (excluding Assets held for sale) / Current liabilities |
| Long term debt to working capital (no. of times) | (Long term borrowings + Current maturities of Long term borrowings) / Current Assets Less Current Liabilities (Excluding Current Maturities of Non-Current Borrowings) |
| Bad debts to accounts receivable ratio (%) | Provision for doubtful debts / Trade receivables |
| Current Liability Ratio (%) | Total Current liabilities / Total liabilities |
| Total debts to total assets ratio (%) | (Long term borrowings + Current maturities of Long term borrowings + Short term borrowings) / Total assets |
| Debtors turnover (no. of times) | Revenue from operations / Average trade receivables (Ratios for the quarter / nine months have been annualised) |
| Inventory turnover (no. of times) | Cost of Goods sold / Average Inventory of Finished Goods (Ratios for the quarter / nine months have been annualised) |
| Operating Margin (%) | Profit before depreciation, interest, tax, exceptional items less other income / Revenue from operations |
| Net Profit Margin (%) | Profit after tax / Revenue from operations |

Date :- August 27, 2022




Vishnu Prasad M
Managing Director

Independent Auditor's Review Report on Standalone Unaudited Quarterly Financial Results of the Company pursuant to the Regulation 33 and Regulation 52 read with Regulation 63 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (as amended).

**Review Report to
The Board of Directors
Future Lifestyle Fashions Limited**

1. We have reviewed the accompanying statement of unaudited standalone financial results of Future Lifestyle Fashions Limited (the "Company") for the quarter ended June 30, 2022 (the "Statement") attached herewith, being submitted by the Company pursuant to the requirements of Regulation 33 and Regulation 52 read with Regulation 63 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended) ('SEBI Regulations'), including relevant circulars issued by the SEBI from time to time. ((the regulation') as amended (the "Listing Regulations").
2. The statement, which is the responsibility of the Company's management and approved by the Company's Board of Directors, has been prepared in accordance with the recognition and measurement principles laid down in Indian Accounting Standard 34, "Interim Financial Reporting" ("Ind AS 34") prescribed under Section 133 of the Companies Act, 2013 ('the Act'), as amended, read with relevant rules issued thereunder and other accounting principles generally accepted in India and is in compliance with the presentation and disclosure requirements of Regulation 33 and Regulation 52, read with Regulation 63 of the SEBI Regulations, including relevant circulars issued by the SEBI from time to time. Our responsibility is to express a conclusion on the Statement based on our review.
3. We conducted our review of the Statement in accordance with the Standard on Review Engagements (SRE) 2410, "Review of Interim Financial Information Performed by the Independent Auditor of the Entity" issued by the Institute of Chartered Accountants of India. A review of interim financial information consists of making inquiries, primarily of persons responsible for financial and accounting matters, and applying analytical and other review procedures. A review is substantially less in scope than an audit conducted in accordance with the Standards on Auditing specified under Section 143(10) of the Act, and consequently, does not enable us to obtain assurance that we would become aware of all significant matters that might be identified in an audit. Accordingly, we do not express an audit opinion.
4. **Emphasis of Matter**

We draw attention to Note 2 of the Statement which indicates the existence of material uncertainty on going concern as regards the Company's ability to meet its debt obligations. The appropriateness of going concern assumption is dependent upon Company's ability to arrange sufficient liquidity by monetization of its assets, increase in operations and other strategic initiatives to meet its obligations. Our conclusion is not modified in respect of this matter.



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Independent Auditor's Review Report on Standalone Unaudited Quarterly Financial Results of the Company pursuant to the Regulation 33 and Regulation 52 read with Regulation 63 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (as amended).

5. Based on our review conducted as above, nothing has come to our attention that causes us to believe that the accompanying statement, prepared in accordance with the recognition and measurement principles laid down in Ind AS 34, the applicable Indian Accounting Standards ("Ind AS") specified under Section 133 of the Companies Act, 2013 and other accounting principles generally accepted in India, has not disclosed the information required to be disclosed in accordance with the requirements of Regulation 33 and Regulation 52, read with Regulation 63 of the SEBI Regulations, including the manner in which it is to be disclosed, or that it contains any material misstatement.

For NGS & Co. LLP
Chartered Accountants
Firm Registration No: 119850W

Ashok A. Trivedi
Partner
Membership No.042472
Mumbai
August 27, 2022
UDIN: 22042472AQASZN5350



Statement of Unaudited Consolidated Financial Results for the Quarter ended June 30, 2022

(₹ in crore, unless otherwise stated)

| Sr. No. | Particulars | Quarter ended | | | Year Ended |
|---------|---|-----------------|-------------------|-----------------|-------------------|
| | | 30-06-2022 | 31-03-2022 | 30-06-2021 | 31-03-2022 |
| | | Unaudited | Audited | Unaudited | Audited |
| 1 | Income | | | | |
| | a) Revenue from operations | 272.88 | 607.42 | 297.99 | 2,993.93 |
| | b) Other income | 27.87 | (291.61) | 11.18 | (255.79) |
| | Total Income | 300.75 | 315.81 | 309.17 | 2,738.14 |
| 2 | Expenses | | | | |
| | a) Purchases of stock-in-trade | 31.21 | 585.76 | 129.07 | 1,948.39 |
| | b) Changes in inventories of stock-in-trade -(Increase)/Decrease | 147.15 | 204.62 | 75.64 | 461.23 |
| | c) Employee benefits expense | 30.93 | 50.28 | 61.96 | 246.00 |
| | d) Finance Costs | 61.45 | 64.40 | 99.12 | 321.55 |
| | e) Depreciation and amortisation expense | 100.33 | 118.99 | 167.33 | 613.43 |
| | f) Other expenses | 65.49 | 414.30 | 122.95 | 913.03 |
| | Total expenses | 436.56 | 1,438.35 | 656.07 | 4,503.63 |
| 3 | Loss Before Exceptional Items | (135.81) | (1,122.54) | (346.90) | (1,765.49) |
| | Exceptional Item | - | (667.75) | - | (674.90) |
| 4 | Loss before Non-controlling interest/Share in Net Loss of Associates and Joint Ventures | (135.81) | (1,790.29) | (346.90) | (2,440.39) |
| | Share in Net Loss of Associates and Joint Ventures | (0.15) | (0.32) | (6.99) | (35.54) |
| 5 | Loss before tax | (135.96) | (1,790.61) | (353.89) | (2,475.93) |
| 6 | Tax expenses | - | 89.30 | (5.81) | 72.97 |
| 7 | Net Loss after tax | (135.96) | (1,879.91) | (348.08) | (2,548.90) |
| 8 | Other comprehensive income (net of tax) | 0.15 | (26.74) | 0.29 | (25.81) |
| 9 | Total comprehensive income for the period / year | (135.81) | (1,906.65) | (347.79) | (2,574.71) |
| 10 | Loss for the period Attributable to: | | | | |
| | Owners of the Group | (135.96) | (1,879.91) | (348.08) | (2,548.90) |
| | Non-controlling interests | - | - | - | - |
| 11 | Total Comprehensive Income for the period Attributable to: | | | | |
| | Owners of the Group | (135.81) | (1,906.65) | (347.79) | (2,574.71) |
| | Non-controlling interests | - | - | - | - |
| 12 | Paid Up Equity Share Capital (Face Value ₹ 2 per Share) | 40.35 | 40.35 | 40.35 | 40.35 |
| 13 | Other Equity | - | - | - | (1,921.55) |
| 14 | Earning per share (Face Value ₹ 2 per Share) | | | | |
| | a) Basic in ₹ | (6.72) | (94.49) | (17.24) | (127.60) |
| | b) Diluted in ₹ | (6.72) | (94.49) | (17.24) | (127.60) |
| 15 | Additional disclosure as per Clause 52 (4) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 : | | | | |
| | Net Worth (Excluding Capital Reserve and DRR) (₹ in Crore) | (2,495.49) | (2,358.18) | (123.27) | (2,358.18) |
| | Debt Redemption Reserve (DRR) (₹ in Crore) | 50.00 | 50.00 | 50.00 | 50.00 |
| | Debt Equity Ratio | (0.85) | (0.92) | 4.92 | (0.92) |
| | Debt Service Coverage Ratio | 0.38 | (14.64) | (0.81) | (4.10) |
| | Interest Service Coverage Ratio | 0.42 | (24.95) | (0.81) | (4.68) |
| | Current Ratio | 0.57 | 0.59 | 0.84 | 0.59 |
| | Long term debt to working capital | (0.56) | (0.59) | (2.41) | (0.59) |
| | Bad debts to accounts receivable ratio (%) | 154.59 | 145.20 | 9.07 | 145.20 |
| | Current Liability Ratio (%) | 116.62 | 108.74 | 62.70 | 108.74 |
| | Total debts to total assets ratio (%) | 41.78 | 38.72 | 28.84 | 38.72 |
| | Debtors turnover | 5.61 | 11.43 | 3.05 | 14.20 |
| | Inventory turnover | 0.54 | 2.12 | 0.44 | 1.63 |
| | Operating Margin (%) | (0.69) | (216.53) | (30.75) | (41.74) |
| | Net Profit Margin (%) | (49.77) | (294.73) | (116.42) | (81.51) |

Notes :-

- The above Financial Results were reviewed and recommended by the Audit Committee and approved by the Board of Directors of the Company at its meeting held on August 27, 2022 . A Limited Review of the above results has been carried out by the Statutory Auditors.



- Under the One Time Restructuring (OTR) Plan with the lenders, the Company has debt servicing obligations aggregating to ₹ 422.11 Crores within the next twelve months, comprising of repayment of the principal amount of Long-Term debts amounting to ₹ 277.04 Crores and short-term borrowings of ₹ 145.07 Crores. The Company has incurred loss before tax during the quarter ended June 30, 2022 amounting to ₹ 142.40 Crores primarily owing to lower sales volumes, finance costs and depreciation. The Company's current liabilities exceeded its current assets (including asset held for sale) by ₹ 1180.66 Crores as at March 31, 2022. Also, the Company has defaulted on repayment of principal amount on loans from banks as on June 30, 2022 amounting to ₹ 335.08 Crores. The Lead bank and State Bank of India have classified the accounts of the Company in the system as Non- Performing Assets (NPAs) on May 31, 2022, followed by other banks during the month of June 2022. Since classification as NPA, the Company has already repaid the principal amount of debt amounting to ₹ 76.67 Crores and has also been regular in servicing of interest on all facilities till date.
To address the liquidity crunch and to maintain the sufficient working capital, the Company has adopted several measures including cost optimisation. The Company would be taking necessary steps to further restructure its debts under the proposed resolution plan. Further, the Company has initiated the process for the monetisation of some of the assets, to repay the debts and to manage the working capital requirements as part of the same plan.
The success of the above measures adopted by the Company is dependent on the effective implementation of its operating plans and timely identification of the prospective buyers for monetisation of its assets which is dependent of many internal / external factors. The management is confident that they will be able to arrange sufficient liquidity by way of monetisation of its assets, increase in operations and other strategic initiatives. Accordingly, the financial results are prepared on a going concern basis.
- The Board of Directors of the Company at its meeting held on September 20, 2021 has, inter-alia, approved the Composite Scheme of Arrangement between Future Trendz Limited ("Transferor Company 1"/ "FTL"), Future Specialty Retail Limited ("Transferor Company 2"/ "FSRL") and Future Lifestyle Fashions Limited ("Transferee Company" /"FLFL") and their respective shareholders ("The Composite Scheme of Arrangement"/ Scheme"), pursuant to Sections 230 to 232 and other relevant provisions of the Companies Act, 2013. The Company has submitted draft Scheme with BSE Limited and National Stock Exchange of India Limited for obtaining Observation letter on the draft Scheme. The Company is awaiting Observation letter from Stock Exchanges, to further proceed with the filing of the Scheme with National Company Law Tribunal.
- The Code for Social Security 2020 (the 'Code') as promulgated by the Government of India, which was received assent from the President in September 2020, would replace various existing key labour laws. However, there is no notification for effective date of the Code becoming operative. The Company will assess the various applicable provisions of the Code and ensure compliance of the same as and when the Code becomes effective and the rules thereon are notified.
- The Secured Listed Non-Convertible Debentures (NCDs) issued by the Company are secured by the way of First Pari-Passu charge on entire Fixed Assets of the Company. The security cover in respect of the NCDs as on June 30, 2022 is 2.16 times of the principal and interest thereon of the said NCDs. Fixed Assets include Asset held for sale while computing ratio.
- Figures for the corresponding previous period / year have been regrouped / reclassified wherever necessary. Figures for the quarter ended March 31, 2022 are the balancing figures between audited figures in respect of the full financial years ended on those dates and the published reviewed year-to-date figures upto the third quarter of the respective financial year.
- Formulae for computation of ratios are as follows :-

| Ratios | Formulae |
|--|--|
| Debt Equity Ratio (no. of times) | (Long term borrowings + Current maturities of Long term borrowings + Short term borrowings) / Equity (Equity includes total shareholder's funds) |
| Debt Service Coverage Ratio (no. of times) | (Earnings before interest, tax and depreciation & amortisation expenses) / (Interest expenses + Repayment of long term borrowings during the period) |
| Interest Service Coverage Ratio (no. of times) | (Earnings before interest, tax and depreciation & amortisation expenses) / interest expenses |
| Current Ratio (no. of times) | Current assets (excluding Assets held for sale) / Current liabilities |
| Long term debt to working capital (no. of times) | (Long term borrowings + Current maturities of Long term borrowings) / Current Assets Less Current Liabilities (Excluding Current Maturities of Non-Current Borrowings) |
| Bad debts to accounts receivable ratio (%) | Provision for doubtful debts / Trade receivables |
| Current Liability Ratio (%) | Current liabilities / Total liabilities |
| Total debts to total assets ratio (%) | (Long term borrowings + Current maturities of Long term borrowings + Short term borrowings) / Total assets |
| Debtors turnover (no. of times) | Revenue from operations / Average trade receivables (Ratios for the quarter / nine months have been annualised) |
| Inventory turnover (no. of times) | Cost of Goods sold / Average Inventory of Finished Goods (Ratios for the quarter / nine months have been annualised) |
| Operating Margin (%) | Profit before depreciation, interest, tax, exceptional items less other income / Revenue from operations |
| Net Profit Margin (%) | Profit after tax and before exceptional items and share in Net loss of Associate and Joint Ventures / Revenue from operations |



Vishnuprasad M
Managing Director

Date :- August 27, 2022

Independent Auditor's Review Report on the Quarterly Unaudited Consolidated Financial Results of the Company pursuant to Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) regulations, 2015, as amended

**Review Report to
The Board of Directors
Future Lifestyle Fashions Limited**

1. We have reviewed the accompanying Statement of unaudited Consolidated Financial Results of Future Lifestyle Fashions Limited ("the Parent") and its subsidiaries, jointly controlled entities and associate (the parent, its subsidiaries, jointly controlled entities, and associate together referred to as 'the Group'), for the quarter ended June 30, 2022 (the "Statement") attached herewith, being submitted by the Parent pursuant to the requirements of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended ('the Regulation') including relevant circulars issued by the SEBI from time to time. Attention is drawn to the fact that the consolidated figures for the corresponding quarter ended June 30, 2022 and quarter ended March 31, 2022 as reported in these unaudited consolidated financial results have been approved by the Parent's Board of Directors, but have not been subjected to review.
2. This statement, which is the responsibility of the Parent's Management and approved by the Parent's Board of Directors, has been prepared in accordance with the recognition and measurement principles laid down in Indian Accounting standard 34, ("Ind AS 34") "Interim Financial Reporting" prescribed under Section 133 of the Companies Act, 2013 ('the Act') as amended, read with relevant rules issued thereunder and other accounting principles generally accepted in India and is in compliance with the presentation and disclosure requirements of Regulation 33 of the SEBI Regulations, including relevant circulars issued by the SEBI from time to time. Our responsibility is to express a conclusion on the Statement based on our review.
3. We conducted our review of the Statement in accordance with the Standard on Review Engagements (SRE) 2410, "Review of Interim Financial Information Performed by the Independent Auditor of the Entity" issued by the Institute of Chartered Accountants of India. A review of interim financial information consists of making inquiries, primarily of persons responsible for financial and accounting matters, and applying analytical and other review procedures. A review is substantially less in scope than an audit conducted in accordance with Standards on Auditing specified under Section 143(10) of the Act, and consequently does not enable us to obtain assurance that we would become aware of all significant matters that might be identified in an audit. Accordingly, we do not express an audit opinion.

We also performed procedures in accordance with the Circular CIR/CFD/CMD1/44/2019 dated 29 March 2019 issued by the Securities and Exchange Board of India under Regulation 33(8) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended, to the extent applicable.



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Independent Auditor's Review Report on the Quarterly Unaudited Consolidated Financial Results of the Company pursuant to Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) regulations, 2015, as amended

4. The Statement includes the results of the following entities:

Parent Company:

- i. Future Lifestyle Fashions Limited

Subsidiaries:

- i. Future Speciality Retail limited (through Future Trendz Limited)
- ii. FLFL Athleisure Limited (Up to May 02, 2022)

Jointly Controlled Entities:

- i. FLFL Lifestyle Brands Limited
- ii. FLFL Travel Retail West Private Limited
- iii. FLFL Travel Retail Bhubaneshwar Private Limited
- iv. FLFL Travel Retail Guwahati Private Limited
- v. FLFL Travel Retail Lucknow Private Limited
- vi. Clarks Future Footwear Private Limited
- vii. Holii Accessories Limited (formerly known as Holii Accessories Private limited)

5. **Emphasis of Matter**

We draw attention to Note 2 of the Statement which indicates the existence of material uncertainty on going concern as regards the Company's ability to meet its debt obligations. The appropriateness of going concern assumption is dependent upon Company's ability to arrange sufficient liquidity by monetization of its assets, increase in operations and other strategic initiatives to meet its obligations. Our conclusion is not modified in respect of this matter.

6. The accompanying Statement includes the unaudited financial results/statements and other financial information in respect of one subsidiary, whose financial information reflects total revenue of Rs. 1.57, total net loss after tax of Rs 0.11 Crore for the quarter ended June 30, 2022, as considered in the statement which has been approved and furnished by the management. Our Conclusion on the statement is not modified in respect of the above matter.

The accompanying Statement includes the unaudited financial results/statements and other financial information in respect of one subsidiary, whose financial information reflects total revenue of Rs. 5.07, total net loss after tax of Rs 0.90 Crore for the quarter ended June 30, 2022, as considered in the statement which has not been audited by any auditor. Our Conclusion on the statement is not modified in respect of the above matter.

our opinion and conclusion on the statement in so far as it relates to the amounts and disclosures included in respect of these subsidiaries, are based solely on such unaudited financial results. In our opinion and according to the information and explanations given to us



Independent Auditor's Review Report on the Quarterly Unaudited Consolidated Financial Results of the Company pursuant to Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) regulations, 2015, as amended

by the management, these financial results are not material to the group. Our conclusion on the Statement is not modified in respect of the above matter.

7. The Statement includes interim financial result and other financial information of five jointly controlled entities which reflects group's share of net loss after tax of Rs.0.01 Crores for the quarter ended June 30, 2022. The aforesaid unaudited interim financial results and other unaudited financial information have been approved and furnished to us by the Management. According to the information and explanations given to us by the Management, these interim financial results are not material to the Group. Our conclusion on the Statement is not modified in respect of the above matter.

The Statement includes interim financial result and other financial information of two jointly controlled entities which reflects group's share of net loss after tax of Rs.0.90 Crores for the quarter ended June 30, 2022. which have not been reviewed by their respective auditors. The aforesaid unaudited interim financial results and other unaudited financial information has been approved and furnished to us by the Management. According to the information and explanations given to us by the Management, these interim financial results are not material to the Group. Our conclusion on the Statement is not modified in respect of the above matter.

8. Based on our review conducted and procedures performed as stated in paragraph 3 above and based on the consideration referred to in paragraph 6 above, nothing has come to our attention that causes us to believe that the accompanying Statement, prepared in accordance with recognition and measurement principles laid down in Ind AS 34, in the aforesaid Indian Accounting Standard specified under Section 133 of the Companies Act, 2013, as amended, read with relevant rules issued thereunder and other accounting principles generally accepted in India, has not disclosed the information required to be disclosed in accordance with the requirements of Regulation 33 of the SEBI Regulations, including the manner in which it is to be disclosed, or that it contains any material misstatement.

For NGS & Co. LLP
Chartered Accountants
Firm Registration No: 119850W



Ashok A. Trivedi
Partner
Membership No.042472
Mumbai

August 27, 2022
UDIN: 22042472AQATDN1439

