

Ref: FLFL/BM/ RESULT Q3/ 2021-22

11 February 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 and nine months ended on 31 December 2021 and Limited Review Report thereon

Pursuant to Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we enclose herewith the following:

1. Standalone Un-audited Financial Results of the Company for the quarter and nine months ended on 31 December 2021;
2. Consolidated Un-audited Financial Results of the Company for the quarter and nine months ended on 31 December 2021;

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

3. Limited Review Report on the above Financial Results duly issued by M/s. NGS & Co. LLP, the Statutory Auditors of the Company.

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 11:00 am and concluded at 2:00 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 and Nine months ended December 31, 2021

₹ in crore, unless otherwise stated)

| Sr. No. | Particulars | Quarter ended | | | Nine months ended | | Year ended |
|---------|---------------------------------------------------------|-----------------|-----------------|-----------------|-------------------|-----------------|-----------------|
| | | 31-12-2021 | 30-09-2021 | 31-12-2020 | 31-12-2021 | 31-12-2020 | 31-03-2021 |
| | | Unaudited | Unaudited | Unaudited | Unaudited | Unaudited | Audited |
| 1 | Income | | | | | | |
| | a) Revenue from operations | 1,194.31 | 793.12 | 916.90 | 2,251.99 | 1,384.51 | 2,160.51 |
| | b) Other income | 15.06 | 9.84 | 13.30 | 36.20 | 38.55 | 49.99 |
| | Total income | 1,209.37 | 802.96 | 930.20 | 2,288.19 | 1,423.06 | 2,210.50 |
| 2 | Expenses | | | | | | |
| | a) Purchases of stock-in-trade | 791.87 | 386.63 | 378.01 | 1,278.71 | 454.08 | 1,007.76 |
| | b) Changes in inventories of stock-in-trade -Decrease | 12.62 | 147.21 | 293.87 | 238.34 | 542.89 | 524.05 |
| | c) Employee benefits expense | 73.39 | 55.26 | 49.03 | 184.58 | 132.33 | 173.14 |
| | d) Finance Costs | 80.66 | 74.50 | 86.85 | 250.69 | 252.86 | 338.62 |
| | e) Depreciation and amortisation expense | 160.61 | 165.07 | 139.48 | 490.76 | 441.00 | 581.88 |
| | f) Other expenses | 178.02 | 137.99 | 139.52 | 421.58 | 335.08 | 455.80 |
| | Total expenses | 1,297.17 | 966.66 | 1,086.76 | 2,864.66 | 2,158.24 | 3,081.25 |
| 3 | Profit/(Loss) before tax | (87.80) | (163.70) | (156.56) | (576.47) | (735.18) | (870.75) |
| 4 | Tax expenses | - | - | 0.31 | - | 0.66 | 0.82 |
| 5 | Net Profit / (Loss) after tax | (87.80) | (163.70) | (156.87) | (576.47) | (735.84) | (871.57) |
| 6 | Other comprehensive income (net of tax) | 0.36 | 0.28 | 0.27 | 0.93 | 0.82 | (0.64) |
| 7 | Total comprehensive income for the period / year | (87.44) | (163.42) | (156.60) | (575.54) | (735.02) | (872.21) |
| 8 | Paid Up Equity Share Capital (Face Value ₹ 2 per Share) | 40.35 | 40.35 | 40.35 | 40.35 | 40.35 | 40.35 |
| 9 | Other Equity | | | | | | 697.78 |
| 10 | Earning per share (Face Value ₹ 2 per Share) | | | | | | |
| | a) Basic in ₹ | (4.33) | (8.10) | (7.76) | (28.52) | (36.43) | (43.23) |
| | b) Diluted in ₹ | (4.33) | (8.10) | (7.76) | (28.52) | (36.43) | (43.23) |

Notes :-

- 1 Additional disclosure as per Clause 52 (4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 :

| Particulars | Quarter Ended | | Nine months ended |
|------------------------------------------------------------|---------------|------------|-------------------|
| | 31-12-2021 | 30-09-2021 | 31-12-2021 |
| Net Worth (Excluding Capital Reserve and DRR) (₹ in Crore) | (317.30) | (229.07) | (317.30) |
| Debenture Redemption Reserve (DRR) (₹ in Crore) | 50.00 | 50.00 | 50.00 |
| Debt Equity Ratio | 10.99 | 6.98 | 10.99 |
| Debt Service Coverage Ratio | 1.69 | 1.02 | 0.63 |
| Interest Service Coverage Ratio | 1.90 | 1.02 | 0.66 |
| Current Ratio | 0.74 | 0.75 | 0.74 |
| Long term debt to working capital | (2.03) | (1.93) | (2.03) |
| Bad debts to accounts receivable ratio (%) | 1.26 | 1.47 | 1.26 |
| Current Liability Ratio (%) | 69.42 | 65.57 | 69.42 |
| Total debts to total assets ratio (%) | 31.98 | 30.70 | 31.98 |
| Debtors turnover | 18.90 | 14.63 | 11.92 |
| Inventory turnover | 1.95 | 1.28 | 0.14 |
| Operating Margin (%) | 11.59 | 8.33 | 5.72 |
| Net Profit Margin (%) | (7.32) | (20.60) | (25.56) |

- 2 The above Financial Results were reviewed and recommended by the Audit Committee and were thereafter approved by the Board of Directors of the Company at its meeting held on February 11, 2022. A limited review of the above results has been carried out by the Statutory Auditors.
- 3 The Company has considered the impact of Covid-19 in the financial results for the quarter and nine month ended December 31, 2021 and the Company believes that the pandemic will not impact the recoverability of the carrying value of the assets. However as the situation is continuously evolving, the eventual impact may be different than estimate made as of the date of approval of these Results.
- 4 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" / "FLF") 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 no objection letter, to further proceed with the filing of the Scheme with National Company Law Tribunal.
- 5 The Board of Directors of the Company at its meeting held on August 29, 2020 approved the Composite Scheme of Arrangement ("Scheme") which involves: (i) merger of Future Lifestyle Fashions Limited ("Company") and other 18 Transferor Companies with Future Enterprises Limited ("FEL") (ii) Transfer and vesting of the Logistics & Warehousing Undertaking from FEL as a going concern on a slump sale basis to Reliance Retail Ventures Limited ("RRVL"); (iii) Transfer and vesting of Retail & Wholesale Undertaking from FEL as a going concern on a slump sale basis to Reliance Retail and Fashion Lifestyle Limited, a wholly owned subsidiary of RRVL ("RRVL WOS") and (iv) Preferential allotment of equity shares and warrants of FEL to RRVL WOS, pursuant to section 230 to 232 and other relevant provisions of the Companies Act, 2013. The combination contemplated under the Scheme has been approved by Competition Commission of India ("CCI") on November 20, 2020. Stock Exchanges have issued Observation Letters without any adverse observation on January 20, 2021. Subsequent to this, application was filed with the National Company Law Tribunal – Mumbai on January 26, 2021.

Future Lifestyle Fashions Limited

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

P+91 22 4055 2200, F+ 91 22 4055 2201, www.futurelifestyle.in

CIN: L52100MH2012PLC231654



Amazon.com Investment Holdings LLC ("Amazon") initiated arbitration against Future Retail Limited ("FRL") being a party to the Scheme, and its promoters on October 5, 2020 before Singapore International Arbitration Centre ("SIAC"). Emergency Arbitrator of SIAC passed an interim award on October 25, 2020 ("EA Order") inter alia restraining the Respondents therein i.e. Future Coupons Pvt Ltd. ("FCPL"), FRL and Promoters from taking any steps in furtherance of the resolution passed by FRL on August 29, 2020.

In parallel proceedings filed by FCPL before the CCI alleging misrepresentation by Amazon, the CCI on December 17, 2021 passed an order inter alia, keeping in abeyance the approval granted by it to Amazon for its investment in FCPL ("CCI Order").

Considering the legal effect and implication of the CCI Order on the arbitration proceedings, FRL filed an application for termination of the arbitration proceedings under the Arbitration Act which was not decided or heard by the Tribunal. Hence, FRL filed a Writ Petition before the Single Judge of the Delhi High Court, which was dismissed. Being aggrieved, FRL filed an appeal before the Division Bench of the Delhi High Court which stayed the arbitration proceedings.

On February 1, 2022, the Supreme Court of India pronounced its judgement on various SLPs inter alia:

a. Setting aside the orders dated February 2, 2021 and March 18, 2021, passed by the learned Single Judge of Delhi High Court in the Enforcement Petition filed by Amazon for enforcement of EA Order; and

b. Setting aside the order dated October 29, 2021 passed by the Delhi High Court; and

directed the Single Judge of the Delhi High Court to reconsider all issues and pass appropriate orders on its own merits.

6 Figures of the previous period(s) have been regrouped / reclassified wherever necessary.

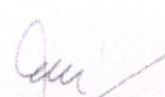
7 The NCDs are secured by the way of First Pari-Passu charge on entire fixed assets of the Company. Fixed Asset cover available to discharge the principal amount of NCDs, as on December 31, 2021 is 2.08 x.

8 The Company has only one business segment i.e. "Fashion". There are no separate reportable segment as per IND AS 108 - Operating Segments.

9 Formulae for computation of ratios are as follows :-

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

Place :- Mumbai
Date :- February 11, 2022


Vishnuprasad M
Managing Director



Independent Auditor's Review Report on the Quarterly Unaudited Standalone Financial Results of the Company pursuant to the 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 unaudited financial results of Future Lifestyle Fashions Limited (the "Company") for the quarter and nine months ended December 31, 2021, which are included in the accompanying 'Statement of Unaudited Standalone Financial Results for the quarter and nine months ended December 31, 2021' together with notes thereon (the "Standalone Financial Results"). The Standalone Financial Results has been prepared by the Company pursuant to Regulation 33 and Regulation 52 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended.
2. The preparation of the Statement in accordance with the recognition and measurement principles laid down in India Accounting Standard 34, ("Ind AS 34") "Interim Financial Reporting" prescribed under Section 133 of the Companies Act, 2013, as amended, read with relevant rules issued thereunder and other accounting principles generally accepted in India, read with the Circular is the responsibility of the Company's management and has been approved by the Board of Directors of the Company. Our responsibility is to express a conclusion on the Standalone Financial Results 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. This standard requires that we plan and perform the review to obtain moderate assurance as to whether the Statement is free of material misstatement. A review is limited primarily to inquiries of company personnel and analytical procedures applied to financial data and thus provides less assurance than an audit. We have not performed an audit and accordingly, we do not express an audit opinion.



4. Based on our review conducted as above, nothing has come to our attention that causes us to believe that the Standalone Financial Results has not been prepared in all material respects in accordance with the recognition and measurement principles laid down in the aforesaid Indian Accounting Standard and other accounting principles generally accepted in India and has not disclosed the information required to be disclosed in terms of Regulation 33 and Regulation 52 of the Listing Regulations, 2015 including the manner in which it is to be disclosed, or that it contains any material misstatement.
5. We draw attention to Note 3 of the Statement which describes management's assessment of the impact of the COVID 19 pandemic on the Group's operations and carrying value of assets as at December 31,2021.

Our opinion is not modified in respect of this matter.

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



Ashok A. Trivedi
Partner
Membership No.042472
Mumbai
February 11, 2022
UDIN: 22042472ABIQYP9222



Statement of Unaudited Consolidated Financial Results for the Quarter and Nine months ended December 31, 2021

(₹ in crore, unless otherwise stated)

| Sr. No. | Particulars | Quarter ended | | | Nine months ended | | Year Ended |
|-----------|-----------------------------------------------------------------------------------------------------------|-----------------|-----------------|-----------------|-------------------|-----------------|-----------------|
| | | 31-12-2021 | 30-09-2021 | 31-12-2020 | 31-12-2021 | 31-12-2020 | 31-03-2021 |
| | | Unaudited | Unaudited | Unaudited | Unaudited | Unaudited | Audited |
| 1 | Income | | | | | | |
| | a) Revenue from operations | 1,255.38 | 833.14 | 950.09 | 2,386.51 | 1,445.10 | 2,276.72 |
| | b) Other income | 14.92 | 9.72 | 13.18 | 35.83 | 38.54 | 50.36 |
| | Total income | 1,270.30 | 842.86 | 963.27 | 2,422.34 | 1,483.64 | 2,327.08 |
| 2 | Expenses | | | | | | |
| | a) Purchases of stock-in-trade | 835.57 | 397.99 | 375.72 | 1,362.64 | 451.96 | 1,053.66 |
| | b) Changes in inventories of stock-in-trade -Decrease | 10.72 | 170.25 | 320.66 | 256.61 | 591.93 | 561.65 |
| | c) Employee benefits expense | 75.98 | 57.78 | 53.95 | 195.72 | 143.94 | 190.09 |
| | d) Finance Costs | 82.96 | 75.07 | 88.10 | 257.15 | 256.98 | 349.68 |
| | e) Depreciation and amortisation expense | 161.31 | 165.79 | 143.67 | 494.43 | 453.35 | 598.41 |
| | f) Other expenses | 213.22 | 162.55 | 153.13 | 498.73 | 363.21 | 491.93 |
| | Total expenses | 1,379.76 | 1,029.43 | 1,135.24 | 3,065.28 | 2,261.37 | 3,245.42 |
| 3 | Profit / (Loss) Before Exceptional Items | (109.46) | (186.57) | (171.97) | (642.94) | (777.73) | (918.34) |
| | Exceptional Item | - | (7.15) | - | (7.15) | - | - |
| 4 | Profit / (Loss) before Non-controlling interest/Share in Net Loss of Associates and Joint Ventures | (109.46) | (193.72) | (171.97) | (650.09) | (777.73) | (918.34) |
| | Share in Net Profit / (Loss) of Associates and Joint Ventures | (2.67) | (25.56) | (4.12) | (35.21) | (13.64) | (22.02) |
| 5 | Profit / (Loss) before tax | (112.13) | (219.28) | (176.09) | (685.30) | (791.37) | (940.36) |
| 6 | Tax expenses | (0.46) | (10.06) | (2.49) | (16.33) | (7.02) | (7.01) |
| 7 | Net Profit / (Loss) after tax | (111.67) | (209.22) | (173.60) | (668.97) | (784.35) | (933.35) |
| 8 | Other comprehensive income (net of tax) | 0.36 | 0.28 | 0.27 | 0.93 | 0.82 | (0.44) |
| 9 | Total comprehensive income for the period / year | (111.31) | (208.94) | (173.33) | (668.04) | (783.53) | (933.79) |
| 10 | Profit / (Loss) for the period Attributable to: | | | | | | |
| | Owners of the Group | (111.67) | (209.22) | (173.60) | (668.97) | (784.35) | (933.35) |
| | Non-controlling interests | - | - | - | - | - | - |
| 11 | Total Comprehensive Income for the period Attributable to: | | | | | | |
| | Owners of the Group | (111.31) | (208.94) | (173.33) | (668.04) | (783.53) | (933.79) |
| | Non-controlling interests | - | - | - | - | - | - |
| 12 | Paid Up Equity Share Capital (Face Value ₹ 2 per Share) | 40.35 | 40.35 | 40.35 | 40.35 | 40.35 | 40.35 |
| 13 | Other Equity | | | | | | 660.88 |
| 14 | Earning per share (Face Value ₹ 2 per Share) | | | | | | |
| | a) Basic in ₹ | (5.52) | (10.35) | (8.59) | (33.11) | (38.83) | (46.28) |
| | b) Diluted in ₹ | (5.52) | (10.35) | (8.59) | (33.11) | (38.83) | (46.28) |

Notes :-

- 1 Additional disclosure as per Clause 52 (4) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 :

| Particulars | Quarter Ended | | Nine months ended |
|------------------------------------------------------------|---------------|------------|-------------------|
| | 31-12-2021 | 30-09-2021 | 31-12-2021 |
| Net Worth (Excluding Capital Reserve and DRR) (₹ in Crore) | (446.64) | (334.60) | (446.64) |
| Debenture Redemption Reserve (DRR) (₹ in Crore) | 50.00 | 50.00 | 50.00 |
| Debt Equity Ratio | 59.12 | 12.45 | 59.12 |
| Debt Service Coverage Ratio | 1.45 | 0.72 | 0.41 |
| Interest Service Coverage Ratio | 1.62 | 0.72 | 0.42 |
| Current Ratio | 0.76 | 0.78 | 0.76 |
| Long term debt to working capital | (2.08) | (2.07) | (2.08) |
| Bad debts to accounts receivable ratio (%) | 19.86 | 14.84 | 19.86 |
| Current Liability Ratio (%) | 72.19 | 67.69 | 72.19 |
| Total debts to total assets ratio (%) | 32.21 | 31.10 | 32.21 |
| Debtors turnover | 11.91 | 8.98 | 7.57 |
| Inventory turnover | 1.99 | 1.33 | 1.27 |
| Operating Margin (%) | 9.55 | 5.35 | 3.05 |
| Net Profit Margin (%) | (8.72) | (22.39) | (26.94) |

- 2 The above Financial Results were reviewed and recommended by the Audit Committee and were thereafter approved by the Board of Directors of the Company at its meeting held on February 11, 2022. A Limited review of the above results has been carried out by the Statutory Auditors.
- 3 The Group has considered the impact of Covid-19 in the financial results for the quarter and nine months ended December 31, 2021 and the Group believes that the pandemic will not impact the recoverability of the carrying value of the assets. However as the situation is continuously evolving, the eventual impact may be different than estimate made as of the date of approval of these Results.

Future Lifestyle Fashions Limited

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P+91 22 4055 2200, F+ 91 22 4055 2201, www.futurelifestyle.in

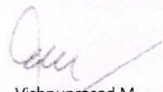
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- 4 The Board of Directors of the Company at its meeting held on September 20, 2021 has, inter-alia, approved the Composite Scheme of Arrangement between Future Trendz Limited ("Transferor Company 1"/ "FTL"), Future Specialty Retail Limited ("Transferor 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 no objection letter, to further proceed with the filing of the Scheme with National Company Law Tribunal.
- 5 The Board of Directors of the Company at its meeting held on August 29, 2020 approved the Composite Scheme of Arrangement ("Scheme") which involves: (i) merger of Future Lifestyle Fashions Limited ("Company") and other 18 Transferor Companies with Future Enterprises Limited ("FEL") (ii) Transfer and vesting of the Logistics & Warehousing Undertaking from FEL as a going concern on a slump sale basis to Reliance Retail Ventures Limited ("RRVL"); (iii) Transfer and vesting of Retail & Wholesale Undertaking from FEL as a going concern on a slump sale basis to Reliance Retail and Fashion Lifestyle Limited, a wholly owned subsidiary of RRVL ("RRVL WOS") and (iv) Preferential allotment of equity shares and warrants of FEL to RRVL WOS, pursuant to section 230 to 232 and other relevant provisions of the Companies Act, 2013. The combination contemplated under the Scheme has been approved by Competition Commission of India ("CCI") on November 20, 2020. Stock Exchanges have issued Observation Letters without any adverse observation on January 20, 2021. Subsequent to this, application was filed with the National Company Law Tribunal – Mumbai on January 26, 2021.
- Amazon.com Investment Holdings LLC ("Amazon") initiated arbitration against Future Retail Limited ("FRL") being a party to the Scheme, and its promoters on October 5, 2020 before Singapore International Arbitration Centre ("SIAC"). Emergency Arbitrator of SIAC passed an interim award on October 25, 2020 ("EA Order") inter alia restraining the Respondents therein i.e. Future Coupons Pvt Ltd. ("FCPL"), FRL and Promoters from taking any steps in furtherance of the resolution passed by FRL on August 29, 2020.
- In parallel proceedings filed by FCPL before the CCI alleging misrepresentation by Amazon, the CCI on December 17, 2021 passed an order inter alia, keeping in abeyance the approval granted by it to Amazon for its investment in FCPL ("CCI Order").
- Considering the legal effect and implication of the CCI Order on the arbitration proceedings, FRL filed an application for termination of the arbitration proceedings under the Arbitration Act which was not decided or heard by the Tribunal. Hence, FRL filed a Writ Petition before the Single Judge of the Delhi High Court, which was dismissed. Being aggrieved, FRL filed an appeal before the Division Bench of the Delhi High Court which stayed the arbitration proceedings.
- On February 1, 2022, the Supreme Court of India pronounced its judgement on various SLPs inter alia:
- Setting aside the orders dated February 2, 2021 and March 18, 2021, passed by the learned Single Judge of Delhi High Court in the Enforcement Petition filed by Amazon for enforcement of EA Order; and
 - Setting aside the order dated October 29, 2021 passed by the Delhi High Court; and
- directed the Single Judge of the Delhi High Court to reconsider all issues and pass appropriate orders on its own merits.
- 6 Figures of the previous period(s) have been regrouped / reclassified wherever necessary.
- 7 The NCDs are secured by the way of First Pari-Passu charge on entire fixed assets of the Company. Fixed Asset cover available to discharge the principal amount of NCDs, as on December 31, 2021 is 2.08 x.
- 8 The Company has only one business segment i.e. "Fashion". There are no separate reportable segment as per IND AS 108 - Operating Segments.
- 9 Formulae for computation of ratios are as follows :-

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

Place :- Mumbai
Date :- February 11, 2022


Vishnu Prasad M
Managing Director



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 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 and nine months ended December 31, 2021 which are included in the accompanying 'Statement of unaudited Consolidated Financial Result for the quarter and nine months ended December 31, 2021' together with Notes thereon (the "Consolidated Financial Results"). The Consolidated Financial Results is being submitted by the Holding Company pursuant to the requirement of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (the "Listing Regulations"). Attention is drawn to the fact that the consolidated figures for the corresponding quarter and nine months ended December 31, 2020 and quarter ended March 31, 2021 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 as amended, read with relevant rules issued thereunder and other accounting principles generally accepted in India read with the Circular. 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 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 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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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

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 Reliance Footwear Private Limited (formerly known as Clarks Future Footwear Private Limited)
vii. Holii Accessories Limited (formerly known as Holii Accessories Private limited)

5. We did not review the interim financial results and other financial information in respect of one subsidiary, whose interim financial results/information reflect combined total revenues of Rs.101.46 Crores and Rs.186.15 Crores, total net loss after tax of Rs.20.79 Crores and Rs. 98.26 Crores, total comprehensive Loss of Rs.20.79 crores and Rs.98.26 crores respectively for the quarter ended December 31, 2021 and for the period from April 01, 2021 to December 31, 2021. These interim financial results and other financial information have not been reviewed by their auditor. The aforesaid unaudited interim financial results and other unaudited financial information has been approved and furnished to us by the Management. Our conclusion, in so far it relates to the affairs of subsidiary, is based solely on the report of other auditors. Our conclusion is not modified in respect of this matter.
6. 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. 0.07 Crores and Rs. 0.30 Crores for the quarter ended December 31, 2021 and for the period April 1, 2021 to December 31, 2021 respectively, which have not been reviewed by their 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.



7. Based on our review conducted and procedures performed as stated in paragraphs 3 and 4 above and based on the consideration of the review reports of the other auditors referred to in paragraph 5 & 6 above, nothing has come to our attention that causes us to believe that the accompanying Consolidated Financial Results has not been prepared in all material respects in accordance with the recognition and measurement principles laid down in the aforesaid Indian Accounting Standard and other accounting principles generally accepted in India and has not disclosed the information required to be disclosed in terms of Regulation 33 of the Listing Regulations, including the manner in which it is to be disclosed, or that it contains any material misstatement.
8. We draw attention to Note 3 of the Statement which describes management's assessment of the impact of the COVID 19 pandemic on the Group's operations and carrying value of assets as at December 31,2021.

Our opinion is not modified in respect of this matter.

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


Ashok A. Trivedi
Partner
Membership No.042472
Mumbai
February 11, 2022
UDIN: 22042472ABIRLF8856

