

Date: 6 August 2020

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: Correction of typographical error in Independent Auditor's Report on the Audited Consolidated Financial Results

This is with reference to our letter dated 31 July 2020, for submission of Financial Results for the quarter and year ended 31 March 2020. We would like to inform you that in the first para of Independent Auditor's Report on the Audited Consolidated Financial Results of the Company for the quarter and year ended 31 March 2020, issued by NGS & Co. LLP, Statutory Auditors of the Company, the date has been inadvertently mentioned as 31 March 2019 instead of 31 March 2020, due to a typographical error.

A letter dated 6 August 2020 received from NGS & Co. LLP in this regard and copy of the revised Independent Auditor's Report after correction of the said error, are attached herewith for your reference.

This is for your information and records.

Thanking you,

Yours faithfully,

for **Future Lifestyle Fashions Limited**


Sanjay Kumar Mutha
Chief Legal and Company Secretary

Encl: As above

To
The Board of Directors
Future Lifestyle Fashions Limited

It has brought to our notice that in the first para of Independent Auditor's Report on the Audited Consolidated Financial Results of Future Lifestyle Fashions Limited for the quarter and year ended 31 March 2020, issued by us, the date has been inadvertently mentioned as 31 March 2019 instead of 31 March 2020, due to a typographical error.

We enclose herewith the Independent Auditor's Report on the Audited Consolidated Financial Results of Future Lifestyle Fashions Limited for the quarter and year ended 31 March 2020, with minor correction of typographical error, as mentioned above for your record and onward submission to the Stock Exchanges.

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

Ashok A. Trivedi

Membership No: 042472

Mumbai

August 6, 2020



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

Independent Auditor's Report

**To The Board of Directors of
Future Lifestyle Fashions Limited**

We have audited the accompanying Statement of Consolidated Financial Results of Future Lifestyle Fashion Limited ("the Holding Company") and its subsidiaries (the Holding Company and its subsidiaries together referred to as "the Group"), and its share of profit of its jointly controlled entities for the year ended March 31, 2020 ("the Statement"), 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 ("Listing Regulation").

In our opinion and to the best of our information and according to the explanations given to us and on the consideration of reports of other auditors on separate audited financial Statements of the subsidiaries and jointly controlled entities, the aforesaid consolidated financial results:

i. Include the annual financial results of the following entities:

Subsidiaries:

- a) Future Trendz Limited
- b) FLFL Business Services Limited
- c) DSK Media Private Limited (w.e.f.29.01.2020 till 05.02.2020)
- d) FLFL Athleisure Limited (w.e.f May 29, 2019)

Jointly Controlled Entities:

- a) FLFL Lifestyle Brands Limited
- b) FLFL Travel Retail West Private Limited
- c) FLFL Travel Retail Bhubaneshwar Private Limited
- d) FLFL Travel Retail Guhawati Private Limited
- e) FLFL Travel Retail Lucknow Private Limited
- f) Clarks Future Footwear Private Limited
- g) Holii Accessories Private Limited

- ii. Are presented in accordance with the requirements of Regulations 33 of the Listing Regulations in this regard; and
- iii. gives a true and fair view in conformity with the applicable Indian Accounting Standards and other accounting principles generally accepted in India, of the net loss, and other comprehensive income and other financial information of the Group for the quarter and year ended March 31, 2020.



Basis of Opinion :

We conducted our audit in accordance with the Standards on Auditing specified under section 143(10) of the Companies Act, 2013, as amended ('the Act'). Our responsibilities under those Standards are further described in the "Auditors' Responsibilities for the Audit of the Consolidated Financial Results" section of our report. We are independent of the Group, its jointly controlled entities, in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Act and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained by us along with the consideration of audit report of the other auditor referred to in sub paragraph (a) of the "other Matters" paragraph below, is sufficient and appropriate to provide a basis for our audit opinion on the consolidated annual financial results.

Emphasis of Matter:

We draw attention to Note no. 5 of the statement, which states the impact of Coronavirus disease (COVID 19) on the operation and financial position of the Group.
Our opinion is not modified in respect of this matter.

Management's and Board of Directors' Responsibility for the Consolidated Annual Financial Results

The consolidated annual financial results have been prepared on the basis of the Consolidated annual financial statement. The Holding Company's Management and the Board of Directors are responsible for the preparation and presentation of these consolidated annual financial results that give a true and fair view of the consolidated net loss and other comprehensive income and other financial information of the Group including its jointly controlled entities in accordance with the Indian Accounting Standards prescribed under Section 133 of the Act read with relevant rules issued thereunder and other accounting principles generally accepted in India and in compliance with Regulation 33 of the Listing Regulations. The respective Management and Board of Directors of the Companies included in the Group and of its jointly controlled entities are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Group and its jointly controlled entities for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgements and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the Consolidated Annual Financial Results that give a true and fair view and are free from material misstatement, whether due to fraud or error, which have been used for the purpose of preparation of the consolidated annual financial results by the Management and Directors of the Holding Company, as aforesaid.

In preparing the consolidated financial results, the management and the respective Board of Directors of the respective Companies included in the Group and of its jointly controlled entities are responsible for assessing the ability of the Group and its jointly controlled entities, to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the respective Board of Directors either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so. The respective Board of



Directors of the Companies included in the Group and of its jointly controlled entities are responsible for overseeing the financial reporting process of the Group and of its jointly controlled entities.

Auditor's Responsibilities for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the consolidated annual financial results as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated annual financial results. As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the consolidated annual financial results, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal financial controls relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures in the consolidated financial results made by the management and the Board of Directors.
- Conclude on the appropriateness of management and Board of Directors use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the ability of the Group and of its jointly controlled entities to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated annual financial results or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group and of its jointly controlled entities to cease to continue as a going concern.
- Evaluate the overall presentation, structure, and content of the consolidated annual financial results, including the disclosures, and whether the consolidated annual financial results represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial results of the entities within the Group and its jointly controlled entities to express an opinion on the consolidated annual financial results. We are responsible for the direction, supervision, and performance of the audit of



financial information of such entities included in the consolidated financial results of which we are the independent auditors. For the other entities included in the consolidated annual financial results, which have been audited by other auditors, such other auditors remain responsible for the direction, supervision and performance of the audits carried out by them. We remain solely responsible for our audit opinion.

We communicate with those charged with governance of the Holding Company and such other entities included in the consolidated annual financial results of which we are the independent auditors regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

We also performed procedures in accordance with the circular issued by the SEBI under Regulation 33(8) of the Listing Regulations, as amended, to the extent applicable.

Other Matters

The consolidated annual financial results include the audited Financial Results of two subsidiaries, whose Financial Statements reflect total assets of Rs. 603.97 Crores as at March 31, 2020, total revenue of Rs. 78.57 Crores and Rs. 444.20 Crores, total net loss after tax of Rs. 46.49 Crores and Rs. 35.65 Crores, and the total comprehensive loss of Rs. 46.54 Crores and Rs. 34.65 Crores, for the quarter ended March 31, 2020 and for the year ended March 31, 2020, respectively, and net cash outflow of Rs. 24.79 Crores for the year ended on that date, as considered in the consolidated annual financial results, which have been audited by their respective independent auditors. A Jointly Controlled Entity, whose financial statement include Groups share of loss of Rs. 0.02 crores and Rs. 0.02 crores and Groups share of total comprehensive loss of Rs.0.02 crores and Rs. 0.02 crores, for the quarter ended and for the year ended March 31, 2020 respectively, as considered in the statement, whose financial statements, other financial information have been audited by their respective independent auditor. The independent auditors' reports on financial statements of these entities have been furnished to us and our opinion on the consolidated annual financial results, in so far as it relates to the amounts and disclosures included in respect of these entities, is based solely on the report of such auditors and the procedures performed by us are as stated in paragraph above.

The consolidated annual financial results include the unaudited Financial Results of a jointly controlled entity, whose Financial Statements reflect Groups share of net loss of Rs.0.25 crores and Rs.0.41 crores and Groups share of the total comprehensive loss of Rs. 0.25 Crores and Rs.0.41, for the quarter ended March 31, 2020 and for the year ended March 31, 2020, respectively, as considered in the consolidated Financial Results. These unaudited Financial Statements have been furnished to us by the

Board of Directors and our opinion on the consolidated Financial Results, in so far as it relates to the amounts and disclosures included in respect of this jointly controlled entity is based solely on such unaudited Financial Statements. In our opinion and according to the information and explanations



given to us by the Management and the Board of Directors, these Financial Statements are not material to the Group.

Our opinion on the consolidated Financial Results is not modified in respect of the above matters with respect to our reliance on the work done and the reports of the other auditors and the Financial Results certified by the Board of Directors.

The Financial Results include the results for the quarter ended March 31, 2020, being the balancing figure between the audited figures in respect of the full financial year and the published unaudited year to date figures up to the third quarter of the current financial year which were subject to limited review by us.

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



Ashok A. Trivedi
Partner
Membership No. 042472
Mumbai
July 31, 2020
UDIN: 20042472AAAACO1519

