

REF: SEC/BM/BSE/NSE/Q3/2014-15

05 February 2015

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

Fax Nos.: 22723121

Fax Nos. 26598237

Re: Scrip Code : 536507
Re: Scrip Code of Debt : 950223 /
946822 / 947433

Re: Scrip Code : FLFL

Dear Sirs,

Sub.: Board Meeting Decision

A meeting of Board of Directors of the Company was held today, the 5 February 2015 and the Board, *inter alia*, took the following decisions:

1. The Board considered and approved the Unaudited Financial Results for the third quarter ended 31 December 2014 along with the Limited Review Report of the Statutory Auditors, which are attached herewith.
2. Structuring of a Share Based Employee Benefit Scheme with a ceiling limit of upto 2 (Two)% of the paid-up equity share capital of the Company, computed as at the end of the previous financial year.

Kindly take the above information on your records.

Thanking you,

Yours faithfully,

for **Future Lifestyle Fashions Limited**


C P Toshniwal
Executive Director and CFO

Encl: as above

Unaudited Financial Results for the Quarter and Nine Months Ended 31 December, 2014

(₹ in Crore)

Sr. No.	Particulars	Quarter ended			9 months ended		Financial Year ended
		31-12-2014	30-09-2014	31-12-2013	31-12-2014	31-12-2013	
		Unaudited	Unaudited	Unaudited	Unaudited	Unaudited	Audited
PART-I							
1	Income From Operations						
a)	Net sales / Income from operations	723.47	874.12	658.62	2,280.65	1,960.01	2,860.81
b)	Other operating income	18.35	17.81	20.30	52.24	64.45	83.17
	Total income from operations	741.82	891.93	678.92	2,332.89	2,024.46	2,743.98
2	Expenses						
a)	Cost of materials consumed	15.29	21.17	18.56	49.18	53.44	65.71
b)	Purchases of stock in trade	482.66	601.96	406.85	1,566.19	1,363.25	1,678.49
c)	Changes in inventories of finished goods, work in progress and stock in trade - (Increase) / Decrease	(58.25)	(60.38)	(16.35)	(197.91)	(166.96)	(47.16)
d)	Employee benefits expense	42.78	44.10	34.15	125.50	90.87	129.09
e)	Depreciation and amortization expense	47.96	44.75	28.96	135.01	82.94	385.19
f)	Rent	90.38	83.67	75.35	253.92	213.76	291.89
g)	Other Expenditure	89.39	104.80	88.90	274.54	281.53	369.62
	Total Expenses	710.21	840.07	636.42	2,206.43	1,918.83	2,872.83
3	Profit / (Loss) from operations before other income, finance costs and exceptional items (1-2)	31.61	51.86	42.50	126.46	105.63	(128.85)
4	Other income	11.81	1.53	139.77	13.97	331.38	331.72
5	Profit / (Loss) from operations before finance costs and exceptional items (3+4)	43.42	53.39	182.27	140.43	437.01	202.87
6	Finance costs	40.81	42.69	41.73	121.65	123.90	162.95
7	Profit / (Loss) from ordinary activities after finance costs but before exceptional items (5-6)	2.81	10.70	140.54	18.78	313.11	39.92
8	Exceptional Items	-	-	-	-	-	5.68
9	Profit / (Loss) from ordinary activities before tax (7-8)	2.81	10.70	140.54	18.78	313.11	34.24
10	Tax Expense	0.96	3.72	47.15	6.39	103.14	10.96
11	Net Profit / (Loss) from ordinary activities after tax (9-10)	1.85	6.98	93.39	12.39	209.97	23.28
12	Paid up equity share capital (Face Value ₹ 2 per Share)	37.24	34.05	30.89	37.24	30.89	30.89
13	Reserves excluding Revaluation Reserves						1,260.43
14	Earnings Per Share: Basic & Diluted (in ₹)	0.10	0.41	6.05	0.74	13.60	1.51

PART-II

PART 14							
Sr. No.	Particulars	Quarter ended			9 months ended		Financial Year ended
		31-12-2014	30-09-2014	31-12-2013	31-12-2014	31-12-2013	
A	PARTICULARS OF SHAREHOLDING - Equity Shares						
1	Public shareholdings:						
	-Number of Equity shares	8,13,33,664	8,13,33,664	6,95,90,625	8,13,33,664	6,95,90,625	6,68,94,168
	-Percentage of shareholdings	43.68	47.77	45.05	43.68	45.05	43.30
2	Promoters and Promoter group shareholding:						
	a) Pledged/Encumbered						
	- Number of Equity Shares	7,16,72,812	4,53,20,911	4,13,30,232	7,16,72,812	4,13,30,232	4,19,55,947
	-Percentage of Equity Shares(as a % of total equity shareholding of Promoters and promoter group)	68.35	50.96	48.69	68.35	48.69	47.91
	-Percentage of Equity Shares (as a % of total equity share capital of company)	38.49	26.62	26.76	38.49	26.76	27.16
	b) Non-Encumbered						
	- Number of Equity Shares	3,31,93,547	4,36,11,383	4,35,52,374	3,31,93,547	4,35,52,374	4,56,23,116
	-Percentage of Equity Shares(as a % of total equity shareholding of Promoters and promoter group)	31.65	49.04	51.31	31.65	51.31	52.09
	-Percentage of Equity Shares (as a % of total equity share capital of company)	17.83	25.61	28.19	17.83	28.19	29.53
B INVESTOR COMPLAINTS							
	Particulars	3 months ended 31-12-2014	Particulars				3 months ended 31-12-2014
	Pending at the beginning of the quarter	NIL	Received during the quarter				6
	Disposed of during quarter	6	Remaining unresolved at the end of the quarter				NIL

Notes:

- The above results have been reviewed by Audit Committee and the same were taken on record by the Board of Directors of the Company at its meeting held on 5 February 2015. The statutory auditors of the Company have carried out a limited review of the Company's financial results for the quarter ended 31 December 2014.
- During the quarter, 1,59,34,065 equity shares of ₹ 2/- each issued and allotted under preferential allotment. Consequently, the issued and paid-up Share Capital of the Company as on December 31, 2014 stands increased to ₹ 37.24 Crores and 32,96,500 Compulsory Convertible Debenture of ₹ 91/- each issued and allotted.
- During the quarter, the Company has raised ₹ 175 Crore through preferential allotment of equity and Compulsory Convertible Debentures. Entire fund has been utilised for the objects of issue.
- The Company divested part of its holding in Celio Future Fashion Limited (Celio). The company holds 18.20% stake in Celio. As per arrangement entered in to with the other investors the company would be further divesting 14.70% of stake in celio during last quarter of FY 14-15.
- During the quarter ended December 2014, the Company has opened 1 Brand Factory, 1 Planet Sports, 2 Lee Cooper, 9 Indus League stores and closed 3 Planet sports, 1 Lee Cooper, 1 aLL and 6 Indus League stores.
- Figures of the previous period / year have been regrouped / reclassified wherever necessary.
- The Company has only one business segment i.e. "Fashion".

For Future Lifestyle Fashions Limited

Kishore Bhyani
Kishore Bhyani
Managing Director

Place : Mumbai
Date : 5 February 2015

LIMITED REVIEW REPORT

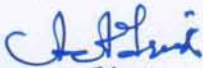
Review report to
Board of Directors
Future Lifestyle Fashions Limited
Mumbai

We have reviewed the accompanying statement of unaudited financial results of Future Lifestyle Fashions Limited (the 'Company') for the quarter ended December 31, 2014 (the "Statement"), being submitted by the Company, except for the disclosures regarding 'Public Shareholding' and 'Promoter and Promoter Group Shareholding' which have been traced from disclosures made by the management and have not been reviewed by us. This Statement is the responsibility of the Company's management and has been approved by the Board of Directors. Our responsibility is to issue a report on the Statement based on our review.

We conducted our review in accordance with the Standard of Review Engagement (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 provide less assurance than an audit. We have not performed an audit and accordingly, we do not express an audit opinion.

Based on our review conducted as above, nothing has come to our attention that causes us to believe that the accompanying Statement of unaudited financial results prepared in accordance with recognition and measurement principles laid down in Accounting Standard (AS) 25, "Interim Financial Reporting" specified under the Companies Act, 1956 (which are deemed to be applicable as per section 133 of the Companies Act, 2013, read with rule 7 of the Companies (Accounts) Rules, 2014) and other recognized accounting practices and policies has not disclosed the information required to be disclosed in terms of Clause 41 of the Listing Agreement including the manner in which it is to be disclosed, or that it contains any material misstatement.

For NGS & Co. LLP
Chartered Accountants
Registration Number: 119850W


Ashok Trivedi
Partner
Membership no. 042472
Mumbai
February 5, 2015

