FUTURE CONSUMER LIMITED

Annual Report
2022-23

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CORPORATE INFORMATION

BOARD OF DIRECTORS

G. N. Bajpai
Chairman, Independent Director
(Ceased w.e.f 2nd June, 2023)

Birendra Kumar Agrawal
Chairman, Independent Director
(Appointed as Director w.e.f 5th August,2023 and as Chairman w.e.f 14th August, 2023)

Kishore Biyani
Vice Chairman

Neelam Chhiber
Independent Director

Rajnikant Sabnavis
Director
(Appointed w.e.f 13th February,2023)

Amit Kumar Agrawal
Executive Director
(Appointed w.e.f. 25th April, 2022)

Lynette Monteiro
Director
(Appointed w.e.f 5th August,2023)

Ashni Biyani
Director
(Ceased w.e.f 5th June,2023)

Krishan Kant Rathi
Director
(Ceased w.e.f 29th September,2022)

Adhiraj Harish
Independent Director
(Ceased w.e.f 3rd May, 2022)

Jude Linhares
Executive Director
(Ceased w.e.f 15th April,2022)

Frederic de Mevius
Director
(Ceased w.e.f 16th June,2022)

Harminder Sahni
Independent Director
(Ceased w.e.f 14th September,2022)

Deepak Malik
Nominee Director
(Ceased w.e.f 21st December, 2022)

CHIEF FINANCIAL OFFICER
Rajendra Bajaj

CHIEF EXECUTIVE OFFICER
Samson Samuel

COMPANY SECRETARY & HEAD-LEGAL
Manoj Gagvani

STATUTORY AUDITORS
M/s. Borkar & Mazumdar
(Appointed w.e.f. 14th August, 2023)

M/s. S R B C & CO LLP
(Ceased w.e.f. 14th August, 2023)

REGISTRAR & SHAR E TRANSFER AGENTS
Link Intime India Private Limited
C-101, Embassy 247,
L.B.S. Marg, Vikhroli (West),
Mumbai - 400 083
Tel No. : +91 22 4918 6000
Fax No.: +91 22 4918 6060
Email: rnt.helpdesk@linkintime.co.in

WEBSITE
www.futureconsumer.in

CORPORATE IDENTIFICATION NUMBER
L52602MH1996PLC192090

BANKERS
State Bank of India
RBL Bank Limited
Kotak Mahindra Bank Limited
HDFC Bank Limited
Cooperatieve Rabobank U.A

REGISTERED OFFICE
Knowledge House, Shyam Nagar,
Off Jogeshwari Vikhroli Link Road,
Jogeshwari (East), Mumbai - 400 060.
Tel No.: +91 22 4055 2200
Fax No.: +91 22 4055 2201
Email ID : investor.care@futureconsumer.in

DIRECTORS' REPORT

Dear Shareholders,

Your Directors are pleased to present the 27th Annual Report and the Audited Accounts for the year ended 31st March, 2023.

FINANCIAL HIGHLIGHTS

The summarized financial performance (Standalone and Consolidated) of the Company:

(₹ in Lakhs)

Particulars	Standalone		Consolidated	
	FY 2022-23	FY 2021-22	FY 2022-23	FY 2021-22
Total Income	10,047.64	1,02,952.17	40,567.49	1,48,936.55
Profit / (Loss) before Exceptional Items	(8,582.23)	(27,821.65)	(13,952.00)	(35,427.30)
Share of loss in Associate Company and Joint Venture	NA	NA	(276.25)	(2,200.75)
Add/ (Less): Exceptional Items	(46,188.17)	(26,865.72)	(18,665.72)	(7,409.20)
Profit / (Loss) Before Tax	(54,770.40)	(54,687.37)	(32,893.97)	(45,037.25)
Profit / (Loss) After Tax	(54,724.63)	(54,687.37)	(33,503.31)	(44,975.63)
Profit / (Loss) After Share of Associates and Minority Interest	NA	NA	(33,496.90)	(44,967.96)

BUSINESS OPERATIONS

Future Consumer Limited **("FCL"/ "Company")** is engaged in the business of sourcing, manufacturing, branding, marketing and distribution of Food and Processed Food Products & Health and personal care (HPC) products in urban and rural India. Over the years, FCL has been operating as a next-generation Food and HPC Company focusing on emerging categories and value-added space. Your Company has over the years successfully created a portfolio of differentiated products catering to a wide range of categories spanning across food, home care, personal care and beauty.

The closure of Future Retail stores at the start of the year had a serious impact on the business of your Company as they were our largest customer and their subsequent admission into the IBC process jeopardized our receivables of ₹ 378.19 Crore from them. Therefore, this year started with headwinds in terms of the non-availability of funds for growth and lower business and free cashflows which impacted on our ability to pay the borrowing dues on the bank loans.

We went back to the drawing board and put together a scaled-down business plan in line with the funds we had and could generate but still take us to breakeven level at the end of the year and designed the organization bottom up. The building blocks of the plan were about focusing on a few of our brands having market pull that we could take to the general trade market and focus on improving the distribution network of Aadhaar and Nilgiris and sustaining the food park business. All of this resulted in us needing to shut down some of our manufacturing units and curtail operations at other locations in line with the scaled-down business plan.

This Business Plan, and a Non-Core Business Monetization plan, were presented to the Lenders, who agreed to the proposal and allowed us "holding on" operations till March 23. Your Company put together a small team, reached out to potential buyers directly, and engaged a few investment bankers to achieve the monetization plan. The response to the asset's monetization plan has been very positive and evinced interest from multiple buyers. It is in different stages of completion to close the deals for the respective assets. But any project of this nature does take time, and your Company has asked for an extension from the banks on the timelines, and they have been kind enough to extend the monetization plan till May 23. The Lenders have supported our efforts and allowed your Company to run under 'holding on operations'.

We are putting all our endeavours into having a resolution for your Company this financial year with the lenders settling their dues from the monetization proceeds. Then we focus on growing the Company from a smaller base with our portfolio of brands, and we are confident that we can get back to achieving the Company's vision.

The macro-environment during the year was challenging due to geopolitical tensions, decadal-high inflation hurting demand and consumer choices, monetary tightening, and rising interest rates, impacting the global economy and Indian retail consumption. Despite all these, the Company's subsidiaries have shown resilience and have grown profitably, which augurs well for the next phase of growth for the Company.

During the year under review, your Company has recorded consolidated revenue from operations of ₹ 38,115.08 Lakhs as against revenue from operations of ₹ 1,46,878.86 Lakhs in the previous year. EBITDA loss of the Company reduced from ₹ 23,955.10 Lakhs in the previous year to a loss of ₹ 5,385.51 Lakhs during the year under review. The loss after tax attributable to the Company reduced from ₹ 44,975.63 Lakhs in FY22 to ₹ 33,503.31 Lakhs in FY23. Loss is primarily on account of expected credit loss on trade receivables and impairment cost of ₹ 18,665.72 Lakhs recognised majorly on account of Impairment on 'Asset Held for Sale'.

Despite the challenging operating and financing situation, your Company demonstrated strong execution of its plans shared with the lenders. Once the dust settles, your Company plans to change gears by focusing on building a solid distribution network outside the general trade space and using the existing network to grow our Brands at the same time optimizing costs at the backend, driving synergies and judiciously allocating resources, conserving cash and improving liquidity thereby enhancing stakeholder value.

Material changes and commitments affecting the financial position of the Company between end of financial year under review and date of this Report, forms part of this Report.

FUTURE OUTLOOK

Your Company continues to believe that the medium to long-term consumption opportunity in India remains intact and we have the platform to be able to leverage the opportunity.

Your Company plans to grow the business profitably and provide a sales channel for our Brands Portfolio. Your Company believes that there is an immense opportunity to grow our brands in the existing network. These channels allow the Company to build a controlled and distribution across our categories and brands.

Your Company will focus on improving the utilization of the Integrated Food Park Business, resulting in better cash flows for the Company.

Your Company will also focus on building a profitable general trade business at a low base with a limited set of our Brands that has a pull in the market with the efforts we have put in during the last many years.

During the current financial year 2023-24, the Company expects to resolve the debt situation with the Banks and grow the Company profitably with a combination of organically driven sales growth and operational efficiency. Brand-building efforts along with back-end productivity improvements related to workforce, third-party manufacturers and leveraging the network we created in the past will help achieve the profitable growth as defined in the business plan

UNCLAIMED SHARES

In terms of the provisions of Schedule V of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (**"SEBI Listing Regulations"**), details about unclaimed shares in suspense account as on 31st March, 2023 are as under:

Description	No. of Shareholders	No. of Shares
Aggregate number of shareholders and outstanding shares in the suspense account as on 1st April, 2022	1	600
Aggregate number of shareholders who approached the Company for transfer from suspense account upto 31st March, 2023	-	-
Number of shareholders to whom shares were transferred from suspense account upto 31st March, 2023	-	-
Aggregate number of shareholders and outstanding shares in the suspense account as on 31st March, 2023	1	600

The Company has opened separate suspense account with Central Depository Services (India) Limited and has credited the said unclaimed shares to this suspense account. The voting rights in respect of shares maintained under the suspense account shall remain frozen till the rightful owner makes any claim over such shares.

TRANSFER TO RESERVES

Your Directors do not propose to transfer any amount to reserves.

DIVIDEND

In view of losses incurred and with an objective to conserve the resources, your Directors have not recommended any dividend on equity shares for the financial year ended 31st March, 2023.

In accordance with the provisions of Regulation 43A of SEBI Listing Regulations, the Company has adopted a Dividend Distribution Policy which is made available on the website of the Company https://futureconsumer.in/investors.aspx#policies-code

SCHEME OF ARRANGEMENT

During the year under review, as per the directions of Hon'ble National Company Law Tribunal (**"NCLT"**), Mumbai Bench, a meeting of Equity shareholders of the Company was held on 20th April, 2022 and a meeting of Secured and Unsecured Creditors of the Company was held on 21st April, 2022 for seeking approval of Composite Scheme of Arrangement between the Company and other Transferor Companies with Future Enterprises Limited (**"Transferee Company"** or **"FEL"**) and their respective Shareholders and Creditors *inter-alia* comprising of amalgamation of the Company along with other Transferor Companies with FEL (**"Scheme"**). Pursuant to the e-voting result of NCLT convened meeting the Scheme was approved by equity shareholders and unsecured creditors of the Company at their respective meetings. However, as per the e-voting result, the Scheme was not approved by Secured Creditors of the Company. As most of the secured creditors of various companies involved in the Scheme voted against the Scheme as per the e-voting result of their respective meetings, the subject Scheme was not implemented.

The Scheme of Arrangement comprising of the merger of wholly-owned subsidiaries *viz.* Future Food and Products Limited and Future Food Processing Limited **("Transferor Companies")** with the Company **("Scheme 1")**, filed with the Hon'ble NCLT during the financial year 2021-22, is pending for final order to be passed by Hon'ble NCLT.

Further, the Scheme of Arrangement comprising of the merger of Integrated Food Park Limited **("Transferor Company" / "IFPL")** with the Company **("Scheme 2")**, was filed with the Hon'ble NCLT during the financial year 2021-22. Thereafter, an application for withdrawal of Scheme 2 was filed with Hon'ble NCLT Mumbai and Bengaluru Bench by the Company and IFPL respectively. The Hon'ble NCLT Bengaluru Bench has accepted the application filed by IFPL and passed an order on 4th January, 2023 approving withdrawal of Scheme 2. The Hon'ble NCLT, Mumbai has also accepted the application filed by the Company and approved withdrawal of Scheme 2 vide order dated 6th January, 2023.

During the financial year 2022-23, the Scheme of Amalgamation pursuant to Section 230 to 232 and other applicable provisions of the Companies Act, 2013 for amalgamation between Bloom Foods and Beverages Private Limited **("BFBPL" or "Transferor Company No.1"**) and Nilgiris Franchise Limited **("NFL" or "Transferor Company No.2")** and Nilgiri's Mechanised Bakery Private Limited **("NMBPL" or "Transferor Company No.3")** and Future Consumer Limited **('FCL' or 'Transferee Company')** and their respective shareholders was also approved by the Board of respective companies. The Transferor and Transferee companies have filed the draft scheme with Hon'ble NCLT, Mumbai Bench, which is pending for approval.

INCREASE IN SHARE CAPITAL

There has been no change in the share capital of the Company during the year under review.

SUBSIDIARIES, JOINT VENTURES AND ASSOCIATE COMPANIES

As on 31st March, 2023, your Company had following Subsidiary and Joint Venture companies:

Sr. No.	Name of the company	Category
1.	Aadhaar Wholesale Trading and Distribution Limited	Subsidiary
2.	Amar Chitra Katha Private Limited ("ACKPL")	Subsidiary
3.	Appu Nutritions Private Limited	Subsidiary of NDFPL
4.	Aussee Oats India Limited	Subsidiary of FCL Tradevest
5.	Aussee Oats Milling (Private) Limited	Subsidiary
6.	Bloom Foods and Beverages Private Limited	Subsidiary
7.	Delect Spices and Herbs Private Limited	Subsidiary of FCL Tradevest
8	FCEL Overseas FZCO	Subsidiary
9.	FCL Tradevest Private Limited ("FCL Tradevest")	Subsidiary
10.	Future Food and Products Limited	Subsidiary of FCL Tradevest
11	Future Food Processing Limited	Subsidiary of FCL Tradevest
12.	Fonterra Future Dairy Private Limited	Joint Venture (Joint Venture has been terminated)
13.	Hain Future Natural Products Private Limited	Joint Venture
14.	IBH Books & Magazines Distributors Limted	Subsidiary of ACKPL
15.	Ideas Box Entertainment Limited	Subsidiary of ACKPL
16.	Integrated Food Park Limited	Subsidiary of FCL Tradevest
17.	Illusie Trading AG *(formerly known as Mibelle Future Consumer Products A.G.)*	Joint Venture (liquidated w.e.f 11.4.2022)
18.	MNS Foods Limited	Subsidiary of FCL Tradevest
19.	Nilgiris Franchise Limited	Subsidiary of NDFPL
20.	Nilgiri's Mechanised Bakery Private Limited	Subsidiary of NDFPL
21.	Sublime Foods Limited ("Sublime")	Subsidiary of FCL Tradevest
22.	The Nilgiri Dairy Farm Private Limited ("NDFPL")	Subsidiary
23.	FCL Speciality Foods Private Limited	Subsidiary of Sublime

During year under review, ACKPL being a non core investment for the Company, the Board has approved to dispose-off the investment held by the Company in ACKPL. ACK Media Direct Limited, ceased to be subsidiary of Amar Chitra Katha Private Limited with effect from 1st October,2022.

Pursuant to the provisions of Section 129(3) of the Companies Act, 2013, a statement containing salient features of financial statements of Subsidiaries and Joint Venture companies in Form AOC-1 is attached separately to this Annual Report.

The performance, financial position and contribution of each of the Subsidiaries and Joint Venture companies to the performance of the Company, is provided under Management Discussion and Analysis Report, which is presented separately and forms part of this Report.

The policy for determining material subsidiaries as approved by the Board of Directors of the Company is available on the website of the Company - https://futureconsumer.in/investors.aspx#policies-code

As on 31st March, 2023, FCL Tradevest Private Limited, Bloom Foods and Beverages Private Limited, Aadhaar Wholesale Trading and Distribution Limited and Future Food and Products Limited have been identified as material subsidiaries of the Company as per the thresholds laid down under the aforesaid policy.

In accordance to the provisions of Section 136(1) of the Companies Act, 2013, the Annual Report of the Company, containing therein standalone and the consolidated financial statements of the Company and the audited financial statements of each of the subsidiary companies have been placed on the website of the Company - www.futureconsumer.in .

The audited financial statements in respect of each subsidiary company shall also be kept open for inspection at the Registered Office of the Company during working hours for a period of 21 days before the date of ensuing Annual General Meeting. The aforesaid documents relating to subsidiary companies can be made available to any Member interested in obtaining the same upon a request in that regards made to the Company.

FINANCIAL STATEMENTS

Pursuant to the Companies (Indian Accounting Standards) Rules, 2015 (**"IND AS"**) notified by the Ministry of Corporate Affairs, the Company has adopted the Indian Accounting Standards with effect from 1st April, 2016. Accordingly, the Standalone and Consolidated Financial Statements of the Company and its subsidiaries, for the year ended 31st March, 2023 have been prepared in accordance with IND AS.

The audited Consolidated Financial Statements prepared in accordance with IND AS are provided in this Annual Report.

PARTICULARS OF LOANS GRANTED, GUARANTEE PROVIDED AND INVESTMENTS MADE PURSUANT TO THE PROVISIONS OF SECTION 186 OF THE COMPANIES ACT, 2013

Details of loans granted, guarantees provided and investments made by the Company under the provisions of Section 186 of the Companies Act, 2013, are provided under Note No. 39 to Standalone Financial Statements of the Company, forming part of this Annual Report.

RELATED PARTY TRANSACTIONS

The Company has formulated policy on materiality of related party transactions and dealing with related party transactions (**"RPT Policy"**) in accordance to the provisions of Companies Act, 2013 and SEBI Listing Regulations. The RPT Policy is available on the website of the Company - https://futureconsumer.in/investors.aspx#policies-code.

All transactions with related parties are placed before the Audit Committee for review and are approved by the Independent Directors being members of the Audit Committee. Prior omnibus approval is obtained for transactions with related parties which are repetitive in nature.

All transactions entered into with related parties during the financial year under review were in the ordinary course of business and on an arm's length basis. The disclosure in respect of material contracts or arrangements with related parties, as required under Section 134(3)(h) of the Companies Act, 2013 is made in Form AOC-2 which is annexed to this Report as **Annexure I**.

INTERNAL AUDIT AND INTERNAL FINANCIAL CONTROLS

The Company has an internal audit system commensurate with the size of the Company and the nature of its business. The Company has appointed M/s. S N & Co, Chartered Accountants as the Internal Auditors of the Company. The internal auditor prepares an annual audit plan based on risk assessment and conducts extensive reviews covering financial, operational and compliance controls. Improvements in processes are identified during reviews and communicated to the management on an ongoing basis. The Audit Committee of the Board monitors the performance of the internal auditors on a periodic basis through review of audit plans, audit findings and issue resolution through follow- ups. Each year, there are at least four meetings in which the Audit Committee reviews internal audit findings. Internal Audit function plays a key role in providing to both the management and to the Audit Committee, an objective view and re-assurance of the overall internal control systems and effectiveness of the risk management processes and the status of compliances with operating systems, internal policies and regulatory requirements across the Company including its subsidiaries. The Internal Auditors assist in setting Industry benchmarks and help us drive implement best Industry practice within our organization.

The Company has an adequate system of internal financial controls. Internal Audit team conducts Internal Financial Review (IFC) testing on yearly basis as per Companies Act 2013, to ensure adequate and effective Internal Control over Financial Reporting is in place. The same is also being certified by our statutory auditors on a yearly basis.

The Company has adopted policies and procedures covering all financial and operating functions. These controls have been designed to provide a reasonable assurance over:

- Accuracy and completeness of the accounting records
- Compliance with applicable laws and regulations
- Effectiveness and efficiency of operations
- Prevention and detection of frauds and errors
- Safeguarding of assets from unauthorised use or losses.

Based on the assessment carried out by the Company, the internal financial controls were adequate and effective and no reportable material weakness or significant deficiencies in the design or operation of internal financial controls were observed, during the financial year ended 31st March, 2023.

DIRECTORS AND KEY MANAGERIAL PERSONNEL

In accordance with the provisions of Section 152 of the Companies Act, 2013 and that of the Articles of Association, Mr. Amit Kumar Agrawal, Executive Director is liable to retire from the Board of the Company by rotation at the forthcoming Annual General Meeting (**"AGM"**) and being eligible, has offered himself for being re-appointed at the AGM.

The Board of Directors of the Company (**"Board"**), on the recommendation of the Nomination and Remuneration/ Compensation Committee (**"NRC Committee"**) had at their meeting held on 5th August, 2023, appointed Mr. Birendra Kumar Agrawal as an Additional Independent Director of the Company with effect from 5th August, 2023, for a term of five years, subject to approval of the shareholders of the Company. Further, the Board, on the recommendation of the NRC Committee, had at the said meeting also appointed Ms. Lynette Monteiro as an Additional Non-Executive and Non-Independent Director of the Company with effect from 5th August, 2023, to hold office upto the date of the next Annual General Meeting of the Company.

The Company has received declaration from Mr. Birendra Kumar Agrawal confirming that he meets the criteria of independence as provided under sub-section (6) of Section 149 of the Companies Act, 2013 and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The Notice convening forthcoming AGM includes the proposal for appointment / re-appointment of the aforesaid Directors. A brief resume of the Director(s) seeking appointment / re-appointment at the forthcoming AGM and other details as required to be disclosed in terms of Regulation 36(3) of the SEBI Listing Regulations and Secretarial Standard on General Meetings (**"SS-2"**) forms part of the Notice calling the AGM.

The Board, on the recommendation of the NRC Committee, had at their meeting held on 23rd April, 2022, appointed Mr. Amit Kumar Agrawal as an Additional Director of the Company with effect from 25th April, 2022. Further, the Board had at the said meeting, subject to approval of the Shareholdersand such other consents and approvals that may be required, also approved appointment of Mr. Amit Kumar Agrawal as an Executive Director of the Company for a period of three years with effect from 25th April, 2022 and payment of remuneration to him as determined by the Board in accordance with the provisions of Companies Act, 2013 read with Schedule V and Rules framed thereunder. Subsequently, the approval of the Shareholders of the Company was obtained on 20th July, 2022, by way of postal ballot, for appointment of Mr. Amit Kumar Agrawal as a Director of the Company, whose term shall be liable to retire by rotation and also as an Executive Director of the Company, for a period of three years with effect from 25th April, 2022. Further, approval of the Shareholders of the Company was obtained on 11th November, 2022, by way of postal ballot, for payment of remuneration to Mr. Amit Kumar Agrawal during his term as an Executive Director of the Company.

The Board on the recommendation of the NRC Committee, had at their meeting held on 13th February, 2023, appointed Mr. Rajnikant Sabnavis as an Additional Non-Executive Non-Independent Director of the Company with effect from 13th February, 2023, to hold office upto the date of the next Annual General Meeting of the Company. The approval of the Shareholders of the Company was subsequently obtained on 10th May, 2023, by way of postal ballot, for appointment of Mr. Rajnikant Sabnavis as a Director of the Company (Non-Executive and Non-Independent), whose term shall be liable to retire by rotation.

As on 31st March, 2023, in terms of confirmation received from respective Director(s), none of the Directors are disqualified for appointment/re-appointment under Section 164 of the Companies Act, 2013. The Company has received individual declarations from following Independent Director(s) of the Company as on 31st March,2023, stating that they meet the criteria of independence as provided under sub-section (6) of Section 149 of the Companies Act, 2013 and Regulation 16(1)(b) of the SEBI Listing Regulations :

a) Mr. G. N. Bajpai

b) Ms. Neelam Chhiber

In terms of Regulation 25(8) of the SEBI Listing Regulations, the Independent Director(s) have confirmed that they are not aware of any circumstance or situation which exists or may be anticipated that could impair or impact their ability to discharge their duties with an objective independent judgment and without any external influence. The Board is of the opinion that Independent Directors possess highest standards of integrity and requisite expertise and experience required to fulfil the duties as an Independent Director of the Company.

During the year under review, Ms. Ashni Biyani resigned as Managing Director of the Company with effect from 12th May, 2022 and ceased to be Key Managerial Personnel of the Company. Further, Mr. Jude Linhares resigned as an Executive Director of the Company with effect from 15th April, 2022.

During the year under review, Mr. Adhiraj Harish resigned as Independent Director of the Company with effect from 3rd May, 2022 due to significant increase in his professional commitments and Mr. Harminder Sahni resigned as Independent Director of the Company with effect from 14th September, 2022 due to his other professional and personal commitments. Further, Mr. Frederic De Mevius and Mr. Deepak Malik resigned as Directors of the Company with effect from 16th June, 2022 and 21st December, 2022 respectively.

Mr. Krishan Kant Rathi, Director of the Company was liable to retire by rotation at the 26th AGM of the Company held on 29th September, 2022. The Company had received an intimation from Mr. Krishan Kant Rathi that he was unwilling to be re-appointed at the 26th AGM by rotation due to his other personal / professional engagements. Accordingly, Mr. Krishan Kant Rathi was not re-appointed by rotation at the AGM and the vacancy caused due to his retirement was not filled-up in terms of the resolution passed by the Shareholders at the said AGM.

The Board wishes to place on record their appreciation for the contributions made by each Director during their tenure as member of the Board of Directors of the Company.

During the year under review, Mr. Amit Kumar Agrawal ceased to be Dy. Chief Financial Officer of the Company with effect from 25th April, 2022, consequent to his appointment as an Executive Director of the Company.

The Board, on recommendation made by NRC Committee and approval granted by Audit Committee, had appointed Mr. Rajendra Bajaj as the Chief Financial Officer and also designated him as Key Managerial Personnel of the Company with effect from 12th August, 2022. Accordingly, Mr. Rajendra Bajaj ceased to be Deputy Chief Financial Officer of the Company.

Further, the Board on recommendation made by NRC Committee, had appointed Mr. Samson Samuel as Chief Executive Officer of the Company with effect from 12th May, 2022 and also designated him as Key Managerial Personnel.

After the year under review following changes have taken place in Board composition:

i) Mr. G. N. Bajpai resigned from the position of an Independent Director and Non-executive Chairman from Board of Directors of the Company from the close of the business hours of 2nd June, 2023.

ii) Ms. Ashni Biyani resigned as a Non-Executive Director of the Company with effect from 5th June, 2023.

MEETINGS OF THE BOARD OF DIRECTORS

During the financial year 2022-23, the Board of Directors met 8 (Eight) times on 23rd April, 2022 (*two meetings held on 23rd April, 2022*), 10th May, 2022, and adjourned meeting thereof held on 12th May, 2022, 27th May, 2022, 27th June, 2022, 12th August, 2022, 10th November, 2022 and 13th February, 2023.

The details of composition of the Board and the attendance of the Directors at the meetings is provided in the Corporate Governance Report which forms part of this Annual Report.

AUDIT COMMITTEE

As on 31st March, 2023, the composition of Audit Committee has been as under:

a. Mr. G. N. Bajpai

b. Mr. Amit Kumar Agrawal

c. Ms. Neelam Chhiber

During the year under review, the Audit Committee met 5 (five) times on 27th May, 2022, 27th June, 2022, 12th August, 2022, 10th November, 2022 and 13th February, 2023.

Further details with respect to Audit Committee are disclosed in the Corporate Governance Report which forms part of this Annual Report.

During the year under review, all the recommendations made by the Audit Committee were accepted by the Board.

CORPORATE SOCIAL RESPONSIBILITY COMMITTEE

As on 31st March, 2023, the composition of Corporate Social Responsibility Committee has been as under:

a. Ms. Ashni Biyani

b. Mr. Kishore Biyani

c. Ms. Neelam Chhiber

RISK MANAGEMENT COMMITTEE

Pursuant to Section 134(3)(n) of the Companies Act, 2013 and Regulation 21 of SEBI Listing Regulations, Risk Management Committee is in place and as on 31st March, 2023, the composition of Risk Management Committee has been as under:

a. Ms. Neelam Chhiber

b. Ms. Ashni Biyani

c. Mr. Rajendra Bajaj

The Company has formulated a Risk Management Policy to establish an effective and integrated framework for the risk management process.

PERFORMANCE EVALUATION OF BOARD

The Board had carried out an annual evaluation of its own performance, committees and individual directors pursuant to the provisions of the Act and SEBI Listing Regulations for the financial year 2022-23. The evaluation process was carried out through a web based application in terms of a structured questionnaire in accordance to the Guidance Note on Board Evaluation issued by Securities and Exchange Board of India.

The evaluation of Individual Directors was done taking into consideration the contributions made by each Director as a member at the respective meetings, in pursuit of the purpose and goals, participation at the meetings, independent views and judgement, initiative, ownership of value building.

The performance of the Committees was evaluated by majority of the Board Members after seeking inputs from the Committee members on the basis of the criteria such as the composition of Committees, effectiveness of Committee meetings, information shared and participation of members. In respect of evaluation for performance of the Board, the parameters *inter alia* comprised of key areas such as Board composition, competency of Directors, diversity, frequency of Board and Committee meetings, information sharing and disclosures made to the Board and its Committees. The responses received on evaluation of the Board and its Committees and that of the individual Directors were shared with the Chairman.

The overall performance evaluation process for functioning of Board and its Committees was based on discussions amongst the Board Members, Committee Members and responses shared by each Member. The Board and the Nomination and Remuneration/Compensation Committee reviewed and discussed the performance of individual directors, the performance of the Board, its Committees. Performance evaluation of independent directors was done by majority of the Board Members, excluding the independent director being evaluated.

The Board found that there was considerable value and richness in the discussions and deliberations and has agreed for possible continuous improvisation and effectiveness in functioning of the Board and Committees.

CORPORATE GOVERNANCE

A report on Corporate Governance together with Secretarial Auditors' Certificate as required under Regulation 34 of SEBI Listing Regulations forms part of this Annual Report.

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

The Management Discussion and Analysis Report as required under Regulation 34 of SEBI Listing Regulations is presented separately and forms part of this Annual Report.

BUSINESS RESPONSIBILITY AND SUSTAINABILITY REPORT

The Business Responsibility and Sustainability Report as required under Regulation 34 of the SEBI Listing Regulations is presented separately and forms part of this Annual Report.

VIGIL MECHANISM AND WHISTLE BLOWER POLICY

The Company has established a Vigil Mechanism and Whistle Blower Policy to provide a framework for promoting responsible and secure whistle blowing and to provide a channel to the employee(s), Directors and other stakeholders to report to the management, concerns about unethical behavior, actual or suspected fraud or violation of the code of conduct or policy/ies of the Company. The details of said vigil mechanism is given in Corporate Governance Report, which forms part of this Annual Report.

NOMINATION AND REMUNERATION POLICY

In terms of requirements prescribed under Section 178 of the Companies Act, 2013, the Company has framed a Nomination and Remuneration Policy for appointment and remuneration of the Directors, Key Managerial Personnel and Senior Management (the **"Policy"**).

The purpose of this Policy is to establish and govern the procedure as applicable *inter alia* in respect to the following:

a) To evaluate the performance of the members of the Board.

b) To ensure remuneration to Directors, Key Managerial Personnel and Senior Management involves a balance between fixed and incentive pay reflecting short and long term performance objectives appropriate to the working of the Company and its goals.

c) To retain, motivate and promote talent and to ensure long term sustainability of talented managerial persons and create competitive advantage.

The Policy is available on the website of the Company - https://futureconsumer.in/investors.aspx#policies-code

CORPORATE SOCIAL RESPONSIBILITY STATEMENT

The Company has constituted a Corporate Social Responsibility Committee (**"CSR Committee"**) in accordance with Section 135 of the Companies Act, 2013. The Board of Directors of the Company have, based on recommendations made by the CSR Committee, formulated and approved Corporate Social Responsibility Policy (**"CSR Policy"**) for the Company. The salient features of CSR Policy *inter-alia* comprises of framing of guidelines to make Corporate Social Responsibility a key business process for sustainable development of the society to directly/indirectly undertake projects/ programmes which will enhance the quality of life and economic well-being of the communities in and around our operations and society and to generate goodwill and recognition among all stakeholders of the Company.

The CSR Policy framed by the Company is available on the website of the Company - https://futureconsumer.in/investors.aspx#policies-code

The disclosure as per Rule 9 of Companies (Corporate Social Responsibility Policy) Rules, 2014 is made in prescribed form which is annexed to this Report as **Annexure II**.

RISK MANAGEMENT POLICY AND INTERNAL ADEQUACY

Your Company has Enterprise Risk Management (**"ERM"**) Policy in place. The aim of this policy is not only to eliminate risks but to also assist FCL personnel to manage the risks involved concerning the business and to achieve maximum opportunities and minimize adverse consequences.

It involves:

- Identifying and taking opportunities to improve performance as well as taking actions to avoid or reduce the chances of adverse consequences;
- A systematic process that can be used when making decisions to improve the effectiveness and efficiency of performance;
- Effective communication; and
- Accountability in decision making.

Risk Management Committee meetings are convened twice in a year wherein all the critical risks along with current mitigation plans identified during the period are presented to the Risk Management Committee. This ensures all the critical risks are covered and suitable mitigation plans are in place or needs to be implemented to overcome /avoid the risk to ensure controls are operating effectively. The Audit Committee has additional oversight in the areas of financial risk and controls.

In view of loss of business from Future Retail Limited Stores, the Board of Directors express their concern over the performance of the Company in the forthcoming years. To mitigate the same, the Company plans to identify and implement alternative options in modern and general trade category.

AUDITORS AND AUDITORS' REPORT

M/s. S R B C & CO LLP, Chartered Accountants, (Firm's Registration No: 324982E/E300003) resigned as the Statutory Auditors of the Company with effect from 14th August, 2023.

Based on the recommendation of the Audit Committee, the Board of Directors had at their meeting held on 14th August, 2023, approved appointment of M/s. Borkar and Muzumdar, Chartered Accountants, registered with the Institute of Chartered Accountants of India having Firm's Registration No. 101569W, as Statutory Auditors with effect from 14th August, 2023, to fill the casual vacancy in the office of Statutory Auditors due to resignation of existing Statutory Auditors of the Company. M/s. Borkar and Muzumdar, Chartered Accountants, Statutory Auditors appointed by the Board shall hold office upto the date of the ensuing Annual General Meeting,

Further, based on the recommendation of the Audit Committee, the Board of Director have at their meeting held on 14th August, 2023, recommended the appointment of M/s. Borkar and Muzumdar, Chartered Accountants, as the Statutory Auditors of the Company for the approval of Members at the ensuing Annual General Meeting (**"AGM"**), for a period of five years, to hold office from the conclusion of the ensuing 27th AGM till the conclusion of the 32nd AGM of the Company.

M/s. Borkar and Muzumdar, Chartered Accountants, have granted their consent for being appointed as Statutory Auditors of the Company and have also confirmed their eligibility in terms of the provisions of the Companies Act, 2013. The Notice convening forthcoming AGM includes the proposal for appointment of Statutory Auditors of the Company for approval of the Shareholders.

The notes on financial statements referred to in the Auditors Report are self-explanatory and do not call for any further comments and explanations. The Auditors' Report (on Standalone and Consolidated Financial Statements) for the financial year ended 31st March, 2023 have been qualified by the Statutory Auditors in respect of following:

i) Qualification on non-availability of results /audited financial statements of two joint venture companies

The Audit Committee and Board of Directors at their respective meetings while approving the said Financial Statements reviewed such qualification made by the Statutory Auditors. In accordance to the provisions of Section 134(3)(f) of the Companies Act, 2013 and Regulation 34(2) of SEBI Listing Regulations, a statement containing the details of qualification, explanation by the Board and impact of the qualifications is provided under Note No. 50 and Note No. 51 to Standalone and Consolidated Financial Statements of the Company respectively, forming part of this Annual Report.

No instances of fraud have been reported by the Statutory Auditors of the Company under Section 143(12) of the Companies Act, 2013.

SECRETARIAL AUDITOR AND SECRETARIAL AUDIT REPORT

Your Company has undertaken Secretarial Audit for the financial year 2022-23 which, *inter alia,* includes audit of compliance with the Companies Act, 2013 and the Rules made under the Act, SEBI Listing Regulations and applicable Regulations prescribed by the Securities and Exchange Board of India and Secretarial Standards issued by the Institute of the Company Secretaries of India.

Pursuant to the provisions of Section 204 of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Board of Directors had appointed M/s. Sanjay Dholakia & Associates, Practicing Company Secretary (Membership No. 2655 / CP No.1798) to conduct the Secretarial Audit of the Company for financial year 2022-23.

The Secretarial Audit Report is annexed to this Report as **Annexure III**. The observation/remark of the Secretarial Auditor in their report is self-explanatory and therefore, the Board does not have any further comments on the same. The Company would take necessary action to comply with the respective provisions of the regulations.

SECRETARIAL AUDIT OF MATERIAL UNLISTED INDIAN SUBSIDIARY

Pursuant to provisions of Regulation 24A of SEBI Listing Regulations, Secretarial Audit was undertaken for material subsidiaries of the Company *viz.* – Bloom Foods and Beverages Private Limited, Aadhaar Wholesale Trading and Distribution Limited, FCL Tradevest Private Limited and Future Food and Products Limited. The Secretarial Audit Report for aforesaid material unlisted subsidiaries is annexed to this Report as **Annexure IV-A, IV-B, IV-C** and **IV-D** and does not contain any qualification, reservation or adverse remark.

PUBLIC DEPOSITS

Your Company has not been accepting any deposits from the public and hence there are no unpaid / unclaimed deposits or any instance of default in repayment thereof.

ANNUAL RETURN

The Annual Return as on 31st March, 2023 in terms of provisions of Section 92(3) read with Section 134(3)(a) of the Companies Act, 2013 and Rules thereto, is available on website of the Company - https://futureconsumer.in/investors.aspx#financials-id.

PARTICULARS OF EMPLOYEES

Disclosure with respect to the remuneration of Directors and employees as required under Section 197 of the Companies Act, 2013, read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 are provided under **Annexure V**, which is annexed to this Report.

In terms of the provisions of first proviso to Section 136(1) of the Companies Act, 2013, the statement containing particulars of top ten employees and the employees drawing remuneration in excess of limits prescribed under Section 197 of the Companies Act, 2013 read with Rule 5(2) and 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, is excluded from the Annual Report being sent to the Members of the Company and will be available for inspection by the Members upto the date of forthcoming Annual General Meeting. If any Member is interested in obtaining a copy thereof or inspecting the same, such Member may write to the Company Secretary and the same shall be provided. The full Annual Report is being sent electronically to all those members who have registered their email addresses and is also available on the website of the Company and Stock Exchanges.

ANNUAL REPORT

In compliance with the circulars issued by the Ministry of Corporate Affairs (**"MCA"**) *viz.* General Circular No. 10/2022 dated 28th December, 2022 read with General Circular No. 14/2020 dated 8th April, 2020, General Circular No. 17/2020 dated 13th April, 2020, General Circular No. 20/2020 dated 5th May, 2020, General Circular No. 02/2021 dated 13th January, 2021, General Circular No. 19/2021 dated 8th December, 2021 and General Circular No. 21/2021 dated 14th December, 2021 and Circular No. SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated 5th January, 2023 issued by the Securities and Exchange Board of India, Notice of the AGM along with the Annual Report 2022-23 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories. Members may note that the Notice and Annual Report 2022-23 will also be available on the Company's website www.futureconsumer.in, website of the Stock Exchanges i.e. BSE Limited and The National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively and on the website of NSDL https://www.evoting.nsdl.com

DISCLOSURE OF AGREEMENTS IN TERMS OF REGULATION 30A OF SEBI LISTING REGULATIONS

In terms of provisions of Regulation 30A(2) of SEBI Listing Regulations, the details of number of agreements that subsist as on the date of notification of Clause 5A to para A of Part A of Schedule III (i.e with effect from 15th July, 2023), their salient features are provided under **Annexure VI** which is annexed to this Report. The aforesaid details are also available on the website of the Company - https://futureconsumer.in/investors.aspx#announcements

PARTICULARS OF EMPLOYEE STOCK OPTION PLAN

Pursuant to the approval of the Shareholders, the Company has formulated following employee stock option schemes:

a) FVIL Employees Stock Option Plan-2011 (**"FVIL ESOP-2011"**)

b) Future Consumer Enterprise Limited - Employee Stock Option Plan 2014 (**"FCEL ESOP - 2014"**)

The aforesaid Employee Stock Option Plans are in compliance with *erstwhile* SEBI (Share Based Employee Benefits) Regulations, 2014, as amended from time to time (**"SEBI Employee Benefits Regulations"**) and there have been no material changes to these Plans during the financial year under review.

The details of options granted and exercised under FVIL ESOP-2011 and FCEL ESOP-2014 and other disclosures as required under SEBI Employee Benefits Regulations, are available on the website of the Company https://futureconsumer.in/investors.aspx#statutory-documents and are also provided in **Annexure VII**, which is annexed to this Report.

MAINTENANCE OF COST RECORDS

Your Company is not required to maintain cost records as specified by the Central Government under sub-section (1) of Section 148 of the Companies Act, 2013 and accordingly such accounts and records have not been maintained by the Company.

PARTICULARS OF ENERGY CONSERVATION, TECHNOLOGY ABSORPTION, EXPENDITURE ON RESEARCH AND DEVELOPMENT, FOREIGN EXCHANGE EARNINGS AND OUTGO, ETC.

The Company in its regular course of business is vigilant to conserve the resources and continuously implements measures required to save energy.

The Company's initiative towards Energy and Carbon Policy sets forth guidelines towards low carbon transformation through energy efficiency and sourcing energy from alternative and renewable sources. The Company's Environment Social Management Systems (**"ESMS"**) help them in identifying and assessing environmental risks, preventing and mitigating the environmental impact caused due to its operations and products. The Company monitors its environmental performance against key performance indicators and works towards increasing manufacturing efficiency, wastage reduction and enhancing capacity utilization.

The business activities of the Company are not specific to any technology requirements. In the course of operations, processes are formed and implemented to achieve operational efficiencies in the Company and also at its subsidiaries which assist in maintaining product quality and cost control.

In respect of the manufacturing units of the Company and its subsidiaries, the brief particulars in respect of various steps and initiatives taken regarding conservation of energy and technology absorption are as under:

(A) Conservation of Energy

The energy utilization in each manufacturing unit is being monitored regularly in order to achieve effective conservation of energy. The significant energy conservation measures under taken during the year under review were as under:

(i) the steps taken or impact on conservation of energy:

a. Facilities at India Food Park are instrumental in saving energy, each facility took stretched target of 15% optimization in electrical energy. Each facility implemented TPM, lean manufacturing to optimize the energy and achieved more than set target.

b. The overall energy optimized at India Food Park production in FY21-22 was 0.60 GJ/Ton of production which has surpassed in FY 22-23 with GJ/ ton of production of 0.52

c. Continued monitoring of compressor shutdown and idling of freezer rooms resulted in savings of 280 kwh/ day at F&V facility.

d. Rationalization in capacity utilization of freezer and movement of man and materials in the freezer room restricted temperature increase.

e. Installing strip curtains in cold chain doors have arrested the sudden of loss of cool air due to door opening and closing

f. Effective utilization of steam from boiler by regular monitoring of briquette consumption to steam generation and water consumption to steam generation.

g. Auto power factor correction (APFC) resulted in savings of 800 kwh/month.

h. PNG is used as fuel for boiler operation and Oven operations by most of facilities at India Food Park.

i. Dedicated chimney has been installed for 125 and 250 KVA DG sets, which will help on effective stack monitoring and there by result less power diesel consumption.

j. 500KVA DG was used to run WTP plant which was over capacity hence shuffling of DG was done and smaller capacity of 125 KVA DG was out in WTP plant to ensure less emission and consumption of fuel.

k. Decline on per unit rate due to higher EB usage

l. CRS –condensate recovery system has been installed at F&V boiler and resulted in 10000 KL of water savings.

m. LPG is replaced by PNG at IFPL. All the units are using PNG as fuel for their utilities

(ii) the steps taken by the Company for utilizing alternate sources of energy:

India Food Park at Tumkur has installed 3MW solar power generating units by third party and the company has been continuously trying to shift the power usage from renewable energy such as solar panels and to this effect the share of solar power usage has increased from 30% in FY 21-22 to 42% in FY 22-23.

(iii) the capital investment on energy conservation equipments:

There was no capital investment on energy conservation equipment for FY 2022-23 across all the business verticals of the Company and its subsidiaries.

Conservation of Water

- Water mapping done with mass balance study.
- Water flow meters are installed from source to all the appropriate locations to monitor the water consumption.
- Digital flow meter is installed at KIADB, IFPL water inlet for monitor the actual receipt of inlet water.
- Reuse, Recycle, Reduce method used to optimize the water consumption.
- Rain water harvesting pond of 20L capacity has been activated that will help harvest rain water during season and also recharge ground water level. IFPL has plans to reuse this water in future by filtration in next 2-3 years.
- The Company's water stewardship policy encourages water conservation efforts while monitoring, measuring and reporting progress against key performance indicators and complying with the local regulations.
- The average water consumption is sustained from previous year and is averaging at 1.7 KL/ ton .

(B) Technology absorption

Total Productive Maintenance (TPM) - a holistic approach to implement TPM at our units kicked off 2 years ago and also in the Centre of Plate **("COP")** units. Classroom and on the job trainings were imparted at Tumkur, Indore, Nimrani, Hyderabad. The Training methodology covers all the employees, skilled labours & contract labour. Training modules on TPM basics, 5S, KAIZEN, Autonomous maintenance (JH), OEE monitoring and 8 pillar approach are done by the TPM co-ordinator and then the local team takes over the cascade training. TPM methodology is implemented across Company's manufacturing facilities and initiated energy saving projects on energy. Resource efficiency initiatives have been done at IFPL and COP manufacturing facilities.

At the India Food Park at Tumkur, LPG is replaced by PNG there by reducing GHG emissions. Various programs are under taken like environment monitoring, tree planation, providing storm water drains for new buildings, utilizing more amount of treated water for landscaping, gardening there by conserve raw water, implementation of TPM and lean manufacturing resulted in energy savings, small initiatives like switching of lights when not use, ACs, using public transport.

(C) Foreign exchange earnings and outgo

The details in respect of Foreign Exchange earnings/ outgo for the year under review, is provided below:

Foreign Exchange Earnings: Nil

Foreign Exchange Outgo:

Nature of transaction	Amount (₹ In Lakhs)
Sitting Fees	1.50
Legal & Professional Fees	11.05
Purchases	35.11
Total	**42.10**

GENERAL

1. The Company has neither issued any equity shares with differential rights as to dividend, voting or otherwise nor sweat equity shares and hence no disclosure is required to be made in respect of the same.
2. During the year under review, the Managing Director and Executive Director have not received any commission from the Company nor any remuneration in the form of salary/ perquisites from any of its subsidiary companies.
3. There are no significant / material orders passed by the regulators/courts/tribunals during the year under review which would otherwise impact the going concern status of your Company and its future operations.
4. The Company has complied with the provisions regarding the constitution of the Internal Complaints Committee (**"ICC"**) in terms of Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and Rules thereto. During the year under review, there were no reported instances of cases filed pursuant to Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.
5. The Company has complied with Secretarial Standards issued by the Institute of Company Secretaries of India and notified by the Ministry of Corporate Affairs.

6. There is proceeding pending under the Insolvency and Bankruptcy Code, 2016. An interlocutory application was filed by Mr. Vijaykumar V Iyer, Resolution Professional of Future Retail Limited **("RP")** against the Company, before Hon'ble National Company Law Tribunal, Mumbai Bench **("NCLT")**, under the provisions of Insolvency and Bankruptcy Code, 2016 **("Code")** in the matter relating to Corporate Insolvency Resolution Process initiated by Bank of India **(the "Financial Creditor" therein)** against Future Retail Limited **("FRL" / "Debtor" therein)**. In the said interlocutory application filed, the RP has prayed to NCLT to declare payments made by FRL to the Company to the tune of ₹ 839.18 Crore, during the financial years 2020-21 and 2021-22 to be preferential in nature and has sought directions from NCLT for Company to refund the alleged preferential payments to FRL in accordance with Section 44 of the Code. The application is presently pending before NCLT.

7. The Company has not availed any fresh loan from the Banks or Financial Institutions during the financial year 2022-23 and therefore there is no disclosure relating to difference between amount of the valuation done at the time of one time settlement and the valuation done while taking loan from the Banks or Financial Institutions.

8. During the year under review, the Company has been unable to service its obligations towards payment of amount of principal and interest due towards unlisted Non-Convertible Debentures issued by the Company to CDC Emerging Markets Limited. The amount due was partly paid-off during the current fiscal and presently an principal amount of ₹ 158.82 Crore and accrued interest of ₹ 33.03 Crore is outstanding to be paid by the Company.

9. There were no events relating to non-exercising of voting rights since there were no shares purchased directly by employees under a scheme pursuant to Section 67(3) of the Companies Act,2013 read with Rule 16(4) of Companies (Share Capital and Debentures) Rules, 2014.

DIRECTORS' RESPONSIBILITY STATEMENT

Pursuant to the requirements of Section 134(5) of the Companies Act, 2013, with respect to Directors' Responsibility Statement it is hereby confirmed that:

a. in the preparation of the annual accounts for the financial year ended 31st March, 2023, the applicable accounting standards have been followed along with proper explanation relating to material departures, if any;

b. the Directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at 31st March, 2023 and of the profit or loss of the Company for that period;

c. the Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;

d. the Directors have prepared the annual accounts for the financial year ended 31st March, 2023, on a going concern basis;

e. the Directors have laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and were operating effectively;

f. the Directors have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

ACKNOWLEDGEMENT

Your Directors would like to thank and place on record their appreciation for the support and co-operation provided to your Company by its Shareholders, Future Group entities and in particular, regulatory authorities and its bankers. Your Directors would also like to place on record their appreciation for the efforts put in by employees of the Company during the year under review.

On behalf of the Board of Directors

Birendra Kumar Agrawal
Chairman

Date: 14th August, 2023

Annexure I

Form AOC-2

[Pursuant to clause (h) of sub-section (3) of section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014]

Form for disclosure of particulars of contracts/arrangements entered into by the Company with related parties referred to in sub-section (1) of section 188 of the Companies Act, 2013 including certain arms length transactions under third proviso thereto:

1. Details of contracts or arrangements or transactions not at arm's length basis:

   The Company has not entered into any contracts or arrangements or transactions with its related parties which are not on arm's length basis during the financial year 2022-23.

2. Details of material contracts or arrangement or transactions at arm's length basis:

Name of the Party	Nature of Relation	Nature of Contract	Duration	Salient Terms	Date Approved by Board	Amount (₹ In lakhs)
Aadhaar Wholesale Trading and Distribution Ltd	Subsidiary	Sales	On Going	As per purchase orders placed from time to time	2nd February, 2022	1259.48
The Nilgiri Dairy Farm Private Limited	Subsidiary	Sales	On Going	As per purchase orders placed from time to time	2nd February, 2022	1268.70

On behalf of the Board of Directors
Of Future Consumer Limited

G.N. Bajpai
Chairman

Date: May 30,2023

Annexure II

ANNUAL REPORT ON CORPORATE SOCIAL RESPONSIBILITY ("CSR") ACTIVITIES

1. **Brief outline on CSR policy of the Company**

   Future Consumer Limited (**"FCL"** or **"Company"**) is committed towards developing sustainable business model and believes that creation of large societal capital is as important as wealth creation for our stakeholders. The Company has been actively contributing to the societal wealth creation, economic and environmental development of the community in which the Company operates irrespective of any regulatory compulsions as a realization of our above belief. The Company works towards protecting the environment, as well as continually improving and enhancing the quality of life of individuals and communities at large.

   The Company has framed Corporate Social Responsibility Policy (**"CSR Policy"**) as per the requirements prescribed under the Companies Act, 2013 read with Rules framed thereunder. The CSR Policy is available on the website of the Company.

2. The Composition of the CSR Committee as on 31st March, 2023 is as under:

Sl. No.	Name of Director	Designation / Nature of Directorship	Number of meetings of CSR Committee held during the year	Number of meetings of CSR Committee attended during the year
1	Ms. Ashni Biyani	Chairperson	1	1
2	Mr. Kishore Biyani	Member	1	1
3	Ms. Neelam Chhiber[$]	Member	1	0

[$] appointed as member with effect from 2nd November, 2022

3. Provide the web-link where Composition of CSR committee, CSR Policy and CSR projects approved by the board are disclosed on the website of the Company:

   - The Composition of CSR as on 31st March, 2023 is available on the website of the Company - https://futureconsumer.in/investors.aspx#statutory-documents
   - The CSR Policy and CSR Projects is available on the website of the Company - https://futureconsumer.in/investors.aspx#policies-code

4. Provide the executive summary along with web-link(s) of Impact Assessment of CSR Projects carried out in pursuance of sub-rule (3) of rule 8, if applicable. - **Not Applicable**

5. (a) Average net profit of the Company as per sub-section (5) of section 135 : **During the three immediately preceding financial years, the Company has incurred Average Net Loss of ₹ (20,272.20) Lakhs.**

   (b) Two percent of average net profit of the company as per sub-section (5) of section 135: **Not Applicable in view of average net loss incurred during the three immediately preceding financial years.**

   (c) Surplus arising out of the CSR Projects or programmes or activities of the previous financial years: **NIL**

   (d) Amount required to be set-off for the financial year, if any : **NIL**

   (e) Total CSR obligation for the financial year [(b)+(c)-(d)] : **NIL**

6. (a) Amount spent on CSR Projects (both Ongoing Project and other than Ongoing Project).- **NIL**

   (b) Amount spent in Administrative Overheads. – **NIL**

   (c) Amount spent on Impact Assessment, if applicable. – **NIL**

   (d) Total amount spent for the Financial Year [(a)+(b)+(c)] - **Not applicable in view of average net loss incurred during the three immediately preceding financial years**.

(e) CSR amount spent or unspent for the Financial Year:

Total Amount Spent for the Financial Year. (in ₹)	Amount Unspent (in ₹)				
	Total Amount transferred to Unspent CSR Account as per subsection (6) of section 135.		Amount transferred to any fund specified under Schedule VII as per second proviso to sub-section (5) of section 135.		
	Amount.	Date of transfer	Name of the Fund	Amount	Date of transfer
	Nil	-	-	Nil	-

(f) Excess amount for set-off, if any:

Sl. No.	Particular	Amount (in ₹)
(1)	(2)	(3)
(i)	Two percent of average net profit of the company as per sub-section (5) of section135	NIL
(ii)	Total amount spent for the Financial Year	
(iii)	Excess amount spent for the Financial Year [(ii)-(i)]	
(iv)	Surplus arising out of the CSR projects or programmes or activities of the previousFinancial Years, if any	
(v)	Amount available for set off in succeeding Financial Years [(iii)-(iv)]	

7. Details of Unspent Corporate Social Responsibility amount for the preceding three Financial Years:

1	2	3	4	5	6		7	8
Sl. No.	Preceding Financial Year(s)	Amount transferred to Unspent CSR Account under sub- section (6) of section 135 (in ₹)	Balance Amount inUnspent CSR Account under sub- section (6) of section 135 (in ₹)	Amount Spent in the Financial Year (in ₹)	Amount transferred to a Fund as specified under Schedule VII as per second proviso to sub- section (5) of section 135,if any		Amount remaining to bespent in succeeding Financial Years (in ₹)	Deficiency, ifany
					Amount (in ₹)	Date of Transfer		
1	FY-1	NIL						
2	FY-2							
3	FY-3							

8. Whether any capital assets have been created or acquired through Corporate Social Responsibility amount spent in the Financial Year:

○ Yes ⊘ No

If Yes, enter the number of Capital assets created/ acquired

Furnish the details relating to such asset(s) so created or acquired through Corporate Social Responsibility amount spent in the Financial Year: **Not Applicable**

Sl. No.	Short particulars of the property orasset(s) [including complete address and location of theproperty]	Pincode ofthe property or asset(s)	Date of creation	Amountof CSR amountspent	Details of entity/ Authority/ beneficiary of the registered owner		
(1)	(2)	(3)	(4)	(5)	(6)		
					CSR Registration Number, if applicable	Name	Registered address

(All the fields should be captured as appearing in the revenue record, flat no, house no, Municipal Office/Municipal Corporation/ Gram panchayat are to be specified and also the area of the immovable property as well as boundaries)

9. Specify the reason(s), if the company has failed to spend two per cent of the average net profit as per sub- section (5) of section 135.- **Not Applicable**

Samson Samuel
Chief Executive Officer

Ashni Biyani
Chairperson - CSR Committee

Annexure III

FORM NO. MR-3

SECRETARIAL AUDIT REPORT

For the financial year ended March 31, 2023
[Pursuant to section 204(1) of the Companies Act, 2013 and Rule no. 9 of the Companies
(Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To,
The Members
Future Consumer Limited
Mumbai

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **FUTURE CONSUMER LIMITED** (hereinafter called the **"Company"**). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on my verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit of the Company, I hereby report that in my opinion, the Company has, during the audit period covering the financial year ended on March 31, 2023 complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter.

I have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on March 31, 2023 according to the provisions of:

i. The Companies Act, 2013 (the Act) and the rules made thereunder;

ii. The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;

iii. The Depositories Act, 1996 and the Regulations and Byelaws framed thereunder;

iv. Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings; - (Not applicable to the Company during the Audit Period);

v. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-

   a. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;

   b. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;

   c. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;

   d. The Securities and Exchange Board of India (Share Based Employee Benefits & Sweat Equity) Regulations, 2021;

   e. The Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021;

   f. The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;

      The Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018;

   g. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021; (Not applicable to the Company during the Audit Period);

   h. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; (Not applicable to the Company during the Audit Period); and

   i. The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), 2015.

I have also examined compliance with the applicable clauses of Secretarial Standards with regards to Meeting of Board of Directors (SS-1) and General Meetings (SS-2) issued by the Institute of Company Secretaries of India.

During the period under review, the Company has complied with the applicable provisions of the Act, Rules, Regulations and Guidelines, as mentioned above **except in respect of the following.**

The Company has prepared consolidated financial statement for the year ended 31st March 2022 without consolidating financials of Aussee Oats Milling Private Limited (joint venture) and Aussee Oats India Limited (step down subsidiary) , which is a non-compliance of Ind AS 27 and Section 133 of the Companies Act 2013.

The Company has prepared consolidated financial results for all the quarters during the financial Year ended 31.03.2022 without consolidating financials results of Aussee Oats Milling Private Limited (joint venture) and Aussee Oats India Limited (step down subsidiary), which is a non-compliance Regulation 33 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Management Response:

There is a dispute between the Company and said JV partners and due to non-availability of financial results for the quarter and year ended 31st March, 2022 as a consequence of non-cooperation of the said JV partners which is in direct contravention of court rulings.

The carrying value of the exposure (including investments, loans and other assets) in standalone and consolidated financial results/statements in the aforesaid joint ventures is Rs. 9,312 lakhs and Rs. 6,650 Lakhs respectively. The Company has made appropriate disclosure in the financial statements (standalone and consolidated) for the financial year ended 31st March,2022.

I further report and confirm that the Company has maintained Structured Digital Database in compliance with the Regulation 3(5) and 3(6) of Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 for the year ended 31.03.2023.

I further report that:

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors / Committees of Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Based on the representation given by the Management of the Company and as verified by me, it is observed that there are no such laws which are specifically applicable to the industry in which the Company operates.

Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance or at a shorter notice in compliance with the provisions of the Act and the Secretarial Standards with regards to Meeting of Board of Directors ("SS-1"), and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

Majority decisions of the Board are carried out unanimously as recorded in the minutes of the meetings of the Board of Directors.

I further report that there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

This Report is to be read with our letter of even date which is annexed as Annexure I and forms an integral part of this Report.

For SANJAY DHOLAKIA & ASSOCIATES
(SANJAY DHOLAKIA)
Practicing Company secretary
Proprietor
Membership No. 2655
C P No.: 1798

Place: Mumbai
Date: 30th May, 2023
UDIN: F002655E000419115
Peer Reviewed Firm No. 2036/2022

ANNEXURE I TO SECRETARIAL AUDIT REPORT

To,
The Members
Future Consumer Limited
Mumbai

Our report of even date is to be read along with this letter.

1. Maintenance of secretarial record is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records. The verification was done on test basis to ensure that the correct facts are reflected in secretarial records. We believe that the practices and processes we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Account of the Company.
4. Wherever required, we have obtained management representation about the compliance of laws, rules, regulations, norms and standards and happening of events.
5. The compliance of the provisions of the Corporate and other applicable laws, rules, regulations and norms is the responsibility of management. Our examination was limited to the verification of procedure on test basis.
6. Audit Report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

For SANJAY DHOLAKIA & ASSOCIATES
(SANJAY DHOLAKIA)
Practicing Company secretary
Proprietor
Membership No. 2655
C P No.: 1798

Place: Mumbai
Date: 30th May, 2023
UDIN: F002655E000419115
Peer Reviewed Firm No. 2036/2022

Annexure IV-A

FORM NO. MR – 3
SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED 31^{ST} MARCH, 2023

[Pursuant to section 204(1) of the Companies Act, 2013 and Rule No.9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To,
The Members,
Bloom Foods and Beverages Private Limited
Knowledge House, Shyam Nagar,
Off. JVLR, Jogeshwari (East),
Mumbai – 400 060

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by Bloom Foods and Beverages Private Limited (hereinafter called the **"Company"**). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on my verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, I hereby report that in my opinion, the Company has, during the audit period covering the financial year ended on 31^{st} March, 2023 complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31^{st} March, 2023 according to the provisions of:

(i) The Companies Act, 2013 (the **"Act"**) and the rules made thereunder;

(ii) The Securities Contracts (Regulation) Act, 1956 (**"SCRA"**) and the rules made thereunder;

(iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;

(iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings; (Not Applicable to the Company during the Audit period)

I have also examined compliance with the applicable clauses of the following:

(i) Secretarial Standards [Meeting of Board of Directors (SS-1) and General Meetings (SS-2)] issued by The Institute of Company Secretaries of India.

During the period under review the Company has complied with the applicable provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above.

I further report that

The Board of Directors of the Company is duly constituted with Non-Executive Directors. There was no change in the composition of the Board of Directors during the period under review.

Based on the representation given by the Management of the Company and as verified by me, it is observed that there are no such laws which are specifically applicable to the industry in which the Company operates.

Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

All decisions were carried through with majority and there were no dissenting views from the Board members.

I further report that there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

I further report that during the audit period, specific events / actions having a major bearing on the Company's affairs in pursuance of the above referred laws, rules, regulations, guidelines, standards are as under:

- During the financial year 2022-23, pursuant to Sections 230 to 232 and other applicable provisions of the Companies Act, 2013, a Scheme of Amalgamation between the Company (**"Transferor Company No. 1"**) and Nilgiris Franchise Limited **("NFL" or "Transferor Company No. 2")** and Nilgiri's Mechanised Bakery Private Limited **("NMBPL" or "Transferor Company No. 3")** and Future Consumer Limited (**"FCL" or "Transferee Company"**) and their respective shareholders was approved by the Board of the respective companies. The Transferor and Transferee companies are in the process of filing the draft scheme with Hon'ble NCLT, Mumbai Bench for approval.

This report is to be read with my letter of even date which is annexed as 'Annexure' and forms an integral part of this report.

Bhumika Desai
Company Secretary
ACS No.: 35550
C P No.: 22202
UDIN : A035550E000351107
Peer Review Certificate no. 3419/2023

Place : Mumbai
Date : 22nd May, 2023

Annexure

To,
The Members,
Bloom Foods and Beverages Private Limited
Knowledge House, Shyam Nagar,
Off. JVLR, Jogeshwari (East),
Mumbai – 400 060

My report of even date is to be read along with this letter:

1. Maintenance of secretarial record is the responsibility of the management of the Company. My responsibility is to express an opinion on these secretarial records based on my audit.
2. I have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records. The verification was done on test-check basis to ensure that the correct facts are reflected in secretarial records. I believe that the practices and processes I followed provide a reasonable basis for my opinion.
3. I have not verified the correctness and appropriateness of financial records and books of accounts of the Company.
4. Wherever required, I obtained management representation about the compliance of laws, rules, regulations, norms and standards and happening of events.
5. The compliance of the provisions of the corporate and other applicable laws, rules, regulations and norms is the responsibility of management. My examination was limited to the verification of procedure on test-check basis.
6. The secretarial audit report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

Bhumika Desai
Company Secretary
ACS No.: 35550
C P No.: 22202
UDIN : A035550E000351107
Peer Review Certificate no. 3419/2023

Place : Mumbai
Date : 22nd May, 2023

Annexure IV-B

Form No. MR-3
SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED MARCH 31, 2023

[Pursuant to section 204(1) of the Companies Act, 2013 and rule No.9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To,
The Members,
Aadhaar Wholesale Trading and Distribution Limited
Mumbai

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by Aadhaar Wholesale Trading and Distribution Limited (hereinafter called "**the Company**"). The Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts / statutory compliances and expressing our opinion thereon.

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, We hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on March 31, 2023 complied with the statutory provisions listed hereunder and also that the Company has proper Board processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on March 31, 2023 according to the provisions of:

i. The Companies Act, 2013 (the Act) and the rules made thereunder;

ii. The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;

iii. The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder

iv. Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings; - (Not applicable to the Company during the Audit Period);

We have also examined compliance with the applicable clauses of the following:

I. Secretarial Standards with regard to Meeting of Board of Directors (SS-1) and General Meetings (SS-2) issued by The Institute of Company Secretaries of India;

During the period under review, the Company has complied with the applicable provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. as mentioned above.

We further report that:

- The Board of Directors of the Company is duly constituted with Non-Executive Directors;
- Based on the representation given by the Management of the Company and as verified by us, it is observed that there are no such laws which are specifically applicable to the industry in which the Company operates;
- Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance except where the Board Meetings have been called at a shorter notice in compliance with the provisions of the Act and Secretarial Standards, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting;

- Majority decisions are carried through while dissenting member's views, if any, are captured and recorded as part of the minutes. However during the Audit period there were no cases of dissenting opinions expressed by Directors.
- We further report that there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

This Report is to be read with our letter of even date which is annexed as Annexure – 1 and forms an integral part of this Report.

For Harsh Hiren Shah & Associates
Company Secretaries

Date : 23rd May, 2023
Place : Mumbai
UDIN : A045112E000356819

Harsh Hiren Shah
Proprietor
Membership No. A45112 / CP No. 22408
P. R. Certificate No.: 2265/2022

ANNEXURE - 1

To,
The Members,
Aadhaar Wholesale Trading and Distribution Limited
Mumbai

Our report of even date is to be read along with this letter.

1. Maintenance of secretarial record is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records. The verification was done on test basis to ensure that the correct facts are reflected in secretarial records. We believe that the practices and processes, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Account of the Company.
4. Wherever required, we obtained management representation about the compliance of laws, rules, regulations, norms and standards and happening of events.
5. The compliance of the provisions of the corporate and other applicable laws, rules, regulations and norms is the responsibility of management. Our examination was limited to the verification of procedure on test basis.
6. The secretarial audit report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

For Harsh Hiren Shah & Associates
Company Secretaries

Date : 23rd May, 2023
Place : Mumbai
UDIN : A045112E000356819

Harsh Hiren Shah
Proprietor
Membership No. A45112 / CP No. 22408
P. R. Certificate No.: 2265/2022

Annexure IV-C

FORM NO. MR – 3
SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2023

[Pursuant to section 204(1) of the Companies Act, 2013 and Rule No.9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To,
The Members,
FCL Tradevest Private Limited
5th Floor, Sobo Central Mall,
Pt Madan Mohan Malviya Marg,
Cross Road Haji Ali,
Tardeo, Mumbai - 400034

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by FCL Tradevest Private Limited (hereinafter called the **"Company"**). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on my verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, I hereby report that in my opinion, the Company has, during the audit period covering the financial year ended on 31st March, 2023 complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31st March, 2023 according to the provisions of:

(i) The Companies Act, 2013 (the **"Act"**) and the rules made thereunder;

(ii) The Securities Contracts (Regulation) Act, 1956 (**"SCRA"**) and the rules made thereunder;

(iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;

(iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings; (Not Applicable to the Company during the Audit period)

I have also examined compliance with the applicable clauses of the following:

(i) Secretarial Standards [Meeting of Board of Directors (SS-1) and General Meetings (SS-2)] issued by The Institute of Company Secretaries of India.

During the period under review the Company has complied with the applicable provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above.

The Board of Directors of the Company is duly constituted with three Non-Executive Directors as on 31st March, 2023. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Based on the representation given by the Management of the Company and as verified by me, it is observed that there are no such laws which are specifically applicable to the industry in which the Company operates.

Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

All decisions were carried through with majority and there were no dissenting views from the Board members.

I further report that there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

I further report that during the audit period, specific events / actions having a major bearing on the Company's affairs in pursuance of the above referred laws, rules, regulations, guidelines, standards, are as under:

- Pursuant to the Composite Scheme of Arrangement of Affluence Food Processors Private Limited, Avante Snack Foods Private Limited, FCEL Food Processors Limited, Future Consumer Products Limited and Genoa Rice Mills Private Limited (**"Transferor Companies"**) with FCL Tradevest Private Limited (**"Transferee Company"**), sanctioned by the Hon'ble National Company Law Tribunal, Mumbai Bench vide its order pronounced on 24th February 2022 in C.P.(CAA)/49/MB/2021 connected with C.A.(CAA)/1097/MB/2020, and the approval granted by the Board of Directors of the Company:

a) 100 (One Hundred) Equity Shares of face value of Rs. 10/- (Rupees Ten only) each have been issued and allotted to **'Future Consumer Limited'** on 16th May, 2022, Shareholder of FCEL Food Processors Limited whose name was recorded in the register of members of FCEL Food Processors Limited as on record date as per clause 1.1.11 of the sanctioned scheme.

b) 100 (One Hundred) Equity Shares of face value of Rs. 10/- (Rupees Ten only) each have been issued and allotted to **'Future Consumer Limited'** on 16th May, 2022, Shareholder of Future Consumer Products Limited whose name was recorded in the register of members of Future Consumer Products Limited as on record date as per clause 1.1.11 of the sanctioned scheme.

This report is to be read with my letter of even date which is annexed as 'Annexure' and forms an integral part of this report.

Bhumika Desai
Company Secretary
ACS No.: 35550
C P No.: 22202
UDIN : A035550E000412190
Peer Review Certificate no. 3419/2023

Place : Mumbai
Date : 29th May, 2023

ANNEXURE

To,
The Members,
FCL Tradevest Private Limited
5th Floor, Sobo Central Mall,
Pt Madan Mohan Malviya Marg,
Cross Road Haji Ali,
Tardeo, Mumbai - 400034

My report of even date is to be read along with this letter:

1. Maintenance of secretarial record is the responsibility of the management of the Company. My responsibility is to express an opinion on these secretarial records based on my audit.
2. I have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records. The verification was done on test-check basis to ensure that the correct facts are reflected in secretarial records. I believe that the practices and processes I followed provide a reasonable basis for my opinion.
3. I have not verified the correctness and appropriateness of financial records and books of accounts of the Company.
4. Wherever required, I obtained management representation about the compliance of laws, rules, regulations, norms and standards and happening of events.
5. The compliance of the provisions of the corporate and other applicable laws, rules, regulations and norms is the responsibility of management. My examination was limited to the verification of procedure on test-check basis.
6. The secretarial audit report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

Bhumika Desai
Company Secretary
ACS No.: 35550
C P No.: 22202
UDIN : A035550E000412190
Peer Review Certificate no. 3419/2023

Place : Mumbai
Date : 29th May, 2023

Annexure IV-D

FORM NO. MR – 3
SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED 31^{ST} MARCH, 2023

[Pursuant to section 204(1) of the Companies Act, 2013 and Rule No.9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To,
The Members,
Future Food and Products Limited
Knowledge House, Shyam Nagar,
Off. JVLR, Jogeshwari (East),
Mumbai – 400 060

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by Future Food and Products Limited (hereinafter called the **"Company"**). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on my verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, I hereby report that in my opinion, the Company has, during the audit period covering the financial year ended on 31^{st} March, 2023 complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31^{st} March, 2023 according to the provisions of:

(i) The Companies Act, 2013 (the **"Act"**) and the rules made thereunder;

(ii) The Securities Contracts (Regulation) Act, 1956 (**"SCRA"**) and the rules made thereunder;

(iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;

(iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings; (Not Applicable to the Company during the Audit period)

I have also examined compliance with the applicable clauses of the following:

(i) Secretarial Standards [Meeting of Board of Directors (SS-1) and General Meetings (SS-2)] issued by The Institute of Company Secretaries of India.

During the period under review the Company has complied with the applicable provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above.

I further report that

The Board of Directors of the Company is duly constituted with Non-Executive Directors. There was no change in the composition of the Board of Directors during the period under review.

Based on the representation given by the Management of the Company and as verified by me, it is observed that there are no such laws which are specifically applicable to the industry in which the Company operates.

Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

All decisions were carried through with majority and there were no dissenting views from the Board members.

I further report that there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

I further report that during the audit period, specific events / actions having a major bearing on the Company's affairs in pursuance of the above referred laws, rules, regulations, guidelines, standards are as under:

- Pursuant to the approval granted by the Shareholders of the Company during the year under review, in terms of Section 180 (1) (a) of the Companies Act, 2013, the Company has executed a Sale Deed on 26th April, 2022 with respect to sale of immovable properties of the Company situated at Mauza KOKARDA and Mauza KANIYADOL at Nagpur District for a consideration of Rs. 3,285 Lakhs.

This report is to be read with my letter of even date which is annexed as 'Annexure' and forms an integral part of this report.

Bhumika Desai
Company Secretary
ACS No.: 35550
C P No.: 22202
UDIN : A035550E000351162
Peer Review Certificate no. 3419/2023

Place : Mumbai
Date : 22nd May, 2023

ANNEXURE

To,
The Members,
Future Food and Products Limited
Knowledge House, Shyam Nagar,
Off. JVLR, Jogeshwari (East),
Mumbai – 400 060

My report of even date is to be read along with this letter:

1. Maintenance of secretarial record is the responsibility of the management of the Company. My responsibility is to express an opinion on these secretarial records based on my audit.
2. I have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records. The verification was done on test-check basis to ensure that the correct facts are reflected in secretarial records. I believe that the practices and processes I followed provide a reasonable basis for my opinion.
3. I have not verified the correctness and appropriateness of financial records and books of accounts of the Company.
4. Wherever required, I obtained management representation about the compliance of laws, rules, regulations, norms and standards and happening of events.
5. The compliance of the provisions of the corporate and other applicable laws, rules, regulations and norms is the responsibility of management. My examination was limited to the verification of procedure on test-check basis.
6. The secretarial audit report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

Bhumika Desai
Company Secretary
ACS No.: 35550
C P No.: 22202
UDIN : A035550E000351162
Peer Review Certificate no. 3419/2023

Place : Mumbai
Date : 22nd May, 2023

Annexure V

Details as required under Section 197(12) of the Companies Act, 2013 read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014

(i) **The percentage increase in remuneration of each Director, Chief Financial Officer, Chief Executive Officer, Company Secretary or Manager, during the financial year 2022-23, ratio of the remuneration of each Director to the median remuneration of the employees of the Company for the financial year 2022-23 are as under:**

Sr. No.	Name of Director/KMP and designation	% increase in Remuneration forFinancial Year 2022-23	Ratio of remuneration of each Director to median remuneration of employees
1	Ashni Biyani* Managing Director	-	7.67
2	Jude Linhares @ Executive Director	-	-
3	Amit Kumar Agrawal** Executive Director	17	9.11
4	Samson Samuel# Chief Executive Officer	-	-
5	Manoj Gagvani Company Secretary & Head-Legal	-	-
6	Rajendra Bajaj$ Chief Financial Officer	25	-

*ceased to be Managing Director with effect from 12th May, 2022

@ ceased to be an Executive Director with effect from 15th April, 2022

**ceased to be Dy. Chief Financial Officer and appointed as an Executive Director with effect from 25th April, 2022

appointed as Chief Executive Officer with effect from 12th May, 2022

$ceased to be Dy. Chief Financial Officer and appointed as Chief Financial Officer with effect from 12th August, 2022

(ii) Percentage increase in the median remuneration of employees in the financial year

In the financial year 2022-23, there was an increase of 6% in the median remuneration of employees.

(iii) Number of permanent employees on the rolls of Company

There were 62 permanent employees on the rolls of Company as on 31st March, 2023.

(iv) Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration

The average percentage increase made in the salaries of employees other than the managerial personnel for the financial year i.e. 2022-23 was 9% whereas the increase in the managerial remuneration for the same financial year was 57%. Justification for increase in managerial remuneration is due to change in roles, appointment/resignation and revision in case of few key managerial personnel as per industry norms.

(vi) Affirmation that the remuneration is as per the remuneration policy of the Company

It is hereby affirmed that the remuneration paid is as per the Remuneration Policy of the Company.

Annexure VI

DISCLOSURE OF AGREEMENTS (INCLUDING SALIENT FEATURES) BINDING LISTED ENTITIES IN TERMS OF REGULATION 30A OF SEBI LISTING REGULATIONS

Sr. No.	Particulars	Remarks
A	**Investment Agreement dated 1st July, 2016 and Amended and Restated Investment Agreement dated 16th May,2019**	
1.	If the listed entity is a party to the agreement, i. details of the counterparties (including name and relationship with the listed entity)	Yes International Finance Corporation **("IFC" / "Investor "). IFC.** IFC is not related to the Company.
2.	If listed entity is not a party to the agreement, i. name of the party entering into such an agreement and the relationship with the listed entity; ii. details of the counterparties to the agreement (including name and relationship with the listed entity); iii. date of entering into the agreement.	Not Applicable
3.	Purpose of entering into the agreement;	For investment made by IFC in the Company by subscription to Compulsorily Convertible Debentures and Equity Shares.
4.	Shareholding, if any, in the entity with whom the agreement is executed	IFC holds 10,78,19,921 equity shares
5.	Significant terms of the agreement (in brief);	• Agreement by IFC to subscribe to the securities mentioned thereunder at the prescribed price. • Customary consent rights with the Investor *inter-alia* comprising senior ranking issuance of securities, undertaking liquidation/ delisting, change in rights of Investor securities. • Compliance with social and environmental obligations to be undertaken by the Company
6	Extent and the nature of impact on management or control of the listed entity;	Not Applicable
7.	Details and quantification of the restriction or liability imposed upon the listed entity;	As per Point No. 5 above
8.	Whether, the said parties are related to promoter/promoter group/ group companies in any manner. If yes, nature of relationship;	Not Applicable
9.	Whether the transaction would fall within related party transactions? If yes, whether the same is done at "arm's length";	Not Applicable
10.	In case of issuance of shares to the parties, details of issue price, class of shares issued;	The Compulsorily Convertible Debentures are already converted into equity shares of the Company.

Sr. No.	Particulars	Remarks
11.	Any other disclosures related to such agreements, viz., details of nominee on the board of directors of the listed entity, potential conflict of interest arising out of such agreements, etc.;	IFC has right to appoint nominee director, subject to prescribed holdings in the Company.
12.	in case of rescission, amendment or alteration, listed entity shall disclose additional details to the stock exchange(s): i. name of parties to the agreement; ii. nature of the agreement; iii. date of execution of the agreement; iv. details and reasons for amendment or alteration and impact thereof (including impact on management or control and on the restriction or liability quantified earlier); v. reasons for rescission and impact thereof (including impact on management or control and on the restriction or liability quantified earlier).	Not Applicable

Sr. No.	Particulars	Remarks
B	**Unattested Pledge Agreement dated 30th April, 2022**	
1.	If the listed entity is a party to the agreement, i. details of the counterparties (including name and relationship with the listed entity)	Yes Axis Trustee Services Limited **("Axis Trustee").** Axis Trustee is not related to the Company
2.	If listed entity is not a party to the agreement, i. name of the party entering into such an agreement and the relationship with the listed entity; ii. details of the counterparties to the agreement (including name and relationship with the listed entity); iii. date of entering into the agreement.	Not Applicable
3.	Purpose of entering into the agreement;	To create pledge on investments of the Company in investee companies to secure outstanding dues of the Lenders under the Framework Agreement dated 6th May,2021.
4.	Shareholding, if any, in the entity with whom the agreement is executed	Not Applicable
5.	Significant terms of the agreement (in brief);	To provide additional security to the lenders by way of pledge on investments of the Company held in subsidiary and joint venture companies.
6	Extent and the nature of impact on management or control of the listed entity;	None

Sr. No.	Particulars	Remarks
7.	Details and quantification of the restriction or liability imposed upon the listed entity;	Restriction on disposal /creation of encumbrance of any nature on investments held by the Company.
8.	Whether, the said parties are related to promoter/promoter group/ group companies in any manner. If yes, nature of relationship;	No
9.	Whether the transaction would fall within related party transactions? If yes, whether the same is done at "arm's length";	Not Applicable
10.	In case of issuance of shares to the parties, details of issue price, class of shares issued;	Not Applicable
11.	Any other disclosures related to such agreements, viz., details of nominee on the board of directors of the listed entity, potential conflict of interest arising out of such agreements, etc.;	Not Applicable
12.	in case of rescission, amendment or alteration, listed entity shall disclose additional details to the stock exchange(s): i. name of parties to the agreement; ii. nature of the agreement; iii. date of execution of the agreement; iv. details and reasons for amendment or alteration and impact thereof (including impact on management or control and on the restriction or liability quantified earlier); v. reasons for rescission and impact thereof (including impact on management or control and on the restriction or liability quantified earlier).	Not Applicable

Annexure VII

Disclosures relating to Employee Stock Option Scheme(s) in respect of Options granted till 31st March, 2023

<table>
<tr><th>Sr. No</th><th>Particulars</th><th>FVIL ESOP-2011</th><th>FCEL ESOP-2014</th></tr>
<tr><td>A</td><td>Disclosures in terms of the accounting standards prescribed by the Central Government in terms of Section 133 of the Companies Act, 2013 (18 of 2013) including the ‘Guidance note on accounting for employee share-based payments’ issued in that regard from time to time.</td><td colspan="2">Refer Note 35 in Notes to Financial Statements</td></tr>
<tr><td>B</td><td>Diluted Earnings Per Share (EPS) on issue of shares pursuant to all the schemes covered under the regulations shall be disclosed in accordance with Accounting Standard 20 – Earnings Per Share issued by ICAI or any other relevant accounting standards as prescribed from time to time</td><td colspan="2">₹ (2.76)</td></tr>
<tr><td>C</td><td colspan="3">Details related to ESOS</td></tr>
<tr><td>(i)</td><td colspan="3">A description of each ESOS that existed at any time during the year including the general terms and conditions of each ESOS</td></tr>
<tr><td>(a)</td><td>Date of Shareholders’ Approval</td><td>10th August, 2010 and
16th January, 2012</td><td>12th January, 2015 and
12th May, 2015</td></tr>
<tr><td>(b)</td><td>Total Number of Options approved under ESOS</td><td>5,00,00,000</td><td>Primary Route: 3,19,50,000
Secondary Route: 7,98,00,000</td></tr>
<tr><td>(c)</td><td>Vesting Requirements</td><td><table><tr><td>At the end of one year from the date of Grant</td><td>30% of options granted</td></tr><tr><td>At the end of two year from the date of Grant</td><td>30% of options Granted</td></tr><tr><td>At the end of three year from the date of Grant</td><td>40% of options granted</td></tr></table></td><td><table><tr><td>At the end of one year from the date of Grant</td><td>20% of options granted</td></tr><tr><td>At the end of two year from the date of Grant</td><td>30% of options granted</td></tr><tr><td>At the end of three year from the date of Grant</td><td>50% of options granted</td></tr></table></td></tr>
<tr><td>(d)</td><td>Exercise price or Pricing formula</td><td>₹ 6/-</td><td>Primary Route : The exercise price per Option shall not be less than the face value of Equity Shares and shall not exceed market price of the Equity Share of the Company as on date of grant of Options, as may be decided by Nomination and Remuneration / Compensation Committee.
Secondary Route : The exercise price per Option shall not exceed market price of the Equity Share of the Company as on date of grant of Options or the cost of acquisition of such shares to the Company applying FIFO basis, whichever is higher, as may be decided by Nomination and Remuneration / Compensation Committee.</td></tr>
</table>

Sr. No	Particulars	FVIL ESOP-2011	FCEL ESOP-2014
(e)	Maximum term of Options granted	Three Years from the date of Vesting	Three Years from the date of Vesting
(f)	Source of Shares (primary, secondary or combination)	Primary	Primary & Secondary
(g)	Variation of terms of Options	Nil	Nil
(ii)	Method used to account for ESOS - Intrinsic or fair value	Fair Value	Fair Value
(iii)	Where the company opts for expensing of the options using the intrinsic value of the options, the difference between the employee compensation cost so computed and the employee compensation cost that shall have been recognized if it had used the fair value of the options shall be disclosed. The impact of this difference on profits and on EPS of the company shall also be disclosed.	NOT APPLICABLE	
(iv)	Option Movement during the year (for each ESOS)		

		FVIL ESOP-2011 (Primary Route)	FCEL ESOP-2014 (Secondary Market Route)	FCEL ESOP-2014 (Primary Route)
a)	Number of Options outstanding at the beginning of the Period	Nil	1,04,97,293	2,57,500
b)	Number of Options granted during the year	Nil	Nil	Nil
c)	Number of Options forfeited / lapsed during the year	Nil	97,97,293	2,57,500
d)	Number of Options vested during the year.	Nil	7,16,238	Nil
e)	Number of Options exercised during the year	Nil	Nil	Nil
f)	Number of shares arising as a result of exercise of Options	Nil	Nil	Nil
g)	Money realized by exercise of Options	Nil	Nil	Nil
h)	Loan repaid by the Trust during the year from exercise price received	Not Applicable	Nil	Not Applicable
i)	Number of options outstanding at the end of the year	Nil	7,00,000	Nil
j)	Number of Options exercisable at the end of the year.	Nil	1,40,000	Nil

Sr. No	Particulars	FVIL ESOP-2011	FCEL ESOP-2014
v)	Weighted-average exercise prices and weighted-average fair values of options shall be disclosed separately for options whose exercise price either equals or exceeds or is less than the market price of the stock.	Refer Note 35 in Notes to Financial Statements	
vi)	Employee wise details of options granted to:		
(a)	Senior Managerial Personnel (Directors and Key Managerial Personnel)	Nil	

Sr. No	Particulars	FVIL ESOP-2011	FCEL ESOP-2014
(b)	Any other employee who receives a grant in any one year of option amounting to 5% or more of option granted during that year.	Nil	
(c)	Identified employees who were granted option during any one year, equal to or exceeding 1% of the issued capital (excluding outstanding warrants and conversions) of the Company from the time of grant.	Nil	
vii)	A description of the method and significant assumptions used during the year to estimate the fair value of options including the following information:		
(a)	the weighted-average values of share price, exercise price, expected volatility, expected option life, expected dividends, the risk-free interest rate and any other inputs to the model;	Refer Note 35 in Notes to Financial Statements	
(b)	the method used and the assumptions made to incorporate the effects of expected early exercise;	The fair value of each Option is estimated using the Black Scholes Option Pricing model.	
(c)	how expected volatility was determined, including an explanation of the extent to which expected volatility was based on historical volatility; and	The volatility used in the Black Scholes Option Pricing model is the annualized standard deviation of the continuously compounded rates of return on the stock over a period of time. The period considered for the working is commensurate with the expected life of the Options and is based on the daily volatility of the Company's stock price on NSE. The Company has incorporated the early exercise of Options by calculating expected life on past exercise behaviour.	
(d)	whether and how any other features of the option grant were incorporated into the measurement of fair value, such as a market condition.	There are no market conditions attached to the grant and vest.	

Details related to Trust:

The details *inter alia*, in connection with transactions made by the Trust meant for the purpose of administering the Future Consumer Enterprise Limited Employee Stock Option Plan -2014 are as under:

(i) General information on all schemes

Sr. No.	Particulars	Details
1	Name of the Trust	Future Consumer Enterprise Employees Welfare Trust
2	Details of the Trustee(s)	Vistra ITCL (India) Limited (formerly known as IL & FS Trust Company Limited)
3	Amount of loan disbursed by Company / any company in the group, during the year	Nil
4	Amount of loan outstanding (repayable to Company / any company in the group) as at the end of the year	₹ 3,910.71 lakhs
5	Amount of loan, if any, taken from any other source for which Company / any company in the group has provided any security or guarantee.	Nil
6	Any other contribution made to the Trust during the year	Nil

(ii) Brief details of transactions in shares by the Trust

(a)	Number of shares held at the beginning of the year;	13,452,793
(b)	Number of shares acquired during the year through:	
	(i) primary issuance	Nil
	(ii) secondary acquisition, also as a percentage of paid up equity capital as at the end of the previous financial year, along with information on weighted average cost of acquisition per share	Nil
(c)	Number of shares transferred to the employees / sold along with the purpose thereof	2,955,500 equity shares. The excess shares held by Trust which were not backed by grant have been sold.
(d)	Number of shares held at the end of the year	10,497,293 equity shares

(iii) In case of secondary acquisition of shares by the Trust

Sr. No	Particulars	Number of shares	As a percentage of paid-up equity capital as at the end of the year immediately preceding the year in which shareholders' approval was obtained
a)	Held at the beginning of the year	13,452,793	0.81%
b)	Acquired during the year	Nil	-
c)	Sold during the year	2,955,500	0.18%
d)	Transferred to the employees during the year	Nil	-
e)	Held at the end of the year	10,497,293	0.63%

MANAGEMENT DISCUSSION AND ANALYSIS

COMPANY OVERVIEW

Future Consumer Limited **("FCL")** is one of India's leading consumer goods companies. It has a portfolio of well-known brands and Businesses, such as India Food Park, Aadhaar Wholesale and Nilgiris Dairy Farm. FCL's strengths include its strong brand portfolio that is recognized and respected across the Country. Moreover, its presence in India's rural markets gives it an edge over competitors regarding go-to-Market. In addition, FCL has leveraged technology to deliver innovative products and services to customers.

It has a solid asset base to meet its debt liabilities and is discussing with prospective buyers to monetize some non-core assets to pay off its debt.

With a commitment to innovation and quality, FCL has consistently delivered products catering to our customer's evolving needs and preferences. Our portfolio includes self-owned brands and strategic partnerships with other brands, ensuring a diverse and comprehensive range of offerings. Customer satisfaction has been a critical driver for us, resulting in continuous improvement of products and services. With a strong focus on sustainability and social responsibility, the company is dedicated to positively impacting society and the environment.

ECONOMIC & INDUSTRY OVERVIEW

The Indian economy and business performance in FY 2022-23 was mixed. In FY 2023-24, the Country expects to grow at a decent pace, but the threat of COVID-19 pandemic-related disruption, inflation and challenges in the banking sector pose some challenges.

The government's recent reforms and initiatives, along with its focus on self-reliance and domestic manufacturing, are expected to boost the economy. India's GDP growth expects to reach 7.5 per cent, making it one of the fastest-growing economies in the world.

Concerns about a global economic slowdown have recently intensified amid rising geopolitical tensions, strained ties between the United States and China, and Russia's invasion of Ukraine. The resultant uncertainty has triggered tighter monetary policy by central banks globally and cross-border credit and investment outflows. The US and Europe seem to be on the verge of recession, but India remains a pleasant exception where we expect a decent growth pace.

The overall GDP growth in India is likely to remain robust in the forthcoming years. Intense investment activity bolstered by the government's capex push, and buoyant private consumption, particularly among higher-income earners, will fuel the growth.

The International Monetary Fund (IMF) expects India to grow by 5.9% in FY 2023–24 and by an average rate of 6.1% over the next five years, driven by India's large, young, and rising share of the upper middle–income. However, geopolitical crises, supply chain reorientations, global inflation, and tight monetary policy conditions could weigh heavily on this outlook. Inflation will likely moderate to 4.5% in FY2024 as inflationary pressures subside.

According to India Brand Equity Foundation, the Indian food processing market size reached US$ 307.2 trillion in 2022 and expects to reach US$ 547.3 trillion by 2028, exhibiting a growth rate (CAGR) of 9.5% during 2023-2028. Entrepreneurs interested in setting up the food-related FMCG industry can set up their processing units in government designated agro-processing clusters, which helps reduce plant setup costs. Union Budget 2023-24 has allocated US$ 976 million for the Performance Linked Incentive Scheme(PLI) that aims to reduce import costs, improve the cost competitiveness of domestically produced goods, increase domestic capacity, and promote exports. Union budget 2023-24 focuses on reviving rural demand by boosting disposable income, allocation to farms and higher fund allocation on rural infrastructure, connectivity, and mobility to create long-term jobs.

The fast-moving consumer goods (FMCG) sector is India's fourth-largest sector. It has been expanding at a healthy rate over the years due to rising disposable income, a rising youth population, and increasing brand awareness among consumers. With household and personal care accounting for 50% of FMCG sales in India, the industry is essential to India's GDP. FMCG sales in the Country expect to grow by 7-9% in 2022-23. In the last few years, the FMCG market has grown faster in rural India than in urban India, accounting for 50% of the total rural spending. FCL, with its range of FMCG products and businesses, is positioned well to leverage the opportunity.

BUSINESS AND PERFORMANCE OVERVIEW

FCL has an extensive portfolio of FMCG brands backed by an integrated value chain with expertise in product development, sourcing, and an in-house supply chain. But this year came with severe headwinds. The failure of the Scheme of Arrangement with Reliance and its consequential impact on the Future Retail stores had a significant effect on the Company's sales and distribution strategy.

Your Company had to change track and focus on the "Nilgiris" and "Aadhaar" businesses to make itself sustainable and simultaneously provide a sales channel for our brands portfolio. We also worked on the "Integrated Food Park" business to get newer customers to replace the FCL business. We also started to build and sustain the general trade business to get to a positive cashflow level and then scale it when the Company's debt and the cashflow situation improved. Therefore, the strategy was to make the "Aadhaar" and "Nilgiris" business cashflow positive and build the General Trade channels on a small base with a limited set of Brands that was already having a pull in the market with the efforts we had put in during the last many years.

FCL believes there is an immense opportunity to grow our brands in the existing network. These channels allow the Company to build a Controlled Distribution across categories and brands where the Company is present. Controlled distribution assists the Company in creating a rich data eco-system which shall act as a critical differentiator in the industry.

While the current context is not favourable for sales growth in the Company, FCL having built on solid fundamentals, the Company shall tide through these challenging times. Your Company will continue its journey to get controlled debt and keep a scalable platform ready to grow when the opportunity presents itself. Achieving sustainable profitability and free cash flow are the key mantras for the Company going forward.

HUMAN RESOURCES

FCL had 62 employees on 31st March 2023 vis-à-vis 338 on 31st March 2022. FCL strongly believes employees are one of the organisation's most critical assets. We ensured a safe working place for employees physically present in our production units, warehouses, offices and other facilities.

Due to the business headwinds and cashflow issues, we had to redesign the organisation as per the business plans and cost targets. Most of the redesigning was done in the FCL Brands Business to become a leaner organisation.

RISK, THREATS INTERNAL CONTROLS AND ADEQUACY

Risk-taking is integral to the core businesses in which we operate. In the course of conducting our business operations, we are exposed to a variety of risks including market, credit, liquidity, operational and other risks that are material and require comprehensive controls and ongoing oversight. This requires identifying, monitoring and mitigating risks predominantly in the areas of business, operations, finance and compliance.

The Company has an adequate internal control system through Internal Audit and Enterprise Risk Management to safeguard all its assets and ensure operational excellence.

Enterprise Risk Management:

FCL has Enterprise Risk Management (ERM) Policy in place. The ERM Framework adopted has been benchmarked with leading global risk management standards and guidance available such as Committee of Sponsoring Organisation (COSO) framework and Standards Australia's 4360 2004 AZ NZ Risk Management Process. It reflects the company's special conditions, requirements and development. It has been designed to provide simplicity and practicality required for institutionalising an enterprise wide process.

The aim of this policy is not only to eliminate risk but to also assist FCL personnel to manage the risks involved concerning the business and to achieve maximum opportunities and minimize adverse consequences.

It involves:

- Identifying and taking opportunities to improve performance as well as taking actions to avoid or reduce the chances of adverse consequences;
- A systematic process that can be used when making decisions to improve the effectiveness and efficiency of performance;
- Effective communication and
- Accountability in decision making

Risk Management Committee meetings are convened twice in a year wherein all the critical risks along with current mitigation plans identified during the period are presented to the Risk Management Committee. This ensures all the critical risks are covered and suitable mitigation plans are in place or needs to be implemented to overcome /avoid the risk to ensure controls are operating effectively.

Internal Audit and Internal Financial Controls

The Company has an internal audit system commensurate with the size of the Company and the nature of its business. The Company has appointed SN&CO, Chartered Accountants as the Internal Auditors of the Company. The internal auditor prepares an annual audit plan based on risk assessment and conducts extensive reviews covering financial, operational and compliance controls.

Improvement in processes are identified during reviews and communicated to the management on an ongoing basis. The Audit Committee of the Board monitors the performance of the internal auditors on a periodic basis through review of audit plans, audit findings and issue resolution through follow-ups. Each year, there are at least four meetings in which the Audit Committee reviews internal audit findings. Internal Audit function plays a key role in providing to both the management and to the Audit Committee, an objective view and re-assurance of the overall internal control systems and effectiveness of the risk management processes and the status of compliances with operating systems, internal policies and regulatory requirements across the Company including its subsidiaries. The Internal Auditors assist in setting Industry benchmarks and help us drive implement best Industry practice within our organization.

The Company has an adequate system of internal financial controls. Internal Audit team conducts Internal Financial Review (IFC) testing on yearly basis as per Companies Act 2013, to ensure adequate and effective Internal Control over Financial Reporting is in place. The same is also being certified by our statutory auditors on a yearly basis.

The Company has adopted policies and procedures covering all financial and operating functions. These controls have been designed to provide a reasonable assurance over:

- Accuracy and completeness of the accounting records
- Compliance with applicable laws and regulations
- Effectiveness and efficiency of operations
- Prevention and detection of frauds and errors
- Safeguarding of assets from unauthorized use or losses.

REVIEW OF CONSOLIDATED FINANCIALS

The financial statements have been prepared in accordance with Indian Accounting Standards and the relevant provisions of the Companies Act, 2013 and Rules made thereunder, as amended/ re-enacted, from time to time, as applicable.

Turnover

The Company has recorded consolidated turnover of ₹ 38,115.08 Lakhs in the fiscal year 2023 as against ₹ 1,46,878.86 Lakhs in last fiscal, a decline of 74%. Our turnover consists of income from sale of products and other operating income by the Company and its subsidiaries.

Cost of Goods Sold

Our cost of goods sold primarily includes costs in relation to purchases of finished goods and raw materials and other cost. Our cost of goods sold accounted for 91.5% and 87.7% of our turnover for fiscal year 2023 and fiscal year 2022 respectively.

Employee Costs

Employee cost include salaries and bonuses to our employees, ESOP charges, contributions to provident funds and other funds as well as staff welfare expenses. During fiscal year 2023, employee benefit expenses amounted to 8.9% of turnover, as compared to 3.7% of turnover in fiscal 2022. Employee cost decreased by 37% compared to last year due to rationalization of employee costs during the year.

Other Expenses

Other Expenses primarily include expenses towards payment of rent and fuel, power, water, advertisement, publicity and selling expenses, travelling expenses, legal and professional charges etc. Other expenses accounted for 20.1% and 26.3% of turnover for fiscal year 2023 and fiscal year 2022, respectively. Our overall Other Expenses for fiscal year 2023 decreased by 80% over fiscal year 2022.

Interest and Financing Charges

Interest and financing cost primarily consist of interest on working capital loans, fixed loans and term loans. FCL incurred interest and financing charges of ₹ 5345.97 Lakhs in fiscal year 2023, a decrease of ₹ 976.16 Lakhs over the previous fiscal year. The reduction is on account of reduced working capital requirements, and repayments of fixed term borrowings during the current and previous fiscal years. Interest and Financing Charges stood at ~15% on average borrowing balance.

Depreciation and Amortization

For the year, Depreciation and Amortization expense has decreased from ₹ 5,150.07 Lakhs in fiscal year 2022 to ₹ 3,220. 52 Lakhs in fiscal year 2023. The decrease is partly due to reduction in lease and other tangible assets during the year.

Profit before Tax

FCL incurred a loss of ₹ 32,893.97 Lakhs for fiscal year 2023 *vis-a-vis* loss of ₹ 45,037.25 Lakhs for the fiscal year 2022. Further the Company also reported Exceptional items in the fiscal year 2023 amounting to ₹ 18,665.72 Lakhs.

Losses on account of JVs, Subsidiaries and Associates and minority interest

Losses on account of JVs, Subsidiaries and Associates and minority interest stood at ₹ 276.25 Lakhs in fiscal year 2023 vs ₹ 2,200.75 Lakhs for fiscal year 2022. The losses are attributable to Aussee Oats Milling (Private) Limited, Hain Future Natural Products Private Limited and Fonterra Future Dairy Private Limited.

Profit after Tax

Loss for fiscal year 2023 was ₹ 33,503.31 Lakhs, *vis-à-vis* ₹ 44.975.63 Lakhs in the fiscal year 2022.

Exceptional Items

The Company has always believed that prudence is one of its key business virtues and has worked towards enhancing corporate governance framework. Pursuant to the same, the Company has recognized a loss of ₹54,770.40 Lakhs which is included in exceptional items of ₹46,188.17 Lakhs for the year ended March 31, 2023. Further, the Company has taken a non-recurring non- cash impairment pertaining to investment in Aadhaar Wholesale Trading and Distribution Limited of ₹5,317.81 Lakhs, Bloom Foods and Beverages Private Limited ₹ 625.49 Lakhs, FCL Tradevest Private Limited ₹ 7,874 Lakhs, Hain Future Natural Products Private Limited ₹599.24 Lakhs, Nilgiri's Mechanised Bakery Private Limited, ₹ 174.63 Lakhs and Nilgiris Franchise Limited ₹ 49.28 Lakhs, Writeoff of Inter Corporate Deposits (including Interest Accurred) ₹ 13,872.72 Lakhs, impairment of Assets ₹ 9,642.08 lakhs, impairment of brands ₹ 7,350.57 Lakhs and Brand Kara ₹317 Lakhs, impairment of goodwill ₹ 2,951.82 Lakhs. Further an amount of ₹2,586.48 Lakhs comprising of sales discount clearing, write back/ write off of provision has been included in exceptional items in the standalone books of FCL.

In the consolidated books of the Company, the non-recurring impairments recorded amount to ₹ 18,665.72 Lakhs pertaining Impairment of Investments in The Nilgiri Dairy Farm Private Limited ₹407.54 Lakhs and ₹ 579.35 Lakhs in Future Food and Products Limited & Future Food Processing Limited, Amar Chitra Katha Private Limited ₹ 2,113.84 Lakhs. Impairment of Assets of ₹7,617.81 Lakhs, Impairments of Brands of ₹ 7,667.56 Lakhs, Impairment of Goodwill of ₹3,266.62 Lakhs which includes, COP goodwill of ₹ 2,951.82, Nilgirs goodwill of ₹ 164.90 Lakhs and consolidation goodwill of ₹149.90 Lakhs. Further an amount of ₹3405.78 Lakhs comprising of sales discount clearing, write back/ write off of provision has been included in exceptional items.

SUMMARY OF BALANCE SHEET FINANCIAL POSITION

Property, Plant & Equipment, Intangibles & Capital Work in Progress (Fixed Assets)

Fixed Assets declined from ₹ 64,244.01 Lakhs at the end of fiscal year 2022 to ₹ 6,176.26 Lakhs at the end of fiscal 2023. This was mainly on account of depreciation and amortization of ₹ 3,220.52 Lakhs and sale & impairment of Assets.

Other Non-Current Assets

Other Non-Current Assets decreased to ₹ 1,405.52 Lakhs for fiscal year 2023 from ₹ 3,057.63 Lakhs for fiscal year 2022 primarily due to receipt of Income Tax refund.

Financial Assets (Non-Current)

Financial Assets decreased from ₹ 9537.02 Lakhs for fiscal year 2 0 2 3 to ₹ 8,335.44 Lakhs primarily on account of ECL on other receivables.

Other Current Assets

Other Current Assets has decreased from ₹ 3,273.60 Lakhs for fiscal year 2022 to ₹ 1,281.98 Lakhs in fiscal year 2023 primarily due to reduction in security deposit.

Cash and Bank Balances

Cash & Bank Balances stood at ₹ 1,544.68 Lakhs (fiscal year 2022: ₹ 2,797.10 Lakhs).

Shareholders' Funds

As on 31st March, 2023 (fiscal year 2023), Shareholder's Funds of the Company amounted to ₹ (18,435.78) Lakhs (fiscal year 2022: ₹ 15,033.21 Lakhs). Decrease is primarily on account of losses of ₹ (33,503.31) Lakhs incurred during the year.

Net Working Capital

As on 31st March, 2023, the Net Working Capital of the Company amounted to ₹ (1970.58) Lakhs (fiscal year 2022 ₹ 11,354.97 lakhs), this included ₹ 2.956.33 Lakhs (fiscal year 2022: ₹ 7.857.04 Lakhs) of Inventories, ₹ 254.47 Lakhs (fiscal year 2022: ₹ 14,916.27 Lakhs) of Trade Receivables and ₹ 5,181.38 Lakhs (fiscal year 2022: ₹ 11,418.34 Lakhs) of Trade Payables. Net Working Capital Days decreased to 71 days at the end of fiscal year 2023 from 166 days at the end of fiscal year 2022, on account of limited operations during the year.

Borrowings

As on 31st March, 2023, the Company's Gross Debt stood at ₹ 42,820.57 Lakhs comprising of short-term borrowings (Including Current Maturities of Long Term Debt) ₹40,949.25 Lakhs, Lease Liabilities of ₹ 1,871.32 Lakhs (fiscal year 2022 Gross Debt: ₹ 57,749.33 Lakhs; Non- current borrowings: ₹ 12,987.45 Lakhs; Short-term borrowings (Including Current Maturities of Long Term Debt) ₹ 39,050.52 Lakhs; Lease Liabilities ₹5,711.36 Lakhs). FCL is split evenly over a tenure of five years providing necessary liquidity in the medium term. The decrease in borrowings was primarily on account of repayment of Term Loans, reduction in utilization of Working Capital facilities and CCDs converted during the year.

Details of Significant Changes in Key Financial Ratios

1. **Debtors Turnover**

   Debtors Turnover ratio reduced from 97 days at the end of fiscal year 2022 to 73 days days at the end of fiscal year 2023.

2. **Inventory Turnover**

   Inventory Turnover ratio has increased from 19 days of Cost Of Goods Sold (COGS) at the end of fiscal year 2022 to 57 days of COGS at the end of fiscal year 2023.

3. **Payables Turnover**

   Payables Turnover ratio increased from 45 days of COGS for fiscal year 2022 to 56 days for fiscal year 2023.

4. **Interest Coverage Ratio**

   Interest coverage ratio was at 4.63x for fiscal year 2023 primarily on account of losses incurred during the year.

5. **Current Ratio**

   Current ratio reduced to 0.09 x for the fiscal year 2023 from 0.36 x for the fiscal year 2022, primarily on account of ECL on debtors.

6. **Debt to Equity Ratio**

   Debt to Equity ratio (calculated on net debt) stood at -2.2 x for the fiscal year 2023 as compared to 3.7 x for the fiscal year 2022. Increase in the ratio was due to reduction in equity on account of loss incurred during the current year.

7. **Operating Profit Margin (EBITDA) %**

   EBITDA margin (EBITDA calculated as Earnings before Interest, Taxes, Depreciation and Amortisation, Exceptional Items and including Other Income {excluding interest income}) for the Company stood at (8.4%) for the fiscal year 2023 vs. (6.8%) for the fiscal year 2022. Negative EBITDA due to the losses incurred during the year on account of limited operations, and exceptional costs.

8. **Net Profit Margin (%)**

Net profit margin (attributable to owners of the Company) at (87.9%) for the fiscal year 2023 vs. (30.6%) for the fiscal year 2022 due to the losses incurred during the year on account of limited operations, and exceptional costs.

9. **Return on Net Worth (%)**

Return on Net Worth increase to 182% to for the fiscal year 2023 from (299%) for the fiscal year 2022 as net losses have increased during the current year on account of limited operations and exceptional costs.

Performance of Subsidiary, Joint Venture and Associate companies:

Subsidiary Companies:

1. **Aadhaar Wholesale Trading and Distribution Limited ("Aadhaar")**

Aadhaar, a wholly owned subsidiary of the Company, is in the business of rural and semi-urban wholesale and distribution primarily of fast-moving consumer products of the Company. It is actively pursuing wholesale distribution and franchisee models in this segment. Aadhaar is also pursuing low cost general trade access via hub and spoke model in the states of Gujarat, Punjab and Rajasthan. General trade store operating in a 100-kilometre radius of a hub can become a member of Aadhaar Mitra Model ("Mitra"). These Mitras in turn will get an access to the Company's brands along with other FMCG products and shall also benefit from technology and systems expertise. These wholesale centers also cater to other businesses in the radius such as hotel, restaurants and canteens, FCL intends to improve its reach to rural India via this digital distribution model. Aadhaar has registered revenues of ₹ 28,574.91 Lakhs during the year (₹22,633.83 Lakhs in fiscal year 2022).

2. **The Nilgiri Dairy Farm Private Limited ("Nilgiris")**

With origin in 1905, Niligiris is a leading dairy and bakery brand in South India with a franchisee network of stores. The brand Nilgiris has grown to become a household name in the south India with consumers spanning successive generations. The brand has a unique portfolio, supported by manufacturing activities for dairy business. Nilgiris also has franchisee operated chain of convenience stores with a strong presence in urban centers across India's southern states. Nilgiris has registered consolidated revenues of ₹ 3,994.37 Lakhs for the fiscal year 2023 as compared to ₹ 6,464.55 Lakhs in fiscal year 2022.

The subsidiaries of Nilgiris are mentioned as below:

a) Appu Nutritions Private Limited

b) Nilgiri's Mechanised Bakery Private Limited*

c) Nilgiris Franchise Limited*

3. **Bloom Foods and Beverages Private Limited ("Bloom")***

Bloom, a wholly owned subsidiary of the Company, is predominantly engaged in the business of trading in all types of fruits and vegetables. Bloom has registered revenues of ₹ 1,566.38 Lakhs (Fiscal year 2022: ₹ 25,432.26 Lakhs).

*During the financial year 2022-23, the Scheme of Amalgamation pursuant to Sections 230 to 232 and other applicable provisions of the Companies Act, 2013 for amalgamation between Bloom Foods and Beverages Private Limited **("BFBPL" or "Transferor Company No.1")** and Nilgiris Franchise Limited **("NFL" or "Transferor Company No.2")** and Nilgiri's Mechanised Bakery Private Limited **("NMBPL" or "Transferor Company No.3")** and Future Consumer Limited **('FCL' or 'Transferee Company')** and their respective shareholders has been approved by the Board of respective companies. The Transferor and Transferee companies have filed scheme with Hon'ble NCLT, Mumbai Bench for approval.

4. **Integrated Food Park Limited ("IFPL")**

IFPL, a subsidiary of FCL Tradevest, has in partnership with the Ministry of Food Processing Industries, Government of India, set-up a state-of-the-art India Food Park facilitates which provides end-to-end food processing along the value chain (grading, sorting, pulping, packaging & distribution) from the farm to the market. Equipped with world-class food processing units, storage capacity, cold storage unit and in-house pulping, dehydration and frying and roasting line, IQF, milling, flouring, spice and dal units, this massive park is spread across 110 acre land at Tumkur region in Karnataka. IFPL is home to several food processing firms where it enables them to work through a single window system. IFPL also houses other facilities such as effluent/ sewage treatment plant, central canteen, meeting and conference rooms, office cabin, micrology lab and research and development lab.

IFPL has registered revenues of ₹ 1,872.32 Lakhs during the fiscal year 2023 as compared to ₹ 1,880.16 Lakh in fiscal year 2022.

During the last fiscal, IFPL had filed application with National Company Law Tribunal **("NCLT")**, Bangalore Bench seeking approval for Scheme of Amalgamation with Future Consumer Limited, which was subsequently withdrawn and approved vide order of NCLT dated 4th January,2023.

5. **Aussee Oats Milling (Private) Limited ("Aussee Oats")***

Aussee Oats operates a state-of-the-art "oats based" breakfast cereals manufacturing facility (EOU - Export Oriented Unit) in Sri Lanka through a Joint Venture initiative with SVA India Limited and the Company. The Company holds 50% plus one ordinary share of Aussee Oats. Aussee Oats predominantly focuses on manufacturing and sale of wide range of oats such as flavoured oats, steel cut oats etc.

The Company has not received financial statements of Aussee Oats for the financial year ended 31st March, 2023, due to ongoing dispute with the joint venture partner- SVA India Limited and hence the impact of the same cannot be consolidated with the accounts of the Company.

6. **Aussee Oats India Limited ("Aussee Oats India")***

Aussee Oats India is engaged in the business of selling, importing, primarily oats and oats based products in India. FCL Tradevest holds 50% plus one equity share of Aussee Oats India.

The Company has not received financial statements of Aussee Oats India for the financial year ended 31st March, 2023, due to ongoing dispute with the joint venture partner- SVA India Limited.

7. **Sublime Foods Limited ("Sublime")***

Sublime has been engaged in the business of manufacturing convenient food products such as sauces, chutneys, condiments, dressings and mayonnaise for Company's brand - "Sangi's Kitchen". The manufacturing unit has been set up by Sublime Foods at the India Food Park, Tumkur, which mainly produces dips and sauces such as sweet, chilli garlic, schezwan, mayonnaise, tamarind (imli), coriander & mint and Italian classic arrabiata and alfredo. FCL Tradevest owns 51% stake in Sublime Foods.

8. **FCL Speciality Foods Private Limited ("FCL Speciality")**

FCL Speciality has been incorporated in terms of joint venture arrangement entered into between Sublime Foods Limited and Griffith Foods Worldwide Inc ("Griffith") for undertaking the business of manufacturing and selling liquid and sauce food products to customers engaged in direct retail within India or such other region as agreed from time to time.

FCL Speciality presently is wholly owned subsidiary of Sublime. The potential joint venture partner viz. Griffith has not made any investment in FCL Speciality. FCL Speciality has not yet commenced its business operations.

9. **MNS Foods Limited ("MNS Foods")***

MNS Foods, a subsidiary of FCL Tradevest is engaged in the business of manufacturing and trading of all kinds of wafer biscuits, chocolate enrobed wafer biscuits, confectionaries, bakery, cookies, pastries, cereals foods, canned foods, lemon drops, extruded foods, tinned fruits, preserved foods, nutrients, vegetables, fruits, jams, pickles, sausages, diet foods, toffees, chocolates and packaging activities. MNS Foods supports manufacturing of Tasty Treat wafer biscuits from its manufacturing facilities set up at India Food Park, Tumkur. FCL Tradevest holds 50.01% stake in MNS Foods. MNS Foods has registered revenues of ₹ 1,792.05 Lakhs for the fiscal year 2023.

10. **Future Food and Products Limited ("FFPL") and Future Food Processing Limited ("FFPRL")**

FFPL and FFPRL have been set up with the objective to focus on establishment of food processing units. These entities are subsidiaries of FCL Tradevest and were established with the purpose of setting up necessary infrastructural facilities at Nagpur.

FFPL and FFPRL have sold land parcels held by them at Nagpur in April 2022.

During the last fiscal, Scheme of Arrangement was filed before National Company Law Tribunal, Mumbai Bench **("NCLT")** for seeking approval for proposed merger of FFPL and FFPRL with the Company. The final order of NCLT approving the Scheme is awaited.

11. **Delect Spices And Herbs Private Limited ("Delect")**

Delect, presently is a subsidiary of FCL Tradevest. FCL Tradevest holds 99.82% stake in Delect. Delect has been incorporated to undertake the business of manufacturing and processing of all type of food products including cereals, spices, herbs, masalas etc.

During the financial year under review, Delect had no business operations.

12. **FCEL Overseas FZCO ("FCEL Overseas")**

FCEL Overseas has been set up in UAE to undertake the business of dealing in furthering exports of range of Company's products. FCEL Overseas is awaiting formal approvals from local authorities at UAE for closure of business operations.

13. **FCL Tradevest Private Limited ("FCL Tradevest")**

FCL Tradevest is in the process of creating a culture of manufacturing excellence, reorganized the businesses and accordingly, certain investments in entities with manufacturing operations are held by this wholly owned subsidiary. FCL Tradevest recorded revenue of ₹ 35.57 Lakhs during fiscal 2023 and incurred loss of ₹ (7,579.95) Lakhs in fiscal year 2023

14. **Amar Chitra Katha Private Limited ("ACKPL")**

ACKPL has become a subsidiary of the Company with effect from 14th January, 2022, consequent to allotment of equity shares upon conversion of Compulsorily Convertible Debentures issued by ACKPL. The subsidiaries of ACKPL viz. i) ACK Media Direct Limited, ii) IBH Books & Magazines Distributors Limited and iii) Ideas Box Entertainment Limited have consequently become step down subsidiaries of the Company with effect from 14th January, 2022.

ACKPL is primarily engaged in publishing comic books and magazines for kids and adults. ACKPL offers various categories of comics, including epics and mythology, fables and humor, visionaries, Indian classics, brave hearts, regional languages, and collections and also adventure, audio, coloring, academic, business management, fun activity, inspirational, children's story books and more. The subsidiaries of ACKPL are *inter-alia* in the business of publication of Tinkle magazines subscriptions in print and Digital form, E-Commerce sales of books and magazines, direct marketing and export of books.

The investment in ACKPL being non-core for the Company, the Board of Directors of the Company had approved to dispose-off the investments held by the Company in ACKPL. During the fiscal year 2022-23, the Company had transferred 79,576 shares of ACKPL to respective purchasers and the balance shares have been transferred in the current fiscal as per definitive agreements executed by the Company. Since the investment in ACKPL are held for sale, the Company has not recognized any share of profit or loss of ACKPL under the equity method in the financial statements.

During the year under review, ACK Media Direct Limited ceased to be subsidiary of ACKPL with effect from 1st October, 2022 and consequently ceased to be step-down subsidiary of the Company.

As per IND AS 110, the Company does not have the control over the ACKPL and hence, the Company is not required to consolidate the financials of ACKPL in its consolidated financials statements. Further, Company exercises significant influence over ACKPL and hence, ACKPL is an associate as per IND AS 28.

*As per IND AS 28, these entities are classified as Joint Ventures.

Joint Venture Companies:

1. **Hain Future Natural Products Private Limited ("Hain")**

   Hain is a 50:50 joint venture with Tilda Hain India Private Limited. Tilda Hain India Private Limited is part of Hain Celestial Group Inc., a leading organic, natural and better-for-you products and is listed on NASDAQ. Hain Celestial Group participates in almost all-natural categories with nearly 57 brands and introduced brands and products comprising Terra vegetable chips, Sensible Portions etc.

   Hain had set up a state of art manufacturing facility for brands "Terra" and "Sensible Portions" at India Food Park, Tumkur with a frying capacity of over 2 million cases per year. The product range was initially exported to Middle East and neighboring markets.

   While the initial feedback from customers and trade on the launch of "Terra" products in India was very heartening, it did get impacted by the lockdowns and closure of modern retail networks. Initial sales were slow, but the brand started gathering traction towards the second half of the FY 23. Hain incurred a loss of ₹ 405.32 Lakhs in fiscal year 2023.

2. **Fonterra Future Dairy Private Limited ("Fonterra")**

   FCL and Fonterra Co-operative Group, a leading global dairy nutrition company have formed a 50:50 joint venture to meet the growing demand for high- quality dairy nutrition in India. The partnership intended to leverage Fonterra's global dairy expertise and Future Consumer's strong local consumer insights and distribution scale, to launch a full range of consumer and foodservice dairy products. Fonterra incurred a net loss of ₹ 197.13 Lakhs for fiscal year 2023.

   During the fiscal 2022-23, the joint venture partners mutually agreed to terminate the joint venture arrangement. Consequently, Fonterra has discontinued its business operations and is undertaking the process of voluntary winding -up in accordance to the provisions of law.

BUSINESS RESPONSIBILITY AND SUSTAINABILITY REPORT (BRSR)

SECTION A: GENERAL DISCLOSURES

I. Details of the listed entity

1	**Corporate Identity Number (CIN) of the Company**	L52602MH1996PLC192090
2	**Name of the Listed Entity**	Future Consumer Limited
3	**Year of incorporation** **Date**	1996 10th July
4	**Registered office address**	Knowledge House, Shyam Nagar, Off. Jogeshwari Vikhroli Link Road, Jogeshwari (East), Mumbai – 400 060
5	**Corporate address**	Knowledge House, Shyam Nagar, Off. Jogeshwari Vikhroli Link Road, Jogeshwari (East), Mumbai – 400 060
6	**E-mail**	investor.care@futureconsumer.in
7	**Telephone**	022-40552200
8	**Website**	www.futureconsumer.in
9	**Financial year for which reporting is being done**	2022-23
10	**Name of the Stock Exchange(s) where shares are listed**	BSE Limited National Stock Exchange of India Limited
11	**Paid-up Capital**	₹ 1,19,822.08 Lakhs
12	**Name and contact details (telephone, email address) of the person who may be contacted in case of any queries on the BRSR report**	Mr. Amit Kumar Agrawal Executive Director amitkumar.agarwal@futureconsumer.in
13	**Reporting boundary**	Standalone basis

II. Products/services

14. Details of business activities *(accounting for 90% of the turnover):*

S. No	Description of Main Activity	Description of Business Activity	NIC Code	% of Turnover of The Entity
1	FMCG	Manufacturing of packaged food, home care, personal hygiene care and packaged staple products	46909	100%

15. Products/Services sold by the entity *(accounting for 90% of the entity's Turnover):*

S. No	Product/Service	Description of Business Activity	NIC Code	% of total Turnover contributed
1	Home Care and Personal Care	Sourcing, Manufacturing Packaging, Branding, Distribution of home care and personal care products	46909	23%
2	Staples	Sourcing, Packaging, branding, marketing and distribution of food staples	46909	69%
3	Grain Milling - Rice	Sourcing, Manufacturing and packaging of rice products	46909	8%

III. Operations

16. Number of locations where plants and/or operations/offices of the entity are situated:

Location	Number of plants	Number of offices	Total
National	1	Corporate Office -1 Distribution Centre-6	6
International	-	-	-

17. Markets served by the entity:

a. Number of locations

Locations	Number
National (No. of States)	**28**
International (No. of Countries)	**-**

b. What is the contribution of exports as a percentage of the total turnover of the entity?

Not Applicable

c. A brief type of customers

Future Consumer Limited caters to customers from all age groups and diverse geographical locations. We are located across the Country and have a presence in 6 states. We are constantly engaging with all our stakeholders to understand their expectations to provide the best products and service experience. Our business deals majorly with e-commerce groups, retail and institutional customers to fulfil their day-to-day needs.

IV. Employees

18. Details as at the end of Financial Year:

a. Employees and workers including differently abled

S. No.	Particulars	Total (A)	Male		Female	
			No. (B)	% (B / A)	No. (C)	% (C / A)
EMPLOYEES						
1.	Permanent (D)	62	49	79%	13	21%
2.	Other than Permanent (E)	46	41	89%	5	11%
3.	Total employees (D + E)	108	90	83%	18	17%
WORKERS						
4.	Permanent (F)	-	-	-	-	-
5.	Other than Permanent (G)	-	-	-	-	-
6.	Total workers (F + G)	-	-	-	-	-

b. Differently abled employees and workers

Currently the organization does not have any disabled employees.

19. Participation/Inclusion/Representation of women

	Total (A)	*No. and percentage of Females*	
		No. (B)	*% (B / A)*
Board of Directors	*6*	*2*	*33.33%*
Key Management Personnel	*4*	*0*	*0*

20. Turnover rate for permanent employees and workers

	FY 2022-23 (Turnover rate in current FY)			FY 2021-22 (Turnover rate in previous FY)			FY 2020-21 (Turnover rate in the year prior to the previous FY)		
	Male	**Female**	**Total**	**Male**	**Female**	**Total**	**Male**	**Female**	**Total**
Permanent Employees	1.20	0.63	1.11	2.27	1.97	0.01	0.61	1.21	0.67
Permanent Workers	-	-	-	-	-	-	-	-	-

V. Holding, Subsidiary and Associate Companies (including joint ventures)

21. (a) Names of holding / subsidiary / associate companies / joint ventures

Name of the holding / subsidiary / associate companies / joint ventures	Indicate whether holding/ Subsidiary/ Associate/ Joint Venture	% Of shares held by listed entity*	Does the entity indicated at column A, participate in the Business Responsibility initiatives of the listed entity? (Yes/No)
Aadhaar Wholesale Trading and Distribution Limited	Subsidiary	100	No
Appu Nutritions Private Limited	Subsidiary of NDFPL	76	No
Aussee Oats India Limited	Subsidiary of FCL Tradevest	50 + One equity share	No
Aussee Oats Milling (Private) Limited	Subsidiary	50 + One equity share	No
Bloom Foods and Beverages Private Limited	Subsidiary	100	No
Delect Spices and Herbs Private Limited	Subsidiary of FCL Tradevest	99.82	No
FCEL Overseas FZCO	Subsidiary	60	No
FCL Tradevest Private Limited ("FCL Tradevest")	Subsidiary	100	No
Future Food and Products Limited	Subsidiary of FCL Tradevest	100	No
Future Food Processing Limited	Subsidiary of FCL Tradevest	100	No
Fonterra Future Dairy Private Limited#	Joint Venture	50	No
Hain Future Natural Products Private Limited	Joint Venture	40.92	No
Integrated Food Park Limited	Subsidiary of FCL Tradevest	100	No
MNS Foods Limited	Subsidiary of FCL Tradevest	50.01	No
Nilgiris Franchise Limited	Subsidiary of NDFPL	100	No
Nilgiri's Mechanised Bakery Private Limited	Subsidiary of NDFPL	84.73	No
Sublime Foods Limited ("Sublime")	Subsidiary of FCL Tradevest	51	No
The Nilgiri Dairy Farm Private Limited ("NDFPL")	Subsidiary	100	No
FCL Speciality Foods Private Limited	Subsidiary of Sublime	100	No

* The percentage of shares held in step-down subsidiaries represents the percentage held by the Company and/or by its subsidiaries.

Joint venture has been terminated

VI. CSR Details

22. (i) Whether CSR is applicable as per section 135 of Companies Act, 2013: Yes*

(ii) Turnover: ₹ 5,173.26 Lakhs

(iii) Net worth: ₹ (15,303.79) Lakhs

* For FY 2022-23 CSR spending is not applicable in view of average net loss incurred during the three immediately preceding financial years.

VII. Transparency and Disclosure

23. Complaints/Grievances on any of the principles (Principles 1 to 9) under the National Guidelines on Responsible Business Conduct:

Stakeholder group from whom complaint is received	Grievance Redressal Mechanism in Place (Yes/No)	FY 2022-23 Current Financial Year			FY 2021-22 Previous Financial Year		
	(If Yes, then provide web-link for grievance redress policy)	Number of complaints filed during the year	Number of complaints pending resolution at close of the year	Remarks	Number of complaints filed during the year	Number of complaints pending resolution at close of the year	Remarks
Communities	-	Nil	-	-	Nil	-	-
Investors (other than shareholders)	investor. care@futureconsumer.in	Nil	-	-	Nil	-	-
Shareholder	-	2	0	-	Nil	-	-
Employees	https://futureconsumer.in/ investors.aspx#policies-code	Nil	-	-	Nil	-	-
Customers	care@futureconsumer.in	Nil	-	-	Nil	-	-
Value Chain Partners	-	Nil	-	-	Nil	-	-
Others (Regulatory Body)	-	Nil	-	-	Nil	-	-

24. Overview of the entity's material responsible business conduct issues

Please indicate material responsible business conduct and sustainability issues pertaining to environmental and social matters that present a risk or an opportunity to your business, rationale for identifying the same, approach to adapt or mitigate the risk along-with its financial implications, as per the following format

S. No.	Material issue identified	Indicate whether risk or opportunity (R/O)	Rationale for identifying the risk / opportunity	In case of risk, approach to adapt or mitigate	Financial implications of the risk or opportunity (Indicate positive or negative implications)
1.	Sustainable Products	O	The products of the Company are focused on use of recyclable material as customers are preferring sustainable products to reduce carbon footprint and production waste.	-	Positive
2.	Renewable Energy	O	Transition to renewable sources of energy is considered to be key for an organisation's long-term sustainability. The Company is exploring various way to shift to renewable sources across its operations.	-	Positive
3.	Sustainable supply chain	O	The Company believes long term association with suppliers and consider them as long-term partners in growth. Sustainably procured raw materials preserve the environment's resources, business resources, and offer consumers ethical shopping options.	-	Positive

S. No.	Material issue identified	Indicate whether risk or opportunity (R/O)	Rationale for identifying the risk / opportunity	In case of risk, approach to adapt or mitigate	Financial implications of the risk or opportunity (Indicate positive or negative implications)
4.	Occupational Health & Safety	R	Failure to ensure health and safety may hamper the smooth running of operations, impact manpower availability and may lead to litigation. The Company endeavours to provide healthy work environment to all its employees.	The Company conducts various safety trainings and drills to ensure the safety of their workers.	Positive
5.	Training and Skill Development	O	The Company works towards upskilling their employees and providing trainings in order to enhance their skills and knowledge. This helps in enhanced productivity and turnover.	-	Positive

During the financial year 2022-23, the Company had no business operations and the Company shall endeavour to take steps explore these opportunities in the coming years.

SECTION B: MANAGEMENT AND PROCESS DISCLOSURE

This Section is aimed at helping businesses demonstrate the structures, policies and processes put in place towards adopting the NGRBC Principles and Core Elements.

Disclosure Questions	P 1	P 2	P 3	P 4	P 5	P 6	P 7	P 8	P 9
Policy and Management Process									
1. (a) Whether your entity's policy/policies cover each principle and its core elements of the NGRBCs. (Yes/No)	Y	Y	Y	Y	Y	Y	Y	Y	Y
(b) Has the policy been approved by the Board? (Yes/No)	Y	Y	Y	Y	Y	Y	Y	Y	Y
(c) Web Link of the Policies, if available	https://futureconsumer.in/investors.aspx#policies-code								
2. Whether the entity has translated the policy into procedures	Y	Y	Y	Y	Y	Y	Y	Y	Y
3. Do the enlisted policies extend to your value chain partners? (Yes/No)	Y	Y	Y	Y	Y	Y	Y	Y	Y
4. Name of the national and international codes/certifications/ labels/ standards (e.g. Forest Stewardship Council, Fairtrade, Rainforest Alliance, Trustea) standards (e.g. SA 8000, OHSAS, ISO, BIS) adopted by your entity and mapped to each principle.	Nil								
5. Specific commitments, goals, and targets set by the entity with defined timelines, if any.	No specific targets have been set by FCL.* *During FY2022-23, the Company had no operations /business due to liquidity and other issues								
6. Performance of the entity against the specific commitments, goals and targets along-with reasons in case the same are not met.	Not Applicable								

Government Leadership and oversight	
7. Statement by director responsible for the business responsibility report, highlighting ESG related challenges, targets and achievements (*listed entity has flexibility regarding the placement of this disclosure)*	We, at FCL, believe that strong governance is the foundation of responsible business practices. Our robust governance structure ensures transparency, accountability, and ethical decision-making at every level of our organization. Over the years, we have implemented effective ESG practices that have contributed to our sustainability journey. These practices have enabled us to minimize our environmental footprint, support social initiatives, and foster a culture of responsible business conduct. Our commitment to sustainability extends beyond our organization to our subsidiaries. We have actively promoted ESG practices among our subsidiaries, encouraging them to integrate sustainability into their operations. By sharing best practices, providing guidance, and setting clear expectations, we are driving a collective effort towards sustainable development across our entire business ecosystem. As we move forward, we remain dedicated to taking active steps towards sustainable development. We understand that the challenges we face are complex and require continuous improvement. Our goal is to be at the forefront of sustainability, setting new benchmarks and raising the bar for responsible business practices.
8. Details of the highest authority responsible for implementation and oversight of the Business Responsibility policy (ies).	Mr. Amit Kumar Agrawal Executive Director DIN No.: 07089892
9. Does the entity have a specified Committee of the Board/ Director responsible for decision making on sustainability related issues? (Yes / No). If yes, provide details.	Not at present.

10. Details of Review of NGRBCs by the Company:

Subject for Review	**Indicate whether review was undertaken by Director / Committee of the Board/Any other Committee**									**Frequency (Annually/ Half yearly/ Quarterly/ Any other – please specify)**								
	P1	**P2**	**P3**	**P4**	**P5**	**P6**	**P7**	**P8**	**P9**	**P1**	**P2**	**P3**	**P4**	**P5**	**P6**	**P7**	**P8**	**P9**
Performance against above policies and follow up action	The Board periodically reviews the policies of the Company to ensure strict adherence and implementation of the policies across its operations.																	
Compliance with statutory requirements of relevance to the principles, and rectification of any non-compliances	FCL ensures complete compliance with all the legal and statutory requirements.																	

11. Has the entity carried out independent assessment/ evaluation of the working of its policies by an external agency? (Yes/No). If yes, provide the name of the agency.	No, FCL has not conducted any independent assessment of its policies during the reporting period but the Board internally assesses the policies periodically.

12. If answer to question (1) above is "No" i.e. not all Principles are covered by a policy, reasons to be stated:

Questions	P1	P2	P3	P4	P5	P6	P7	P8	P9
The entity does not consider the Principles material to its business (Yes/No)	Not Applicable								
The entity is not at a stage where it is in a position to formulate and implement the policies on specified principles (Yes/No)									
The entity does not have the financial or/ human and technical resources available for the task (Yes/No)									
It is planned to be done in the next financial year (Yes/ No)									
Any other reason (please specify)									

SECTION C: PRINCIPLE WISE PERFORMANCE DISCLOSURE

This Section is aimed at helping entities demonstrate their performance in integrating the Principles and Core Elements with key processes and decisions. The information sought is categorized as "Essential" and "Leadership". While the essential indicators are expected to be disclosed by every entity that is mandated to file this report, the leadership indicators may be voluntarily disclosed by entities which aspire to progress to a higher level in their quest to be socially, environmentally and ethically responsible.

PRINCIPLE 1

Businesses should conduct and govern themselves with integrity, and in a manner that is Ethical, Transparent and Accountable.

Essential Indicators

1. Percentage coverage by training and awareness programmes on any of the principles during the financial year:

Segment	Total number of training and awareness programs held	Topics / Principles covered under the training programs and its impact	% of persons in respective category covered by the awareness
Board of Directors	2	Familiarisation Programme and update on amendments	100
Key Managerial Person	1	Anti Bribery and Anti Corruption Policy	100
Employees	40	7	36.8%
Workers	-	-	-

2. Details of fines / penalties /punishment/ award/ compounding fees/ settlement amount paid in proceedings (by the entity or by directors / KMPs) with regulators/ law enforcement agencies/ judicial institutions, in the financial year, in the following format (Note: the entity shall make disclosures on the basis of materiality as specified in Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and as disclosed on the entity's website):

Monetary

	NGRBC Principle	Name of the regulatory/ enforcement agencies/ judicial institutions	Amount (In INR)	Brief of the Case	Has an appeal been preferred? (Yes/No)
Penalty/ Fine	Nil				
Settlement					
Compounding fee					

NGRBC Principle	Non-Monetary Name of the regulatory/ enforcement agencies/ judicial institutions	Brief of the Case	Has an appeal been preferred? (Yes/No)
Imprisonment	Nil		
Punishment			

3. **Of the instances disclosed in Question 2 above, details of the Appeal/ Revision preferred in cases where monetary or non-monetary action has been appealed.**

Monetary	
Case Details	Name of the regulatory/ enforcement agencies/ judicial institutions
Not Applicable	

4. **Does the entity have an anti-corruption or anti-bribery policy? If yes, provide details in brief and if available, provide a web-link to the policy.**

Yes, the Company has Anti Bribery and Anti Corruption Policy and the same is available on the website of the Company.Future Consumer Limited strongly champions honest and ethical business practices. The Company is committed to eradicate all corruption and malpractices within the company and ensure compliance with all applicable laws. The purpose of Anti Bribery and Anti-Corruption Policy is to ensure compliance with judicial laws and regulations. It helps the Company to ensure a strong system that includes guidelines for the giving and receiving of gifts, commercial courtesy, hospitality and requirements for adhering to applicable anti-corruption laws.

The Human Resource Department also provides training to the employees curtailing anti bribery and anti-corruption activities. The Head of the Human Resource Department is responsible for monitoring and implementation of this policy across the Company. Furthermore, The Board of Directors is accountable for appointing officers or external agencies to conduct enquiry about corruption or bribery and take appropriate action against the wrongdoer.

Link to access the policy: https://futureconsumer.in/investors.aspx#policies-code

5. **Number of Directors/KMPs/employees/workers against whom disciplinary action was taken by any law enforcement agency for the charges of bribery/ corruption:**

Particulars	FY 2022-23	FY 2021-22
Directors	Nil	Nil
KMPs		
Employees		
Workers		

6. **Details of complaints regarding conflict of interest:**

	FY 2022-23		FY 2021-22	
	Number	Remark	Number	Remark
Number of complaints received in relation to issues of Conflict of Interest of the Directors	Nil			
Number of complaints received in relation to issues of Conflict of Interest of the KMPs				
Employees				
Workers				

7. **Provide details of any corrective action taken or underway on issues related to fines / penalties / action taken by regulators/ law enforcement agencies/ judicial institutions, on cases of corruption and conflicts of interest**

Nil

PRINCIPLE 2

Businesses should provide goods and services in a manner that is sustainable and safe

Essential Indicators

1. **Percentage of R&D and capital expenditure (capex) investments in specific technologies to improve the environmental and social impacts of product and processes to total R&D and capex investments made by the entity, respectively.**

	Current Financial Year FY 2022-23	Previous Financial Year FY 2021-22	Details of improvements in environmental and social impacts
R & D		Nil	
Capex			

2. (a) **Does the entity have procedures in place for sustainable sourcing? (Yes/No)**

   Yes, Future Consumer Limited has a procedure for sustainable sourcing. At the subsidiary level, the Company has been constantly working on developing a deep understanding of agricultural practices and connecting with farmers at multiple levels. The organic raw materials are procured from well-established organisations working directly with farmers. Along with this the Company has been into farm gate procurement and establishing collection centres in hub and spokes models. FCL's subsidiaries also have a sustainable transportation model where it switching from conventional fuels to CNG and further worked on establishing a network for Electric vehicles.

   (b) **If yes, what percentage of inputs were sourced sustainably?**

   The Company is currently not recording the percentage of inputs sourced sustainably for FCL's operations, however the same is being actively undertaken across its subsidiaries.

3. **Describe the processes in place to safely reclaim your products for reusing, recycling and disposing at the end of life, for (a) Plastics (including packaging) (b) E-waste (c) Hazardous waste and (d) other waste.**

   Future Consumer Limited adheres to the Plastic Waste Management Rules, 2016 and abides by the rules of Maharashtra Pollution Control Board. The Company has processes in place for ensuring safe disposal of the waste generated across its operations. The Company has a number of initiatives to safely reclaim plastics for recycling which is sent to authorized vendors. During the reporting period, no material e-waste was recorded. The Company due to its nature of operations does not generate any hazardous waste. The Company uses mono layer film in its CareMate Tissue to reduce waste generation. FCL also uses flexo printing technology to facilitate non-toluene environmentally friendly consumer safe inks. The Company also takes initiatives, to responsibly discard the cartons waste by sending it to authorized scrap vendors.

4. **Whether Extended Producer Responsibility (EPR) is applicable to the entity's activities (Yes / No). If yes, whether the waste collection plan is in line with the Extended Producer Responsibility (EPR) plan submitted to Pollution Control Boards? If not, provide steps taken to address the same.**

   Currently, FCL is not registered under the Extended Producer Responsibility plan.

PRINCIPLE 3

Businesses should respect and promote the well-being of all employees, including those in their value chains

1 (a) **Details of measures for the well-being of employees:**

   Future Consumer Limited is aware that its employees are vital to the growth of the Company. Consequently, it is dedicated to create and deliver an atmosphere of fair, safe, and healthy atmosphere. The Company believes in equal opportunity and economic security to all the employees. It ensures that all the employees have access to skill upgradation and learning opportunities.

Category	Total (A)	Health insurance care facilities		Accident insurance		Maternity Benefits		Paternity benefits		Day care facilities	
% of Employees covered											
		No. (B)	(B/A)%	No. (C)	(C/A)%	No. (D)	(D/A)%	No. (E)	(E/A)%	No. (F)	(F/A)%
Permanent Employees											
Male	49	49	100%	49	100%	49	100%	49	100%	-	-
Female	13	13	100%	13	100%	13	100%	13	100%	-	-
Total	62	62	100%	62	100%	62	100%	62	100%	-	-
Other than Permanent Employees											
Not Applicable											

1 (b) **Details of measures for the well-being of workers:**

Category	**Total (A)**	**Health insurance care facilities**		**Accident insurance**		**Maternity Benefits**		**Paternity benefits**		**Day care facilities**	
% of Workers covered											
		No. (B)	**(B/A)%**	**No. (C)**	**(C/A)%**	**No. (D)**	**(D/A)%**	**No. (E)**	**(E/A)%**	**No. (F)**	**(F/A)%**
Permanent Workers											
Male	Not Applicable										
Female											
Total											
Other than permanent Workers											
Male	Not Applicable										
Female											
Total											

2. **Details of retirement benefits, for Current FY and Previous Financial Year.**

Benefits	**FY 2022-23 Current Financial Year**		**FY 2021-22 Previous Financial Year**	
	No. of employees covered as a % of total employees	**Deducted and deposited with the authority (Y/N/N.A.)**	**No. of employees covered as a % of total employees**	**Deducted and deposited with the authority (Y/N/N.A.)**
PF	100%	Yes	100%	Yes
Gratuity	100%	No	100%	No
ESI	100%	Yes	100%	Yes
Others (please Specify)	NA	NA	NA	NA

3. **Accessibility of Workplace-**

Are the premises / offices of the entity accessible to differently abled employees and workers, as per the requirements of the Rights of Persons with Disabilities Act, 2016? If not, whether any steps are being taken by the entity in this regard.

The Company understands the importance of their premises being accessible to differently abled people. At present most of the offices of FCL have ramps and handrails to ensure smooth and convenient access for all.

4. **Does the entity have an equal opportunity policy as per the Rights of Persons with Disabilities Act, 2016? If so, provide a web-link to the policy.**

The organization respects the rights of every person and emphasizes equal opportunities for all. The Company has an Equal Opportunity Policy, which is available to the employees and staff on the Company's intranet.

5. **Return to work and Retention rates of permanent employees and workers that took parental leave.**

Employee Data

Gender	Permanent Employees		Permanent Workers	
	Return to work rate	Retention Rate	Return to work rate	Retention Rate
Male	1	0%	1	0%
Female	-	-	-	-
Total	**1**	**0%**	**1**	**0%**

6. **Is there a mechanism available to receive and redress grievances for the following categories of employees and workers? If yes, give details of the mechanism in brief.**

Yes, Future Consumer Limited is committed to being ethical and transparent in its business conduct and encourages all its stakeholders to raise concerns without any fear or favour. The Company has various policies in place such as Code of Conduct, Whistle Blower Policy and POSH Policy which enables the employees to put forward any issues. The Company has also an Internal Complaints Committee (ICC) to receive, investigate and redress issues and resolve grievances. The complaints can also be registered via physical or electronic communication to the person in charge.

Yes/No (If Yes, then give details of the mechanism in brief)	
Permanent Employees	Yes*, we are having a grievance redressal mechanism which is elaborated in our Code of conduct through which employees & workers can raise their concerns and which are addressed at the earliest. Employees & Workers can promptly report to the management about any actual or possible violation of the Code of Conduct, or any event he or she becomes aware of that could affect the business or reputation of any unit of our Company to the appropriate person(s) as defined in the policy.
Other than Permanent Employees	
Permanent Workers	
Other than Permanent Workers	

7. **Membership of employees and worker in association(s) or Unions recognised by the listed entity:**

Category	FY 2022-23			FY 2021-22		
	Total Employees/ Workers In respective category (A)	**Number of employees/workers In respective category who are a Part of association(s) Or unions (B)**	**Percentage % (B/A)**	**Total Employees/ Workers In respective category (C)**	**Number of employees/workers In respective category who are a Part of association(s) Or unions (D)**	**Percentage % (D/C)**
Total Permanent Employees	62	-	-	338	36	10.6 %
Male	49	-	-	294	36	12.2 %
Female	13	-	-	44	0	0

*Employee/Worker Union has been dissolved during FY 2022-23.

8. **Details of training given to employees and workers:**

Category	Total FY 23 (A)	Health and safety (B)	% (B / A)	Skill development (C)	% (C / A)	Total FY22 (D)	Health and safety (E)	% (E/D)	skill development (F)	% (F/D)
Employees	FCL conducts various trainings to help optimize employee performance and enhance their knowledge and skills. The organization conducts trainings on skill development, health and safety, policy, and quality management. Trainings such as Total Productive Maintenance (TPM) are provided to enhance the team's efficiency as well as they help to improve the overall output and reduce costs.									
Male										
Female										
Total										
Workers										
Male	Nil									
Female										
Total										

9. **Details of performance and career development reviews of employees and worker:**

Category	FY 2023			FY 2022		
	Total (A)	No. (B)	(B/A) %	Total (A)	No. (B)	(B/A) %
Employees						
Male	49	4	8.16%	294	4	1.3%
Female	13	1	7.69%	44	1	2.2%
Total	62	5	8.06%	338	5	1.4%
Workers						
Male	Nil					
Female						
Total						

10. **Health and safety management system:**

(a) **Whether an occupational health and safety management system has been implemented by the entity? (Yes/ No). If yes, the coverage of such a system?**

Yes. The Company has deployed health and safety management system across all the sites and offices of FCL and in its third-party units.

(b) **What are the processes used to identify work-related hazards and assess risks on a routine and non-routine basis by the entity?**

Future Consumer Limited is determined to ensure accident-free operations. The Company has a dedicated EHS manager who is responsible and undertakes the activities of identifying any work-related hazards and assessing risks for the entity. Issues related to EHS are resolved via Meetings, internal audits and improvements areas.

(c) **Whether you have processes for workers to report the work-related hazards and to remove themselves from such risks. (Y/N)**

Yes, the organization maintains an incident response register that ensures documentation of work-related hazards. Safety trainings are periodically provided to the employees to ensure a safe and secure working environment for all.

(d) **Do the employees/ workers of the entity have access to non-occupational medical and healthcare services? (Yes/ No)**

Yes, the employees are provided with non-occupational medical and healthcare services. The Company has a group-level insurance tie-up with TPA medical professionals to provide insurance services to all employees. Family members of the eligible employees can also avail priority treatment and various alternate healthcare packages.

11. **Details of safety related incidents, in the following format:**

Safety Incident / Number	Category	FY 2022-23 Current Financial Year	FY 2021-22 Previous Financial Year
Lost Time Injury Frequency Rate (LTIFR) (per one million-person hours worked)	Employees	Nil	Nil
	Workers		
Total recordable work-related injuries	Employees	Nil	Nil
	Workers		
No. of fatalities	Employees	Nil	Nil
	Workers		
High consequence work-related injury or ill-health (excluding fatalities)	Employees	Nil	Nil
	Workers		

12. **Describe the measures taken by the entity to ensure a safe and healthy workplace.**

FCL is committed to providing all its employees a safe and healthy workplace. The Company conducts regular meetings and audits to ensure compliance to environmental and sustainability management systems (ESMS) and identifying areas of improvement. There are various processes in place for EHS that have helped the Company in identifying the material issues and improving upon them. The Emergency response framework has been implemented at various manufacturing units and corporate offices. The Company regularly conducts Hazard Identification and Risk assessments (HIRA) across its manufacturing units and complies with all the safety and environment parameters.

The Company has also taken initiatives to communicate and warn using signboards near and around any risk area. For example: fire, voltage, sharp objects etc. The employees are also given adequate pre-operative training and on spot training.

13. Number of Complaints on the following made by employees and workers:

	FY 2022-23 (Current Financial Year)			FY 2021-22 (Previous Financial Year)		
	Filed during the year	**Pending resolution at the end of year**	**Remarks**	**Filed during the year**	**Pending resolution at the end of year**	**Remarks**
Working Conditions	Nil					
Health and Safety						

14. Assessments for the year:

	% of your plants and offices that were assessed (by entity or statutory authorities or third parties)
Health and safety practices	The Company internally has been assessing the Health and Safety practices and working conditions for its employees and workers.
Working Conditions	

15. Provide details of any corrective action taken or underway to address safety-related incidents (if any) and on significant risks / concerns arising from assessments of health & safety practices and working conditions.

There were no corrective actions undertaken by the organisation as there were no significant risks or concerns identified.

Principle 4

Businesses should respect the interests of and be responsive to all its stakeholders

Essential Indicators

1. Describe the processes for identifying key stakeholder groups of the entity.

Future Consumer Limited uses the power interest matrix to identify stakeholders. The power interest matrix is a tool that aids categorizing and identifying stakeholders on a grid in relation to the power and interest they have in respect to the Company. The matrix enables to effectively manage and engage stakeholder relationships by understanding their varying levels of influence and involvement.

The Company has categorized the stakeholders according to matrix in the following manner:

High Power-High Interest: Stakeholders falling into this quadrant are considered key players and require close collaboration and engagement. These stakeholders have a significant impact on the Company and are highly interested in its activities. Strategies are developed to actively involve and communicate with them to ensure their needs are addressed. These include the Lenders and Investors etc.

High Power-Low Interest: Stakeholders in this quadrant possess considerable power but demonstrate limited interest in the Company. Although their direct involvement might be lower, it is essential to keep them informed about significant developments and maintain a positive relationship to mitigate any potential risks or concerns. The stakeholders in this category are the Government officials and customers.

Low Power-High Interest: Stakeholders in this quadrant display a keen interest in the Company's activities but possess limited power to influence decision-making. It is important to keep them informed and engaged, as their support and positive perception can contribute to the Company's reputation and overall success. They include the vendors and employees.

Low Power-Low Interest: Stakeholders in this quadrant have minimal power and interest in the Company's affairs. While they may not require extensive engagement, it is important to maintain a level of awareness and responsiveness to address any potential issues that may arise. For example, the families of the employees, general public around place of business.

2. **List stakeholder groups identified as key for your entity and the frequency of engagement with each stakeholder group.**

Sr. No.	Stakeholder Group	Whether identified as Vulnerable and Marginalized Group	Channels of communication	Frequency of engagement	Purpose and Scope of engagement
1	Customers	No	Store Communications, Advertisements, Electronic communication such as WhatsApp and Emails	Quarterly and need basis	Updates about various schemes, Complaint Resolution and Query clarification
2	Investors	No	Email /Website/newspaper	Quarterly and need basis	Financial and Operational Performance
3	Vendors	No	Email and Meetings	Need basis	Feedback from market, Operational Lapses, Adherence to processes, Accounts, Supply Planning
4	Government Officials	No	Direct engagement	As and when required	Following all the laws and regulations
5	Employees	No	Email and Meetings and Electronic Communications	Need basis	Operational, Health & Safety and other Department updates.

PRINCIPLE 5

Businesses should respect and promote human rights

Essential Indicators

1. **Employees and workers who have been provided training on human rights issues and policy(ies) of the entity, in the following format:**

Category	FY 2022-23 Current Financial Year			FY 2021-22 Previous Financial Year		
	Total (A)	No. of employees/ worker s covered (B)	% (B / A)	Total (C)	No. of employees/ worker s covered (B)	% (D / C)
Employees						
Permanent	62	20	32.25	338	-	-
Other permanent	-	-	-	-	-	-
Total Employees	62	20	32.25	338	-	-
Workers						
Permanent	-	-	-	-	-	-
Other than permanent	-	-	-	-	-	-
Total Workers	-	-	-	-	-	-

2. Details of minimum wages paid to employees and workers, in the following format:

Category	FY 2022-23 Current Financial Year					FY 2021-22 Previous Financial Year				
	Total (A)	Equal to Minimum Wage		More than Minimum Wage		Total (D)	Equal to Minimum Wage		More than Minimum Wage	
		No. (B)	% (B / A)	No. (C)	% (C / A)		No. (E)	% (E / D)	No. (F)	
Employees										
Permanent										
Male	49	-	-	49	100%	294	-	-	294	100%
Female	13	-	-	13	100%	44	-	-	44	100%
Other than Permanent										
Male	-	-	-	-	-	-	-	-	-	
Female	-	-	-	-	-	-	-	-	-	
Workers										
Permanent										
Male	-	-	-	-	-	-	-	-	-	
Female	-	-	-	-	-	-	-	-	-	
Other than Permanent										
Male	-	-	-	-	-	-	-	-	-	
Female	-	-	-	-	-	-	-	-	-	

3. Details of remuneration/salary/wages, in the following format:

Category	Male		Female	
	Number	Median remuneration/ salary/ wages of respective category	Number	Median remuneration/ salary/ wages of respective category
Board of Directors (BoD)	1	7598684	-	-
Key Managerial Personnel	3	10686152	-	-
Employees other than BoD and KMP	45	562872	13	851967
Workers	-	-	-	-

4. Do you have a focal point (Individual/ Committee) responsible for addressing human rights impacts or issues caused or contributed to by the business? (Yes/No)

FCL has an Internal Complaints Committee (ICC) that is responsible for addressing issues and impacts concerning Human Rights.

5. Describe the internal mechanisms in place to redress grievances related to human rights issues

Future Consumer Limited is dedicated towards protecting the human rights of all its stakeholders across its value chain including communities, consumers and vulnerable and marginalized groups. The Company also ensures that its Joint Ventures and Subsidiaries uphold their commitment to human rights.

Every person who is affected by the Company's operations has access to grievance mechanisms. This Policy is corroborated by respective functional heads of every department. Additionally, the adherence of the policy is reviewed by the senior management. The Board of Directors/and its Committee is informed on case to case basis of any such instances as and when required.

6. **Number of Complaints on the following made by employees and workers:**

	FY 2022-23 Current Financial Year			FY 2021-22 Previous Financial Year		
	Filed during the year	**Pending resolution at the end of year**	**Remarks**	**Filed during the year**	**Pending resolution at the end of year**	**Remarks**
Sexual Harassment	Nil			Nil		
Discrimination at workplace						
Child Labour						
Forced Labour/Involuntary Labour						
Wages						
Other Human Rights related issues						

7. **Mechanisms to prevent adverse consequences to the complainant in discrimination and harassment cases.**

The Company is committed to creating a safe environment for all its stakeholders. To achieve this FCL has put in place an employee grievance mechanism and has an Internal Complaints Committee ("ICC") that works on receiving and redressing complaints. POSH policy has also been implemented that helps the employees report cases of Sexual harassment by mailing at posh@futureconsumer.in or contact the helpline desk 022-40552200.

8. **Do human rights requirements form part of your business agreements and contracts?** (Yes/No)

Yes, all business agreements and contracts of FCL ensures Human Right requirements.

9. **Assessments for the year:**

	% of your plants and offices that were assessed (by entity or statutory authorities or third parties)
Child labour	The Company internally in the regular course has policy to assess and ensure that the human rights are not violated.
Forced/involuntary labour	
Sexual harassment	
Discrimination at workplace	
Wages	
Others – please specify	

10. **Provide details of any corrective actions taken or underway to address significant risks / concerns arising from the assessments at Question 9 above.**

There were no significant risks/concerns arising from the human rights assessments.

Principle 6

Businesses should respect and make efforts to protect and restore the environment

Essential Indicators

1. **Details of total energy consumption (in Joules or multiples) and energy intensity, in the following format:**

Parameter	**FY 2022-23 (Current Financial Year)**	**FY 2021-22 (Previous Financial Year)**
Total electricity consumption (A)	16507.98	14481.63
Total fuel consumption (B)	396.30	253.74
Energy consumption through other sources (C)	11970	9496.8
Total energy consumption (A+B+C)	28874.28	24232.17
Energy intensity per rupee of turnover (Total energy consumption/ turnover in rupees)	-	-
Energy intensity (optional) – the relevant metric may be selected by the entity	-	-

Note: Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency.

No

2. **Does the entity have any sites / facilities identified as designated consumers (DCs) under the Performance, Achieve and Trade (PAT) Scheme of the Government of India? (Y/N) If yes, disclose whether targets set under the PAT scheme have been achieved. In case targets have not been achieved, provide the remedial action taken, if any.**

   Not Applicable

3. **Provide details of the following disclosures related to water, in the following format:**

   Since the operations of FCL are not water-intensive, the Company does not record its water-usage as it is restricted to domestic use.

   Note: Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency.

   No

4. **Has the entity implemented a mechanism for Zero Liquid Discharge? If yes, provide details of its coverage and implementation.**

   No

5. **Please provide details of air emissions (other than GHG emissions) by the entity, in the following format:**

   Owing to the nature of operations, the Company currently does not record its air emissions.

6. **Provide details of greenhouse gas emissions (Scope 1 and Scope 2 emissions) & its intensity, in the following format:**

   Not Applicable

Parameter	**Unit**	**FY 2022-23 (Current Financial Year)**	**FY 2021-22 (Previous Financial Year)**
Total Scope 1 emissions (Break-up of the GHG into CO2, CH4, N2O, HFCs, PFCs, SF6, NF3, if available)	*Metric tonnes of CO2 equivalent*	56.82	44.85
Total Scope 2 emissions (Break-up of the GHG into CO2, CH4, N2O, HFCs, PFCs, SF6, NF3, if available)	*Metric tonnes of CO2 equivalent*	-	-
Total Scope 1 and Scope 2 emissions per rupee of turnover		-	-
Total Scope 1 and Scope 2 emission intensity *(optional)* – the relevant metric may be selected by the entity		-	-

Note: Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency.

No

7. **Does the entity have any project related to reducing Greenhouse Gas emission? If yes, then provide details.**

   Yes, FCL has previously undertaken various projects to reduce greenhouse gas emissions. It is actively involved in maintenance and preventive checks to ensure no energy wastage due to leaks, damages and heat loss. Alongside FCL believes in decreasing its dependency on Fossil fuels and using renewable energy. Currently, a subsidiary of the Company is actively sourcing its energy from solar power plants.

8. Provide details related to waste management by the entity, in the following format:

Parameter	FY 2022-23 (Current Financial Year)	FY 2021-22 (Previous Financial Year)
Total Waste generated (in metric tonnes)		
Plastic waste **(A)**	-	-
E-waste **(B)**	-	-
Bio-medical waste **(C)**	-	-
Construction and demolition waste **(D)**	-	-
Battery waste **(E)**	-	-
Radioactive waste **(F)**	-	-
Other Hazardous waste. Please specify, if any. **(G)**	-	-
Other Non-hazardous waste generated **(H).** *Please specify, if any.* (Break-up by composition i.e. by materials relevant to the sector)	-	-
Total (A+B + C + D + E + F + G+ H)	-	-
For each category of waste generated, total waste recovered through recycling, re-using or other recovery operations (in metric tonnes)		
Category of waste		
(i) Recycled	Not applicable	
(ii) Re-used		
(iii) Other recovery operations		
Total		
For each category of waste generated, total waste disposed by nature of disposal method (in metric tonnes)		
Category of waste	Not Applicable	
(i) Incineration		
(ii) Landfilling		
(iii) Other disposal operations		
Total		

Note: In the current year consequent to lean business activities, the organization is not monitoring and collecting waste management data, but the organization is looking forward to monitoring and recording the data in the coming years.

9. Briefly describe the waste management practices adopted in your establishments. Describe the strategy adopted by your company to reduce usage of hazardous and toxic chemicals in your products and processes and the practices adopted to manage such wastes.

Future Consumer Limited adheres to Plastic Waste Management Rule 2016 as mandated by Maharashtra Pollution Control Board (MPCB). The Company makes sure that the plastic used in the products is recyclable. FCL has also partnered with various local Producer Responsible Organization (PRO) throughout the Country to recycle plastic waste at the end of life.

10. If the entity has operations/offices in/around ecologically sensitive areas (such as national parks, wildlife sanctuaries, biosphere reserves, wetlands, biodiversity hotspots, forests, coastal regulation zones etc.) where environmental approvals / clearances are required, please specify details in the following format:

None of our operations are situated in/around ecologically sensitive areas.

11. Details of environmental impact assessments of projects undertaken by the entity based on applicable laws, in the current financial year:

FCL has not undertaken projects requiring environmental impact assessment during the financial year.

12. **Is the entity compliant with the applicable environmental law/ regulations/ guidelines in India; such as the Water (Prevention and Control of Pollution) Act, Air (Prevention and Control of Pollution) Act, Environment protection act and rules thereunder (Y/N). If not, provide details of all such non-compliances, in the following format:**

S. No.	Specify the law / regulation / guidelines which was not complied with	Provide details of the non-compliance	Any fines / penalties / action taken by regulatory agencies such as pollution control boards or by courts	Corrective action taken, if any
Not applicable, as FCL has not violated any provisions/rules mentioned in the Water (Prevention and Control of Pollution) Act, Air (Prevention and Control of Pollution) Act, Environment Protection Act for the year ended 31st March, 2023.				

PRINCIPLE 7

Businesses, when engaging in influencing public and regulatory policy, should do so in a manner that is responsible and transparent

Essential Indicators

1 (a) **Number of affiliations with trade and industry chambers/ associations.**

Owing to the current business scenario of the Company, there are no such affiliations

(b) **List the top 10 trade and industry chambers/ associations (determined based on the total members of such a body) the entity is a member of/ affiliated to**

S. No.	Name of the trade and industry chambers/ associations	Reach of trade and industry chambers/ associations (State/National)
Owing to the current business scenario of the Company, there are no such affiliations		

2. **Provide details of corrective action taken or underway on any issues related to anti- competitive conduct by the entity, based on adverse orders from regulatory authorities.**

Name of Authority	Brief of the Case	Corrective Action Taken
Not applicable, as no such adverse order is received from any authority for which corrective action must be taken by our Company for the year ended 31st March, 2023.		

PRINCIPLE 8:

Businesses should promote inclusive growth and equitable development

1. **Details of Social Impact Assessments (SIA) of projects undertaken by the entity based on applicable laws, in the current financial year.**

The Company has not undertaken any projects that require social impact assessment during the financial year under review.

2. **Provide information on project(s) for which ongoing Rehabilitation and Resettlement (R&R) is being undertaken by your entity, in the following format:**

SL NO	Name of Project for which R&R is Ongoing	State	District	No. of Project Affected Families (PAFs)	% of PAFs covered by R&R	Amounts paid to PAFs in the FY (In INR)
None						

3. **Describe the mechanisms to receive and redress grievances of the community.**

Future Consumer Limited believes that their business can thrive by inclusive growth and support from the community. As a responsible organization, we are eager to create a sustainable business model to ensure and activate their future growth drivers. FCL redresses the grievances of the community by maintaining cordial relationships with concerned stakeholders.

4. Percentage of input material (inputs to total inputs by value) sourced from suppliers:

	FY 2022-23	**FY 2021-22**
	Amount in lakhs	*Amount in lakhs*
Directly sourced from MSMEs/ small producers	838.48	23429.48
Sourced directly from within the district and neighbouring districts	-	-

Principle 9

Businesses should engage with and provide value to their consumers in a responsible manner

1. **Describe the mechanisms in place to receive and respond to consumer complaints and feedback.**

   The Company has a mechanism in place for addressing consumer complaints and feedback. The Company has a dedicated email ID in place to receive the complaints which are then forwarded to the relevant stakeholders internal to the Company for effective resolution of the complaint in a timely manner.

2. **Turnover of products and/ services as a percentage of turnover from all products/service that carry information about:**

	As percentage of total turnover
Environmental and social parameters relevant to the product	100%
Safe and responsible usage	100%
Recycling and/or safe disposal	100%

3. Number of consumer complaints in respect of the following:

There have been no complaints registered by the consumers in the year 2022-2023.

4. Details of instances of product recalls on account of safety issues:

	Numbers	**Reason**
Voluntary Recall	None	None
Forced recall	None	None

5. Does the entity have a framework/ policy on cyber security and risks related to data privacy? (Yes/No) If available, provide a web-link of the policy.

The Company has a framework for monitoring and reviewing risks related to Cyber Security implemented by its Risk Management Committee and forms part of Risk Policy.

6. Provide details of any corrective actions taken or underway on issues relating to advertising, and delivery of essential services; cyber security and data privacy of customers; re-occurrence of instances of product recalls; penalty / action taken by regulatory authorities on safety of products / services.

None

CORPORATE GOVERNANCE REPORT

This Corporate Governance Report as on 31st March, 2023 outlines the governance practice followed by Future Consumer Limited **("the Company")** in compliance with the requirements prescribed under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time **("SEBI Listing Regulations")**.

COMPANY'S PHILOSOPHY ON THE CODE OF GOVERNANCE

Corporate Governance essentially involves balancing the interests of the stakeholders and maximize the value for stakeholders which predominantly includes its shareholders, management, customers, suppliers, financiers, Government and the community at large. The Company believes in adopting best practices to ensure fairness, transparency, accountability and integrity across all its operations and maintaining valuable relationship and trust with the stakeholders, thereby supporting stronger growth for the company to fulfill its goals and objectives. The Corporate Governance framework for the Company comprises of processes and principles conforming to the highest standards which are reviewed periodically by the Board of Directors of the Company **("the Board").** The Company's governance framework is continuously monitored to facilitate effective entrepreneurial and prudent management that can deliver long-term success to the Company.

The Company has established a process of regular dissemination and presentation of information to the Board to ensure comprehensive oversight of the Company's business activities. The Board reviews corporate policies, procedures, overall performance, accounting, reporting and secretarial standards and other significant areas of management, corporate governance and regulatory compliance.

BOARD OF DIRECTORS

Composition

The Board has an optimum combination of Executive and Non-Executive Directors including Independent Directors in compliance with the provisions of the Companies Act, 2013 **('the Act')** and SEBI Listing Regulations. As on 31st March, 2023 the Board comprises of more than fifty percent Non-Executive Directors, one-third Independent Directors and two women Directors. Mr. G. N. Bajpai held the position of Non-Executive Chairman of the Board and Mr. Kishore Biyani as the Vice Chairman of the Board. During the financial year 2022-23, Ms. Ashni Biyani, Director did not serve as an Independent Director of any other listed company.

The profile of each Director of the Company is available on Company's website at https://futureconsumer.in/about-us.aspx#board-member.

As on 31st March, 2023, the number of directorship / committee membership / chairmanship of all the Directors is within the respective limits prescribed under the Companies Act, 2013 and SEBI Listing Regulations.

None of the Directors are related *inter-se* to each other, save and except Mr. Kishore Biyani and Ms. Ashni Biyani. Ms. Ashni Biyani is the daughter of Mr. Kishore Biyani.

In terms of confirmation received from respective Independent Directors of the Company, the Board is of the opinion that the Independent Directors fulfill the conditions specified under the Act read with Rules thereunder and SEBI Listing Regulations and are independent of management.

During the financial year 2022-23:

a) Mr. Adhiraj Harish resigned as an Independent Director with effect from 3rd May, 2022. In terms of his resignation letter, Mr. Adhiraj Harish has provided the reason for his resignation as due to significant increase in his professional commitments over last few months and he has been spending much more time discharging his professional obligations.

b) Mr. Harminder Sahni resigned as an Independent Director with effect from 14th September, 2022. In terms of his resignation letter, Mr. Harminder Sahni has provided the reason for his resignation as due to his other professional and personal commitments.

Mr. Adhiraj Harish and Mr. Harminder Sahni both, have confirmed that there is no other material reason other than what is stated in their respective resignation letter(s).

Board Meetings and details of Directorship, Membership/ Chairmanship of Committees

During the financial year 2022-23, Eight meetings of the Board of Directors were held on the following dates:

23rd April, 2022 (two meetings held on 23rd April, 2022), 10th May, 2022, and adjourned meeting thereof held on 12th May, 2022, 27th May, 2022, 27th June, 2022, 12th August, 2022, 10th November, 2022 and 13th February, 2023.

The minimum information required to be placed before the Board under Part A of Schedule II of SEBI Listing Regulations (to the extent applicable), is placed before the Board at their meetings.

The Board reviews and approves strategy and oversees the actions and results of management to ensure that the long-term objectives of enhancing stakeholders' value are met.

Video-conferencing facility is made available at the Board / Committee Meetings in case any Director is unable to attend but wishes to participate in the meetings through video conferencing. Further, during the financial year under review, meetings of the Board and its Committees, as well as the Annual General Meeting were held through two-way Video Conferencing facility as per the provisions of the Act as well as various circulars issued by Ministry of Corporate Affairs **("MCA")** and Securities and Exchange Board of India **("SEBI").** The proceedings of all meetings were seamless. The necessary quorum was present for all the meetings.

The details of Directorship and Membership/Chairmanship of the Committees of the Board held by the Directors as on 31st March, 2023 and their attendance at the meetings (including meetings attended through electronic mode) during the financial year 2022-23 are as follows:

Name of the Director	Category	No. of Board Meetings held during the financial year 2022-23	No. of Board Meetings attended by the Director during the financial year 2022-23	Attendance at the last AGM	No. of Directorships in other public limited companies#	No. of Committee positions held including the Company*		Directorships in other listed company
						Chairman of the Committee	Member	
Mr. G. N. Bajpai	Chairman, Independent Director & Non-Executive Director	8	8	Yes	2	1	2	None
Mr. Kishore Biyani	Promoter, Vice-Chairman & Non-Executive Director	8	8	Yes	3	1	1	• Future Retail Limited (Executive Director, Chairman) • Future Lifestyle Fashions Limited (Non -Independent and Non-Executive Director) • Future Enterprises Limited (Non -Independent and Non -Executive Director) All three companies mentioned above are under Corporate Insolvency Resolution Process.
Mr. Frederic de Mevius#	Non-Executive Director	8	3	Not applicable	-	-	-	-
Mr. K K Rathi##	Non-Executive Director	8	6	No	-	-	-	-
Ms. Ashni Biyani###	Managing Director/ Non-Executive Director	8	6	No	1	0	1	None
Mr. Adhiraj Harish^	Independent Director & Non-Executive Director	8	2	Not applicable	-	-	-	-
Mr. Deepak Malik^^	Non-Executive Director & Nominee Director	8	6	No	-	-	-	-
Mr. Harminder Sahni$	Independent Director & Non-Executive Director	8	5	No	-	-	-	-
Ms. Neelam Chhiber	Independent Director & Non-Executive Director	8	8	No	4	0	0	• Prestige Estates Projects Limited (Independent and Non-Executive Director)
Mr. Jude Savio Linhares$$	Executive Director	8	0	Not applicable	-	-	-	-
Mr. Amit Kumar Agrawal@	Executive Director	8	6	Yes	5	0	2	None
Mr. Rajnikant Sabnavis@@	Non-Executive Director	8	1	Not applicable	0	0	0	None

Ceased to be Managing Director with effect from 12th May, 2022 and continued to serve as Non-Executive Director with effect from 13th May, 2022.

excludes directorship in private companies, foreign companies and Section 8 companies.

* Membership/Chairman of only Audit Committee and Stakeholders' Relationship and Share Transfer Committee in public limited companies have been considered.

Ceased to be Director with effect from 16th June, 2022.

Ceased to be Director with effect from 29th September, 2022.

^ Ceased to be Director with effect from 3rd May, 2022.

^^ Ceased to be Director with effect from 21st December, 2022.

$ Ceased to be Director with effect from 14th September, 2022.

$$ Ceased to be Director with effect from 15th April, 2022.

@ Appointed as an Executive Director with effect from 25th April, 2022.

@@ Appointed as an Director with effect from 13th February, 2023.

FAMILIARIZATION PROGRAMME FOR INDEPENDENT DIRECTORS

The Company has in place familiarization programme for the Independent Directors to familiarize them with their role and responsibilities and to enable them to understand the nature of industry in which the Company operates and the business model of the Company. Presentations are periodically made at the Board and Committee meetings *inter alia* covering the key traits of the Company as a FMCG organisation, its vision, strategy, operations, markets, brands, new product launches, budget, financial performance, risk management framework and internal control processes and for such other areas as may be considered necessary. The Independent Directors at the board meetings of the Company are regularly provided with an insight concerning several aspects of the Company's business and operations.

The Independent Directors are updated on an on-going basis at the Board / Committee meetings, including in respect of the following:

- Business environment in the industry in which the Company operates;
- Company's business strategy and operating plans
- New developments, market opportunities and potential, risk management etc;
- Matters concerning Corporate Governance;
- Regulatory framework and its impact on the Company - compliances, roles and responsibilities of Independent Directors thereto;

The details of the familiarization programme of Independent Directors is placed on the website of the Company – https://futureconsumer.in/investors.aspx#policies-code.

MEETING OF INDEPENDENT DIRECTORS

During the financial year 2022-23, a separate meeting of the Independent Directors of the Company was held on 1st March, 2023, without the presence of Executive Directors.

The meeting was attended by all Independent Directors of the Company.

The Board is of the opinion that the Independent Directors of the Company fulfill the conditions specified in SEBI Listing Regulations and are independent of the management.

MATRIX SETTING OUT THE SKILLS/ EXPERTISE/COMPETENCE OF THE BOARD OF DIRECTORS

In terms of the requirements prescribed under SEBI Listing Regulations, the Board has identified the following skills/ expertise/competencies for the Directors in the context of the Company's business for effective functioning:

Key Skills	Description
Business Strategies and Planning	Experience in developing strategies, critically assessing strategic opportunities and threats for growth of the business in a sustainable manner, taking into consideration the diverse and varied business environment.
Financial and Accounting Understanding	Financial management skills with an understanding of accounts and financial statements.
Understanding of Consumer Insights in varied conditions	Knowledge and experience in managing organisations with consumer interface in varied conditions and leverage consumer insights in the interest of business.
Stakeholder Value Creation	Ability to appreciate the process for shareholder value creation, understanding contributing factors and critique interventions towards value creation for the other stakeholders.
Experience and Understanding of Regulatory Landscape	Experience and skills to provide oversight towards all dimensions of business, taking into consideration maintenance of high governance standards, Board accountability and understanding of the changing regulatory framework.
Board Cohesion	Ability to participate in cohesive manner and synergise a range of ideas for benefit of the organisation.

The eligibility of a person to be appointed as a Director of the Company is dependent on whether the person possesses the requisite skill sets identified by the Board as above. The Directors so appointed are drawn from diverse backgrounds and possess special skills in their respective areas. The skills, competence and core expertise of the Directors as on 31st March, 2023 is given below:

Name of Director	Skills/Expertise/Competencies					
	Business Strategies and Planning	**Financial and Accounting Understanding**	**Understanding of Consumer Insights in varied conditions**	**Stakeholder Value Creation**	**Experience and Understanding of Regulatory Landscape**	**Board Cohesion**
Mr. G. N. Bajpai	✓	✓	-	✓	✓	✓
Mr. Kishore Biyani	✓	✓	✓	✓	✓	✓
Ms. Ashni Biyani	✓	✓	✓	✓	✓	✓
Ms. Neelam Chhiber	-	-	-	✓	✓	✓
Mr. Amit Kumar Agrawal*	✓	✓	-	✓	✓	✓
Mr. Rajnikant Sabnavis#	✓	✓	✓	✓	✓	✓

*appointed as an Executive Director with effect from 25th April, 2022

#appointed as a Non-Executive and Non-Independent Director with effect from 13th February, 2023

COMMITTEES OF THE BOARD

In terms of applicable provisions of the Act and the SEBI Listing Regulations, the terms of reference of the Committees of Board are determined by the Board from time to time. The role and composition of these Committees, including the number of meetings held during the financial year 2022-23 and attendance thereof is provided below.

AUDIT COMMITTEE

The Audit Committee acts as a link between the statutory and internal auditors and the Board. It assists the Board in fulfilling its oversight responsibilities of monitoring financial reporting processes, reviewing the Company's established systems and processes for internal financial controls, governance and reviewing the Company's statutory and internal audit activities. Majority of the Members on the Audit Committee, including the Chairman are Independent Directors. The Committee is governed by a Charter that is in line with the regulatory requirements mandated by the Act and SEBI Listing Regulations.

The Audit Committee also reviews the report on compliance under the Code of Conduct framed under Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015.

Terms of Reference

The terms of reference of Audit Committee *inter alia* includes the following:

a. Overseeing the Company's financial reporting process and disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible;

b. Recommending to the Board the appointment, re-appointment, remuneration and terms of appointment of auditors of the Company;

c. Reviewing, with the management, the quarterly, half-yearly and annual financial statements before submission to the Board for approval;

d. Reviewing, with the management, the performance of statutory and internal auditors, and adequacy of the internal control systems;

e. Review and monitor the auditor's independence and performance and effectiveness of audit process;

f. To approve transactions and subsequent modification(s) to the transactions of the Company with related parties;

g. To scrutinize inter-corporate loans and investments of the Company;

h. Valuation of undertaking or assets of the Company, wherever it is necessary;

i. Evaluation of internal financial controls and risk management systems;

j. Carrying out any other function as is mentioned in the terms of reference of the Audit Committee under the provisions of Companies Act, 2013 and Rules thereto and that of the Listing Agreement;

k. Reviewing the utilization of loans and/ or advances from/ investment by the holding company in the subsidiary exceeding rupees 100 crore or 10% of the asset size of the subsidiary, whichever is lower;

l. Reviewing the compliance with the provisions of SEBI (Prohibition of Insider Trading) Regulations, 2015 and amendments thereunder and shall verify that the systems for internal control are adequate and are operating effectively;

m. To consider and comment on rationale, cost-benefits and impact of schemes involving merger, demerger, amalgamation etc., on the listed entity and its shareholders.

The Statutory Auditors and Internal Auditors and executives from accounts, finance and corporate secretarial function also attend Audit Committee Meetings.

Composition and Attendance at Meetings

As on 31st March, 2023, the composition of the Audit Committee has been as under:

a) Mr. G. N. Bajpai

b) Mr. Amit Kumar Agrawal

c) Ms. Neelam Chhiber

During the financial year 2022-23, five meetings of Audit Committee were held on the following dates: 27th May, 2022, 27th June, 2022, 12th August, 2022, 10th November, 2022 and 13th February, 2023

Attendance of the Directors at the Audit Committee Meetings held during the financial year 2022-23 is as under:

Name of Directors	Designation	Category	No. of Meeting(s) Attended
Mr. G. N. Bajpai	Chairman	Independent & Non-Executive Director	5
Mr. Amit Kumar Agrawal#	Member	Executive Director	2
Ms. Neelam Chhiber$	Member	Independent & Non-Executive Director	5
Mr. K K Rathi*	Member	Non-Executive Director	3
Mr. Adhiraj Harish##	Member	Independent & Non-Executive Director	0
Mr. Harminder Sahni$$	Member	Independent & Non-Executive Director	3

appointed as Member of Audit Committee with effect from 2nd November, 2022

$ appointed as Member of Audit Committee with effect from 10th May, 2022

*ceased to be Member of Audit Committee with effect from 29th September, 2022.

ceased to be Member of Audit Committee with effect from 3rd May, 2022.

$$ appointed as Member of Audit Committee with effect from 10th May, 2022 and ceased to be Member with effect from 14th September, 2022.

Mr. G. N. Bajpai Chairman of the Audit Committee was present at the last Annual General Meeting held on 29th September, 2022.

NOMINATION AND REMUNERATION/ COMPENSATION COMMITTEE

The Nomination and Remuneration/Compensation Committee has been constituted in accordance with the provisions of Section 178 of the Act and Regulation 19 of the SEBI Listing Regulations.

Terms of Reference

The terms of reference of Nomination and Remuneration / Compensation Committee *inter alia* includes the following:

a. To undertake a process of due diligence to determine the 'fit and proper' status of existing Directors, if required;

b. To undertake a process of due diligence to determine the 'fit and proper' status of the person proposed to be elected as a Director of the Company;

c. To finalise the format and obtain declarations from the Directors as may be required under the Companies Act, 1956, and/or other statutory provisions and update on the same to the Board of Directors from time to time;

d. To recommend the suitable change(s), if required to the Board of Directors of the Company;

e. Framing suitable policies and systems to ensure that there is no violation by an employee of any applicable laws in India or overseas, including:

   i) The Securities and Exchange Board of India (Insider Trading) Regulations, 1992; or

   ii) The Securities and Exchange Board of India (Prohibition of Fraudulent and Unfair Trade Practices relating to the Securities Market) Regulations, 1995;

f. Determine on behalf of the Board and the shareholders the Company's policy on specific remuneration packages for executive directors including pension rights and any compensation payment;

g. Perform such functions as are required to be performed by the Compensation Committee under the Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 ("ESOP Guidelines"), in particular, those stated in Clause 5 of the ESOP Guidelines;

h. Formulating criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a policy, relating to the remuneration of the directors, key managerial personnel and other employees;

i. Formulation of criteria for evaluation of Independent Directors and the Board and also criteria for evaluation of performance of the Independent Directors;

j. Devising a policy on Board diversity;

k. Identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, and recommend to the Board their appointment and removal;

l. To carry out evaluation of every Director's performance;

m. Such other matters as may be delegated by the Board of Directors of the Company; and

n. Recommend to the board all remuneration, in whatever form, payable to senior management.

o. For every appointment of an independent director, the Nomination and Remuneration Committee shall evaluate the balance of skills, knowledge and experience on the Board and on the basis of such evaluation, prepare a description of the role and capabilities required of an independent director. The person recommended to the Board for appointment as an independent director shall have the capabilities identified in such description. For the purpose of identifying suitable candidates, the Committee may:

   i) use the services of an external agencies, if required;

   ii) consider candidates from a wide range of backgrounds, having due regard to diversity; and

   iii) consider the time commitments of the candidates

Composition and Attendance at Meetings

As on 31st March, 2023, the composition of Nomination and Remuneration /Compensation Committee has been as under:

a) Ms. Neelam Chhiber

b) Mr. G. N. Bajpai

c) Mr. Kishore Biyani

During the financial year 2022-23, four meetings of Nomination and Remuneration/Compensation Committee were held on the following dates:

23rd April, 2022, 12th May, 2022, 27th May, 2022 and 13th February, 2023.

Attendance of the Directors at the Nomination and Remuneration/ Compensation Committee meetings held during the financial year 2022-23 is as under:

Name of Directors	Designation	Category	No. of Meeting(s) Attended
Ms. Neelam Chhiber$	Chairperson	Independent & Non-Executive Director	1
Mr. G. N. Bajpai	Member	Independent & Non-Executive Director	4
Mr. Kishore Biyani	Member	Promoter, Vice-Chairman & Non-Executive Director	4
Mr. Adhiraj Harish##	Chairman	Independent & Non-Executive Director	1
Mr. Harminder Sahni$$	Chairman	Independent & Non-Executive Director	1

$ appointed as Chairperson of the Nomination and Remuneration/ Compensation Committee with effect from 28th September, 2022.

##ceased to be Chairman of the Nomination and Remuneration/ Compensation Committee with effect from 3rd May, 2022.

$$appointed as Chairman of the Nomination and Remuneration/ Compensation Committee with effect from 10th May, 2022 and ceased to be Member with effect from 14th September, 2022.

Ms. Neelam Chhiber Chairperson of the Nomination and Remuneration/Compensation Committee had authorised Mr. Kishore Biyani to attend the last Annual General Meeting held on 29th September, 2022. Accordingly, Mr. Kishore Biyani, Member of Nomination and Remuneration/Compensation Committee was present at the last Annual General Meeting held on 29th September, 2022.

Performance Evaluation of Board

In compliance with the provisions of the Act and SEBI Listing Regulations, the Company has undertaken the performance evaluation process for the Board of Directors, its Committees and that of individual Directors. The performance evaluation was undertaken through a web-based online software as per the Guidance Note on Board evaluation issued by Securities and Exchange Board of India and framework provided by Nomination and Remuneration/Compensation Committee, setting out parameters for conducting performance evaluation of the Board, its Committees and that of Individual Directors. The performance evaluation of Independent Directors was based on various criteria, *inter-alia*, including attendance at Board and Committee Meetings, skill, experience, ability to challenge views of others in a constructive manner, knowledge acquired with regard to the Company's business, understanding of industry in which the Company operates.

The details of the performance evaluation undertaken is provided in the Directors' Report, which forms part of this Annual Report.

Remuneration of Directors

Remuneration Policy has been uploaded on website of the Company www.futureconsumer.in

Details of remuneration paid to the Directors during the Financial Year 2022-23:

Name of the Director	Sitting Fees* (₹)	Remuneration (₹)	Total (₹)	No of Stock Options outstanding as on 31st March, 2023
Mr. Kishore Biyani	5,25,000	Nil	5,25,000	Nil
Mr. G. N. Bajpai	8,75,000^	Nil	8,75,000^	Nil
Ms. Ashni Biyani	2,25,000	Nil	2,25,000	Nil
Ms. Neelam Chhiber	6,00,000	Nil	6,00,000	Nil
Mr. Amit Kumar Agrawal#	Nil	63,69,532	Nil	Nil
Mr. Rajnikant Sabnavis@	Nil	Nil	Nil	Nil
Mr. Adhiraj Harish##	1,25,000	Nil	1,25,000	Nil
Mr. Frederic de Mevius@@	1,50,000	Nil	1,50,000	Nil
Mr. Harminder Sahni$$	3,75,000	Nil	3,75,000	Nil
Mr. K K Rathi**	4,00,000	Nil	4,00,000	Nil

^ includes amount of ₹ 2,25,000 paid to Mr. G. N. Bajpai as fees for acting as Chairman of NCLT convened meeting of Equity Shareholders and Creditors held on 20th April, 2022 and 21st April, 2022 respectively.

ceased as Non-Executive and Independent Director with effect from 3rd May, 2022

@@ ceased as Non-Executive and Non-Independent Director with effect from 16th June, 2022

$$ ceased as Non-Executive and Independent Director with effect from 14th September, 2022

** ceased as Non-Executive and Non-Independent Director with effect from 29th September, 2022

*Fees paid for Board, Committee and Independent Directors Meetings.

appointed as an Executive Director with effect from 25th April, 2022

@ appointed as a Non-Executive and Non-Independent Director with effect from 13th February, 2023

Remuneration paid by way of salary (plus permissible contribution to provident fund, other funds and payment of gratuity, which are not included in computation of the ceiling on perquisites) plus other allowances and reimbursements payable as per Company policy.

In terms of the Agreement entered into by the Company with Mr. Amit Kumar Agrawal, notice period is six months and severance fees is equal to remuneration payable for six months.

Non-Executive Directors

The Non-Executive Directors of the Company are not paid any remuneration except by way of sitting fees for attending meetings of Board of Directors and its Committee(s). The Non-Executive Independent Directors of the Company are also paid sitting fees for attending the Meeting(s) of Independent Directors. The Company did not have any pecuniary relationship or transactions with the Non-Executive Directors during the financial year 2022-23. Details of shares held by Non-Executive Directors are as under:

Sr. No	Name of the Director	No. of equity shares/ convertible instruments held as on 31st March, 2023 (Own or held by / for other persons on a beneficial basis)
1	Mr. G. N. Bajpai	2,50,000 equity shares
2	Ms. Ashni Biyani	67,169 equity shares
3	Ms. Neelam Chhiber	18,000 equity shares
4	Mr. Rajnikant Sabnavis	1,10,000 equity shares

Except for above, no Non-Executive Director holds any shares in the Company.

STAKEHOLDERS' RELATIONSHIP AND SHARE TRANSFER COMMITTEE

The Stakeholders' Relationship and Share Transfer Committee has been constituted in accordance with the provisions of Section 178(5) of the Act and Regulation 20 of the SEBI Listing Regulations. The Stakeholders' Relationship and Share Transfer Committee oversees redressal of shareholder and investor grievances and *inter-alia*, approves matters relating to transmission of shares, sub-division / consolidation / renewal of share certificates, issue of duplicate share certificates etc and other matters as may be required from time to time.

Terms of Reference

The terms of reference of Stakeholders' Relationship and Share Transfer Committee includes the following:

a. To approve Transfer / Transmission / Dematerialisation of Equity Shares of the Company;

b. To approve issue of Duplicate/Consolidated/Split Share Certificate(s);

c. To do all necessary acts, deeds and things, as may be required, including authorizing any person(s) to endorse the Share Certificate(s), affixing Common Seal of the Company on Share Certificate(s) as per Article of Association of the Company etc;

d. To do all acts, deeds and things as may be required for admission of Equity Shares of the Company with National Securities Depository Limited [NSDL] and Central Depository Services (India) Limited [CDSL];

e. To decide and approve matters relating to Equity Shares and /or any other securities issued by the Company and any other matters as may be specifically authorized by the Board of Directors;

f. To oversee and resolve grievances of shareholders and other security holders of the Company;

g. To do all acts, deeds and things as may be required to be undertaken in terms of the provisions of Companies Act, 2013 and rules made there under.

h. Resolving the grievances of the security holders of the Company including complaints related to transfer/ transmission of shares, non-receipt of annual report, non-receipt of declared dividends, issue of new/duplicate certificates, general meetings etc.

i. Proactively communicate and engage with stockholders including engaging with the institutional shareholders at least once a year along with members of the Committee/ Board/KMPs, as may be required and identifying actionable points for implementation.

j. Review of measures taken for effective exercise of voting rights by shareholders.

k. Review of adherence to the service standards adopted by the Company in respect of various services being rendered by the Registrar & Share Transfer Agent.

l. Review of the various measures and initiatives taken by the Company for reducing the quantum of unclaimed dividends and ensuring timely receipt of dividend warrants/ annual reports/statutory notices by the shareholders of the Company.

Composition and Attendance at Meetings

As on 31st March, 2023, the composition of Stakeholders' Relationship and Share Transfer Committee has been as under:

a) Mr. Kishore Biyani

b) Ms. Ashni Biyani

c) Ms. Neelam Chhiber

During the financial year 2022-23, one meeting of Stakeholders' Relationship and Share Transfer Committee was held on 1st March, 2023.

Attendance of the Directors at the Stakeholders' Relationship and Share Transfer Committee Meeting held during the financial year 2022-23 is as under:

Name of Directors	Designation	Category	No. of Meeting(s) Attended
Mr. Kishore Biyani	Chairman	Promoter, Vice- Chairman & Non- Executive Director	0
Ms. Ashni Biyani	Member	Non-Executive Director	1
Ms. Neelam Chhiber$	Member	Independent & Non-Executive Director	1
Mr. Adhiraj Harish##	Member	Independent & Non-Executive Director	0

$appointed as Member of Stakeholders' Relationship and Share Transfer Committee with effect from 10th May, 2022.

##ceased to be Member of Stakeholders' Relationship and Share Transfer Committee with effect from 3rd May, 2022.

Mr. Kishore Biyani, Chairman of the Stakeholders' Relationship and Share Transfer Committee was present at the last Annual General Meeting held on 29th September, 2022.

During the year under review, 2 (Two) complaints/ correspondences were received by the Company and Link Intime India Private Limited, Registrar and Share Transfer Agent. The shareholder's complaints / correspondences were resolved and there were no pending complaints or unattended correspondences as on 31st March, 2023.

Name, Designation and Address of Compliance Officer

Mr. Manoj Gagvani - Company Secretary & Head - Legal

Future Consumer Limited
Knowledge House, Shyam Nagar,
Off. Jogeshwari Vikhroli Link Road,
Jogeshwari (East), Mumbai – 400 060

RISK MANAGEMENT COMMITTEE

The Company has constituted Risk Management Committee to oversee and monitor risk management plan of the Company.

Terms of Reference

The terms of reference of Risk Management Committee includes the following:

a. Identifying, monitoring and managing the strategic risk, financial and reporting risk, credit risk, operational risk, reputation risk, compliance/ legal/ regulatory risks and other risks of the Company.

b. Provide a strategic framework to identify, assess, quantify and manage risk exposures.

c. Providing an integrated view of the risks to the Company and issue specific directives to the respective departments or the business groups for necessary action.

d. Designing Risk Management Policies and MIS framework for integrated risk management in the Company, after taking into account following:

   i) The Company's overall business strategy, lines and changes in the business and operating environment;

   ii) Appropriateness to the size, nature and complexity of the transactions entered into by the Company;

   iii) Changes in the organisation structure;

   iv) The risk tolerance of the Company;

   v) Issues relating to safety, liquidity, exposure limits;

   vi) Quality of internal control procedures;

   vii) The sophistication of the Company's risk monitoring capability, risk management systems and processes;

   viii) Frame limit structure in line with Company's risk appetite and monitor compliance with the limit structure. This limit framework shall be laid down in the policies and monitored by Treasury & Risk Department.

   ix) Framework for identification of internal and external risks, including financial, operational, sectoral, sustainability (particularly, ESG related risks), information, cyber security risks or any other risk

   x) Measures for risk mitigation,

   xi) Business continuity plan.

e. Overseeing the execution / implementation of the Risk Management Practices by various executives outlined in the policies approved by the Committee.

f. Ensure that adequate documented internal controls are in place and are complied with.

g. Ensure reliability of the Management Information System.

h. Provide a framework for the Internal Audit that will provide independent assurance to the Audit Committee of the

Board on issues relating to operations, risk management and compliance.

i. Provide a framework for risk self-assessment.

j. Provide a framework for management of various risks involved in the business of the Company and report to the Board of Directors on crucial matters.

k. Monitoring and reviewing of the risk management plan to the committee and such other functions as it may deem fit. Such function shall specifically cover cyber security.

l. Ensure that appropriate methodology, processes and systems are in place to monitor and evaluate risks;

m. Monitor and oversee implementation of the risk management policy;

n. Periodically review the risk management policy, at least once in two years;

o. Keep the Board of Directors informed about the nature and content of its discussions, recommendations and actions to be taken;

p. Review and recommend appointment, removal and terms of remuneration of the Chief Risk Officer

q. To seek information from any employee;

r. Obtain outside legal or other professional advice and secure attendance of outsiders with relevant expertise, if it considers necessary.

s. To coordinate its activities with other committees, in instances where there is any overlap with activities of such committees, as per the framework laid down by the Board of Directors.

Composition and Attendance at Meetings

As on 31st March, 2023, the composition of Risk Management Committee has been as under:

a) Ms. Neelam Chhiber

b) Ms. Ashni Biyani

c) Mr. Rajendra Bajaj

During the financial year 2022-23, two meetings of the Risk Management Committee were held on following dates: 10th May, 2022 and 9th November, 2022.

Attendance of the Directors/Members at the Risk Management Committee meetings held during the financial year 2022-23 is as under:

Name of Directors / Members	Designation	Category	No. of Meeting(s) Attended
Ms. Neelam Chhiber$	Chairperson	Independent & Non-Executive Director	0
Ms. Ashni Biyani	Member	Non-Executive Director	2
Mr. Rajendra Bajaj@	Member	Chief Financial Officer	1
Mr. Adhiraj Harish##	Member	Independent & Non-Executive Director	0
Mr. K K Rathi*	Member	Non-Executive Director	1
Mr. Harminder Sahni$$	Member	Independent & Non-Executive Director	1

$ appointed as a Chairperson of Risk Management Committee with effect from 2nd November, 2022.

ceased to be Member of Risk Management Committee with effect from 3rd May, 2022.

* ceased to be Member of Risk Management Committee with effect from 29th September, 2022.

@appointed as a Member of Risk Management Committee with effect from 2nd November, 2022.

$$appointed as a Member of Risk Management Committee with effect from 10th May, 2022 and ceased to be Member with effect form 14th September, 2022.

CORPORATE SOCIAL RESPONSIBILITY COMMITTEE

The Company has constituted a Corporate Social Responsibility Committee in accordance with Section 135 of the Companies Act, 2013. The Board has also adopted Corporate Social Responsibility Policy, the salient features of which inter-alia comprises of framing of guidelines to make Corporate Social Responsibility a key business process for sustainable development of the society to directly/indirectly undertake projects/programs which will enhance the quality of life and economic well-being of the communities in and around our operations and society and to generate goodwill and recognition among all stakeholders of the Company.

Composition and Attendance at Meetings

As on 31st March, 2023, the composition of Corporate Social Responsibility Committee has been as under:

a) Ms. Ashni Biyani

b) Mr. Kishore Biyani

c) Ms. Neelam Chhiber

During the financial year 2022-23, one meeting of the Corporate Social Responsibility Committee was held on 9th November, 2022.

Attendance of the Directors at the Corporate Social Responsibility Committee meeting held during the financial year 2022-23 is as under:

Name of Directors	Designation	Category	No. of Meeting(s) Attended
Ms. Ashni Biyani	Chairman	Non- Executive Director	1
Mr. Kishore Biyani	Member	Promoter, Vice-Chairman & Non-Executive Director	1
Ms. Neelam Chhiber$	Member	Independent & Non-Executive Director	0
Mr. Harminder Sahni$$	Member	Non- Executive Director	0

$appointed as a Member of Corporate Social Responsibility Committee with effect from 2nd November, 2022.

$$ceased to be Member of Corporate Social Responsibility Committee with effect from 14th September, 2022.

COMMITTEE OF DIRECTORS

The Company has constituted a Committee of Directors to undertake certain activities in the regular course of business and to further perform such other functions pursuant to the powers granted by the Board of Directors from time to time.

Composition and Attendance at the Meetings

As on 31st March, 2023, the composition of Committee of Directors has been as under:

a) Mr. Kishore Biyani

b) Mr. G. N. Bajpai

c) Ms. Ashni Biyani

During the financial year 2022-23, no meetings of the Committee of Directors were held. However, various matter(s) have also been approved by the Committee of Directors by way of resolution passed through circulation during the financial year 2022-23.

During the financial year 2022-23, the Board of Directors have accepted all recommendation(s) made by Committee(s) as provided from time to time.

GENERAL BODY MEETINGS

The details of Annual General Meetings held during the last three years are as follows:

Year	Day, Date and Time	Venue
2019-20	Tuesday, 29th December, 2020 at 2.00 p.m.	Meeting conducted through VC / OAVM
2020-21	Wednesday, 29th September, 2021 at 11.00 a.m.	Meeting conducted through VC / OAVM
2021-22	Thursday, 29th September, 2022 at 11.00 a.m.	Meeting conducted through VC / OAVM

Special Resolution(s) passed at the last three Annual General Meeting **("AGM")**

AGM	AGM Date	Special Resolutions passed
24th	29th December, 2020	No Special Resolutions were passed at the 24th Annual General Meeting of the Company.
25th	29th September, 2021	a) Appointment of Mr. Jude Linhares (DIN: 08314396) as an Executive Director of the Company. b) Payment of Remuneration to Mr. Jude Linhares (DIN:08314396) Executive Director of the Company. c) Re-appointment of Ms. Ashni Biyani. (DIN:00058775) as Managing Director of the Company. d) Payment of Remuneration to Ms. Ashni Biyani (DIN:00058775) as Managing Director of the Company. e) Re-appointment of Mr. Adhiraj Harish (DIN:03380459) as an Independent Director of the Company.
26th	29th September, 2022	No Special Resolutions were passed at the 26th Annual General Meeting of the Company.

POSTAL BALLOT

Special Resolution(s) passed through Postal Ballot:

During the financial year 2022-23, no Special Resolution(s) were approved by the Shareholders of the Company through postal ballot process. Further, no special resolution(s) are proposed to be passed by postal ballot at the 27th Annual General Meeting.

DISCLOSURES

Vigil Mechanism and Whistle Blower Policy

The Company believes in honesty, integrity and highest morals from its employees and stakeholders and has framed and adopted 'Vigil Mechanism and Whistle Blower Policy' **("Policy")** for its Directors, Employees and other stakeholders. The Policy promotes openness and encourages reporting of any sort of misconduct. While providing adequate protection to Employees and other Stakeholders it encourages them to raise concerns and provides them opportunity to receive feedback in relation to the actions taken in that regard. It also plays a vital role in the investigation of cases pertaining to suspected misconduct, unethical behavior, misuse of power, violation of any legal or regulatory requirements.

The Company adheres to the highest standards of ethical, moral and legal conduct of business operations. In order to maintain these standards, the Company encourages its employees and other stakeholders who have concerns about suspected misconduct to come forward and express their concerns without fear of punishment or unfair treatment. A Vigil (Whistle Blower) mechanism provides a channel to the Employees, Directors and other stakeholders to report to the management concerns about unethical behavior, actual or suspected fraud or violation of the Policy. The Policy also provides for adequate safeguards against victimization of Employees, Directors and other stakeholders in availing the mechanism and also provide for direct access to the CEO/Chairman of the Audit Committee in exceptional cases. No personnel have been denied access to the Audit Committee under the Policy.

The Policy is in line with the vision and objectives of the Company and should be read in conjunction with applicable regulations and existing policies and procedures of the Company.

Related Party Transactions

Policy for dealing with Related Party Transactions **("RPT Policy")** is placed on the website of the Company - https://futureconsumer.in/investors.aspx#policies-code.

During the financial year 2022-23, there were no materially significant related party transactions that may have potential conflict with the interest of Company at large.

Policy on Material Subsidiary

The Company had adopted a Policy for determining material subsidiary in line with the requirements prescribed under the SEBI Listing Regulations, as amended from time to time. The Policy for determining material subsidiary is available on the website of the Company https://futureconsumer.in/investors.aspx#policies-code.

Statutory Compliance, Penalties and Strictures

The Company has complied with requirements of Stock Exchanges, the Securities and Exchange Board of India and other statutory authorities to the extent applicable and accordingly no penalties have been levied or strictures have been imposed on the Company on any matter related to capital markets during the last three years.

Commodity Price Risk or Foreign Exchange Risk and Hedging Activities

1. Risk management policy of the Company with respect to commodities including through hedging

   The Company does not undertake material trading activities into commodity derivatives. The Company is generally exposed to commodity price risk since the agricultural products are open to frequent changes in the prices. The commodities are bought against business requirements of the Company. Few commodities are bought on the basis of projected annual requirement mainly to ensure quality consistency. Any variation in sales as compared with procurement is taken care by top up purchase or market disposal at spot prices. With respect to import of commodities, market rates of the commodities and dollar prices are closely monitored and appropriate decisions are made to execute the transactions. Necessary steps are taken to mitigate the price risks in accordance with the policies of the Company.

2. Exposure of the Company to commodity and commodity risks faced by the Company throughout the year under review:

   a. Total exposure of the Company to commodities in INR: ₹ 51,644 lakhs (excluding packing materials)

   b. Exposure of the Company to various commodities

Commodity Name	Exposures in INR towards the commodity- Lakhs	Exposures in Quantity terms towards the commodity (MT)	% Of such exposure hedged through commodity derivatives				
			Domestic Market		International Market		Total
			OTC	Exchange	OTC	Exchange	
Pulses	413.23	443.45	-	-	-	-	-
Dry Fruits	464.74	85.28	-	-	-	-	-
Rice	240.47	510.58	-	-	-	-	-
Spices	202.93	91.43	-	-	-	-	-
Sugar	75.99	42.74	-	-	-	-	-
Oil & Oil Seeds	-	-	-	-	-	-	-
Wheat	13.40	5.49	-	-	-	-	-
Total	**1403.85**	**118.07**	**-**	**-**	**-**	**-**	**-**

   c. Commodity risks faced by the Company during the year and how they have been managed.

For select agricultural commodities primarily held for trading, futures contracts are used to hedge price risks till positions in the physical market are matched. Such hedges are generally for short time horizons and recognized in profit or loss account. The Company's net exposure to commodity price risk is not material.

The Company is exposed to foreign exchange risk arising from import of goods and services. The Company manages the foreign exchange risk with appropriate hedging activities. The aim of the Company's approach to manage currency risk is to leave the Company with no material residual risk. The Company does not enter into any derivative instruments for trading or speculative purposes. The details of foreign exchange exposures as on 31st March, 2023 are disclosed in Note No. 34.5 under notes to the Standalone Financial Statements.

Note:

(i) The disclosure pertaining to exposure & commodity risks may apply only for those commodities where the exposure of the listed entity in the particular commodity is material.

(Materiality in such cases shall be according to the materiality policy approved by the board of Directors of the listed entity in this context)

(ii) If the listed entity has exposure in non-rupee terms, the Indian rupee equivalent after conversion shall be used for the aforesaid disclosures.

(iii) The term 'exposure' shall mean gross exposure of the listed entity including exposure both on the asset and liability side.

(iv) Where exact figures are not determinable, ballpark (estimated) figures may be provided.

Details of Material Subsidiaries of the Company, including the date and place of incorporation and the name and date of appointment of the Statutory Auditors of such Subsidiaries:

Sr. No.	Name of the Material Subsidiary	Date of Incorporation	Place of Incorporation	Name of Statutory Auditors	Date of appointment of Statutory Auditors
1	Aadhaar Wholesale Trading and Distribution Limited	10/03/2006	Mumbai	P R A & Co.	28/09/2022
2	Future Food and Products Limited	10/03/2008	Mumbai	STDJ & Company	20/08/2019
3	Bloom Foods and Beverages Pvt Ltd	15/01/2016	Mumbai	NGS & Co. LLP	21/09/2021
4	FCL Tradevest Pvt Ltd	24/12/2018	Mumbai	S R B C & Co LLP	29/11/2019

Total fees for all services paid by the Company and its subsidiaries, on a consolidated basis, to the statutory auditor and all entities in the network firm/network entity of which the statutory auditor is a part.

The details of total fees for all services paid by the Company and its subsidiaries, on a consolidated basis, to M/s. S R B C & CO LLP, Chartered Accountants, Statutory Auditors of the Company and all the entities in the network firm/network entity of which Statutory Auditor is a part is as under:

Company Name	Relationship	Name of the Auditor	Remuneration (₹ In Lakhs)
Future Consumer Limited	–	SRBC & CO LLP	91.97
The Nilgiri Dairy Farm Private Limited	Subsidiary	S R Batliboi and Associates LLP	34.22
FCL Tradevest Private Limited	Subsidiary	SRBC & CO LLP	7.50

CONFIRMATION AND AFFIRMATIONS

Details of utilization of funds raised through preferential allotment or qualified institutions placement during the financial year 2022-23.

During the financial year 2022-23, the Company has not raised any funds through preferential allotment of securities.

Disclosure of Loans and advances (in the nature of loans) to firms/companies in which directors are interested by name and amount.

During the financial year 2022-23, the Company has not provided loans and advances (being in the nature of loans) to firms / companies in which any of the Directors of the Company are interested.

Disclosures in relation to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013

The Company has zero tolerance towards any kind of harassment, including sexual harassment, or discrimination. Your Company has constituted an Internal Complaints Committee **("ICC")** to investigate and resolve sexual harassment complaints. Employees are encouraged to speak up and report any such incidences to the ICC. Your Company has also implemented a Policy on Prevention of Sexual Harassment which is reviewed by the ICC at regular intervals. Any complaint made to the ICC is treated fairly and confidentially. The details as required in respect of Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 is provided below:

a.	number of complaints filed during the financial year	:	Nil
b.	number of complaints disposed of during the financial year	:	Nil
c.	number of complaints pending as on end of the financial year	:	Nil

Disclosures of the compliance with Corporate Governance requirements as specified in Regulation 17 to 27 and clauses to (i) of sub-regulation (2) of Regulation 46 of SEBI Listing Regulations.

Your Company has made adequate disclosures with respect to the compliance with the Corporate Governance requirements specified in Regulation 17 to 27 and clauses (b) to (i) of sub-regulation (2) of Regulation 46 of SEBI Listing Regulations.

Certificate from Practising Company Secretary

The Company has obtained a certificate from Practicing Company Secretary, confirming that none of the Directors on the Board of the Company have been debarred or disqualified from being appointed or continuing as Director of companies by the Securities and Exchange Board of India and Ministry of Corporate Affairs or any such authority and the same forms part of this Report.

Insider Trading

The Company has adopted 'The Code of Conduct for Regulating, Monitoring and Reporting of Trading by Designated Persons' **("Code of Conduct")** in accordance with the SEBI (Prohibition of Insider Trading) Regulations, 2015, as amended from time to time **("SEBI Insider Regulations")**. The Code of Conduct is applicable to Designated Persons and Connected Persons as defined therein.

The Company has also formulated 'The Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information' **("the Code")** in compliance with the SEBI Insider Regulations. This Code is uploaded on the website of the Company - www.futureconsumer.in. The Company has also formulated "Policy and Procedure for Dealing with leak of Unpublished Price Sensitive Information".

The Company's Code of Conduct *inter-alia* prohibits dealing in securities of the Company by the designated persons defined therein, while in possession of unpublished price sensitive information.

The Company regularly monitors the trading of the equity shares of the Company by the Designated Persons covered under the Code and the deviations from the Code are periodically reported to the Board of Directors of the Company and the Securities and Exchange Board of India **("SEBI")**. In compliance with the SEBI Insider Regulations, the Company also monitors the flow of the Unpublished Price Sensitive Information **("UPSI")** and has maintained a Structural Digital Database to record the sharing of UPSI for legitimate purposes.

Code of Conduct

The Company has framed and adopted the Code of Conduct for all its Board Members and Senior Management personnel. The Code of Conduct for the employees as well as the Board Members is posted on the website of the Company www. futureconsumer.in

The Board Members and Senior Management personnel have affirmed compliance with the Code of Conduct for the financial year 2022-23. A declaration to this effect in terms of Regulation 26 of the SEBI Listing Regulations, forms part of the Annual Report.

Management Discussion and Analysis Report

The Management Discussion and Analysis Report forms part of the Annual Report and includes discussion on various matters specified under Schedule V of SEBI Listing Regulations.

MEANS OF COMMUNICATION AND SHAREHOLDER INFORMATION

The financial results are regularly submitted to the BSE Limited **("BSE")** and the National Stock Exchange of India Limited **("NSE")** in accordance with the SEBI Listing Regulations. The extract of financial results of the Company is published in newspapers viz. The Free Press Journal and Navshakti. The financial results are also uploaded on the website of the Company - www.futureconsumer.in.

The Company announcements, news, press releases and presentations made to institutional investors or analysts are submitted to BSE and NSE and are also displayed on the website of the Company www.futureconsumer.in, from time to time.

General Shareholder Information

Annual General Meeting

Date and Time	30th September, 2023 11.00 a.m.
Mode	The Company is conducting meeting through Video Conferencing **("VC")** or Other Audio Visual Means **("OAVM")** and as such there is no requirement to have a venue for the AGM. For further details please refer to the Notice of this AGM.
Financial Year	The financial year of the Company is from April 1 to March 31 of the following year.
First Quarter Results	By second week of August, 2023
Second Quarter Results	By second week of November, 2023
Third Quarter Results	By second week of February, 2024
Fourth Quarter / Annual Results	By end of May, 2024
Dividend Payment Date	Not Applicable

Corporate Identity Number (CIN): L52602MH1996PLC192090

Listing on Stock Exchange: The Company's Equity Shares are listed on the following Stock Exchange(s):

1. BSE Limited **("BSE")** - Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai - 400 001
2. National Stock Exchange of India Limited **("NSE")** Exchange Plaza, Bandra –Kurla Complex, Bandra (E), Mumbai - 400 051

Stock Code:

BSE Limited	:	533400
National Stock Exchange of India Limited	:	FCONSUMER
International Securities Identification Number **("ISIN")**	:	INE220J01025

Listing Fees

Listing fees for both the Stock Exchange(s) for the year 2022-23 has been paid.

Debentures

The Company had issued 1,500 Senior, Redeemable, Secured, Non-Convertible Debentures **("NCDs 1")** having face value of ₹ 10,00,000/- each and 500 Senior, Redeemable, Secured, Non-Convertible Debentures **("NCDs 2")** having face value of ₹ 10,00,000/- each on 15th February, 2018 and 12th October, 2018 respectively. NCDs 1 and NCDs 2 are redeemable in seventeen installments within seven years from the first date of allotment i.e. 15th February, 2018.

Security Code and ISIN for outstanding NCDs and NCDs 1:

NCDs		Security Code	ISIN
NCDs 1	1500 NCDs	Unlisted	INE220J07121
NCDs 2	500 NCDs	Unlisted	INE220J07139

Debenture Trustee(s) For NCDs 1 and NCDs 2

Catalyst Trusteeship Limited
GDA House, Plot No 85, Bhusari Colony (Right),
Paud Road, Pune – 411 038

CREDIT RATING

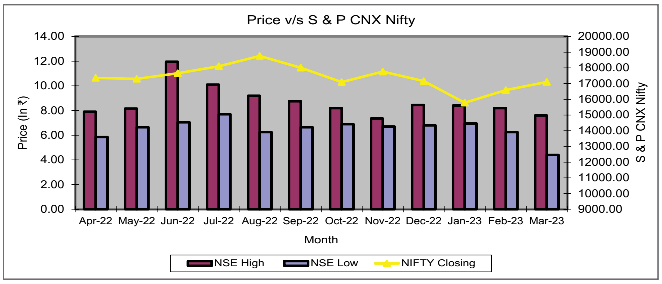
The Credit Rating assigned to the Company by CARE Rating Limited **("CARE")** in respect of Bank Facilities is as under:

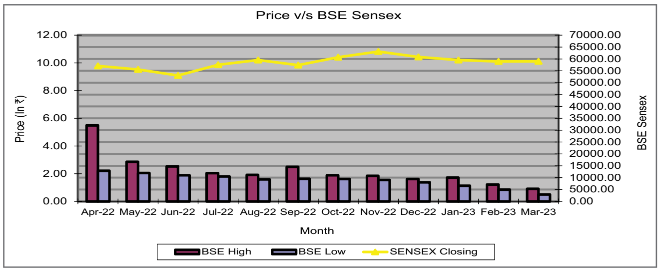
Facilities / Instrument	**Name of the Agency**	**Amount (₹ In Crore)**	**Rating**
Long-term Bank Facilities	CARE	102.20	CARE D (Single D)
Long/ Short-term Bank Facilities	CARE	305.75	CARE D (Single D)
Short-term Bank Facilities	CARE	1.70	CARE D (Single D)

Market Price Data during Financial Year 2022-23:

Month	BSE		NSE	
	High (₹)	Low (₹)	High (₹)	Low (₹)
April, 2022	5.49	2.21	5.50	2.25
May, 2022	2.86	2.05	2.85	2.00
June, 2022	2.53	1.89	2.55	1.90
July, 2022	2.04	1.80	2.05	1.80
August, 2022	1.91	1.59	1.90	1.60
September, 2022	2.49	1.63	2.45	1.60
October, 2022	1.89	1.62	1.90	1.65
November, 2022	1.85	1.55	1.80	1.55
December, 2022	1.62	1.38	1.60	1.40
January, 2023	1.72	1.13	1.70	1.10
February, 2023	1.22	0.85	1.20	0.80
March, 2023	0.91	0.50	0.90	0.40

Performance of share price in comparison with the board - based indices viz. BSE Sensex and NSE Nifty





Registrar and Share Transfer Agents

LINK INTIME INDIA PRIVATE LIMITED
C 101, Embassy 247, L.B.S. Marg,
Vikhroli (West), Mumbai – 400083.
Tel: + 91 22 4918 6000 Fax: +91 22 4918 6060
Email: rnt.helpdesk@linkintime.co.in

Share Transfer System

Shares held in physical form are processed by the Registrar and Share Transfer Agents in the prescribed manner and if the documents are complete in all respects, are transferred within the timeframe under the applicable provisions of law.

Statutory Report

FMCG 2.0

Distribution of Shareholding as on 31st March, 2023

Share holding (Number of Shares)	Number of Shareholders	% to total	No. of Shares	% to total
1 – 500	243529	55.7614	38017107	1.9037
501 – 1000	60914	13.9476	51558815	2.5818
1001 – 2000	46088	10.5529	72063097	3.6085
2001 – 3000	20699	4.7395	53564176	2.6822
3001 – 4000	11491	2.6311	41592567	2.0827
4001 – 5000	11237	2.5730	53418973	2.6749
5001 – 10000	20655	4.7294	157153200	7.8693
10001 and above	22121	5.0651	1529666708	76.5969
Total	**436734**	**100.00**	**1997034643**	**100.00**

Categories of Shareholding as on 31st March, 2023

Category	No. of Shares	Shareholding %
Promoters and their relatives/ Promoter Group Companies	6,96,86,451	3.49
Insurance Companies	5,10,000	0.03
Foreign Portfolio Investors Category I	16,33,26,880	8.18
State Government / Governor	1,000	0.00
Directors and their relatives (excluding Independent Directors and nominee Directors)	2,93,999	0.02
Key Managerial Personnel	2,600	0.00
NBFCs registered with RBI	1	0.00
Trusts	500	0.00
Non Nationalised Banks	250	0.00
Public	1,39,63,51,394	69.92
Non Resident Indians	3,16,47,122	1.58
Foreign Companies	18,91,38,248	9.47
Bodies Corporate	10,86,51,556	5.44
Body Corp-Ltd Liability Partnership	12,35,644	0.06
Office Bearers	5,44,937	0.03
Hindu Undivided Family	2,28,52,656	1.14
Clearing Member	20,26,112	0.10
Other Directors / Relatives	2,68,000	0.01
Employee Benefit Trust / Employee Welfare Trust	1,04,97,293	0.53
Total	**1,99,70,34,643**	**100.00**

Compliance of Share Transfer formalities

The Board has delegated the authority for approving transfer, transmission, etc. of the Company's equity shares to a Stakeholders' Relationship and Share Transfer Committee comprising of Mr. Kishore Biyani, Ms. Ashni Biyani and Ms. Neelam Chhiber. The share certificates in physical form are generally processed and returned within 15 days from the date of receipt, if the documents are clear in all respects.

The Certificate of Compliance obtained from the Company Secretary in practice as required under Regulation 40(9) of the SEBI Listing Regulations, confirms the compliance with the share transfer formalities within the timelines prescribed.

Dematerialization of Shares and Liquidity

As on 31st March, 2023, a total of 1,99,68,83,723 equity shares aggregating to 99.99% of the total issued, subscribed and paid-up equity share capital of the Company are in dematerialised form.

SEBI has mandated the transfer of securities of the listed entities, only in demat form with effect from 1st April, 2019. Members are therefore requested to dematarialise their physical share certificates as soon as possible in order to avoid inconvenience in future.

The Company's Equity Shares are regularly traded on BSE Limited and on National Stock Exchange of India Limited.

Norms for furnishing of PAN, KYC, Bank details and Nomination

SEBI vide its Circular dated July 31, 2021, November 3, 2021 and December 14, 2021 had mandated the submission of PAN, KYC details and nomination by holders of physical securities by 31st March, 2023. Further, SEBI vide its circular No.SEBI/HO/MIRSD/MIRSD-PoD-1/P/CIR/2023/37 dated March 16, 2023, read with circular no. SEBI/HO/MIRSD/POD-1/P/CIR/2023/158 dated September 26, 2023 has extended the due date for submission of PAN, KYC details and nomination by holders of physical securities upto 31st December, 2023. Shareholders are requested to submit their PAN, KYC and nomination details to the RTA – Link Intime India Private Limited through email at rnt.helpdesk@linkintime.co.in The investor service requests forms for updating of PAN, KYC, Bank details and nomination are available on the website of RTA - www.linktime.co.in and are also available on Company's website - www.futureconsumer.in. In view of the same, we urge the shareholders to submit the required Investor Service Request form along with the supporting documents at the earliest. In case a holder of physical securities fails to furnish these details or link their PAN with Aadhaar before the due date, the respective folio shall be frozen in compliance with the circulars issued by SEBI from time to time.

The RTA has also sent a communication(s) to the Shareholders of the Company holding shares in physical form in relation to the aforesaid requirements and for updating requisite details.

In respect of shareholders who hold shares in the dematerialized form and wish to update their PAN, KYC, Bank Details and Nomination are requested to contact their respective Depository Participants.

Outstanding GDRs/ADRs/Warrants or any Convertible Instruments: NIL.

As on 31st March, 2023, the Company does not have any outstanding GDRs /ADRs/Warrants or Convertible Securities.

Plant Location:

1) Plot no. 1280, Sector -38, Ph-I, HSIIDC, Industrial Estate Rai, Haryana

Address for Correspondence:

Registrar and Share Transfer Agents

Link Intime India Private Limited C 101, Embassy 247,
L.B.S. Marg, Vikhroli (West), Mumbai - 400083
Tel: + 91 22 4918 6000
Fax: +91 22 4918 6060
E mail: rnt.helpdesk@linkintime.co.in

Company

Future Consumer Limited

Registered Office:
Knowledge House, Shyam Nagar,
Off. Jogeshwari Vikhroli Link Road,
Jogeshwari (East), Mumbai - 400 060
Tel: +91 22 4055 2200 Fax: + 91 22 4055 2201
Website: www.futureconsumer.in
Designated Email ID: investor.care@futureconsumer.in

Compliance with Mandatory and Non- Mandatory requirements of the SEBI Listing Regulations

The Company has complied with mandatory requirements of the SEBI Listing Regulations to the extent applicable.

The status of compliance with the non-mandatory requirements is as under:

1. **The Board**

   No separate office for the Chairman is maintained and hence no reimbursement of expenses is made towards the same.

2. **Shareholders' Rights**

   Quarterly and Half Yearly financial results are furnished to the Stock Exchanges and published in prescribed newspaper and also uploaded on website of the Company. The same are not separately sent to each household of the Shareholders. Significant events are posted on Company's website from time to time.

3. **Modified Opinion(s) in Audit Report**

   For the financial year ended 31st March, 2023, the statutory auditors have issued their report with modified opinion. In accordance to the provisions of Section 134(3)(f) of the Companies Act, 2013 and Regulation 34(2) of SEBI Listing Regulations a statement containing the details of qualification, explanation by the Board and impact of the qualifications is provided under Note No. 50 and Note No. 51 to Standalone and Consolidated Financial Statements of the Company respectively, forming part of this Annual Report.

4. **Separate Posts of Chairman and CEO**

   The Company has held separate post for Chairman and CEO. As on 31st March, 2023, the Chairman of the Board is an Independent Director.

5. **Reporting of Internal Auditor**

   The Internal Auditor reports to the Audit Committee.

DECLARATION

I, Samson Samuel- Chief Executive Officer of Future Consumer Limited, hereby declare that all the members of the Board of Directors and the Senior Management Personnel of the Company have affirmed compliance with the Code of Conduct applicable to them as laid down by the Company in terms of Regulation 17(5) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended for the financial year ended 31st March, 2023.

For Future Consumer Limited

Place: Mumbai
Date: 30th May, 2023

Samson Samuel
Chief Executive Officer

CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS

(Pursuant to Regulation 34(3) and Schedule V Para C clause (10)(i) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015), as amended

To,
The Members of

FUTURE CONSUMER LIMITED
Knowledge House, Shyam Nagar,
Off. Jogeshwari Vikhroli Link Road,
Jogeshwari (East), Mumbai-400060

I have examined the relevant registers, records, forms, returns and disclosures received from the Directors **FUTURE CONSUMER LIMITED** having **CIN L52602MH1996PLC192090** and having registered office at Knowledge House, Shyam Nagar, Off. Jogeshwari Vikhroli Link Road, Jogeshwari (East), Mumbai 400060 (hereinafter referred to as 'the Company'), for the purpose of issuing this certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub clause 10(i) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015

In my opinion and to the best of my information and according to the verifications (including Directors Identification Number (DIN) status at the portal www.mca.gov.in) as considered necessary and based on the disclosures of the Directors, I hereby certify that none of the Board of Directors have been debarred or disqualified from being appointed or continuing as Directors of the Companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs or any such other Statutory Authority for the period ended as on 31st March, 2023.

Ensuring the eligibility for the appointment / continuity of every Director on the Board is the responsibility of the management of the Company. Our responsibility is to express an opinion on these based on our verification. This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

For SANJAY DHOLAKIA & ASSOCIATES

(SANJAY DHOLAKIA)
Practicing Company secretary
Proprietor
Membership No. 2655
C P No.: 1798

Place: Mumbai
Date: 30th May, 2023

UDIN: F002655E000419027
Peer Reviewed Firm No. 2036/2022

Practising Company Secretary Certificate on compliance with the conditions of Corporate Governance as per provisions of Chapter IV of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended

To,
The Members of
FUTURE CONSUMER LIMITED

1. I, Sanjay Dholakia, Practicing Company Secretary, the Secretarial Auditor of Future Consumer Limited ("the Company"), have examined the compliance of conditions of Corporate Governance by the Company, for the year ended on 31st March, 2023, as stipulated in regulations 17 to 27 and clauses (b) to (i) and (t) of regulation 46(2) and para C, D and E of Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("the Listing Regulations").

Managements' Responsibility

2. The compliance of conditions of Corporate Governance is the responsibility of the Management. This responsibility includes the design, implementation and maintenance of internal control and procedures to ensure the compliance with the conditions of the Corporate Governance stipulated in Listing Regulations.

Auditor's Responsibility

3. Our responsibility is limited to examining the procedures and implementation thereof, adopted by the Company for ensuring compliance with the conditions of the Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.
4. We have examined relevant records and documents maintained by the Company for the purposes of providing reasonable assurance on the compliance with Corporate Governance requirements by the Company.

Opinion

5. Based on our examination of the relevant records and according to the information and explanations provided to us and the representations provided by the Management, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in regulations 17 to 27 and clauses (b) to (i) and (t) of Regulation 46(2) and para C and D of Schedule V of the Listing Regulations during the year ended 31st March, 2023.
6. We state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the Management has conducted the affairs of the Company.

For SANJAY DHOLAKIA & ASSOCIATES

(SANJAY DHOLAKIA)
Practicing Company Secretary
Proprietor

Membership No. 2655
C P No.: 1798

Place: Mumbai
Date: 30th May, 2023

UDIN: F002655E000418818

STANDALONE FINANCIAL STATEMENTS

INDEPENDENT AUDITOR'S REPORT

To the Members of Future Consumer Limited

Report on the Audit of the Standalone Financial Statements

Qualified Opinion

We have audited the accompanying standalone financial statements of Future Consumer Limited ("the Company"), which comprise the Balance sheet as at March 31, 2023, the Statement of Profit and Loss, including the statement of Other Comprehensive Income, the Cash Flow Statement and the Statement of Changes in Equity for the year then ended, and notes to the standalone financial statements, including a summary of significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, except for the effects of the matter described in the 'Basis for Qualified Opinion' section of our report, the aforesaid standalone financial statements give the information required by the Companies Act, 2013, as amended ("the Act") in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2023, its loss including other comprehensive income, its cash flows and the changes in equity for the year ended on that date.

Basis for Qualified Opinion

As described in Note 50 to the standalone financial statements, due to non-availability of financial information and ongoing dispute with the JV partner, the Company is unable to determine the fair value of Company's investments in Aussee Oats Milling Private Limited (joint venture) and Aussee Oats India Private Limited (step down joint venture) as at March 31, 2023. In absence of sufficient and appropriate evidence, we are unable to comment on the carrying value of above investments (including investments, loans and other assets) amounting to Rs. 9,164.90 lakhs and the consequent impact thereof.

We conducted our audit of the standalone financial statements in accordance with the Standards on Auditing (SAs), as specified under section 143(10) of the Act. Our responsibilities under those Standards are further described in the 'Auditor's Responsibilities for the Audit of the Standalone Financial Statements' section of our report. We are independent of the Company 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 is sufficient and appropriate to provide a basis for our qualified audit opinion on the standalone financial statements.

Material Uncertainty Related to Going Concern

We refer to Note 48 to the standalone financial statements, the Company has incurred a loss before taxes of Rs. 54,770.40 lakhs (including exceptional items) for the year ended March 31, 2023 and has a net capital deficiency of Rs. 13,234.74 lakhs as at March 31, 2023. The Company has also suffered consistent downgrades in its credit ratings, as a result of which the Company's ability to raise funds has been significantly impaired, with normal business operations being substantially curtailed. In addition, the Company has defaulted in repayment of loans and interest thereon to banks and consequently the lenders have classified the Company's account as Non performing asset. The Company has been unable to conclude re-negotiations or obtain replacement financing or monetise its assets as agreed with the lenders. These conditions, along with other matters, set forth in said note, indicate the existence of a material uncertainty that may cast significant doubt about the Company's ability to continue as a going concern. As explained in aforesaid note, management is of the view that the appropriateness of Going concern assumption is dependent upon Company's ability to arrange sufficient liquidity by monetisation of its assets and other strategic initiatives including fresh investment to meet its obligations. Our opinion is not modified with respect to this matter.

Emphasis of Matter

We draw attention to Note 49 to the standalone financial statements, which more fully describes certain forensic audits that have been initiated on the Company, by SEBI and by lenders, which are currently in progress. Our conclusion is not modified in respect of the above matter.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the standalone financial statements for the financial year ended March 31, 2023. These matters were addressed in the context of our audit of the standalone financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. In addition to the matter described in the 'Basis for Qualified Opinion' section and in the 'Material Uncertainty Related to Going Concern' section, we have determined the matters described below to be the key audit matters to be communicated in our report. For each matter below, our description of how our audit addressed the matter is provided in that context.

We have fulfilled the responsibilities described in the Auditor's responsibilities for the audit of the standalone financial statements section of our report, including in relation to these matters. Accordingly, our audit included the performance of procedures designed to respond to our assessment of the risks of material misstatement of the standalone financial statements. The results of our audit procedures, including the procedures performed to address the matters below, provide the basis for our audit opinion on the accompanying standalone financial statements.

Key audit matters	How our audit addressed the key audit matter
Impairment of Investments (as described in Note 5, 42 and 43 of the standalone financial statements)	
During the current year, impairment indicators were identified by the management on certain investments wherein net worth of investee company is negative or the carrying value of the investments is higher than the Company's share in net worth. As a result, an impairment assessment was required to be performed by the Company by comparing the carrying value of these investments to their recoverable amount to determine whether an impairment was required to be recognised. For the purpose of the above impairment assessment, recoverable value has been determined by forecasting and discounting future cash flows or net asset method by using revenue multiple of comparable companies to future sales or estimated sales value or projections submitted to banks/quotations from potential buyers or as appropriate, to the respective investment. Furthermore, the recoverable value is highly sensitive to changes in some of the inputs used for forecasting the future cash flows/ enterprise value. The determination of the recoverable amount of the investments involved judgment due to inherent uncertainty in the assumptions supporting the recoverable amount of these investments. Accordingly, the impairment of investments was determined to be a key audit matter in our audit of the standalone financial statements.	Our audit procedures included and were not limited to the following: • We obtained an understanding, evaluated the design and tested the operating effectiveness of controls that the Company has in relation to impairment assessment processes; • We assessed the Company's valuation methodology applied in determining the recoverable amount. In making this assessment, we evaluated the competence and objectivity of Company's internal and external specialists involved in the process; • We assessed the assumptions around the key drivers of the cash flow forecasts including discount rates, expected growth rates, and terminal growth rates used; • We assessed the projections submitted to banks for recoverable value of its investments; • We discussed potential changes in key drivers as compared to previous year / actual performance with management to evaluate the inputs and assumptions used in the cash flow forecasts; • We involved our experts to assess the Company's valuation methodology and assumptions around the key drivers of the cash flow forecasts used in determining the recoverable amount; • Compared the amounts quoted by potential buyer/investor for assets / business and compared the proposed values with the estimated sales values considered by the Company. • Obtained management assessment and evaluated assumptions considered for investments classified as asset held for sale. • We assessed the adequacy of disclosures made in the standalone financial statements as per Ind AS 36 and Ind AS 105.
Impairment of Property, Plant and Equipment (as described in Note 4, 42 and 43 of the standalone financial statements)	
During the year, impairment indicators were identified by the management on certain property, plant and equipment wherein recoverable value of the property, plant and equipment is less than the carrying value of the property, plant and equipment. As a result, an impairment assessment was required to be performed by the Company by comparing the carrying value of these property, plant and equipment to their recoverable amount to determine whether an impairment loss was required to be recognised. The determination of the recoverable amount of the property, plant and equipment involved judgment due to inherent uncertainty in the assumptions supporting the recoverable amount of these assets. Accordingly, the impairment of property, plant and equipment was determined to be a key audit matter in our audit of the standalone financial statements.	Our audit procedures included and were not limited to the following: • We obtained an understanding, evaluated the design and tested the operating effectiveness of controls that the Company has in relation to impairment assessment processes; • We assessed the Company's valuation methodology applied in determining the recoverable amount. In making this assessment, we evaluated the competence and objectivity of Company's internal and external specialists involved in the process; • Obtained and assessed third party quotations and management estimates for recoverable values. • We assessed the projections submitted to banks for recoverable value of its property, plant and equipment; • Obtained management assessment and evaluated assumptions considered for property plant and equipment classified as asset held for sale. • We assessed the adequacy of disclosures made in the standalone financial statements as per Ind AS 36 and Ind AS 105.

Key audit matters	How our audit addressed the key audit matter
Carrying Value of Trade and Other Receivables (as described in Note 7 and Note 11 of the standalone financial statements)	
As at March 31, 2023, Trade and Other Receivables (net of expected credit loss) constitutes approximately 6% of total assets of the Company. The Company is required to regularly assess the recoverability of its Trade and Other receivables. Recoverability of Trade and Other receivables was significant to our audit due to the value of amounts which also represents significant portion of the Company's working capital. Further, on July 20, 2022, the Hon'ble National Company Law Tribunal, Mumbai bench ("NCLT") has ordered commencement of the corporate insolvency resolution process of Future Retail Limited, one of the major customer of the Company (Corporate Debtor) in terms of the provisions of Insolvency and Bankruptcy Code, 2016 (the 'Code'). In light of the same, the Company has recorded an expected credit loss of Rs. 37,819.43 lakhs in earlier years on the entirety of the amount receivable from the said customer. Creation of expected credit loss involves judgement as the expected credit losses must reflect information about past events, current conditions and forecasts of future conditions, as well as the time value of money. Accordingly, the recoverability of Trade and Other Receivables is a key audit matter in our audit of the standalone financial statements.	Our audit procedures included and were not limited to the following: • We obtained an understanding, evaluated the design, and tested the operating effectiveness of the controls that the Company has for review of credit loss allowance process; • We evaluated the Management's assessment of the financial circumstances and ability to pay of relevant entities with receivable balances. These considerations include whether there are regular receipts from the customers, past collection history as well as an assessment of the customers' credit ability to make payments; • We tested the aging of trade and other receivables and receipts subsequent to the year-end; • We assessed the Company's Expected Credit Loss model applied in determining the recoverable amount; For samples selected for testing, we obtained direct confirmation for the receivable balances and performed alternate procedure for confirmation not received; • We assessed the adequacy of Company's disclosures in relation to Trade and Other receivables included in the standalone financial statements as per Ind AS 109.

Other Information

The Company's Board of Directors is responsible for the other information. The other information comprises the Director's Report and it's annexure, Business Responsibility and Sustainability report and Management Discussion and Analysis Report, but does not include the standalone financial statements and our auditor's report thereon.

Our opinion on the standalone financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the standalone financial statements, our responsibility is to read the other information and, in doing so, consider whether such other information is materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Responsibilities of the Management for the Standalone Financial Statements

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these standalone financial statements that give a true and fair view of the financial position, financial performance including other comprehensive income, cash flows and changes in equity of the Company in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) specified under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments 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 standalone financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the standalone financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

Those Board of Directors are also responsible for overseeing the Company's financial reporting process.

Auditor's Responsibilities for the Audit of the Standalone Financial Statements

Our objectives are to obtain reasonable assurance about whether the standalone financial statements 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 standalone financial statements.

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 standalone financial statements, 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 control 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 with reference to standalone financial statements 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 made by management.
- Conclude on the appropriateness of management's 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 Company's ability 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 standalone financial statements 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 Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the standalone financial statements, including the disclosures, and whether the standalone financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance 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.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the standalone financial statements for the financial year ended March 31, 2023 and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2020 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the "Annexure 1" a statement on the matters specified in paragraphs 3 and 4 of the Order.

2. As required by Section 143(3) of the Act, we report that:

(a) We have sought and except for the matter described in the Basis for Qualified Opinion paragraph, obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit;

(b) Except for the matter described in the Basis for Qualified Opinion paragraph, in our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;

(c) The Balance Sheet, the Statement of Profit and Loss including the Statement of Other Comprehensive Income, the Cash Flow Statement and Statement of Changes in Equity dealt with by this Report are in agreement with the books of account;

(d) Except for the effects of the matter described in the Basis for Qualified Opinion paragraph above, in our opinion, the aforesaid financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Companies (Indian Accounting Standards) Rules, 2015, as amended;

(e) The going concern matter described in Material Uncertainty Related to Going Concern paragraph above, the matter described in the Basis for Qualified Opinion paragraph above, in our opinion, may have an adverse effect on the functioning of the Company;

(f) On the basis of the written representations received from the directors as on March 31, 2023 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2023 from being appointed as a director in terms of Section 164 (2) of the Act;

(g) The qualification relating to the maintenance of accounts and other matters connected therewith are as stated in the Basis for Qualified Opinion paragraph and paragraph (b) above;

(h) With respect to the adequacy of the internal financial controls with reference to standalone financial statements and the operating effectiveness of such controls, refer to our separate Report in "Annexure 2" to this report;

(i) In our opinion, the managerial remuneration for the year ended March 31, 2023 has been paid / provided by the Company to its directors in accordance with the provisions of section 197 read with Schedule V to the Act.

(j) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended in our opinion and to the best of our information and according to the explanations given to us:

    i. The Company has disclosed the impact of pending litigations on its financial position in its standalone financial statements – Refer Note 37 to the standalone financial statements;

ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses;

iii. There are no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company

iv. a) The management has represented that, to the best of its knowledge and belief, other than as disclosed in the note 51 (v) to the standalone financial statements, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person or entity, including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;

b) The management has represented that, to the best of its knowledge and belief, other than as disclosed in the note 51 (vi) to the standalone financial statements, no funds have been received by the Company from any person or entity, including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries; and

c) Based on such audit procedures performed that have been considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (a) and (b) contain any material misstatement.

v. No dividend has been declared or paid during the year by the Company.

vi. As proviso to Rule 3(1) of the Companies (Accounts) Rules, 2014 is applicable for the Company only w.e.f. April 1, 2023, reporting under this clause is not applicable.

For S R B C & CO LLP
Chartered Accountants
ICAI Firm Registration Number: 324982E/E300003

per Pramod Kumar Bapna
Partner
Membership Number: 105497
UDIN: 23105497BGXBOA3273

Place of Signature: Mumbai
Date: May 30, 2023

ANNEXURE 1 TO THE INDEPENDENT AUDITOR'S REPORT

ANNEXURE 1 TO THE INDEPENDENT AUDITOR'S REPORT OF EVEN DATE ON THE STANDALONE FINANCIAL STATEMENTS OF FUTURE CONSUMER LIMITED

(Referred to in paragraph 1, under 'Report on Other Legal and Regulatory Requirements' section of our Report of even date)

In terms of the information and explanations sought by us and given by the company and the books of account and records examined by us in the normal course of audit and to the best of our knowledge and belief, we state that:

(i) (a) (A) The Company has maintained proper records showing full particulars, including quantitative details and situation of Property, Plant and Equipment.

(B) The Company has maintained proper records showing full particulars of intangible assets.

(b) Property, Plant and Equipment were physically verified by the management during the year in accordance with a planned programme of verifying them once in three years which is reasonable having regard to the size of the Company and the nature of its assets.

(c) The title deeds of all the immovable properties (other than properties where the Company is the lessee and the lease agreements are duly executed in favour of the lessee) are held in the name of the Company.

(d) The Company has not revalued its Property, Plant and Equipment (including Right of use assets) or intangible assets during the year ended March 31, 2023.

(e) There are no proceedings initiated or are pending against the Company for holding any benami property under the Prohibition of Benami Property Transactions Act, 1988 and rules made thereunder.

(ii) (a) The inventory has been physically verified by the management during the year. In our opinion, the frequency of verification by the management is reasonable and the coverage and procedure for such verification is appropriate. Discrepancies of 10% or more in aggregate for each class of inventory were not noticed on such physical verification.

(b) As disclosed in note 34.9 (a) to the standalone financial statements, the Company has been sanctioned working capital limits in excess of Rs. five crores in aggregate from banks during the year on the basis of security of current assets of the Company. The quarterly returns/ statements filed by the Company with such banks are not in agreement with the unaudited books of account of the Company and the details are as follows: **(₹ in lakhs)**

Quarter ended (FY 2022-2023)	Value as per books of account	Value as per quarterly return/ statement	Discrepancy
Inventory (Net)			
Jun-30	2,442.54	3,949.00	(1,506.46)
Sep-30	955.91	2,443.00	(1,487.09)
Dec-31	308.26	1,807.00	(1,498.74)
Mar-31	87.59	1,445.00	(1,357.41)
Sundry Debtors (Gross)			
Jun-30	46,714.92	47,965.12	(1,250.20)
Sep-30	42,848.93	42,991.58	(142.65)
Sundry Creditors			
Jun-30	8,386.04	5,322.94	3,063.10
Sep-30	8,522.44	5,276.50	3,245.94
Dec-31	4,434.29	2,406.41	2,027.88
Mar-31	3,994.60	2,194.07	1,800.53

(iii) (a) During the year the Company has provided loan to others which are as follows:

Particulars	Loans (₹ in lakhs)
To Others	
Aggregate amount granted/ provided during the year	43.46
Balance outstanding as at balance sheet date	21.55

(b) During the year the investments made and the terms and conditions of the grant of all loans and advances in the nature of loans are not prejudicial to the Company's interest.

(c) The Company has granted loan and advances in nature of loans during the year to employees where the schedule of repayment of principal has been stipulated and repayments or receipts are regular. Further, principal amount and interest on loans given to companies in earlier years and which has fallen due during the year have been extended for a period of one year (Refer clause (iii)(e) below). Further, interest on loans given to subsidiaries and a joint venture for the period from January 01, 2023 to March 31, 2023 amounting to Rs. 789.50 Lakhs has been waived by the Company.

(d) There are no amounts of loans granted to companies, firms, limited liability partnerships or any other parties which are overdue for more than ninety days.

(e) During the year, the Company had extended loans given to Subsidiaries and Joint Ventures to settle the loan granted to these parties which had fallen due during the year.

The aggregate amount of such dues extended and the percentage of the aggregate to the total loans granted during the year are as follows:

(₹ in lakhs)

Name of Parties	Aggregate amount of loans or advances in the nature of loans granted during the year	Aggregate amount of overdues of existing loans renewed or extended	Percentage of the aggregate to the total loans or advances in the nature of loans granted during the year
Integrated Food Park Ltd	13,299.84	13,299.84	100%
Aadhaar Wholesale Trading & Distribution Ltd.	8,927.00	8,927.00	100%
Bloom Foods And Beverages Pvt Ltd	396.68	396.68	100%
MNS Food Ltd	747.20	747.20	100%
The Nilgiri Dairy Farm Pvt Ltd	1,341.59	1,341.59	100%

*****Existing loans renewed /extended during the year are considered as loans granted during the year.

(f) The Company has not granted any loans or advances in the nature of loans, either repayable on demand or without specifying any terms or period of repayment to companies, firms, Limited Liability Partnerships or any other parties. Accordingly, the requirement to report on clause 3(iii)(f) of the Order is not applicable to the Company.

(iv) There are no loans, investments, guarantees and security in respect of which provisions of section 185 of the Companies Act, 2013 are applicable and hence its compliance is not commented upon. The Company has made investments and given loans, which is in compliance to the provisions of section 186 of the Companies Act, 2013.

(v) The Company has neither accepted any deposits from the public nor accepted any amounts which are deemed to be deposits within the meaning of sections 73 to 76 of the Companies Act and the rules made thereunder, to the extent applicable. Accordingly, the requirement to report on clause 3(v) of the Order is not applicable to the Company.

(vi) The Central Government has not specified the maintenance of cost records under Section 148(1) of the Companies Act, 2013, for the products/ services of the Company.

(vii) (a) The Undisputed statutory dues including provident fund, employees' state insurance, income-tax, duty of custom, goods and service tax, cess and other statutory dues have not been regularly deposited with the appropriate authorities and there have been serious delays in large number of cases.

(b) According to the information and explanations given to us, no undisputed amounts payable in respect of provident fund, employees' state insurance, income-tax, goods and services tax, duty of custom, cess and other statutory dues were outstanding, at the year end, for a period of more than six months from the date they became payable.

According to the records of the Company, the dues of income-tax, sales-tax, goods and services tax, service tax, duty of custom, duty of excise, value added tax and cess which have not been deposited on March 31, 2023 on account of any dispute, are as follows:

(₹ in lakhs)

Name of the Statue	Nature of the dues	Amount (Rs. in lakhs) net of deposits	Financial Year to which the amount relates	Forum where the dispute is pending
Haryana Goods and Service Tax Act, 2017 / Central Goods and Service Tax Act, 2017	Goods and Service Tax	163.53	2018-19	First Appellate Authority
Central Goods and Service Tax Act, 2017	Goods and Service Tax	357.79	2017-18	Office Of The Commissioner Of Central Tax, GST Commissionerate
Uttar Pradesh Value Added Tax Rules, 2008	Sales Tax	9.94	2015-16	Commercial Tax Tribunal, Lucknow
Gujarat Value Added Tax Act, 2003	Sales Tax	65.22	2016-17	Deputy Commissioner of Sales Tax (Appeals)

(viii) The Company has not surrendered or disclosed any transaction, previously unrecorded in the books of account, in the tax assessments under the Income Tax Act, 1961 as income during the year. Accordingly, the requirement to report on clause 3(viii) of the Order is not applicable to the Company.

(ix) (a) The Company has defaulted in repayment of dues to a debenture holder and banks during the year as stated below:

(₹ in lakhs)

Nature of borrowing, including debt securities	Name of Lender	Amount not paid on due date	Whether principal or interest	No. of days delay or unpaid*
Debentures	CDC Emerging Markets Limited	19,185.17	Both	380
Term Loans	RBL Bank	1,632.52	Both	334
Working Capital Term Loan	Union Bank of India	865.94	Both	334
	Bank of India	472.53	Both	334
	Bank of Baroda	425.77	Both	334
Working Capital Demand Loan	State Bank of India	6,471.39	Both	334
	RBL Bank	4,190.26	Both	334
	Rabo Bank	3,824.28	Both	334
Cash Credit	State Bank of India	4,432.24	Both	334
	HDFC Bank	1,878.14	Both	334
	Kotak Mahindra Bank	552.68	Both	334
Funded-Interest Term Loan	Rabo Bank	545.17	Both	334
	RBL Bank	525.32	Both	334
	HDFC Bank	224.10	Both	334
	Union Bank of India	49.66	Both	334
	Kotak Mahindra Bank	28.74	Both	334
	Bank of Baroda	24.23	Both	334
	Bank Of India	14.75	Both	334

*Till the date of reporting.

Due to default in repayment of borrowings and interest thereon, all the bank borrowings and debentures are due for repayment during the year ended March 31, 2023. This matter has been disclosed in Note 18 to the standalone financial statements.

(b) The Company has not been declared willful defaulter by any bank or financial institution or government or any government authority.

(c) During the year, the Company has not raised any funds by way of term loans. Further, term loans taken during the earlier years were already applied for the purpose for which they were obtained.

(d) On an overall examination of the standalone financial statements of the Company, no funds raised on short-term basis have been used for long-term purposes by the Company.

(e) On an overall examination of the standalone financial statements of the Company, the Company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiaries and joint ventures.

(f) The Company has not raised loans during the year on the pledge of securities held in its subsidiaries and joint ventures. Hence, the requirement to report on clause (ix)(f) of the Order is not applicable to the Company.

(x) (a) The Company has not raised any money during the year by way of initial public offer / further public offer (including debt instruments) hence, the requirement to report on clause 3(x)(a) of the Order is not applicable to the Company.

(b) The Company has not made any preferential allotment or private placement of shares /fully or partially or optionally convertible debentures during the year under audit and hence, the requirement to report on clause 3(x)(b) of the Order is not applicable to the Company.

(xi) (a) Based upon the audit procedures performed for the purpose of reporting the true and fair view of the standalone financial statements and according to the information and explanations given by the management, we report that no fraud by the Company or no material fraud on the Company has been noticed or reported during the year.

(b) During the year, no report under sub-section (12) of section 143 of the Companies Act, 2013 has been filed by cost auditor/secretarial auditor or by us in Form ADT – 4 as prescribed under Rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government.

(c) As represented to us by the management, there are no whistle blower complaints received by the Company during the year.

(xii) In our opinion, the Company is not a nidhi Company as per the provisions of the Companies Act, 2013. Therefore, the requirement to report on clause 3(xii) of the Order is not applicable to the Company.

(xiii) Transactions with the related parties are in compliance with sections 177 and 188 of Companies Act, 2013 where applicable and the details have been disclosed in the notes to the financial statements, as required by the applicable accounting standards.

(xiv) (a) The Company has an internal audit system commensurate with the size and nature of its business.

(b) The internal audit reports of the Company issued till the date of the audit report, for the period under audit have been considered by us.

(xv) The Company has not entered into any non-cash transactions with its directors or persons connected with its directors and hence requirement to report on clause 3(xv) of the Order is not applicable to the Company.

(xvi) (a) According to the information and explanation given by the management, the provisions of section 45-IA of the Reserve Bank of India Act, 1934 (2 of 1934) are not applicable to the Company. Accordingly, the requirement to report on clause (xvi)(a) of the Order is not applicable to the Company.

(b) The Company has not conducted any Non-Banking Financial or Housing Finance activities without obtained a valid Certificate of Registration (CoR) from the Reserve Bank of India as per the Reserve Bank of India Act, 1934.

(c) The Company is not a Core Investment Company as defined in the regulations made by Reserve Bank of India. Accordingly, the requirement to report on clause 3(xvi)(c) of the Order is not applicable to the Company.

(d) There is no Core Investment Company as a part of the Group, hence, the requirement to report on clause 3(xvi)(d) of the Order is not applicable to the Company.

(xvii) The Company has incurred cash losses amounting to Rs. 7,264.76 Lakhs in the current year and amounting to Rs. 3,309.36 Lakhs in the immediately preceding financial year.

(xviii) There has been no resignation of the statutory auditors during the year and accordingly requirement to report on Clause 3(xviii) of the Order is not applicable to the Company.

(xix) As referred to in 'Material uncertainty related to Going concern' paragraph in our main audit report and as disclosed in Note 48 to the standalone financial statements, and considering the financial ratios and ageing and expected dates of realization of financial assets and payment of financial liabilities, other information accompanying the financial statements, our knowledge of the Board of Directors and management plans and based on our examination of the evidence supporting the assumptions, there exists a material uncertainty that the Company may not be capable of meeting its liabilities, existing at the date of balance sheet, as and when they fall due within a period of one year from the balance sheet date.

We, further state that this is not an assurance as to the future viability of the Company and our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.

(xx) (a) In respect of other than ongoing projects, there are no unspent amounts that are required to be transferred to a fund specified in Schedule VII of the Companies Act (the Act), in compliance with second proviso to sub section (5) of section 135 of the Act. This matter has been disclosed in Note 47 to the standalone financial statements.

(b) There are no unspent amounts in respect of ongoing projects, that are required to be transferred to a special account in compliance of provision of sub section (6) of section 135 of Companies Act. This matter has been disclosed in Note 47 to the standalone financial statements.

For S R B C & CO LLP
Chartered Accountants
ICAI Firm Registration Number: 324982E/E300003

per Pramod Kumar Bapna
Partner
Membership No.: 105497
UDIN : 23105497BGXBOA3273

Place : Mumbai
Date : May 30, 2023

ANNEXURE 2 TO THE INDEPENDENT AUDITOR'S REPORT

ANNEXURE 2 TO THE INDEPENDENT AUDITOR'S REPORT OF EVEN DATE ON THE STANDALONE FINANCIAL STATEMENTS OF FUTURE CONSUMER LIMITED

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

We have audited the internal financial controls with reference to standalone financial statements of Future Consumer Limited ("the Company") as of March 31, 2023 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The Company's Management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India ("ICAI"). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to the Company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditor's Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls with reference to these standalone financial statements based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") and the Standards on Auditing, as specified under section 143(10) of the Act, to the extent applicable to an audit of internal financial controls, both issued by ICAI. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls with reference to these standalone financial statements was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls with reference to these standalone financial statements and their operating effectiveness. Our audit of internal financial controls with reference to standalone financial statements included obtaining an understanding of internal financial controls with reference to these standalone financial statements, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls with reference to these standalone financial statements.

Meaning of Internal Financial Controls with Reference to these Standalone Financial Statements

A company's internal financial controls with reference to financial statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial controls with reference to financial statements includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls with Reference to Standalone Financial Statements

Because of the inherent limitations of internal financial controls with reference to standalone financial statements, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls with reference to financial statements to future periods are subject to the risk that the internal financial control with reference to standalone financial statements may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, the Company has, in all material respects, adequate internal financial controls with reference to standalone financial statements and such internal financial controls with reference to standalone financial statements were operating effectively as at March 31, 2023, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note issued by the ICAI.

For S R B C & CO LLP
Chartered Accountants
ICAI Firm Registration Number: 324982E/E300003

per Pramod Kumar Bapna
Partner
Membership No.: 105497
UDIN : 23105497BGXBOA3273

Place : Mumbai
Date : May 30, 2023

BALANCE SHEET
as at 31st March 2023

(₹ in lakhs)

	Particulars	Note	As at 31st March 2023	As at 31st March 2022
	Assets			
1	**Non current assets**			
	(a) Property, plant and equipment	4	1,552.02	12,476.70
	(b) Goodwill	4	-	2,951.82
	(c) Other intangible assets	4	161.00	8,612.09
	(d) Right-of-use assets	4	250.70	3,504.32
	(e) Financial assets			
	(i) Investments	5	6,968.26	19,613.90
	(ii) Loans	6	22,551.53	31,645.05
	(iii) Other financial assets	7	4,522.80	10,072.64
	(f) Deferred tax assets (net)	8	-	-
	(g) Other assets	9	500.51	1,190.41
	Total non-current assets		**36,506.82**	**90,066.93**
2	**Current assets**			
	(a) Inventories	10	118.08	4,672.23
	(b) Financial assets			
	(i) Trade receivables	11	2,823.59	15,573.44
	(ii) Cash and cash equivalents	12	891.54	1,989.57
	(iii) Bank balances other than (ii) above	12	151.74	26.44
	(iv) Loans	6	122.84	5,503.57
	(v) Other financial assets	7	131.88	2,275.15
	(c) Other assets	9	544.34	1,132.59
			4,784.01	**31,172.99**
	Asset held for Sale	42	4,780.57	5,257.99
	Total current assets		**9,564.58**	**36,430.98**
	Total assets		**46,071.40**	**126,497.91**
	Equity and liabilities			
1	**Equity**			
	(a) Equity share capital	13	119,192.24	119,014.91
	(b) Other equity	14	(132,426.98)	(77,630.63)
	Total equity		**(13,234.74)**	**41,384.28**
	Liabilities			
2	**Non-current liabilities**			
	(a) Financial liabilities			
	(i) Borrowings	15	-	12,987.45
	(ii) Lease Liabilities	32.2	208.58	3,726.69
	(iii) Other financial liabilities	16	-	1,034.00
	(b) Provisions	17	77.43	286.72
	Total non-current liabilities		**286.01**	**18,034.86**
3	**Current liabilities**			
	(a) Financial liabilities			
	(i) Borrowings	18	40,859.25	38,239.40
	(ii) Lease Liabilities	32.2	91.60	557.20
	(iii) Trade payables	19		
	(a) Total outstanding dues of micro enterprises and small enterprises		397.37	409.52
	(b) Total outstanding dues of trade payables other than micro enterprises and small enterprises		2,886.67	7,628.80
	(iv) Other financial liabilities	20	4,893.55	1,546.86
	(b) Provisions	17	239.69	568.94
	(c) Other current liabilities	21	9,652.00	18,128.05
	Total current liabilities		**59,020.13**	**67,078.77**
	Total equity and liabilities		**46,071.40**	**126,497.91**
	Summary of significant accounting policies	2		
	The accompanying notes are an integral part of the financial statements (Refer note 1 - 53)			

As per our report of even date
For S R B C & CO LLP
Chartered Accountants
ICAI Firm Registration number : 324982E/E300003

per Pramod Kumar Bapna
Partner
Membership No : 105497

Place : Mumbai
Date : 30-05-2023

For and on behalf of the Board of Directors of Future Consumer Limited

Kishore Biyani
Vice Chairman
Place: Bengaluru

Neelam Chhiber
Non Executive Director
Place: Chennai

Manoj Gagvani
Company Secretary
& Head - Legal
Place: Mumbai

Rajendra Bajaj
Chief Financial Officer
Place: Mumbai

Date : 30-05-2023

Samson Samuel
Chief Executive Officer
Place: Mumbai

Corporate Identity Number of Future Consumer Limited is L52602MH1996PLC192090

STATEMENT OF PROFIT AND LOSS
for the year ended 31st March 2023

(₹ In lakhs)

	Particulars	Note	Year ended 31st March 2023	Year ended 31st March 2022
1	**Revenue**			
	(a) Revenue from operations	22	5,173.26	97,008.98
	(b) Other income	23	4,874.38	5,943.19
	Total income		**10,047.64**	**102,952.17**
2	**Expenses**			
	(a) Cost of materials consumed	24	649.13	7,633.06
	(b) Purchases of stock-in-trade (traded goods)		2,176.47	76,359.44
	(c) Changes in inventories of finished goods and stock-in-trade	25	3,381.49	(389.79)
	(d) Employee benefits expense	26	1,779.15	4,268.45
	(e) Finance costs	27	5,000.05	6,134.83
	(f) Depreciation and Amortisation expense	28	1,769.99	3,771.17
	(g) Other expenses	29	3,873.59	32,996.66
	Total expenses		**18,629.87**	**130,773.82**
3	**(Loss) / Profit before exceptional items and tax (1-2)**		**(8,582.23)**	**(27,821.65)**
4	**Exceptional items (Refer Note 43)**	43	**(46,188.17)**	**(26,865.72)**
5	**(Loss) / Profit before tax (3+4)**		**(54,770.40)**	**(54,687.37)**
6	**Tax expense / (benefit)**			
	(a) Current tax	8	-	-
	(b) Tax relating to prior years	8	(45.77)	-
	(c) Deferred tax	8	-	-
	Net tax expense / (benefit)		**(45.77)**	**-**
7	**(Loss) / Profit for the year (5-6)**		**(54,724.63)**	**(54,687.37)**
8	**Other comprehensive income (OCI)**			
	(a) (i) Items that will not be reclassified to statement of profit or loss			
	Remeasurement gains on defined benefit plans		81.89	8.33
	(ii) Income tax relating to items that will not be reclassified to ' statement of profit or loss		-	-
	(b) (i) Items that will be reclassified to statement of profit and loss			
	Exchange differences in translating the financial statements of ' foreign operations		-	(1.50)
	Total other comprehensive income		**81.89**	**6.83**
9	**Total comprehensive loss for the year, net of tax (7+8)**		**(54,642.74)**	**(54,680.54)**
	Earnings per share after exceptional item (face value ₹ 6 each)	31		
	(a) Basic (₹)		(2.76)	(2.76)
	(b) Diluted (₹)		(2.76)	(2.76)
	Earnings per share before exceptional item (face value ₹ 6 each)	31		
	(a) Basic (₹)		(0.43)	(1.41)
	(b) Diluted (₹)		(0.43)	(1.41)
	Summary of significant accounting policies	2		
	The accompanying notes are an integral part of the financial statements (Refer note 1 - 53)			

As per our report of even date
For S R B C & CO LLP
Chartered Accountants
ICAI Firm Registration number : 324982E/E300003

per Pramod Kumar Bapna
Partner
Membership No : 105497

Place : Mumbai
Date : 30-05-2023
Corporate Identity Number of Future Consumer Limited is L52602MH1996PLC192090

For and on behalf of the Board of Directors of Future Consumer Limited

Kishore Biyani
Vice Chairman
Place: Bengaluru

Neelam Chhiber
Non Executive Director
Place: Chennai

Manoj Gagvani
Company Secretary
& Head - Legal
Place: Mumbai

Rajendra Bajaj
Chief Financial Officer
Place: Mumbai

Date : 30-05-2023

Samson Samuel
Chief Executive Officer
Place: Mumbai

STATEMENT OF CHANGES IN EQUITY

for the year ended 31st March 2023

(a) Share Capital (Refer Note 13)

(₹ In Lakhs)

Particulars	Amount
Balance as at 31st March 2021	**118,415.29**
Changes in Equity Share capital during the Year :	
Add: Equity shares issued and allotted during the year	599.62
As at 31st March 2022	**119,014.91**
Changes in Equity Share capital during the Year :	
Add : Shares sold by ESOP trust treated as treasury shares	177.33
As at 31st March 2023	**119,192.24**

(b) Other Equity (Refer Note 14)

(₹ In Lakhs)

Particulars	Reserves & Surplus						Other comprehensive income		Total Other Equity
	Capital Reserve	Securities Premium Account	General Reserve	Share Options Outstanding Account	Capital Redemption Reserve	Retained Earnings	Foreign Currency Translation Reserve	Remeasurement gain on defined benefit plans	
As at 31st March 2021	**2,064.94**	**38,130.12**	**0.59**	**1,314.40**	**5.20**	**(64,773.41)**	**(2.87)**	**95.80**	**(23,165.23)**
Loss for the year	-	-	-	-	-	(54,687.37)	-	-	**(54,687.37)**
Other comprehensive income for the year, net of income tax	-	-	-	-	-	-	(1.50)	8.33	**6.83**
Total comprehensive income for the year	**-**	**-**	**-**	**-**	**-**	**(54,687.37)**	**(1.50)**	**8.33**	**(54,680.54)**
Recognition of share-based payments	-	-	-	28.94	-	-	-	-	**28.94**
Shares held by ESOP Trust treated as treasury shares	-	-	-	-	-	(0.40)	-	-	**(0.40)**
Transfer to retained earnings on cancellation of ESOP	-	-	-	(629.93)	-	629.93	-	-	**-**
Issue of Shares	-	186.60	-	-	-	-	-	-	**186.60**
As at 31st March 2022	**2,064.94**	**38,316.72**	**0.59**	**713.41**	**5.20**	**(118,831.25)**	**(4.37)**	**104.13**	**(77,630.63)**
Loss for the year	-	-	-	-	-	(54,724.63)	-	-	**(54,724.63)**
Other comprehensive income for the year, net of income tax	-	-	-	-	-	-	-	81.89	**81.89**
Total comprehensive income for the year	**-**	**-**	**-**	**-**	**-**	**(54,724.63)**	**-**	**81.89**	**(54,642.74)**

STATEMENT OF CHANGES IN EQUITY
for the year ended 31st March 2023

(₹ In Lakhs)

Particulars	Reserves & Surplus						Other comprehensive income		Total Other Equity
	Capital Reserve	Securities Premium Account	General Reserve	Share Options Outstanding Account	Capital Redemption Reserve	Retained Earnings	Foreign Currency Translation Reserve	Remeasurement gain on defined benefit plans	
Recognition of share-based payments	-	-	-	13.12	-	-	-	-	**13.12**
Shares held by ESOP Trust treated as treasury shares	-	-	-	-	-	(166.73)	-	-	**(166.73)**
Transfer to retained earnings on cancellation of ESOP	-	-	-	(723.25)	-	723.25	-	-	**-**
As at 31st March 2023	**2,064.94**	**38,316.72**	**0.59**	**3.28**	**5.20**	**(172,999.36)**	**(4.37)**	**186.02**	**(132,426.98)**

Summary of significant accounting policies (Refer note 2)

The accompanying notes are an integral part of the financial statements (Refer note 1 - 53)

As per our report of even date
For S R B C & CO LLP
Chartered Accountants
ICAI Firm Registration number : 324982E/E300003

per Pramod Kumar Bapna
Partner
Membership No : 105497

Place : Mumbai
Date : 30-05-2023
Corporate Identity Number of Future Consumer Limited is L52602MH1996PLC192090

For and on behalf of the Board of Directors of Future Consumer Limited

Kishore Biyani
Vice Chairman
Place: Bengaluru

Neelam Chhiber
Non Executive Director
Place: Chennai

Manoj Gagvani
Company Secretary
& Head - Legal
Place: Mumbai

Rajendra Bajaj
Chief Financial Officer
Place: Mumbai

Date : 30-05-2023

Samson Samuel
Chief Executive Officer
Place: Mumbai

STATEMENT OF CASH FLOWS
for the year ended 31st March 2023

(₹ in lakhs)

Particulars	Year ended 31st March 2023		Year ended 31st March 2022	
Cash flows from operating activities				
Net (loss) / profit before tax as per the Statement of Profit and Loss		(54,770.40)		(54,687.37)
Adjustments to reconcile profit before tax to net cash flows:				
Exceptional items (Refer note 43)	46,188.17		26,865.72	
Finance costs	5,000.05		6,134.83	
Interest Income	(2,948.21)		(4,766.17)	
Interest on income tax refund	(32.51)		(57.09)	
Provision no longer required written back	-		(123.25)	
Provision on balances with government authorities	324.84		138.66	
Net loss/(gain) on disposal of property, plant and equipment (including asset held for sale)	352.40		71.50	
Net loss/ (gain) on financial assets measured at fair value through profit or loss	(369.99)		(321.73)	
Net unrealised exchange (gain)/loss	(506.54)		(220.02)	
Expected Credit Loss on trade and other receivables	268.20		21,306.32	
Bad Debts and Advances Written Off	328.81		356.47	
Depreciation and Amortization Expenses	1,769.99		3,771.17	
Share-based payment expenses	13.12		28.94	
Net gain on financial guarantees contract	-		(2.95)	
Gain on termination of Lease Assets	(863.36)	49,524.97	(325.22)	52,857.18
		(5,245.43)		**(1,830.19)**
Working capital adjustments:				
(Increase) / decrease in trade receivables and other financial assets	3,849.65		21,685.66	
(Increase) / decrease in inventories	3,799.17		(244.40)	
(Increase) / decrease other assets	(49.57)		140.15	
Increase / (Decrease) in trade payables	(893.14)		(8,188.39)	
Increase / (Decrease) in provisions	(456.75)		(261.58)	
Increase / (Decrease) in other liabilities	908.85	7,158.21	(1,446.17)	11,685.27
Cash flow from operations		**1,912.78**		**9,855.08**
Income taxes (paid)/refund		679.04		841.10
Net cash flow from operating activities		**2,591.82**		**10,696.18**
Cash flows from investing activities				
Investment in Subsidiaries/Joint Ventures		-		(550.00)
Proceeds on Sale of Investments (including asset held for sale)		300.00		-
Loans given		-		(10.00)
Loans refunded		6,094.93		1,686.94
Interest received		2,874.57		592.80
Purchase of property, plant and equipment		(21.60)		(786.28)
Proceeds from sale of property, plant and equipment (including asset held for sale)		474.93		55.38
Purchase of intangible assets		-		(3.93)
Net cash flow from/(used in) investing activities		**9,722.83**		**984.91**

STATEMENT OF CASH FLOWS
for the year ended 31st March 2023

(₹ in lakhs)

Particulars	Year ended 31st March 2023	Year ended 31st March 2022
Cash flows from financing activities		
Proceeds from sale of treasury shares	10.59	-
Repayment of long term borrowings	(6,250.75)	(4,440.74)
Repayment of Lease Liabilities	(174.30)	(535.27)
Repayment of short term borrowings (net)	(4,474.69)	(2,458.27)
Interest paid	(2,523.53)	(4,696.56)
Net cash flow (used in)/from financing activities	**(13,412.68)**	**(12,130.84)**
Net increase / (decrease) in cash and cash equivalents	**(1,098.03)**	**(449.75)**
Cash and cash equivalents at the beginning of the year	1,989.57	2,439.32
Cash and cash equivalents at the end of the year (Refer Note 12)	**891.54**	**1,989.57**

Non-cash investing and financing activities (Refer Note 12)
Summary of significant accounting policies (Refer note 2)
The accompanying notes are an integral part of the financial statements (Refer note 1 - 53)

As per our report of even date
For S R B C & CO LLP
Chartered Accountants
ICAI Firm Registration number : 324982E/E300003

per Pramod Kumar Bapna
Partner
Membership No : 105497

Place : Mumbai
Date : 30-05-2023
Corporate Identity Number of Future Consumer Limited is L52602MH1996PLC192090

For and on behalf of the Board of Directors of Future Consumer Limited

Kishore Biyani
Vice Chairman
Place: Bengaluru

Neelam Chhiber
Non Executive Director
Place: Chennai

Manoj Gagvani
Company Secretary
& Head - Legal
Place: Mumbai

Rajendra Bajaj
Chief Financial Officer
Place: Mumbai

Date : 30-05-2023

Samson Samuel
Chief Executive Officer
Place: Mumbai

NOTES TO THE STANDALONE FINANCIAL STATEMENTS

for the year ended 31st March 2023

1. General Information about the Company

Future Consumer Limited (the "Company") is a Company incorporated in India on 10th July 1996, under the name "Subhikshith Finance and Investments Limited". The name of the Company was changed to "Future Ventures India Private Limited" with effect from 9th August 2007 and it became a Public Limited Company with effect from 7th September 2007 as "Future Ventures India Limited". The shares of the Company are listed on the National Stock Exchange Limited and BSE Limited since 10th May 2011. The name of the Company was changed to "Future Consumer Enterprise Limited" w.e.f. 30th September 2013 and then to "Future Consumer Limited" effective from 13th October 2016. The Company is engaged in the business of sourcing, manufacturing, branding, marketing and distribution of fast moving consumer goods ("FMCG"), Food and Processed Food Products in Urban and Rural India. Earlier the Company was regulated by the Reserve Bank of India (the "RBI") as a non-deposit taking Non-Banking Financial Company ("NBFC"). The RBI in terms of application made by the Company has vide its order passed on 21st July 2015 cancelled the Certificate of Registration granted to the Company. Consequently, the Company ceased to be an NBFC.

The registered office of the Company is located at Knowledge House, Shyam Nagar, Off. Jogeshwari Vikhroli Link Road, Jogeshwari (East), Mumbai 400 060.

The financial statements were approved for issue in accordance with a resolution of the Board of directors passed on 30th May, 2023.

2. Significant Accounting policies

2.1 Basis of preparation

The financial statements of the Company have been prepared in accordance with Indian Accounting Standards (Ind AS) notified pursuant to section 133 of the Companies Act 2013 read with Rule 3 of the Companies (Indian Accounting Standards) Rules, 2015 and Companies (Indian Accounting Standards) Amendment Rules, 2016(as amended from time to time) and presentation requirements of Division II of Schedule III to the Companies Act, 2013, (Ind AS compliant Schedule III), as applicable to the Financial statements ('Standalone INDAS Financial Statements').

The financial statements have been prepared on the historical cost basis except for certain financial instruments that are measured at fair values at the end of each reporting period, as explained in the accounting policies below.

- Derivative financial instruments
- Certain financial assets and liabilities measured at fair value (refer accounting policy regarding financial instruments)
- Defined benefit planned – plan assets measured at fair value

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date, regardless of whether that price is directly observable or estimated using another valuation technique. In estimating the fair value of an asset or a liability, the Company takes into account the characteristics of the asset or liability if market participants would take those characteristics into account when pricing the asset or liability at the measurement date.

The fair value measurement is based on the presumption that the trsansaction to sell the asset or transfer the liability takes place either:

- In the principal market for the asset or liability, or
- In the absence of a principal market, in the most advantageous market for the asset or liability

The principal or the most advantageous market must be accessible by the Group.

Fair value for measurement and/or disclosure purposes in these financial statements is determined on such a basis, except for share-based payment transactions that are within the scope of Ind AS 102, leasing transactions that are within the scope of Ind AS 17 'Leases' ("Ind AS 17") and in the scope of Ind AS 116 'Leases' ("Ind AS 116") from 01 April, 2019, and that have some similarities to fair value but are not fair value, such as net realisable value in Ind AS 2 'Inventories' ("Ind AS 2") or value in use in Ind AS 36 'Impairment of Assets' ("Ind AS 36").

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorised within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

- Level 1 — Quoted (unadjusted) market prices in active markets for identical assets or liabilities
- Level 2 — Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable
- Level 3 — Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable

The principal accounting policies are set out below.

The financial statements are presented in RS., which is the functional currency and all values are rounded up to two decimal points to the nearest lakh (Rs. 00,000), except when otherwise indicated.

2.2 Basis of measurement

The standalone Ind AS Financial Statements have been prepared on a going concern basis using historical cost convention and on an accrual method of accounting, except for certain financial assets and liabilities which are measured at fair value as explained in the accounting policies below.

2.3 Current versus non-current classification

The Company presents assets and liabilities in the balance sheet based on current/ non-current classification. An asset is treated as current when it is:

- Expected to be realised or intended to be sold or consumed in normal operating cycle
- Held primarily for the purpose of trading
- Expected to be realised within twelve months after the reporting period, or

NOTES TO THE STANDALONE FINANCIAL STATEMENTS

for the year ended 31st March 2023

- Cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period

All other assets are classified as non-current.

A liability is current when:

- It is expected to be settled in normal operating cycle
- It is held primarily for the purpose of trading
- It is due to be settled within twelve months after the reporting period, or
- There is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period

The Company classifies all other liabilities as non-current.

Deferred tax assets and liabilities are classified as non-current assets and liabilities.

The operating cycle is the time between the acquisition of assets for processing and their realisation in cash and cash equivalents. The Company has identified twelve months as its operating cycle.

2.4 Business combinations

Business combinations are accounted for using the acquisition method. The consideration transferred in a business combination is measured at fair value, which is calculated as the sum of the acquisition-date fair values of the assets transferred by the Company, liabilities incurred by the Company to the former owners of the acquiree and the equity interests issued by the Company in exchange for control of the acquiree. Acquisition-related costs are generally recognised in statement of profit and loss as incurred.

The Company determines that it has acquired a business when the acquired set of activities and assets include an input and a substantive process that together significantly contribute to the ability to create outputs. The acquired process is considered substantive if it is critical to the ability to continue producing outputs, and the inputs acquired include an organised workforce with the necessary skills, knowledge, or experience to perform that process or it significantly contributes to the ability to continue producing outputs and is considered unique or scarce or cannot be replaced without significant cost, effort, or delay in the ability to continue producing outputs.

At the acquisition date, the identifiable assets acquired, and the liabilities assumed are recognised at their acquisition date fair values. For this purpose, the liabilities assumed include contingent liabilities representing present obligation and they are measured at their acquisition fair values irrespective of the fact that outflow of resources embodying economic benefits is not probable. However, the following assets and liabilities acquired in a business combination are measured at the basis indicated below:

- Deferred tax assets or liabilities, and the liabilities or assets related to employee benefit arrangements are recognised and measured in accordance with Ind AS 12 Income Tax and Ind AS 19 Employee Benefits respectively.
- Potential tax effects of temporary differences and carry forwards of an acquiree that exist at the acquisition date or arise as a result of the acquisition are accounted in accordance with Ind AS 12.
- Liabilities or equity instruments related to share based payment arrangements of the acquiree or share–based payments arrangements of the Group entered into to replace share-based payment arrangements of the acquiree are measured in accordance with Ind AS 102 Share-based Payments at the acquisition date.
- Assets (or disposal groups) that are classified as held for sale in accordance with Ind AS 105 Non-current Assets Held for Sale and Discontinued Operations are measured in accordance with that Standard.
- Reacquired rights are measured at a value determined on the basis of the remaining contractual term of the related contract. Such valuation does not consider potential renewal of the reacquired right.

Goodwill is measured as the excess of the sum of the consideration transferred, the amount of any non-controlling interests in the acquiree, and the fair value of the acquirer's previously held equity interest in the acquiree (if any) over the net of the acquisition-date amounts of the identifiable assets acquired and the liabilities assumed.

In case of a bargain purchase, before recognizing a gain in respect thereof, the Company determines where there exists clear evidence of the underlying reasons for classifying the business combination as a bargain purchase. Thereafter, the Company reassesses whether it has correctly identified all of the assets acquired and all of the liabilities assumed and recognises any additional assets or liabilities that are identified in that reassessment. The Company then reviews the procedures used to measure the amounts that Ind AS requires for the purposes of calculating the bargain purchase. If the gain remains after this reassessment and review, the Company recognizes it in other comprehensive income ("OCI") and accumulates the same in equity as capital reserve. If there does not exist clear evidence of the underlying reasons for classifying the business combination as a bargain purchase, the Company recognizes the gain, after reassessing and reviewing (as described above), directly in equity as capital reserve.

When a business combination is achieved in stages, the Company's previously held equity interest in the acquiree is remeasured to its acquisition-date fair value and the resulting gain or loss, if any, is recognised in statement of profit or loss or OCI, as appropriate . Amounts arising from interests in the acquiree prior to the acquisition date that have previously been recognised in other comprehensive income are reclassified to statement of profit and loss where such treatment would be appropriate if that interest were disposed off.

Contingent liabilities acquired in a business combination are initially measured at fair value at the acquisition date. At the end of subsequent reporting periods, such contingent liabilities are measured at the higher of the amount that would be recognised in accordance with Ind AS 37 'Provisions, Contingent Liabilities

NOTES TO THE STANDALONE FINANCIAL STATEMENTS

for the year ended 31st March 2023

and Contingent Assets' ("Ind AS 37") and the amount initially recognised less cumulative amortisation recognised in accordance with Ind AS 115 'Revenue from contract with customers' ("Ind AS 115").

2.5 Goodwill and impairment of goodwill

Goodwill arising on acquisition of a business is carried at cost as established at date of acquisition of the business less accumulated impairment losses, if any.

For the purpose of impairment testing, goodwill is allocated to each of the Company's cash generating units (or groups of cash-generating units, "CGU") that are expected to benefit from the combination, irrespective of whether other assets or liabilities of the acquiree are assigned to those units.

A CGU to which goodwill has been allocated is tested for impairment annually, or more frequently when there is an indication that the unit may be impaired. The date of annual impairment assessment of goodwill considered by the Company is March 31, 2023. If the recoverable amount of the cash generating unit is less than its carrying amount, the impairment loss is allocated first to reduce the carrying amount of any goodwill allocated to the unit and then to the other assets of the unit pro rata based on the carrying amount of each asset in the unit. Any impairment loss for goodwill is recognised directly in statement of profit and loss. An impairment loss recognised for goodwill is not reversed in subsequent periods.

On disposal of the relevant CGU, the attributable amount of goodwill is included in the determination of the profit or loss on disposal.

2.6 Revenue from contract with customers

Revenues from contracts with customers are recognised when control has been transferred at an amount that reflects the consideration to which the Company expects to be entitled in exchange for those goods. The Company acts as the principal in all of its revenue arrangements since it is the primary obligor in all the revenue arrangements as it has pricing latitude and is also exposed to inventory and credit risks.

An entity collects Goods and Services Tax ("GST") on behalf of the government and not on its own account. Hence, it is excluded from revenue i.e. revenue is net of GST

Following are major sources of revenue:

- Sale of consumer product
- Other operating revenue

Sale of consumer product

The Company sells fast moving consumer goods ("FMCG"), Food and Processed Food Products.

The Company recognizes revenue on the sale of goods, net of discounts, sales incentives, estimated customer returns and rebates granted, if any, when control of the goods is transferred to the customer.

Nature, timing of satisfaction of performance obligation and transaction price (Fixed and variable)

The Company recognises revenue when it transfers control of a product or service to a customer.

The control of goods is transferred to the customer depending upon the terms or as agreed with customer or delivery basis (i.e. at the point in time when goods are delivered to the customer or when the customer purchases the goods from the Company warehouse). Control is considered to be transferred to customer when customer has ability to direct the use of such goods and obtain substantially all the benefits from it such as following delivery, the customer has full discretion over the manner of distribution and price to sell the goods, has the primary responsibility when onselling the goods and bears the risks of obsolescence and loss in relation to the goods.

At inception of the contract, Company assesses the goods or services promised in a contract with a customer and identifies each promise to transfer to the customer as a performance obligation which is either:

(a) a good or service that is distinct; or

(b) a series of distinct goods or services that are substantially the same and that have the same pattern of transfer to the customer.

Based on the terms of the contract and as per business practice, the Company determines the transaction price considering the amount it expects to be entitled in exchange of transferring promised goods or services to the customer. It excluded amount collected on behalf of third parties such as taxes.

The Company provides volume discount and rebate schemes, to its customers on certain goods purchased by the customer once the quantity of goods purchased during the period exceeds a threshold specified in the contract. Volume discount and rebate schemes give rise to variable consideration. To estimate the variable consideration to which it will be entitled, the Company considers that either the expected value method or the most likely amount method, depending on which of them better predicts the amount of variable consideration for the particular type of contract.

In case where the customer gives non-cash consideration for the goods and services transferred or where customer provides the Company certain materials, equipment, etc. for carrying out the scope of work and the Company obtains control of those contributed goods or service, the fair value of such non-cash consideration given /materials supplied by customer is considered as part of the transaction price.

For allocating the transaction price, the Company has measured the revenue in respect of each performance obligation of a contract at its relative standalone selling price. The price that is regularly charged for an item when sold separately is the best evidence of its standalone selling price.

Rendering of services

Revenue from rendering of services is recognised over time considering the time elapsed. The transaction price of these services is recognised as a contract liability upon receipt of advance from the customer, if any, and is released on a straight line basis over the period of service (monthly basis)

NOTES TO THE STANDALONE FINANCIAL STATEMENTS

for the year ended 31st March 2023

Contract assets, contract liabilities and trade receivables

Revenues in excess of invoicing are classified as contract assets (which we refer as unbilled revenue) while invoicing in excess of revenues (which we refer to as unearned revenues) and advance from customers are classified as contract liabilities. A receivable is recognised by the Company when the control over the goods is transferred to the customer such as when goods are delivered as this represents the point in time at which the right to consideration becomes unconditional, as only the passage of time is required before payment is due. The average credit period on sale of goods is 7 to 90 days.

Dividend and Interest income

Dividend income from investments is recognised when the Company's right to receive payment has been established (provided that it is probable that the economic benefits will flow to the Company and the amount of income can be measured reliably).

Interest income from a financial asset is recognised when it is probable that the economic benefits will flow to the Company and the amount of income can be measured reliably. Interest income is accrued on a time basis, by reference to the principal outstanding and at the effective interest rate applicable, which is the rate that exactly discounts estimated future cash receipts through the expected life of the financial asset to that asset's net carrying amount on initial recognition.

2.7 Leasing

The Company assesses at contract inception whether a contract is, or contains, a lease. That is, if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration.

a) Leases

Company as a lessee

The Company applies a single recognition and measurement approach for all leases, except for short-term leases and leases of low-value assets. The Group recognises lease liabilities to make lease payments and right-of-use assets representing the right to use the underlying assets.

i) Right-of-use assets

The Company recognises right-of-use assets at the commencement date of the lease (i.e., the date the underlying asset is available for use). Right-of-use assets are measured at cost, less any accumulated depreciation and impairment losses, and adjusted for any remeasurement of lease liabilities. The cost of right-of-use assets includes the amount of lease liabilities recognised, initial direct costs incurred, and lease payments made at or before the commencement date less any lease incentives received. Right-of-use assets are depreciated on a straight-line basis over the shorter of the lease term and the estimated useful lives of the assets, as follows:

- Building 3 to 30 years
- Plant and machinery 3 to 15 years
- Vehicles 3 to 5 years

If ownership of the leased asset transfers to the Company at the end of the lease term or the cost reflects the exercise of a purchase option, depreciation is calculated using the estimated useful life of the asset.

The right-of-use assets are also subject to impairment. Refer to the accounting policies in section 2.15 Impairment of non-financial assets.

ii) Lease liabilities

At the commencement date of the lease, the Company recognises lease liabilities measured at the present value of lease payments to be made over the lease term. The lease payments include fixed payments (including in-substance fixed payments) less any lease incentives receivable, variable lease payments that depend on an index or a rate, and amounts expected to be paid under residual value guarantees. The lease payments also include the exercise price of a purchase option reasonably certain to be exercised by the Company and payments of penalties for terminating the lease, if the lease term reflects the Company exercising the option to terminate. Variable lease payments that do not depend on an index or a rate are recognised as expenses (unless they are incurred to produce inventories) in the period in which the event or condition that triggers the payment occurs.

In calculating the present value of lease payments, the Company uses its incremental borrowing rate at the lease commencement date because the interest rate implicit in the lease is not readily determinable. After the commencement date, the amount of lease liabilities is increased to reflect the accretion of interest and reduced for the lease payments made. In addition, the carrying amount of lease liabilities is remeasured if there is a modification, a change in the lease term, a change in the lease payments (e.g., changes to future payments resulting from a change in an index or rate used to determine such lease payments) or a change in the assessment of an option to purchase the underlying asset.

The Company lease liabilities are disclosed on the face of Balance sheet under Financial Liabilities.

iii) Short-term leases and leases of low-value assets

The Company applies the short-term lease recognition exemption to its short-term leases of machinery and equipment (i.e., those leases that have a lease term of 12 months or less from the commencement date and do not contain a purchase option). It also applies the lease of low-value assets recognition exemption to leases of office equipment that are considered to be low value. Lease payments on short-term leases and leases of low-value assets are recognised as expense on a straight-line basis over the lease term.

Company as a lessor

Leases in which the Company does not transfer substantially all the risks and rewards incidental to ownership of an asset are classified as operating leases. Rental income arising is accounted for on a straight-line basis over the lease terms. Initial direct costs incurred in negotiating and arranging an operating lease are added to the carrying amount of the leased asset and recognised over the lease term on the same basis as rental income. Contingent rents are recognised as revenue in the period in which they are earned.

NOTES TO THE STANDALONE FINANCIAL STATEMENTS

for the year ended 31st March 2023

2.8 Foreign Currency Transactions and Translation

The management of the Company has determined Indian rupee ("RS.") as the functional currency of the Company. In preparing the financial statements of the Company, transactions in currencies other than the Company's functional currency ("foreign currencies") are recognised at the rates of exchange prevailing at the dates of the transactions. At the end of each reporting period, monetary items denominated in foreign currencies are retranslated at the rates prevailing at that date. Non-monetary items carried at fair value that are denominated in foreign currencies are retranslated at the rates prevailing at the date when the fair value was determined. Non-monetary items that are measured in terms of historical cost in a foreign currency are translated using the exchange rates at the dates of the initial transactions.

Exchange differences on monetary items are recognised in statement of profit and loss in the period in which they arise except for:

- exchange differences on foreign currency borrowings relating to assets under construction for future productive use, which are included in the cost of those assets when they are regarded as an adjustment to interest costs on those foreign currency borrowings; and
- exchange differences for long term foreign currency monetary items recognized in the financial statements for the year ended 31 March, 2016 prepared under previous GAAP, the exchange difference arising on settlement / restatement of long term foreign currency monetary items are capitalised as part of depreciable property, plant and equipment to which the monetary items relates and depreciated over the remaining useful life of such assets.

2.9 Borrowing costs

Borrowing costs directly attributable to the acquisition, construction or production of qualifying assets, which are assets that necessarily take a substantial period of time to get ready for their intended use or sale, are added to the cost of those assets, until such time as the assets are substantially ready for their intended use or sale. Interest income earned on the temporary investment of specific borrowings pending their expenditure on qualifying assets is deducted from the borrowing costs eligible for capitalisation.

All other borrowing costs are recognised in the statement of profit and loss in the period in which they are incurred.

The Company may incur borrowing costs during an extended period in which it suspends the activities necessary to prepare an asset for its intended use or sale. Such costs are costs of holding partially completed assets and do not qualify for capitalisation. However, an entity does not normally suspend capitalising borrowing costs during a period when it carries out substantial technical and administrative work. The Company also does not suspend capitalising borrowing costs when a temporary delay is a necessary part of the process of getting an asset ready for its intended use or sale.

The Company shall cease capitalising borrowing costs when substantially all the activities necessary to prepare the qualifying asset for its intended use or sale are complete.

2.10 Employee benefits

Post-employment benefits

- Payments to defined contribution benefit plans are recognised as an expense when employees have rendered service entitling them to the contributions. If the contribution payable to the scheme for service received before the balance sheet date exceeds the contribution already paid, the deficit payable to the scheme is recognized as a liability after deducting the contribution already paid. If the contribution already paid exceeds the contribution due for services received before the balance sheet date, then excess is recognized as an asset to the extent that the pre-payment will lead to, for example, a reduction in future payment or a cash refund.
- For defined benefit retirement plans, the cost of providing benefits is determined using the projected unit credit method, with actuarial valuations being carried out at the end of each annual reporting period. Remeasurement, comprising actuarial gains and losses, the effect of the changes to the asset ceiling (if applicable) and the return on plan assets (excluding net interest), is reflected immediately in the balance sheet with a charge or credit recognised in other comprehensive income in the period in which they occur. Remeasurement is immediately recognised in other comprehensive income in Other Equity and is not reclassified to statement of profit and loss. Past service cost is recognised in statement of profit and loss in the period of a plan amendment. Net interest is calculated by applying the discount rate at the end of the period to the net defined benefit liability or asset. Defined benefit costs are categorised as follows:

➢ Service cost (including current service cost, past service cost, as well as gains and losses on curtailments and settlements);

➢ Net interest expense or income; and

➢ Re-measurement.

The Company presents the first two components of defined benefit costs in statement of profit and loss in the line item "Employee benefits expense", and the last component in Other Comprehensive Income which is immediately reflected in Other Equity and is not reflected in statement of profit and loss account. Curtailment gains and losses are accounted for as past service costs.

The retirement benefit obligation recognised in the balance sheet represents the actual deficit or surplus in the Company's defined benefit plans. Any surplus resulting from this calculation is limited to the present value of any economic benefits available in the form of refunds from the plans or reductions in future contributions to the plans.

Terminal benefits

A liability for a termination benefit is recognised at the earlier of when the entity can no longer withdraw the offer of the termination benefit and when the entity recognises any related restructuring costs.

NOTES TO THE STANDALONE FINANCIAL STATEMENTS

for the year ended 31st March 2023

Short-term and other long-term employee benefits

A liability is recognised for benefits accruing to employees in respect of wages and salaries, performance incentives and similar benefits other than compensated absences in the period the related service is rendered at the undiscounted amount of the benefits expected to be paid in exchange for that service.

The obligations are presented as current liabilities in the balance sheet if the entity does not have an unconditional right to defer settlement for at least twelve months after the reporting period, regardless of when the actual settlement is expected to occur.

Accumulated leaves, which are expected to be utilised within the next 12 months, are treated as current employee benefit. The Company treats the entire leave as current liability in the balance sheet, since it does not have an unconditional right to defer its settlement for 12 months after the reporting date. It is measured based on an actuarial valuation done by an independent actuary on the projected unit credit method at the end of each financial year.Liabilities recognised in respect of other long-term employee benefits are measured at the present value of the estimated future cash outflows expected to be made by the Company in respect of services provided by employees up to the reporting date.

2.11 Earnings per share

Basic earnings per share is calculated by dividing the profit/ loss attributable to the owners of the Company by the weighted average number of equity shares outstanding during the financial year (net of treasury shares).

Diluted earnings per share adjusts the figure used in determination of basic earnings per share to take into account the after income tax effect of interest and other financing costs associated with dilutive potential equity shares, and the weighted average number of additional equity shares that would have been outstanding assuming the conversion of all dilutive potential equity shares.

2.12 Share-based payment arrangements

Employees (including senior executives) of the Company receive remuneration in the form of share-based payment, whereby employees render services as consideration for equity instruments (equity-settled transactions).

Equity-settled transactions

Equity-settled share-based payments to employees and others providing similar services are measured at the fair value of the equity instruments at the grant date.

The fair value determined at the grant date of the equity-settled share-based payments is expensed over the vesting period, based on the Company's estimate of equity instruments that will eventually vest, with a corresponding increase in equity. At the end of each reporting period, the Company revises its estimate of the number of equity instruments expected to vest. The impact of the revision of the original estimates, if any, is recognised in statement of profit and loss such that the cumulative expense reflects the revised estimate, with a corresponding adjustment to the share – based payment (SBP)reserve in equity.

Share-based payment transactions among group entities

The cost of equity-settled transactions pertaining to group entities is recognised as debit to investment in those group companies, together with a corresponding increase in equity (SBP reserve) over the vesting period. The cumulative amount recognised for equity-settled transactions at each reporting date until the vesting date reflects the extent to which the vesting period has expired and the Company's best estimate of the number of equity instruments that will ultimately vest. Company does not recover the cost of employee stock options from its subsidiaries.

2.13 Taxation

Current tax

The tax currently payable is based on taxable profit for the year. Taxable profit differs from 'profit before tax' as reported in the statement of profit and loss because of items of income or expense that are taxable or deductible in other years and items that are never taxable or deductible. The Company's current tax is calculated using tax rates that have been enacted by the end of the reporting period.

Deferred tax

Deferred tax is recognised on temporary differences between the carrying amounts of assets and liabilities in the Ind AS financial statements and the corresponding tax bases used in the computation of taxable profit. While preparing standalone Ind AS financial statements, temporary differences are calculated using the carrying amount as per standalone Ind AS financial statements and tax bases as determined by reference to the method of tax computation.

Deferred tax liabilities are recognised for all taxable temporary differences, except:

- When the deferred tax liability arises from the initial recognition of goodwill or an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss
- In respect of taxable temporary differences associated with investments in subsidiaries, associates and interests in joint ventures, when the timing of the reversal of the temporary differences can be controlled and it is probable that the temporary differences will not reverse in the foreseeable future

Deferred tax assets are generally recognised for all deductible temporary differences, the carry forward of unused tax credits and unused tax losses to the extent that it is probable that taxable profits will be available against which deductible temporary differences and the carry forward of unused tax losses can be utilised. Such deferred tax assets and liabilities are not recognised if the temporary difference arises from the initial recognition (other than in a business combination) of assets and liabilities in a transaction that affects neither the taxable profit nor the accounting profit. In addition, deferred tax liabilities are not recognised if the temporary difference arises from the initial recognition of goodwill.

NOTES TO THE STANDALONE FINANCIAL STATEMENTS

for the year ended 31st March 2023

The carrying amount of deferred tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilised. Unrecognised deferred tax assets are re-assessed at each reporting date and are recognised to the extent that it has become probable that future taxable profits will allow the deferred tax asset to be recovered.

Deferred tax liabilities and assets are measured at the tax rates that are expected to apply in the period in which the liability is settled or the asset realised, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period.

The measurement of deferred tax liabilities and assets reflects the tax consequences that would follow from the manner in which the Company expects, at the end of the reporting period, to recover or settle the carrying amount of its assets and liabilities.

Current and deferred tax for the year

Current and deferred tax are recognised in statement of profit and loss, except when they relate to items that are recognised in other comprehensive income or directly in equity, in which case, the current and deferred tax are also recognised in other comprehensive income or directly in equity respectively. Where current tax or deferred tax arises from the initial accounting for a business combination, the tax effect is included in the accounting for the business combination.

2.14 Property, plant and equipment

Land and buildings held for use in the production or supply of goods or services, for rental to others or for administrative purposes, are stated in the standalone balance sheet at cost less accumulated depreciation and accumulated impairment losses. Freehold land is not depreciated, however, it is subject to impairment.

Properties in the course of construction for production, supply or administrative purposes are carried at cost, less any recognised impairment loss. Cost includes professional fees and, for qualifying assets, borrowing costs capitalised in accordance with the Company's accounting policy. Such properties are classified to the appropriate categories of property, plant and equipment when completed and ready for intended use.

Likewise, when a major inspection is performed, its cost is recognised in the carrying amount of the plant and equipment as a replacement if the recognition criteria are satisfied. The carrying amount of any component accounted for as a separate asset is derecognised when replaced. All other repairs and maintenance are charged to statement of profit and loss during the reporting period in which they are incurred.

An item of property, plant and equipment is derecognised upon disposal or when no future economic benefits are expected to arise from the continued use of the asset. Any gain or loss arising on the disposal or retirement of an item of property, plant and equipment is determined as the difference between the sales proceeds and the carrying amount of the asset and is recognised in statement of profit and loss.

Depreciation of these assets, on the same basis as other property assets, commences when the assets are ready for their intended use. An asset is normally ready for its intended use or sale when the physical construction of the asset is complete even though routine administrative work might still continue.

Fixtures and equipment are stated at cost less accumulated depreciation and accumulated impairment losses, if any.

Depreciation is recognised so as to write off the cost of assets (other than freehold land) less their residual values over their useful lives, using the straight-line method. The estimated useful lives, residual values and depreciation method are reviewed at the end of each reporting period, with the effect of any changes in estimate accounted for on a prospective basis. Depreciation on tangible property, plant and equipment has been provided on straight line method as per the useful life prescribed in Schedule II of the Company's Act, 2013, except in case of vehicle, leasehold improvements and moulds.

Estimated useful lives of the assets are as follows:

Asset	Useful Life	Asset	Useful Life
Buildings	60 Years	Computers	3 Years
Plant and Machinery	15 Years	Furniture and Fixtures	10 Years
Leasehold improvements	Note "a"	Office Equipment	5 Years
Moulds*	2 Years	Motor Vehicles*	10 Years
Roads	5 Years	Hydraullic Works & Pipeline	15 Years

*The Company, based on technical assessment, depreciates Moulds and Motor Vehicles over estimated useful lives which are different from the useful life as prescribed in Schedule II to the Companies Act, 2013. The management believes that these estimated useful lives are realistic and reflect fair approximation of the period over which the asset are likely to be used.

Note "a"- Lease term or estimated useful lives of assets whichever is lower.

Deemed cost on transition to Ind AS

While measuring the property, plant and equipment in accordance with Ind AS, the Company has selected to measure certain items of property, plant and equipment at the date of transition to Ind AS at their fair values and used those fair values as their deemed costs at transition date.

2.15 Intangible assets

Intangible assets acquired separately

Intangible assets with finite useful lives that are acquired separately are carried at cost less accumulated amortisation and accumulated impairment losses. Amortisation is recognised on a straight-line basis over their estimated useful lives. The amortisation period and amortisation method are reviewed at the end of each reporting period, with the effect of any changes in estimate being accounted for on a prospective basis.

Intangible assets with indefinite useful lives are not amortised, but are tested for impairment annually, either individually or at

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for the year ended 31st March 2023

the cash-generating unit level. The assessment of indefinite life is reviewed annually to determine whether the indefinite life continues to be supportable. If not, the change in useful life from indefinite to finite is made on a prospective basis.

Intangible assets acquired in a business combination

Intangible assets acquired in a business combination and recognised separately from goodwill are initially recognised at their fair value at the acquisition date (which is regarded as their cost).

Subsequent to initial recognition, intangible assets acquired in a business combination are reported on the same basis as intangible assets that are acquired separately.

Derecognition of intangible assets

An intangible asset is derecognised on disposal, or when no future economic benefits are expected from use or disposal. Any gain or loss arising from derecognition of an intangible asset, measured as the difference between the net disposal proceeds and the carrying amount of the asset are recognised in statement of profit and loss when the asset is derecognised.

Useful lives of intangible assets

Estimated useful lives of the intangible assets are as follows:

Asset	Useful Life	Asset	Useful Life
Trademark	5 Years	Brand*	5 Years
Software#	3 -6 Years	Brand Usage Rights	25 Years

* Kara Brand has an indefinite useful life.

#The Company, based on technical assessment amortise Software over estimated useful life which are different from the useful life as prescribed in Schedule II to the Companies Act, 2013. The management believes that the estimated useful life is realistic and reflect fair approximation of the period over which the asset is likely to be used.

Deemed cost on transition to Ind AS

The Company has elected to continue with the carrying value of all of its intangible assets recognised as of the transition date measured as per the previous GAAP and used that carrying value as its deemed cost as of the transition date.

2.16 Impairment of non-financial assets

At the end of each reporting period, the Company reviews the carrying amounts of its Property, Plant and Equipment and intangible assets to determine whether there is any indication that those assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment loss, if any. When it is not possible to estimate the recoverable amount of an individual asset, the Company estimates the recoverable amount of the cash-generating unit to which the asset belongs. When a reasonable and consistent basis of allocation can be identified, corporate assets are also allocated to individual cash-generating units, or otherwise they are allocated to the smallest group of cash-generating units for which a reasonable and consistent allocation basis can be identified.

Intangible assets with indefinite useful lives and intangible assets not yet available for use are tested for impairment at least annually, and whenever there is an indication that the asset may be impaired.

Recoverable amount is the higher of fair value less costs of disposal and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset for which the estimates of future cash flows have not been adjusted.

If the recoverable amount of an asset (or cash-generating unit) is estimated to be less than its carrying amount, the carrying amount of the asset (or cash-generating unit) is reduced to its recoverable amount. An impairment loss is recognised immediately in statement of profit and loss.

When an impairment loss subsequently reverses, the carrying amount of the asset (or a cash-generating unit) is increased to the revised estimate of its recoverable amount, but so that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognised for the asset (or cash-generating unit) in prior years. A reversal of an impairment loss is recognised immediately in statement of profit and loss.

2.17 Inventories

Finished goods and traded goods are stated at the lower of cost and net realisable value. Raw material goods are stated at cost. Net realisable value represents the estimated selling price for inventories less all estimated costs of completion and costs necessary to make the sale.

Costs incurred in bringing each product to its present location and condition are accounted for as follows:

- Raw materials and Packing materials: cost includes cost of purchase and other costs incurred in bringing the inventories to their present location and condition. Cost is determined on weighted average basis.
- Finished goods and work in progress: cost includes cost of direct materials and labour and a proportion of manufacturing overheads based on the normal operating capacity, but excluding borrowing costs. Cost is determined on weighted average basis.
- Traded goods: cost includes cost of purchase and other costs incurred in bringing the inventories to their present location and condition. Cost is determined on weighted average basis.

2.18 Provisions

Provisions are recognised when the Company has a present obligation (legal or constructive) as a result of a past event, it is probable that the Company will be required to settle the obligation, and a reliable estimate can be made of the amount of the obligation.

The amount recognised as a provision is the best estimate of the consideration required to settle the present obligation at the end of the reporting period, taking into account the risks and uncertainties surrounding the obligation. When a provision is measured using the cash flows estimated to settle the present obligation, its carrying amount is the present value of those cash flows (when the effect of the time value of money is material). When discounting is used, the increase in the provision due to the passage of time is recognised as a finance cost.

When some or all of the economic benefits required to settle a provision are expected to be recovered from a third party, a receivable is recognised as an asset if it is virtually certain that reimbursement will be received and the amount of the receivable can be measured reliably.

2.19 Financial instruments

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity.

Financial assets and financial liabilities are recognised when the Company becomes a party to the contractual provisions of the instruments.

Financial assets and financial liabilities are initially measured at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets and financial liabilities at fair value through profit or loss ("FVTPL")) are added to or deducted from the fair value of the financial assets or financial liabilities, as appropriate, on initial recognition. Transaction costs directly attributable to the acquisition of financial assets or financial liabilities at fair value through profit or loss are recognised immediately in statement of profit and loss.

2.20 Financial assets

All regular way purchases or sales of financial assets are recognised and derecognised on a trade date basis. Regular way purchases or sales are purchases or sales of financial assets that require delivery of assets within the time frame established by regulation or convention in the marketplace.

All recognised financial assets are subsequently measured in their entirety at either amortised cost or fair value, depending on the classification of the financial assets

<u>Classification of financial assets</u>

Debt instruments that meet the following conditions are subsequently measured at amortised cost (except for debt investments that are designated as at fair value through profit or loss on initial recognition):

- The asset is held within a business model whose objective is to hold assets for collecting contractual cash flows; and
- Contractual terms of the asset give rise on specified dates to cash flows that are solely payments of principal and interest (SPPI) on the principal amount outstanding.

Debt instruments that meet the following conditions are subsequently measured at fair value through other comprehensive income (except for debt investments that are designated as at fair value through profit or loss on initial recognition):

- The objective of the business model is achieved both by collecting contractual cash flows and selling the financial assets, andThe asset's contractual cash flows represent SPPI..

Interest income is recognised in statement of profit and loss for fair value through other comprehensive income ("FVTOCI") debt instruments. For the purposes of recognising foreign exchange revaluation and impairment losses or reversals, FVTOCI debt instruments are treated as financial assets measured at amortised cost. Thus, the exchange differences on the amortised cost are recognised in statement of profit and loss and other changes in the fair value of FVTOCI financial assets are recognised in other comprehensive income and accumulated under the heading of 'Reserve for debt instruments through other comprehensive income'. When the investment is disposed of, the cumulative gain or loss previously accumulated in this reserve is reclassified to statement of profit and loss.

All other financial assets are subsequently measured at fair value.

<u>Effective interest method</u>

The effective interest method is a method of calculating the amortised cost of a debt instrument and of allocating interest income over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash receipts (including all fees paid or received that form an integral part of the effective interest rate, transaction costs and other premiums or discounts) through the expected life of the debt instrument, or, where appropriate, a shorter period, to the net carrying amount on initial recognition.

Income is recognised on an effective interest basis for debt instruments other than those financial assets classified as at FVTPL. Interest income is recognised in statement of profit and loss and is included in the "Other Income" line item.

<u>Investments in equity instruments at FVTOCI</u>

On initial recognition, the Company can make an irrevocable election (on an instrument-by-instrument basis) to present the subsequent changes in fair value in other comprehensive income for investments in equity instruments. This election is not permitted if the equity investment is held for trading. These elected investments are initially measured at fair value plus transaction costs. Subsequently, they are measured at fair value with gains and losses arising from changes in fair value recognised in other comprehensive income and accumulated in the 'Reserve for equity instruments through other comprehensive income'. The cumulative gain or loss is not reclassified to statement of profit and loss on disposal of the investments.

A financial asset is held for trading if:

- it has been acquired principally for the purpose of selling it in the near term; or
- on initial recognition it is part of a portfolio of identified financial instruments that the Company manages together and has a recent actual pattern of short-term profit-taking; or
- it is a derivative that is not designated and effective as a hedging instrument or a financial guarantee.

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Financial assets at fair value through profit or loss (FVTPL)

Investments in equity instruments are classified as at FVTPL, unless the Company irrevocably elects on initial recognition to present subsequent changes in fair value in other comprehensive income for investments in equity instruments which are not held for trading (see note above).

Debt instruments that do not meet the amortised cost criteria or FVTOCI criteria (see above) are measured at FVTPL.

A financial asset that meets the amortised cost criteria or debt instruments that meet the FVTOCI criteria may be designated as at FVTPL upon initial recognition if such designation eliminates or significantly reduces a measurement or recognition inconsistency that would arise from measuring assets or liabilities or recognising the gains and losses on them on different bases. The Company has not designated any debt instrument as at FVTPL.

Financial assets at FVTPL are measured at fair value at the end of each reporting period, with any gains or losses arising on remeasurement recognised in statement of profit and loss. The net gain or loss recognised in statement of profit and loss incorporates any dividend or interest earned on the financial asset and is included in the 'Other income' line item.

Investments in subsidiaries, associates and joint ventures

The Company has elected to account for its equity investments in subsidiaries, associates and joint ventures under Ind AS 27 on Separate Financials Statements, at cost except Investment in Preference shares which is measured at FVTPL. At the end of each reporting period the Company assesses whether there are indicators of diminution in the value of its investments and provides for impairment loss, where necessary.

Impairment of financial assets

The Company applies the expected credit loss model for recognising impairment loss on financial assets measured at amortised cost, trade receivables and other contractual rights to receive cash or other financial asset, and financial guarantees not designated as at FVTPL.

Expected credit losses are the weighted average of credit losses with the respective risks of default occurring as the weights. Credit loss is the difference between all contractual cash flows that are due to the Company in accordance with the contract and all the cash flows that the Company expects to receive (i.e. all cash shortfalls), discounted at the original effective interest rate.

In accordance with Ind AS 109, the Company assesses on a forward-looking basis the expected credit loss associated with its assets carried at amortised cost and FVTOCI debt instruments. ECLs are based on the difference between the contractual cash flows due in accordance with the contract and all the cash flows that the Company expects to receive, discounted at an approximation of the original effective interest rate. The expected cash flows will include cash flows from the sale of collateral held or other credit enhancements that are integral to the contractual terms.

For trade receivables, the Company applies a simplified approach in calculating ECLs. Therefore, the Company does not track changes in credit risk, but instead recognises a loss allowance based on lifetime ECLs at each reporting date.

ECLs are recognised in two stages. For credit exposures for which there has not been a significant increase in credit risk since initial recognition, ECLs are provided for credit losses that result from default events that are possible within the next 12-months (a 12-month ECL). For those credit exposures for which there has been a significant increase in credit risk since initial recognition, a loss allowance is required for credit losses expected over the remaining life of the exposure, irrespective of the timing of the default (a lifetime ECL).

The Company considers that there has been a significant increase in credit risk when contractual payments are more than 30 days past due.

The Company considers a financial asset in default when contractual payments are 90 days past due. However, in certain cases, the Company may also consider a financial asset to be in default when internal or external information indicates that the Company is unlikely to receive the outstanding contractual amounts in full before taking into account any credit enhancements held by the Company. A financial asset is written off when there is no reasonable expectation of recovering the contractual cash flows.

Derecognition of financial assets

The Company derecognises a financial asset when the contractual rights to the cash flows from the asset expire, or when it transfers the financial asset and substantially all the risks and rewards of ownership of the asset to another party. If the Company neither transfers nor retains substantially all the risks and rewards of ownership and continues to control the transferred asset, the Company recognises its retained interest in the asset and an associated liability for amounts it may have to pay. If the Company retains substantially all the risks and rewards of ownership of a transferred financial asset, the Company continues to recognise the financial asset and also recognises a collateralised borrowing for the proceeds received.

Foreign exchange gains and losses

The fair value of financial assets denominated in a foreign currency is determined in that foreign currency and translated at the spot rate at the end of each reporting period.

For foreign currency denominated financial assets measured at amortised cost and FVTPL, the exchange differences are recognised in statement of profit and loss.

For the purposes of recognising foreign exchange gains and losses, FVTOCI debt instruments are treated as financial assets measured at amortised cost. Thus, the exchange differences on the amortised cost are recognised in statement of profit and loss and other changes in the fair value of FVTOCI financial assets are recognised in other comprehensive income.

Cash and cash equivalents

Cash and cash equivalent in the balance sheet comprise cash at banks and on hand and short-term deposits with an original maturity of three months or less, that are readily convertible to a known amount of cash and subject to an insignificant risk of changes in value.

NOTES TO THE STANDALONE FINANCIAL STATEMENTS

for the year ended 31st March 2023

2.21 Financial liabilities and equity instruments

Classification as debt or equity

Debt and equity instruments issued by the Company are classified as either financial liabilities or as equity in accordance with the substance of the contractual arrangements and the definitions of a financial liability and an equity instrument.

Equity instruments

An equity instrument is any contract that evidences a residual interest in the assets of an entity after deducting all of its liabilities. Equity instruments issued by the Company are recognised at the proceeds received, net of direct issue costs.

Repurchase of the Company's own equity instruments is recognised and deducted directly in equity. No gain or loss is recognised in statement of profit and loss on the purchase, sale, issue or cancellation of the Company's own equity instruments.

Compound instruments

The component parts of compound instruments (convertible debentures) issued by the Company are classified separately as financial liabilities and equity in accordance with the substance of the contractual arrangements and the definitions of a financial liability and an equity instrument. A conversion option that will be settled by the exchange of a fixed amount of cash or another financial asset for a fixed number of the Company's own equity instruments is an equity instrument.

At the date of issue, the fair value of the liability component is estimated using the prevailing market interest rate for similar non-convertible instruments. This amount is recorded as a liability on an amortised cost basis using the effective interest method until extinguished upon conversion or at the instrument's maturity date.

The conversion option classified as equity is determined by deducting the amount of the liability component from the fair value of the compound instrument as a whole. This is recognised and included in equity, net of income tax effects, and is not subsequently remeasured. In addition, the conversion option classified as equity will remain in equity until the conversion option is exercised, in which case, the balance recognised in equity will be transferred to other component of equity. When the conversion option remains unexercised at the maturity date of the convertible instrument, the balance recognised in equity will be transferred to retained earnings. No gain or loss is recognised in statement of profit and loss upon conversion or expiration of the conversion option.

Transaction costs that relate to the issue of the convertible instruments are allocated to the liability and equity components in proportion to the allocation of the gross proceeds. Transaction costs relating to the equity component are recognised directly in equity. Transaction costs relating to the liability component are included in the carrying amount of the liability component and are amortised over the lives of the convertible instrument using the effective interest method.

Financial liabilities

All financial liabilities are subsequently measured at amortised cost using the effective interest method. However, financial guarantee contracts issued by the Company are measured in accordance with the specific accounting policies set out below.

Financial liabilities subsequently measured at amortised cost

Financial liabilities that are not held-for-trading and are not designated as at FVTPL are measured at amortised cost at the end of subsequent accounting periods. The carrying amounts of financial liabilities that are subsequently measured at amortised cost are determined based on the effective interest method. Interest expense are included in the 'Finance costs' line item.

The effective interest method is a method of calculating the amortised cost of a financial liability and of allocating interest expense over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash payments (including all fees and points paid or received that form an integral part of the effective interest rate, transaction costs and other premiums or discounts) through the expected life of the financial liability, or (where appropriate) a shorter period, to the net carrying amount on initial recognition.

Financial guarantee contracts

A financial guarantee contract is a contract that requires the issuer to make specified payments to reimburse the holder for a loss it incurs because a specified debtor fails to make payments when due in accordance with the terms of a debt instrument.

Financial guarantee contracts issued by the Company are initially measured at their fair values and are subsequently measured at the higher of:

- the amount of loss allowance determined in accordance with impairment requirements of Ind AS 109; and
- the amount initially recognised less, when appropriate, the cumulative amount of income recognised in accordance with the principles of Ind AS 115.

When guarantee in relation to loans or other payables of subsidiaries are provided for no compensation, the fair values are accounted for as contributions and recognised as cost of investment.

Foreign exchange gains and losses

For financial liabilities that are denominated in a foreign currency and are measured at amortised cost at the end of each reporting period, the foreign exchange gains and losses are determined based on the amortised cost of the instruments and are recognised in 'Other income'/'Other expenses'.

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Derecognition of financial liabilities

The Company derecognises financial liabilities when, and only when, the Company's obligations are discharged, cancelled or have expired. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the derecognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognised in the statement of profit and loss.

Offsetting of financial instruments

Financial assets and financial liabilities are offset and the net amount is reported in the consolidated balance sheet if there is a currently enforceable legal right to offset the recognised amounts and there is an intention to settle on a net basis, to realise the assets and settle the liabilities simultaneously.

2.22 Derivative financial instruments

Derivatives are initially recognised at fair value at the date the derivative contracts are entered into and are subsequently re-measured to their fair value at the end of each reporting period. The resulting gain or loss is recognised in statement of profit and loss immediately. The Company does not designate the derivative instrument as a hedging instrument.

2.23 Treasury Shares

The Company has created an Employee Benefit Trust (EBT) for providing share-based payment to its employees. The Company uses EBT as a vehicle for distributing shares to employees under the employee remuneration schemes. The EBT buys shares of the Company from the market, for giving shares to employees. The Company treats EBT as its extension and shares held by EBT are treated as treasury shares.

Own equity instruments that are reacquired (treasury shares) are recognised at cost and deducted from equity. No gain or loss is recognised in profit or loss on the purchase, sale, issue or cancellation of the Company's own equity instruments. Any difference between the carrying amount and the consideration, if reissued, is recognised in capital reserve. Share options exercised during the reporting period are satisfied with treasury shares.

2.24 Contingent liabilities

A contingent liability is:-

a) a possible obligation that arises from past events and whose existence will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the entity; or

b) a present obligation that arises from past events but is not recognised because:-

   i) it is not probable that an outflow of resources embodying economic benefits will be required to settle the obligation; or

   ii) the amount of the obligation cannot be measured with sufficient reliability.

Contingent liability is disclosed in the case of:

- a present obligation arising from past events, when it is not probable that an outflow of resources will be required to settle the obligation;
- a present obligation arising from past events, when no reliable estimate is possible;
- a possible obligation arising from past events, unless the probability of outflow of resources is remote.

A contingent asset is disclosed where an inflow of economic benefits is probable.

Provisions, contingent liabilities and contingent assets are reviewed at each balance sheet date.

2.25 Operating segment

Identification of segment - Operating segments are reported in the manner consistent with the internal reporting provided to the Chief Operating Decision Maker (CODM) of the Company.

Segment accounting policies - The Board of Directors of the Company have been identified as the Chief Operating Decision Maker (CODM) as defined under Ind AS 108. CODM reviews overall financial information of the Company together for performance evaluation and allocation of resources and does not review any discrete information to evaluate performance of any individual product or geography.

The Company prepares its segment information in conformity with accounting policies adopted for preparing and presenting the financial statements of the Company as a whole.

2.26 Non- Current Asset held for sale

The Company classifies non current - assets as held for sale if their carrying amounts will be recovered principally through a sale rather than through continuing use.

Assets classified as held for sale are measured at the lower of their carrying amount and fair value less costs to sell. Costs to sell are the incremental costs directly attributable to the disposal of an asset, excluding finance costs and income tax expense.

The criteria for held for sale classification is regarded as met only when the sale is highly probable, and the asset is available for immediate sale in its present condition. Actions required to complete the sale/ distribution should indicate that it is unlikely that significant changes to the sale will be made or that the decision to sell will be withdrawn. Management must be committed to the sale and the sale expected within one year from the date of classification.

For these purposes, sale transactions include exchanges of non-current assets for other non-current assets when the exchange has commercial substance. The criteria for held for sale classification is regarded met only when the assets are available for immediate sale in its present condition, subject only to terms that are usual and customary for sales of such assets, its sale is highly probable; and it will genuinely be sold, not abandoned. The Company treats sale of the asset to be highly probable when:

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- The appropriate level of management is committed to a plan to sell the asset,
- An active programme to locate a buyer and complete the plan has been initiated (if applicable),
- The asset is being actively marketed for sale at a price that is reasonable in relation to its current fair value
- The sale is expected to qualify for recognition as a completed sale within one year from the date of classification, and
- Actions required to complete the plan indicate that it is unlikely that significant changes to the plan will be made or that the plan will be withdrawn.

Property, plant and equipment and intangible are not depreciated, or amortised assets once classified as held for sale.

Assets and liabilities classified as held for sale are presented separately from other items in the balance sheet.

2.27 Onerous contracts

If the Company has a contract that is onerous, the present obligation under the contract is recognised and measured as a provision. However, before a separate provision for an onerous contract is established, the Company recognises any impairment loss that has occurred on assets dedicated to that contract.

An onerous contract is a contract under which the unavoidable costs (i.e., the costs that the Company cannot avoid because it has the contract) of meeting the obligations under the contract exceed the economic benefits expected to be received under it. The unavoidable costs under a contract reflect the least net cost of exiting from the contract, which is the lower of the cost of fulfilling it and any compensation or penalties arising from failure to fulfil it. The cost of fulfilling a contract comprises the costs that relate directly to the contract (i.e., both incremental costs and an allocation of costs directly related to contract activities).

3. Key sources of estimation uncertainty and critical accounting judgements

Significant Estimates

Going Concern

The Company has prepared future cash flow forecasts taking into cognizance the plan for monetization of some of the assets including investments and Property, Plant and Equipments, to repay the debts and manage the working capital requirements, sales to other customers and cost optimisation (Refer Note 48 of standalone financial statements), which involves judgement and estimates of key variables and market conditions. Based on such an analysis, the Company continues to prepare its financial statements on a going concern basis.

In the course of applying the accounting policies, the Company is required to make judgements, estimates and assumptions about the carrying amount of assets and liabilities that are not readily apparent from other sources. The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized in the period in which the estimate is revised if the revision affects only that period, or in the period of the revision and future period, if the revision affects current and future periods.

Key sources of estimation uncertainty

a) Useful lives of property, plant and equipment

Management reviews the useful lives of property, plant and equipment at least once a year. Such lives are dependent upon an assessment of both the technical lives of the assets and also their likely economic lives based on various internal and external factors including relative efficiency and operating costs. Accordingly, depreciable lives are reviewed annually using the best information available to the Management. Refer Note 4 for further disclosure.

b) Impairment of property plant and equipment and intangible assets

Determining whether the property, plant and equipment are impaired requires an estimate in the value in use of cash generating units and estimate of recoverable amount (Higher of FV and Value in Use). It requires to estimate the future cash flows expected to arise from the cash generating units and a suitable discount rate in order to calculate present value. When the actual cash flows are less than expected, a material impairment loss may arise. Refer Note 4 for further disclosure.

c) Impairment of investments in subsidiaries, joint ventures and associate and impairment of goodwill

Determining whether the goodwill or investments in subsidiaries, joint ventures and associate are impaired requires an estimate in the value in use. In considering the value in use, the Management have anticipated the future cash flows, discount rates and other factors of the underlying businesses/companies. In estimating the fair value of an asset or a liability, the Company uses market-observable data to the extent it is available. In certain cases, the Company engages third party qualified valuers to perform the valuation. The management works closely with the qualified external valuers to establish the appropriate valuation techniques and inputs to the model. A degree of judgment is required in establishing fair values. Judgements include consideration of inputs such as liquidity risk, credit risk and volatility. Any subsequent changes to the cash flows could impact the carrying value of investments/goodwill. Refer Note 4 and 5 for further disclosure.

d) Provisions, liabilities and contingencies

Provisions and liabilities are recognized in the period when it becomes probable that there will be a future outflow of funds resulting from past events that can reasonably be estimated. The timing of recognition requires application of judgement to existing facts and circumstances which may be subject to change.

In the normal course of business, contingent liabilities may arise from litigation and other claims against the Company. Potential liabilities that are possible but not probable of an outflow of resources embodying economic benefits are treated as contingent liabilities. Such liabilities are disclosed in the notes but are not recognized. Refer Note 37 for further disclosure.

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e) Taxes

Deferred tax assets are recognized for unused tax losses to the extent that it is probable that taxable profit will be available against which the losses can be utilized. Significant management judgement is required to determine the amount of deferred tax assets that can be recognised, based upon the likely timing and the level of future taxable profits together with future tax planning strategies. Refer Note 8 for further disclosure.

f) Employee benefit plans

The cost of defined benefit gratuity plan and other post-employment benefits are determined using actuarial valuations. An actuarial valuation involves making various assumptions that may differ from actual developments in the future. These include the determination of the discount rate, future salary increases and mortality rates. Due to the complexities involved in the valuation and its long-term nature, a defined benefit obligation is highly sensitive to changes in these assumptions. All assumptions are reviewed at each reporting date.

The mortality rate is based on publicly available mortality tables for India. Those mortality tables tend to change only at interval in response to demographic changes. Future salary increases and gratuity increases are based on expected future inflation rates. Refer Note 26 and 33 for further disclosure.

g) Share based payments

The Company initially measures the cost of equity-settled transactions with employees using an appropriate valuation model to determine the fair value of the liability incurred. Estimating fair value for share-based payment transactions requires determination of the most appropriate valuation model, which is dependent on the terms and conditions of the grant. This estimate also requires determination of the most appropriate inputs to the valuation model including the expected life of the share option, volatility and dividend yield and making assumptions about them. The assumptions and models used for estimating fair value for share-based payment transactions are disclosed in Note no 35.

h) Lease

The application of Ind AS 116 requires company to make judgements and estimates that affect the measurement of right-of-use assets and liabilities. In determining the lease term, we must consider all facts and circumstances that create an economic incentive to exercise renewal options (or not exercise termination options). Assessing whether a contract includes a lease also requires judgement. Estimates are required to determine the appropriate discount rate used to measure lease liabilities.

The Company cannot readily determine the interest rate implicit in the lease, therefore, it uses its incremental borrowing rate (IBR) to measure lease liabilities. The IBR is the rate of interest that the Company would have to pay to borrow over a similar term, and with a similar security, the funds necessary to obtain an asset of a similar value to the right-of-use asset in a similar economic environment. The IBR therefore reflects what the Company 'would have to pay', which requires estimation when no observable rates are available or when they need to be adjusted to reflect the terms and conditions of the lease. The Company estimates the IBR using observable inputs (such as market interest rates) when available and is required to make certain entity-specific estimates.

i) Impairment of Financial Assets:

The impairment provision for financial assets is based on assumptions about risk of default and expected loss rates. The Company uses judgement in making these assumptions and selecting the inputs to the impairment calculation, based on the Company's history, existing market conditions as well as forward looking estimates at the end of each reporting period. Estimated impairment allowance on financial assets is based on the aging of the receivable balances and historical experience. Individual receivable balances are written off when management deems them not to be collectible. The information about the impairment provision on the Company's trade and other receivables is disclosed in Note 34.8.

3.1 Change in Accounting policies and disclosures

New and amended standards

The Ministry of Corporate Affairs has notified Companies (Indian Accounting Standard) Amendment Rules 2022 dated March 23, 2022, to amend the following Ind AS which are effective from April 01, 2022.

(i) Onerous Contracts – Costs of Fulfilling a Contract – Amendments to Ind AS 37

(ii) Reference to the Conceptual Framework – Amendments to Ind AS 103

(iii) Property, Plant and Equipment: Proceeds before Intended Use – Amendments to Ind AS 16

(iv) Ind AS 101 *First-time Adoption of Indian Accounting Standards* – Subsidiary as a first-time adopter

(v) Ind AS 109 *Financial Instruments* – Fees in the '10 per cent' test for derecognition of financial liabilities

(vi) Ind AS 41 *Agriculture* – Taxation in fair value measurements

These amendments had no impact on the accounting policies and disclosures made in the standalone financial statements of the Company.

4. Property, plant and equipment, goodwill, other intangible assets and Right-of-use assets

(₹ In lakhs)

Description of Assets	Gross Block (At cost / deemed cost)					Depreciation / Amortisation					Impairments					Net Block
	As at 1st April 2022	Additions	Deletions	Transfer to Asset Held for Sale	As at 31st March 2023	As at 1st April 2022	For the Period	Deletions	Transfer to Asset Held for Sale	As at 31st March 2023	As at 1st April 2022	For the Period (Refer note 43)	Deletions	Transfer to Asset Held for Sale	As at 31st March 2023	As at 31st March 2023
A. Property, plant and equipment																
Freehold land	443.13	-	-	-	443.13	-	-	-	-	-	-	-	-	-	-	**443.13**
Building	3,654.96	-	13.52	3,091.97	549.47	505.67	63.52	1.72	392.70	174.77	-	1,414.57	5.07	1,357.48	52.02	**322.68**
Office equipments	182.81	0.88	16.50	49.68	117.51	81.77	13.56	12.99	17.04	65.30	-	48.99	0.09	12.39	36.51	**15.70**
Computers	411.51	-	112.89	4.43	294.19	376.47	5.93	106.23	1.92	274.25	-	0.88	-	0.88	-	**19.94**
Furniture & fixtures	921.34	-	234.47	46.20	640.67	528.11	47.72	128.63	12.70	434.50	-	184.84	32.02	11.87	140.95	**65.22**
Vehicles	31.22	-	5.06	-	26.16	26.40	1.76	4.12	-	24.04	-	0.05	-	-	0.05	**2.07**
Plant & machinery	10,666.03	45.32	880.81	6,712.87	3,117.67	3,064.92	479.17	351.84	1,781.72	1,410.53	-	3,333.94	28.68	2,279.89	1,025.36	**681.78**
Leasehold improvements	962.96	-	81.07	431.32	450.57	344.71	55.57	44.00	164.77	191.51	-	351.11	0.26	93.29	257.56	**1.50**
Hydraulic works and pipelines	60.07	-	-	60.06	-	14.21	1.46	-	15.67	-	-	17.39	-	17.39	-	**-**
Roads	283.86	-	-	283.88	-	198.93	13.45	-	212.38	-	-	57.28	-	57.28	-	**-**
Subtotal (A)	**17,617.89**	**46.20**	**1,344.32**	**10,680.41**	**5,639.37**	**5,141.19**	**682.14**	**649.53**	**2,598.90**	**2,574.90**	**-**	**5,409.05**	**66.13**	**3,830.47**	**1,512.45**	**1,552.02**
B. Other intangible assets																
Brands, brand usage rights and trademarks (Refer note ii)	17,154.34	-	-	-	17,154.34	7,702.41	288.59	-	-	7,991.00	1,495.78	7,667.56	-	-	9,163.34	**-**
Software	2,955.43	-	22.66	-	2,932.77	2,299.49	491.70	19.42	-	2,771.77	-	-	-	-	-	**161.00**
Subtotal (B)	**20,109.77**	**-**	**22.66**	**-**	**20,087.11**	**10,001.90**	**780.29**	**19.42**	**-**	**10,762.77**	**1,495.78**	**7,667.56**	**-**	**-**	**9,163.34**	**161.00**
C. Goodwill (Refer note 43)	3,566.32	-	3,566.32	-	-	614.50	-	614.50	-	-	-	-	-	-	-	**-**
Subtotal (C)	**3,566.32**	**-**	**3,566.32**	**-**	**-**	**614.50**	**-**	**614.50**	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**
D. Right-of-use assets																
Building	4,188.77	-	2,302.76	-	1,886.01	1,348.82	286.49	-	-	1,635.31	-	-	-	-	-	**250.70**
Vehicles	8.62	-	8.62	-	-	7.51	1.11	8.62	-	-	-	-	-	-	-	**-**
Plant and Machinery	742.13	-	742.13	-	-	78.87	19.96	98.83	-	-	-	-	-	-	-	**-**
Subtotal (D)	**4,939.52**	**-**	**3,053.51**	**-**	**1,886.01**	**1,435.20**	**307.56**	**107.45**	**-**	**1,635.31**	**-**	**-**	**-**	**-**	**-**	**250.70**
Total (A+B+C+D)	**46,233.50**	**46.20**	**7,986.81**	**10,680.41**	**27,612.49**	**17,192.79**	**1,769.99**	**1,390.90**	**2,598.90**	**14,972.98**	**1,495.78**	**13,076.61**	**66.13**	**3,830.47**	**10,675.79**	**1,963.72**

NOTES TO THE STANDALONE FINANCIAL STATEMENTS
for the year ended 31st March 2023

4. Property, plant and equipment, goodwill, other intangible assets and Right-of-use assets

(₹ In lakhs)

Description of Assets	Gross Block (At cost / deemed cost)					Depreciation / Amortisation					Impairments					Net Block
	As at 1st April 2021	Additions	Deletions	Transfer to Asset Held for Sale	As at 31st March 2022	As at 1st April 2021	For the Period	Deletions	Transfer to Asset Held for Sale	As at 31st March 2022	As at 1st April 2021	For the Period (Refer note 43)	Deletions	Transfer to Asset Held for Sale	As at 31st March 2022	As at 31st March 2022
A. Property, plant and equipment																
Freehold land	443.13	-	-	-	443.13	-	-	-	-	-	-	-	-	-	-	443.13
Building	3,656.08	-	1.12	-	3,654.96	373.94	132.80	1.07	-	505.67	-	-	-	-	-	3,149.29
Office equipments	405.37	15.44	238.00	-	182.81	272.79	27.31	218.33	-	81.77	-	-	-	-	-	101.04
Computers	411.44	6.54	6.47	-	411.51	357.49	25.00	6.02	-	376.47	-	-	-	-	-	35.04
Furniture & fixtures	1,798.43	31.14	908.23	-	921.34	903.71	496.60	872.20	-	528.11	-	-	-	-	-	393.23
Vehicles	59.09	-	27.87	-	31.22	40.95	4.09	18.64	-	26.40	-	-	-	-	-	4.82
Plant & machinery	11,106.88	603.58	1,044.43	-	10,666.03	3,022.15	1,028.48	985.71	-	3,064.92	-	-	-	-	-	7,601.11
Leasehold improvements	893.21	148.54	78.79	-	962.96	316.48	104.26	76.03	-	344.71	-	-	-	-	-	618.25
Hydraulic works and pipelines	60.07	-	-	-	60.07	10.41	3.80	-	-	14.21	-	-	-	-	-	45.86
Roads	283.86	-	-	-	283.86	145.00	53.93	-	-	198.93	-	-	-	-	-	84.93
Subtotal (A)	**19,117.56**	**805.24**	**2,304.91**	**-**	**17,617.89**	**5,442.92**	**1,876.27**	**2,178.00**	**-**	**5,141.19**	**-**	**-**	**-**	**-**	**-**	**12,476.70**
B. Other intangible assets																
Brands, brand usage rights and trademarks	16,613.46	540.88	-	-	17,154.34	7,072.40	630.01	-	-	7,702.41	715.74	780.04	-	-	1,495.78	7,956.15
Software	2,975.60	3.94	24.11	-	2,955.43	1,814.95	508.65	24.11	-	2,299.49	-	-	-	-		655.94
Subtotal (B)	**19,589.06**	**544.82**	**24.11**	**-**	**20,109.77**	**8,887.35**	**1,138.66**	**24.11**	**-**	**10,001.90**	**715.74**	**780.04**	**-**	**-**	**1,495.78**	**8,612.09**
C. Goodwill (Refer note 43)	3,566.32	-	-	-	3,566.32	614.50	-	-	-	614.50	-	-	-	-	-	2,951.82
Subtotal (C)	**3,566.32**	**-**	**-**	**-**	**3,566.32**	**614.50**	**-**	**-**	**-**	**614.50**	**-**	**-**	**-**	**-**	**-**	**2,951.82**
D. Right-of-use assets																
Building	3,411.11	2,756.61	1,978.95	-	4,188.77	1,132.27	728.22	511.67	-	1,348.82	-	-	-	-	-	2,839.95
Vehicles (Refer note iii)	8.62	-	-	-	8.62	5.30	2.21	-	-	7.51	-	-	-	-	-	1.11
Plant and Machinery	744.63	-	2.50	-	742.13	53.06	25.81	-	-	78.87	-	-	-	-	-	663.26
Subtotal (D)	**4,164.36**	**2,756.61**	**1,981.45**	**-**	**4,939.52**	**1,190.63**	**756.24**	**511.67**	**-**	**1,435.20**	**-**	**-**	**-**	**-**	**-**	**3,504.32**
Total (A+B+C+D)	**46,437.30**	**4,106.67**	**4,310.47**	**-**	**46,233.50**	**16,135.40**	**3,771.17**	**2,713.78**	**-**	**17,192.79**	**715.74**	**780.04**	**-**	**-**	**1,495.78**	**27,544.93**

Notes:

(i) For Property, plant and equipment and other intangible assets pledged as security (Refer note 15 & 18)

(ii) Includes Kara brand of ₹ Nil (Previous Year : ₹ 300 lakhs) with indefinite useful life (Refer note 43).

(iii) Vehicle taken on lease is secured by hypothecation created under said lease

NOTES TO THE STANDALONE FINANCIAL STATEMENTS

for the year ended 31st March 2023

5. NON CURRENT INVESTMENTS

Unquoted

(₹ In lakhs)

Particulars		Number of Units		Amount	
		As at 31st March 2023	As at 31st March 2022	As at 31st March 2023	As at 31st March 2022
Investment in equity shares (net of impairment)					
i)	**Subsidiaries (At cost, fully paid up)**				
	Aadhaar Wholesale Trading and Distribution Limited *	77,400,000	77,400,000	-	5,317.83
	The Nilgiri Dairy Farm Private Limited *	241,435	241,435	-	-
	APPU Nutritions Private Limited	1,000	240	1,143.93	210.60
	Nilgiri's Mechanised Bakery Private Limited *	141,429	21,600	37.70	212.33
	Nilgiris Franchise Limited * (formerly known as Nilgiris Franchise Private Limited)	425,000	-	550.52	0.57
	Bloom Foods and Beverages Private Limited * (Formerly known as Bloom Fruit and Vegetables Private Limited)	1,000,000	1,000,000	-	625.49
	FCEL Overseas FZCO (A company incorporated in UAE, face value DHS 1000 each)	60	60	-	-
	FCL Tradevest Private Limited*	127,686,200	127,686,000	-	7,873.98
ii)	**Joint Ventures (At cost, fully paid up)**				
	Aussee Oats Milling (Private) Limited (Refer Note 50) (a company incorporated in Sri Lanka, face value LKR 10 each)	29,453,180	29,453,180	1,841.26	1,841.26
	Illasie Trading AG. (formerly Mibelle Future Consumer Products AG, a company incorporated in Switzerland, face value CHF 1000 each)	400	400	-	-
	Hain Future Natural Products Private Limited *	24,350,000	24,350,000	-	599.24
	Fonterra Future Dairy Private Limited *	29,650,000	29,650,000	-	-
iii)	**Others (At cost, fully paid up)**				
	Saraswat Co-operative Bank Limited	50	50	0.01	0.01
Investment in preference shares (net of impairment)					
i)	**Subsidiaries (At FVTPL, fully paid up)**				
	1% non cumulative redeemable preference shares of The Nilgiri Dairy Farm Private Limited	4,684,270	4,684,270	2,836.58	2,466.59
	0.01% reedeemable non cumulative preference shares of Nilgiri's Mechanised Bakery Private Limited	1,000,000	-	92.26	-
ii)	**Joint venture (At FVTPL, fully paid up)**				
	Cumulative redeemable preference shares of Aussee Oats Milling (Private) Limited (a company incorporated in Sri Lanka, face value LKR 10 each) (refer note 50)	11,380,155	11,380,155	466.00	466.00
	Total	**307,413,179**	**305,867,390**	**6,968.26**	**19,613.90**

The above investments are net of impairment, if any.

* Refer Note 43.1 for Impairment of Investments in Exceptional Items.

The list of subsidiaries and joint ventures along with proportion of ownership interest held are disclosed in note 44.

NOTES TO THE STANDALONE FINANCIAL STATEMENTS
for the year ended 31st March 2023

6. LOANS

(₹ In lakhs)

Particulars	As at 31st March 2023	As at 31st March 2022
Non-current (Unsecured)		
Loans to related parties (Refer Note 36)		
(a) Considered good	19,319.05	31,645.05
(b) Significant increase in Credit Risk	9,674.20	-
(c) Credit impaired	2,264.84	1,582.88
Less: Impairment allowance (Refer Note 43.1)		
(a) Significant increase in Credit Risk	(6,441.72)	-
(b) Credit impaired	(2,264.84)	(1,582.88)
Total	**22,551.53**	**31,645.05**
Current (Unsecured)		
Loans to related parties (Refer Note 36)		
Considered good	122.84	5,503.57
Total	**122.84**	**5,503.57**

7. OTHER FINANCIAL ASSETS

(₹ In lakhs)

Particulars	As at 31st March 2023	As at 31st March 2022
Non-current (Unsecured)		
Considered good		
Security deposits	5.55	244.25
Other receivables*	-	855.41
Interest accrued on deposits*	2,781.22	8,945.60
Bank deposits with more than 12 months maturity	35.87	27.36
Share application money paid towards security	-	0.02
	2,822.64	**10,072.64**
Significant increase in Credit Risk		
Security and Other Deposits	5.64	-
Interest accrued on deposits*	5,110.94	-
Other receivables*	904.50	49.07
	6,021.08	**49.07**
Credit Impaired		
Interest accrued on deposits*	3,338.28	-
	3,338.28	**-**
Impairment allowance		
Significant increase in Credit Risk		
Security and Other Deposits	(5.64)	-
Interest accrued on deposits*	(3,410.78)	-
Other receivables*	(904.50)	(49.07)
	(4,320.92)	(49.07)
Credit impaired		
Interest accrued on deposits*	(3,338.28)	-
Total	**4,522.80**	**10,072.64**

NOTES TO THE STANDALONE FINANCIAL STATEMENTS
for the year ended 31st March 2023

(₹ In lakhs)

Particulars	As at 31st March 2023	As at 31st March 2022
Current (Unsecured)		
Considered good		
Security deposits	-	60.40
Interest accrued on deposits*	21.88	2,095.67
Other receivables*	110.00	119.08
	131.88	2,275.15
Significant increase in credit risk		
Other receivables*	7,051.29	7,203.90
	7,051.29	7,203.90
Impairment allowance, Significant increase in credit risk		
Less: Other Receivables	(7,051.29)	(7,203.90)
Total	**131.88**	**2,275.15**

* For transactions with related parties, refer note 36.

8. DEFERRED TAX ASSETS (NET)

(₹ In lakhs)

Particulars	As at 31st March 2023	As at 31st March 2022
Deferred tax liabilities:		
Accelerated depreciation for tax purposes	-	2,222.28
Taxable temporary differences on financial liability measured at amortised cost	-	15.73
Total deferred tax liabilities (A)	**-**	**2,238.01**
Deferred tax assets:		
Accelerated depreciation for tax purposes	2,741.40	-
Provision for doubtful debts	15,883.91	11,578.76
Provisions for employee benefits	79.82	215.20
Taxable temporary differences on lease accounting	12.45	196.22
Total deferred tax assets (B)	**18,717.58**	**11,990.18**
Net Deferred Tax Liability / (Asset) (A-B)	**(18,717.58)**	**(9,752.17)**
Deferred Tax Asset not recognised	**18,717.58**	**9,752.17**
Net Defered Tax Asset	**-**	**-**

Note: The Company has re-assessed the recognisition of Deferred Tax assets (DTA), based on the management's business plan and accordingly determined that there is no reasonable certainty that these deferred tax assets will be utilised in near future. On the basis of such assessment, the Company has recognised deferred tax assets only to the extent of deferred tax liabilities.

8.1 Deductible temporary differences and unused tax losses for which no deferred tax assets have been recognised are attributable to the following:

(₹ In lakhs)

Particulars	As at 31st March 2023	As at 31st March 2022
Tax losses (revenue in nature) (Refer note a)	52,572.69	53,358.61
Tax losses (capital in nature) (Refer note b)	12,522.15	12,522.15
Other Temporary differences	63,473.13	47,636.82
Total	**128,567.97**	**113,517.58**

NOTES TO THE STANDALONE FINANCIAL STATEMENTS

for the year ended 31st March 2023

a) Unused tax losses of revenue nature includes losses of ₹ 24,324.79 lakhs (Previous year ₹ 26,721.63 lakhs) that are available for offsetting for eight years against future taxable profits of the Company in which the losses arose.

(₹ In lakhs)

Assessment Year	As at 31st March 2023	As at 31st March 2022
2015-16	2,150.78	4,601.10
2016-17	3,655.82	3,655.82
2017-18	240.29	240.29
2021-22	10,550.92	14,165.42
2022-23	3,294.82	4,059.00
2023-24	4,432.16	-
Total	**24,324.79**	**26,721.63**

Further unutilised tax losses of revenue nature include losses of ₹ 28,247.90 lakhs (Previous year ₹ 26,636.98 lakhs) which are available for set off against future taxable profits indefinitely.

b) Unused tax losses of capital include losses that are available for offsetting for eight years against future capital gain of the Company in which the losses arose.

(₹ In lakhs)

Assessment Year	As at 31st March 2023	As at 31st March 2022
2018-19	2,455.69	2,455.69
2019-20	9,469.38	9,469.38
2021-22	597.08	597.08
Total	**12,522.15**	**12,522.15**

8.2 The current tax expense for the year can be reconciled to the accounting profit as follows:

(₹ In lakhs)

Particulars	Year ended 31st March 2023	Year ended 31st March 2022
Profit before tax	(54,770.40)	(54,687.37)
Other Comprehensive Income before tax	81.89	8.33
Total	**(54,688.51)**	**(54,679.04)**
Income tax expense calculated at 25.17% (Previous year 25.17%)	(13,765.10)	(13,762.71)
Effect of expenses not allowed for income tax purposes (net)	12,121.78	12,081.02
Effect of additional allowance for tax purpose, limited to net taxable income for the year	1,643.32	1,681.69
Total	**-**	**-**
Tax expense relating to earlier years	(45.77)	-
Total	**(45.77)**	**-**

NOTES TO THE STANDALONE FINANCIAL STATEMENTS
for the year ended 31st March 2023

9. OTHER ASSETS

(₹ In lakhs)

Particulars	As at 31st March 2023	As at 31st March 2022
Non-current (Unsecured)		
Capital advance	-	30.40
Advance taxes (net)	500.51	1,160.01
Total	**500.51**	**1,190.41**
Current (Unsecured)		
Considered Good		
Advances to employees	21.55	4.67
Advances given to suppliers	19.59	322.53
Other advances	7.29	94.12
Balances with government authorities	495.91	711.27
Considered doubtful		
Advances given to suppliers	181.60	63.34
Balances with government authorities	463.50	138.66
Less: Impairment allowance on Advance given to suppliers	(181.60)	(63.34)
Less: Impairment allowance on Balances with government authorities	(463.50)	(138.66)
Total	**544.34**	**1,132.59**

10. INVENTORIES

(₹ In lakhs)

Particulars	As at 31st March 2023	As at 31st March 2022
Raw materials (at cost)	-	189.99
Finished goods (at lower of cost and net realisable value)	-	152.51
Stock - in - trade (at lower of cost and net realisable value)	118.08	4,102.04
Packing material (at cost)	-	227.69
Total (at lower of cost and net realisable value)	**118.08**	**4,672.23**

Notes:-

i) For Inventory hypothecated as security, refer note 18

ii) The amount of write down of inventories recognised as an expense during the year is ₹ 641.08 lakhs (Previous year: ₹ 701.68 lakhs).

11. TRADE RECEIVABLES

(₹ In lakhs)

Particulars	As at 31st March 2023	As at 31st March 2022
Receivables from related parties (refer note 36)	2,653.39	3,393.80
Others	170.20	12,179.64
Total	**2,823.59**	**15,573.44**

NOTES TO THE STANDALONE FINANCIAL STATEMENTS

for the year ended 31st March 2023

(₹ In lakhs)

Trade Receivables (Unsecured)

Particulars	As at 31st March 2023	As at 31st March 2022
Considered good	233.26	13,508.99
Significant increase in credit risk	3,432.80	2,382.39
Credit impaired	38,201.90	38,417.05
Total Gross trade receivables	**41,867.96**	**54,308.43**
Impairment allowance		
Considered good	(33.30)	(35.05)
Significant increase in credit risk	(809.17)	(282.89)
Credit impaired	(38,201.90)	(38,417.05)
Total Impairment allowance	**(39,044.37)**	**(38,734.99)**
Net trade receivables	**2,823.59**	**15,573.44**

As at 31st March, 2023 (₹ In lakhs)

Particulars	Outstanding for following periods from due date of payment [Note (iii)]						Total
	Current but not due	Less than 6 months	6 months to 1 year	1 to 2 years	2 to 3 years	More than 3 years	
Undisputed Trade Receivables considered good	85.89	147.37	-	-	-	-	233.26
Undisputed Trade Receivables - which have significant increase in credit risk	-	1,329.63	1,744.59	288.88	3.11	66.59	3,432.80
Undisputed Trade Receivables - credit impaired	-	-	40.71	28,044.99	9,918.91	197.29	38,201.90
Disputed Trade Receivables considered good	-	-	-	-	-	-	-
Disputed Trade Receivables - which have significant increase in credit risk	-	-	-	-	-	-	-
Disputed Trade Receivables - credit impaired	-	-	-	-	-	-	-
Total	**85.89**	**1,477.00**	**1,785.30**	**28,333.87**	**9,922.02**	**263.88**	**41,867.96**

As at 31st March, 2022 (₹ In lakhs)

Particulars	Outstanding for following periods from due date of payment [Note (iii)]						Total
	Current but not due	Less than 6 months	6 months to 1 year	1 to 2 years	2 to 3 years	More than 3 years	
Undisputed Trade Receivables considered good	2,564.74	10,944.25	-	-	-	-	13,508.99
Undisputed Trade Receivables - which have significant increase in credit risk	-	1,546.37	836.02	-	-	-	2,382.39
Undisputed Trade Receivables - credit impaired	31.19	16,362.54	11,647.82	10,081.49	227.86	66.15	38,417.05
Disputed Trade Receivables considered good	-	-	-	-	-	-	-
Disputed Trade Receivables - which have significant increase in credit risk	-	-	-	-	-	-	-
Disputed Trade Receivables - credit impaired	-	-	-	-	-	-	-
Total	**2,595.93**	**28,853.16**	**12,483.84**	**10,081.49**	**227.86**	**66.15**	**54,308.43**

NOTES TO THE STANDALONE FINANCIAL STATEMENTS
for the year ended 31st March 2023

Notes:

(i) For trade receivables hypothecated as security (Refer note 18)

(ii) No trade or other receivable are due from directors or other officers of the Company either severally or jointly with any other person. Nor any trade or other receivable are due from firms or private companies respectively in which any director is a partner, a director or a member.

(iii) Gross of Impairment Allowance

12. CASH AND CASH EQUIVALENTS

(₹ In lakhs)

Particulars	As at 31st March 2023	As at 31st March 2022
Cash and cash equivalents		
On current accounts	891.14	124.27
In fixed deposit accounts	-	1,863.90
Cash on hand	0.40	1.40
Total	**891.54**	**1,989.57**
Bank balances other than cash and cash equivalents		
As margin money	151.74	26.44
Total	**151.74**	**26.44**

Notes:

(i) Due to default in repayment of borrowings including interest thereof, Banks have restrained the use of bank balance available with the Company. Further, approval of bank authorities is required for any payment to be made from the bank accounts of the Company.

(ii) During the current year, the Company entered into non-cash investment activity of acquisition of ROU assets of ₹ Nil (previous year ₹ 2,756.61 lakhs) (Refer Note 32) and a sale of investment of ₹ Nil (previous year ₹ 0.02 lakhs) (Refer Note 36). These are not reflected in the statement of cash flows.

Changes in liability due to financial activities

(₹ In lakhs)

Particulars	As at 1st April 2022	Cash flows	Changes in fair value of financial instruments	Financial Liabilities Reclassifed*	As at 31st March 2023
Current borrowings (Refer Note 18)	24,651.06	(4,474.69)	357.84	20,325.04	40,859.25
Non- current borrowings, including current maturities (Refer Note 15)	26,575.79	(6,250.75)	-	(20,325.04)	-
Interest Accrued on current borrowings	1,330.96	(2,523.53)	4,642.21	1,034.00	4,483.64
Interest Accrued on non-current borrowings	1,034.00	-	-	(1,034.00)	-
Lease liabilities (Refer Note 32)	4,283.89	(174.30)	(3,809.41)	-	300.18
Total	**57,875.70**	**(13,423.27)**	**1190.64**	**-**	**45,643.07**

* Refer Note 48 for reclassification of borrowings

NOTES TO THE STANDALONE FINANCIAL STATEMENTS

for the year ended 31st March 2023

(₹ In lakhs)

Particulars	As at 1st April 2021	Cash flows	Changes in fair value of financial instruments	Financial Liabilities Reclassifed	As at 31st March 2022
Current borrowings (Refer Note 18)	30,393.09	(2,458.27)	-	(3,283.76)	24,651.06
Non- current borrowings,including current maturities(Refer Note 15)	25,762.88	(4,440.74)	1,969.89	3,283.76	26,575.79
Interest Accrued on current borrowings	1,969.54	(4,696.56)	4,057.98	-	1,330.96
Interest Accrued on non-current borrowings	927.04	-	106.96	-	1,034.00
Lease liabilities (Refer Note 32)	3,858.57	(535.27)	960.59	-	4,283.89
Total	**62,911.12**	**(12,130.84)**	**7095.42**	**-**	**57,875.70**

13. EQUITY SHARE CAPITAL

a) **Share capital**

Particulars	As at 31st March 2023		As at 31st March 2022	
	No of shares	₹ In lakhs	No of shares	₹ In lakhs
Authorised				
Equity shares of ₹6 each	5,650,000,000	339,000.00	5,650,000,000	339,000.00
Unclassified shares of ₹10 each	1,670,000,000	167,000.00	1,670,000,000	167,000.00
Total		**506,000.00**		**506,000.00**
Issued, subscribed and fully paid-up capital				
Equity shares of ₹6 each	1,997,034,643	119,822.08	1,997,034,643	119,822.08
Less : Shares held by ESOP trust treated as treasury shares	(10,497,293)	(629.84)	(13,452,793)	(807.17)
Total	**1,986,537,350**	**119,192.24**	**1,983,581,850**	**119,014.91**

b) **Reconciliation of the number of shares and amount outstanding at the beginning and at the end of the reporting period:**

Particulars	As at 31st March 2023		As at 31st March 2022	
	No of shares	₹ In lakhs	No of shares	₹ In lakhs
Equity shares at the beginning of the year	1,983,581,850	119,014.91	1,973,588,086	118,415.29
Add : Equity shares issued and allotted during the year	-	-	9,993,764	599.62
Add : Shares sold by ESOP trust treated as treasury shares	2,955,500	177.33	-	-
Equity shares at the end of the year	**1,986,537,350**	**119,192.24**	**1,983,581,850**	**119,014.91**

c) **Details of shareholders holding more than 5% shares in the Company.**

Particulars	As at 31st March 2023		As at 31st March 2022	
	No of Shares	% of Holding	No of Shares	% of Holding
Vistra ITCL India Limited	1,019,000	0.05	448,258,338	22.45
Future Capital Investment Private Limited	25,715,599	1.29	123,584,630	6.19
Verlinvest SA	156,929,569	7.86	156,929,569	7.86
Black River Food 2 Pte. Ltd	81,318,327	4.07	146,283,195	7.33
International Finance Corporation	107,819,921	5.40	107,819,921	5.40

NOTES TO THE STANDALONE FINANCIAL STATEMENTS

for the year ended 31st March 2023

d) **Shares held by promoters at the end of the year as on March 31, 2023**

Promoter Name	No of shares	% of total shares	% change during the year
Future Enterprises Limited	100	0.00001	-
Future Capital Investment Private Limited	25,715,599	1.29	4.90
Promoter Group			
Central Departmental Stores Pvt Ltd	100	0.00001	-
Ryka Commercial Ventures Private Limited	100	0.00001	-
Future Corporate Resources Private Limited	14,327,302	0.72	-
Future Ideas Company Limited	29,476,462	1.48	-
Avni Kishorkumar Biyani	99,619	0.01	-
Ashni Kishore Biyani	67,169	0.003	-
Total	**69,686,451**	**3.51**	

Shares held by promoters at the end of the year as on March 31, 2022

Promoter Name	No of shares	% of total shares	% change during the year
Future Enterprises Limited	100	0.00001	-
Future Capital Investment Private Limited	123,584,630	6.19	(6.07)
Promoter Group			
Central Departmental Stores Pvt Ltd	100	0.00001	0.00
Ryka Commercial Ventures Private Limited	100	0.00001	0.00
Srishti Mall Management Company Private Limited	-	-	(1.48)
Future Corporate Resources Private Limited	14,327,302	0.72	0.00
Future Ideas Company Limited	29,476,462	1.48	1.48
Avni Kishorkumar Biyani	99,619	0.01	0.00
Ashni Kishore Biyani	67,169	0.003	0.00
Total	**167,555,482**	**8.40**	

e) Share options granted under the Company's employee share option plan

Share options granted under the Company's employee share option plan carry no rights to dividends and no voting rights. Further details of the employee share option plan are provided in note no. 35

f) Rights, Preferences and Restrictions attached to equity shares:

i) The Company has one class of equity shares having a par value of ₹6 per share. Each holder of equity share is entitled to one vote per share.

ii) Right to receive dividend as may be approved by the Board of Directors / Annual General Meeting.

iii) The equity shares are not repayable except in the case of a buy back, reduction of capital or winding up in terms of the provisions of the Companies Act, 2013.

iv) Every member of the Company holding equity shares has a right to attend the General Meeting of the Company and has a right to vote in proportion to his share of the paid-up capital of the Company.

g) During the financial year 2021-22:

i) The Company has approved allotment of 99,93,764 equity shares of ₹ 6 each to the shareholders of Athena Life Sciences Private Limited ("Athena") pursuant to the Scheme of Arrangement between Athena and the Company, which was filed with the Registrar of Companies on October 6, 2021 after sanction in terms of Section 230 to 232 and other applicable provisions of the Companies Act, 2013 by Hon'ble National Company Law Tribunal, Mumbai.(Refer Note 41).

h) As at 31st March, 2023, Nil equity shares (FY 2022: 2,57,500 equity shares) were reserved for issuance towards outstanding employee stock options granted (Refer note 35) for ESOP Primary Scheme.

i) In the event of liquidation of the Company, the holders of equity shares will be entitled to receive remaining assets of the Company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.

NOTES TO THE STANDALONE FINANCIAL STATEMENTS
for the year ended 31st March 2023

14. OTHER EQUITY

(₹ In lakhs)

Particulars	As at 31st March 2023	As at 31st March 2022
Capital reserve	2,064.94	2,064.94
Securities premium account	38,316.72	38,316.72
General reserve	0.59	0.59
Share options outstanding account	3.28	713.41
Capital redemption reserve	5.20	5.20
Foreign Currency Translation reserve	(4.37)	(4.37)
Retained earnings	(172,999.36)	(118,831.25)
Other comprehensive income	186.02	104.13
Total	**(132,426.98)**	**(77,630.63)**

Description of reserves

Capital reserve

Capital reserve is created for excess of net book value of assets taken and liabilities assumed over the consideration transferred for various business combinations in earlier years. The same will be utilized as per the provisions of Companies Act 2013 (as amended from time to time) and any other law guiding the utilization of the same, for the time being in force.

Securities premium account

Where the Company issued shares at a premium, a sum equal to the aggregate amount of the premium received on those shares was transferred to a "securities premium account" as per the provisions of the Companies Act, 2013. The reserve can be utilised only for limited purposes such as issuance of bonus shares in accordance with the provisions of the Companies Act, 2013.

General reserve

General Reserve is created out of profits earned by the Company by way of transfer from surplus in the statement of profit and loss. The same will be utilized as per the provisions of Companies Act 2013 (as amended from time to time) and any other law guiding the utilization of the same, for the time being in force.

Share options outstanding account

This reserve relates to share options granted by the Company to its employees under its employee share option plan. Further information about share-based payments to employees is set out in note 35.

Capital redemption reserve

As per the provisions of the Companies Act, 2013 capital redemption reserve is created out of the general reserve for the amount of share capital reduction in earlier years. The reserve can be utilized for issuing fully paid up equity shares.

Foreign Currency Translation reserve

When preparing financial statements, differences arising on translation of the financial statements of foreign operations is transferred to the Foreign Currency Translation Reserve (FCTR), which forms part of Other Comprehensive Income. The same will be utilized as per the provisions of Companies Act 2013 (as amended from time to time) and any other law guiding the utilization of the same, for the time being in force.

Retained earnings

This represents the surplus/ (deficit) of the statement of profit or loss. The amount that can be distributed by the Company as dividends to its equity shareholders is determined based on the separate financial statements of the Company and also considering the requirements of the Companies Act, 2013.

Other Comprehensive Income

This relates to the remeasurement impact of defined benefit plans, exchange differences in translating the financial statements of foreign operations and income tax effect of the same.

NOTES TO THE STANDALONE FINANCIAL STATEMENTS
for the year ended 31st March 2023

15. NON CURRENT BORROWINGS

(₹ In lakhs)

Particulars	As at 31st March 2023		As at 31st March 2022	
	Non-Current	Current (Refer note 18)	Non-Current	Current (Refer note 18)
Secured - at amortised cost				
Term loans from banks:				
Term Loan Facility	-	1,512.50	3,619.94	227.50
Funded Interest Term Loans	-	1,287.61	-	2,506.85
Working Capital Term Loans from Bank	-	-	-	532.00
Debentures :				
11.07% Redeemable non convertible debentures of ₹ 10 lakh each	-	15,882.35	9,367.51	8,588.23
Unsecured - at amortised cost				
Term loans from banks:				
Funded Interest Term Loans	-	87.69	-	87.36
Working Capital Term Loans from Bank	-	1,649.74	-	1,646.40
Total	**-**	**20,419.89**	**12,987.45**	**13,588.34**

Details of security and repayment terms for secured and unsecured Non Current borrowings

(₹ In lakhs)

Sr. No.	Nature of security	Terms of Interest and Repayment #	As at 31st March 2023	As at 31st March 2022
1	**Secured Term Loan from bank:**			
	a) Secured by exclusive first charge on specific fixed assets of the Company and its subsidiaries to be maintained at a minimum of 1.25 times of outstanding borrowing. b) Personal guarantee of Mr. Kishore Biyani for principal and its interest thereon. c) Post dated cheques covering facility amount. d) Senior first ranking pari passu charge / hypothecation over the "Golden Harvest" brand owned by the Company. e) First Pari Passu charge over land and building owned Appu Nutritions Private Limited. (Veerasandra , Bangalore)	The facility has been restructured as part of the OTR Scheme. Interest is fixed @ 10.50% p.a.	1,512.50	3,847.44

NOTES TO THE STANDALONE FINANCIAL STATEMENTS

for the year ended 31st March 2023

(₹ In lakhs)

Sr. No.	Nature of security	Terms of Interest and Repayment #	As at 31st March 2023	As at 31st March 2022
2	**11.07 % NCD:** a) Secured by exclusive first charge on specific fixed assets of the Company and its subsidiaries to be maintained at a minimum of 1.25 times of outstanding borrowing. b) Personal guarantee of Mr. Kishore Biyani for principal and its interest thereon. c) Post dated cheques covering Interest as well as principal in favour of Debenture Trustee. d) Senior first ranking pari passu charge / hypothecation over the "Golden Harvest" brand owned by the Company. e) Second charge over land and buildings at Veerasandra in Bangalore owned by Appu Nutritions Private Limited.	The NCDs is redeemable in 17 equal quarterly installments which commenced from February 2021. Certain installments have been restructured in light of the Covid-19 pandemic (Refer Note 48.1). Interest on the facility will be charged @ 11.07% p.a. Interest will be paid in cash in arrear and on a quarterly basis, inclusive of a cash coupon as follows: year 1 @ 8.00% p.a., year 2 @10.00% p.a. & year 3 @ 11.07% p a. All accrued and unpaid Interest, on the facility will be capitalised quarterly and paid on the final maturity date, or the date on which the facility has been repaid in full.	15,882.35	17,955.74
3	**Secured Fixed Instalment Term Loan from Banks** a) First pari passu hypothecation charge on all existing and future current assets of the Company b) Second Charge on fixed assets of the Company c) Unconditional and irrevocable personal guarantee of Mr. Kishore Biyani	Repayable in four quarterly instalments, continuing from June 2022 interest at rates varying from 8.10% to 9.35% p.a	1,287.61	2,506.85
4	**Secured Working Capital Term Loans from Banks** a) First pari passu hypothecation charge on all existing and future current assets of the Company b) Second Charge on fixed assets of the Company c) Unconditional and irrevocable personal guarantee of Mr. Kishore Biyani	Repayable in two monthly instalments commencing from November 2022 interest rate 9.80% p.a	-	532.00
5	**Unsecured Working Capital Term Loans from Banks**	Repayable on various repayment dates (as per individual facilities). Interest at rates varying from 7.90% to 8.15% p.a	1,649.74	1,646.40
6	**Unsecured Funded Interest Term Loans from Banks**	Repayable in four quarterly instalments, continuing from June 2022, interest at rates interest rate 8.10% p.a.	87.69	87.36
			20,419.89	**26,575.79**
	Less: Current maturities of long term debt (Refer note 18)		**(20,419.89)**	**(13,588.34)**
Total			**-**	**12,987.45**

The Company has defaulted on payment of interest/repayment of principal amount on loans from banks and unlisted debts securities as on March 31, 2023, amounting to ₹ 45,342.89 lakhs including interest and penal interest of ₹ 4,483.64 lakhs. During the period ended 31 March 2023, the banks have classified the loans given to the Company as non-performing assets (NPA). Due to default in borrowings, non-current borrowings including interest accrued thereof aggregating to ₹ 8,938.60 lakhs have been reclassified to current borrowings and other financial liabilities.

In Previous year ended March 31, 2022, the Company had invoked One Time Restructuring (OTR) of loans from banks on November 09, 2020 as per RBI guidelines vide circular dated August 6, 2020 on 'Resolution Framework for COVID-19 related stress' and follow on circular dated September 7, 2020 on 'Resolution Framework for COVID-19-related Stress – Financial Parameters'. The aforesaid OTR has been approved by all the lenders on May 06, 2021. Accordingly, the approval of One Time Restructuring and signing of agreement with debenture trustees has had the following impact on the Company's working capital position:

NOTES TO THE STANDALONE FINANCIAL STATEMENTS
for the year ended 31st March 2023

- Limits of Short-Term Borrowings (Working Capital Demand Loan and Cash Credit) to continue as per existing limits;
- Interest moratorium on all facilities with lenders participating in the OTR till September 2021 and creation of funded interest term loan on the same along with any unpaid interest as on the date of implementation;
- Outstanding bills discounted as at November 09, 2020 have been converted into Working Capital Term Loan repayable from June 2022 onwards;
- Extension of tenure of term loans by up to 24 months and moratorium of principal repayment till Feburary 2023.

16. OTHER NON-CURRENT FINANCIAL LIABILITIES

(₹ In lakhs)

Particulars	As at 31st March 2023	As at 31st March 2022
Non-current		
Interest accrued but not due	-	1,034.00
Total	**-**	**1,034.00**

17. PROVISIONS

(₹ In lakhs)

Particulars	As at 31st March 2023	As at 31st March 2022
Non-current		
Provision for employee benefits:		
Provision for gratuity (Refer note 33.2)	77.43	286.72
Total	**77.43**	**286.72**
Current		
Provision for employee benefits:		
Provision for gratuity (Refer note 33.2)	35.02	52.29
Provision for compensated absences (Refer note 33.3)	46.71	155.29
Provision for Bonus	157.96	361.36
Total	**239.69**	**568.94**

18. CURRENT BORROWINGS

(₹ In lakhs)

Particulars	As at 31st March 2023	As at 31st March 2022
Secured - at amortised cost		
Loans repayable on demand from banks	6,590.78	9,258.74
Other loans from bank	13,848.58	15,400.00
Current Maturities of Long Term Debt (Refer Note 15)	18,682.46	11,854.58
	39,121.82	**36,513.32**
Less :- Unamortised cost	-	(7.68)
	39,121.82	**36,505.64**
Unsecured - at amortised cost		
Current Maturities of Long Term Debt (Refer Note 15)	1,737.43	1,733.76
Total	**40,859.25**	**38,239.40**

NOTES TO THE STANDALONE FINANCIAL STATEMENTS
for the year ended 31st March 2023

Details of security and repayment terms for secured current borrowings

Nature of Security	Terms of Interest and repayment #
Loans repayable on demand from banks (Cash Credit)	
Loan is secured by a) First pari passu hypothecation charge on all existing and future current assets of the Company b) Second Charge on fixed assets of the Company c) Unconditional and irrevocable personal guarantee of Mr. Kishore Biyani	The cash credit is repayable on demand and carries interest at rates varying from 7.80% to 10.50% p.a. Interest on these facilities has been restructured as part of the OTR Scheme.(Refer note 15)
Other Loans from Bank (Working capital loan)	
Loan is secured by a) First and/or pari passu charge on all existing and future current assets of the Company b) Second charge on fixed assets of the Company c) Unconditional and irrevocable personal guarantee of Mr. Kishore Biyani.	The other loans from Bank is repayable on due dates within a period of 1 year and carries interest at rates varying from 8.05 % to 10.50% p.a. These facilities have been restructured as part of the OTR Scheme.(Refer note 15)

The Company has defaulted on payment of interest/repayment of principal amount on loans from banks and unlisted debts securities as on March 31, 2023, amounting to ₹ 45,342.89 lakhs including interest and penal interest of ₹ 4,483.64 lakhs. During the period ended 31 March 2023, the banks have classified the loans given to the Company as non-performing assets (NPA). Due to default in borrowings, non-current borrowings including interest accrued thereof aggregating to ₹ 8,938.60 lakhs have been reclassified to current borrowings and other financial liabilities.

19. TRADE PAYABLES

(₹ In lakhs)

Particulars	As at 31st March 2023	As at 31st March 2022
Total outstanding dues of micro enterprises and small enterprises (Refer note 40)	397.37	409.52
Total outstanding dues of trade payables other than micro enterprises and small enterprises (for related party, refer note 36)	2,886.67	7,628.80
Total	**3,284.04**	**8,038.32**

Trade Payable Ageing Schedule As at 31 March 2023 (₹ In lakhs)

Particulars	Outstanding for following period from due date				
	Less than 1 year	1 to 2 years	2 to 3 years	More than 3 years	Total
MSME	274.86	73.62	23.92	24.97	397.37
Others	1,014.30	1,403.48	182.87	286.02	2,886.67
Disputed dues (MSME)	-	-	-	-	-
Disputed dues (Other)	-	-	-	-	-
Total	**1,289.16**	**1,477.10**	**206.79**	**310.99**	**3,284.04**

Trade Payable Ageing Schedule As at 31 March 2022 (₹ In lakhs)

Particulars	Outstanding for following period from due date				
	Less than 1 year	1 to 2 years	2 to 3 years	More than 3 years	Total
MSME	348.26	36.29	24.97	-	409.52
Others	6,143.45	1,199.33	282.19	3.83	7,628.80
Disputed dues (MSME)	-	-	-	-	-
Disputed dues (Other)	-	-	-	-	-
Total	**6,491.71**	**1,235.62**	**307.16**	**3.83**	**8,038.32**

NOTES TO THE STANDALONE FINANCIAL STATEMENTS

for the year ended 31st March 2023

20. OTHER CURRENT FINANCIAL LIABILITIES

(₹ In lakhs)

Particulars	As at 31st March 2023	As at 31st March 2022
Interest accrued but not due on borrowing	4,483.64	1,330.98
Security and other deposits	22.50	0.50
Payable on purchase of capital goods	71.48	77.29
Salary Payables	315.93	138.09
Total	**4,893.55**	**1,546.86**

21. OTHER CURRENT LIABILITIES

(₹ In lakhs)

Particulars	As at 31st March 2023	As at 31st March 2022
Statutory dues payable (includes TDS, PF, GST etc)	25.08	211.18
Other liabilities	940.00	-
Contract liabilities	8,686.92	17,916.87
Total	**9,652.00**	**18,128.05**

22. REVENUE FROM OPERATIONS

(₹ In lakhs)

Particulars	Year ended 31st March 2023	Year ended 31st March 2022
Revenue from Contracts with Customers :		
Sale of products	4,985.20	96,940.46
Sale of services	157.38	-
Other operating revenue	30.68	68.52
Total	**5,173.26**	**97,008.98**

22.1 Details of revenue from contracts with customers recognised by the Company, net of indirect taxes, in its Statement of Profit and loss. The table below presents disaggregated revenues from contracts with customers.

Type of Goods or Services (₹ In lakhs)

Particulars	Year ended 31st March 2023	Year ended 31st March 2022
Sale of consumer products	4,985.20	96,940.46
Job work Income	157.38	-
Scrap sales	30.68	46.91
Miscellaneous Income	-	21.61
Total revenue from contracts with customers	**5,173.26**	**97,008.98**

Revenue based on Geography (₹ In lakhs)

Particulars	Year ended 31st March 2023	Year ended 31st March 2022
India	5,173.26	97,008.98
Outside India	-	-
Total revenue from contracts with customers	**5,173.26**	**97,008.98**

NOTES TO THE STANDALONE FINANCIAL STATEMENTS

for the year ended 31st March 2023

Timing of revenue recognition (₹ In lakhs)

Particulars	Year ended 31st March 2023	Year ended 31st March 2022
Goods transferred at a point in time	5,015.88	96,987.37
Services transferred over time	157.38	21.61
Total revenue from contracts with customers	**5,173.26**	**97,008.98**

22.2 The Company derives its revenue from the business of Branding, Manufacturing, Processing, Selling and Distribution of "Consumer Products" which constitutes a single service line. This is consistent with the revenue information that is disclosed for each reportable segment under Ind AS 108. (Refer Note 30 on Operating segment information.)

22.3 **Contract balances**

The following table provides information about receivables, contract assets and contract liabilities from contracts with customers:

Particulars	As at 31st March 2023	As at 31st March 2022
Trade receivables (Net) (Refer note 11)	2,823.59	15,573.44
Contract liabilities (Refer note 21)	8,686.92	17,916.87

Trade receivables are non interest bearing and are generally on terms of 0 to 60 days. The Company receives payments from customers based upon contractual billing schedules. Trade receivables are recorded when the right to consideration becomes unconditional.

Contract assets includes amounts related to our contractual right to consideration for completed performance objectives not yet invoiced.

Contract liabilities include payments received in advance of performance under the contract, and are realised with the associated revenue recognised under the contract.

Set out below is the amount of revenue recognised from: (₹ In lakhs)

Particulars	As at 31st March 2023	As at 31st March 2022
Amounts included in contract liabilities at the beginning of the year	17,916.87	19,151.60
Revenue recognised in the reporting period that was included in the contract liability balance at the beginning of the period	70.95	19,151.60
Revenue recognised from performance obligations satisfied in previous years	9,159.00	-

22.4 **Reconciliation of revenue recognised in the statement of profit and loss with the contracted price**

(₹ In lakhs)

Particulars	Year ended 31st March 2023	Year ended 31st March 2022
Revenue as per contracted price	5,183.57	99,514.80
Less: Discounts, rebates, refunds, credits, price concessions	(10.31)	(2,505.82)
Revenue from contracts with customers	**5,173.26**	**97,008.98**

22.5 **Performance Obligation**

Remaining unsatisfied performance obligations represent the transaction price for goods and services for which the Company has a material right but either not yet transferred control of a product or performing services over the period of time to customers. Transaction price includes the price agreed with customer, variable consideration and changes in transaction price. The transaction price of order related to unfilled, confirmed customer orders is estimated at each reporting date and payment is generally due within 0 to 60 days from delivery.

The transaction price allocated to the remaining performance obligations (unsatisfied or partially unsatisfied) is as follows:

Particulars	As at 31st March 2023	As at 31st March 2022
Within one year	8,686.92	17,916.87
More than one year	-	-

Open sales order as on 31 March 2023 is ₹ Nil (31 March 2022 is ₹ 393.17 lakhs)

NOTES TO THE STANDALONE FINANCIAL STATEMENTS

for the year ended 31st March 2023

23. OTHER INCOME

(₹ In lakhs)

Particulars	Year ended 31st March 2023	Year ended 31st March 2022
Interest income		
Inter corporate deposits	2,921.34	4,590.20
Others	59.38	233.05
Gain on termination of Lease Asset	863.36	325.22
Net gain on financial assets measured at FVTPL	369.99	321.73
Net Profit on foreign currency transactions and translation	506.54	220.02
Provision no longer required written back	-	123.25
Operating lease rent	68.83	7.85
Net gain on financial guarantees contract	-	2.95
Miscellaneous income	84.94	118.92
Total	**4,874.38**	**5,943.19**

24. COST OF MATERIALS CONSUMED

(₹ In lakhs)

Particulars	Year ended 31st March 2023	Year ended 31st March 2022
Opening stock of raw materials and others (Refer note 10)	417.68	563.08
Add: Purchases	231.45	7,487.66
Closing stock of raw materials and others (Refer note 10)	-	(417.68)
Total	**649.13**	**7,633.06**

25. CHANGES IN INVENTORIES OF FINISHED GOODS AND STOCK IN TRADE

(₹ In lakhs)

Particulars	Year ended 31st March 2023	Year ended 31st March 2022
Opening stock:		
Finished goods (Refer note 10)	152.51	170.30
Stock in trade (Refer note 10)	4,102.04	3,694.46
Total (A)	4,254.55	3,864.76
Closing stock:		
Finished goods (Refer note 10)	-	152.51
Stock in trade (Refer note 10)	118.08	4,102.04
Total (B)	118.08	4,254.55
Provision:		
Provision for inventory (Refer Exceptional Item Note 43)	754.98	-
Total (C)	754.98	-
Decrease/ (Increase) during the year (A - B - C)	**3,381.49**	**(389.79)**

26. EMPLOYEE BENEFITS EXPENSE

(₹ In lakhs)

Particulars	Year ended 31st March 2023	Year ended 31st March 2022
Salaries wages & bonus	1,656.04	4,004.08
Contribution to provident and other funds (Refer note 33.1)	77.17	165.10
Expenses / (Reversal) on employee stock option (ESOP) scheme (Refer note 35.6)	13.12	28.94
Staff welfare expenses	32.82	70.33
Total	**1,779.15**	**4,268.45**

NOTES TO THE STANDALONE FINANCIAL STATEMENTS
for the year ended 31st March 2023

27. FINANCE COSTS

(₹ In lakhs)

Particulars	Year ended 31st March 2023	Year ended 31st March 2022
Interest expense on:		
Loans	4,736.77	5,551.20
Lease expenses (Refer note 32.4)	232.06	472.44
Others	23.54	35.37
Other borrowing costs	7.68	75.82
Total	**5,000.05**	**6,134.83**

28. DEPRECIATION AND AMORTISATION EXPENSE (REFER NOTE 4)

(₹ In lakhs)

Particulars	Year ended 31st March 2023	Year ended 31st March 2022
Depreciation of property, plant & equipment	682.14	1,876.27
Amortisation of intangible assets	780.29	1,138.66
Depreciation of right-of-use assets	307.56	756.24
Total	**1,769.99**	**3,771.17**

29. OTHER EXPENSES

(₹ In lakhs)

Particulars	Year ended 31st March 2023	Year ended 31st March 2022
Rent expenses (Refer note 32)	508.61	827.49
Warehousing and distribution expenses	527.63	4,555.67
Labour contract charges	178.15	1,274.25
Electricity expenses	170.74	308.74
Advertisement, publicity & selling expenses	3.77	265.57
Repairs and maintenance :		
On plant and machinery	45.40	86.37
On buildings	4.17	0.91
On others	13.80	42.91
Legal and professional charges	473.53	890.81
Consumables and Packing materials	2.37	22.69
Impairment allowance on trade and other receivables (refer note 11 and 7 respectively)	268.20	21,306.32
Bad debts written off (net)	328.81	356.47
Rates and taxes	393.45	698.50
Insurance	37.29	75.46
Auditor's remuneration (Refer note 1 below)	91.97	90.70
Directors sitting fees	32.75	33.00
Loss on sale/retirement of property, plant and equipment (Net)	352.40	71.50
Brand royalty	7.64	-
Miscellaneous expenses	432.91	2,089.30
Total	**3,873.59**	**32,996.66**

NOTES TO THE STANDALONE FINANCIAL STATEMENTS

for the year ended 31st March 2023

Note :

1. Auditor's remuneration included in "Other Expenses"

(₹ In lakhs)

Particulars	Year ended 31st March 2023	Year ended 31st March 2022
Audit fees	49.00	49.00
Tax audit	-	6.00
Other services	39.95	35.70
Out of pocket expenses	3.02	-
Total	**91.97**	**90.70**

30 SEGMENT INFORMATION

The Company is engaged in the business of Branding, Manufacturing, Processing, Selling and Distribution of "Consumer Products" which constitutes a single reporting segment. Hence there is no separate reportable segment under Indian Accounting Standard on Ind AS 108 'Operating Segment '.

The Chief Operating Decision Maker (CODM) monitors the operating results at the Company level for the purpose of making decisions about resource allocation and performance assessment.

30.1 Geographic Information

(₹ In lakhs)

Particulars	Year ended 31st March 2023	Year ended 31st March 2022
Revenue from operations from customers within India	5,173.26	97,008.98
Revenue from operations from customers outside India	-	-
	5,173.26	97,008.98

30.2 Asset Information

(₹ In lakhs)

Particulars	Year ended 31st March 2023	Year ended 31st March 2022
Asset within India	36,979.90	117,343.78
Asset outside India	9,091.50	9,154.13
	46,071.40	126,497.91

30.3 Major Customer

Top customer which individually contributes more than 10% of Company's total revenue.

(₹ In lakhs)

Particulars	Year ended 31st March 2023	Year ended 31st March 2022
The Nilgiri Dairy Farm Private Limited	1,268.70	2,785.03
Aadhaar Wholesale & Distribution Private Limited	1,239.18	2,188.59
Reliance Retail Limited	81.35	61,175.98
Future Retail Limited	-	24,247.08

NOTES TO THE STANDALONE FINANCIAL STATEMENTS
for the year ended 31st March 2023

31 EARNINGS PER SHARE (EPS)

The earnings and weighted average number of equity shares used in the calculation of basic and diluted earnings per share are as follows:

Particulars	Year ended 31st March 2023	Year ended 31st March 2022
Profit for the year attributable to equity holders of Company after exceptional items (₹ in lakhs)	(54,724.63)	(54,687.37)
Profit for the year attributable to equity holders of Company before exceptional item (₹ in lakhs)	(8,582.23)	(27,821.65)
Weighted average number of equity shares outstanding for Basic EPS	1,983,606,138	1,978,434,377
Add : Weighted average number of potential equity shares on account of employee stock options outstanding	-	-
Weighted average number of equity shares outstanding for diluted EPS	1,983,606,138	1,978,434,377
Earnings per share after exceptional item (₹)		
Basic	(2.76)	(2.76)
Diluted	(2.76)	(2.76)
Earnings per share before exceptional item (₹)		
Basic	(0.43)	(1.41)
Diluted	(0.43)	(1.41)

32 LEASING ARRANGEMENT

Company as a lessee

The Company has lease contracts for various items of plant and machinery, vehicles, warehouse, office premises and buildings used in its operations. As at year ended March 31, 2023 Company has Lease contracts for warehouses and buildings with lease terms between 3 and 9 years. The Company's obligations under its leases are secured by the lessor's title to the leased assets. Generally, the Company is restricted from assigning and subleasing the leased assets and some contracts require the Company to maintain certain financial ratios. There are several lease contracts that include extension and termination options and variable lease payments, which are further discussed below.

32.1 Set out below are the carrying amounts of right-of-use assets recognised and the movements during the period:

(₹ In lakhs)

Particulars	Plant & Machinery	Vehicles	Buildings	Total
As at 1st April 2022	663.26	1.11	2,839.95	3,504.32
Additions/Deletions	(643.30)	-	(2,302.76)	(2,946.06)
Depreciation Expenses	(19.96)	(1.11)	(286.49)	(307.56)
As at 31st March 2023	**-**	**-**	**250.70**	**250.70**

(₹ In lakhs)

Particulars	Plant & Machinery	Vehicles	Buildings	Total
As at 1st April 2021	691.57	3.32	2,278.84	2,973.73
Additions/Deletions	(2.50)	-	1,289.33	1,286.83
Depreciation Expenses	25.81	2.21	728.22	756.24
As at 31st March 2022	**663.26**	**1.11**	**2,839.95**	**3,504.32**

NOTES TO THE STANDALONE FINANCIAL STATEMENTS

for the year ended 31st March 2023

32.2 Set out below are the carrying amounts of lease liabilities (on the face of Balance sheet under Financial Liabilities) and the movements during the period:

(₹ In lakhs)

Particulars	Year ended 31st March 2023	Year ended 31st March 2022
Opening balance	4,283.89	3,858.57
Additions/Deletions	(3,809.41)	961.03
Accretion of Interest	232.06	472.44
Less: Payments	(406.36)	(1,008.15)
Closing Balance	**300.18**	**4,283.89**
Current Lease Liabilities	**91.60**	**557.20**
Non-Current Lease Liabilities	**208.58**	**3,726.69**

32.3 The maturity analysis of lease liabilities are disclosed as below:

(₹ In lakhs)

Maturity analysis of contractual undiscounted cash flow	Upto 3 months	3 months to 6 months	6 months to 12 months	12 months to 2 years	2 years to 5 years	more than 5 years
As of 31 March 2023	29.58	29.58	59.16	103.93	123.51	16.19
As of 31 March 2022	215.02	217.00	493.70	939.80	1,778.02	5,076.28

Weighted average lessee's incremental borrowing rate for lease liabilities is 11.07%.

32.4 The following are the amounts recognised in statement of profit and loss: IND AS 116

(₹ In lakhs)

Particulars	March 31, 2023	March 31, 2022
Depreciation expense of right-of-use assets	307.56	756.24
Interest expense on lease liabilities	232.06	472.44
Variable Lease payments (included in other expenses)	508.61	827.49
Loss/(Gain) on termination of lease	(863.36)	(325.22)
Total amount recognised in statement of profit and loss	**184.87**	**1,730.95**

The Company had total cash outflows for principle payment of leases is ₹ 174.30 lakhs in 31 March 2023 (Previous Year: ₹535.27 lakhs).

32.5 Additional information on termination option

Some leases of building contain termination options exercisable by the Company after the end of the non-cancellable contract period. Where practicable, the Company seeks to include termination options in new leases to provide economic viability. The termination options held are exercisable only by the Company and not by the lessors. The Company assesses at lease commencement whether it is reasonably certain to exercise the termination options. The Company reassesses whether it is reasonably certain to exercise the options if there is a significant event or significant change in circumstances within its control.

33 EMPLOYEE BENEFIT

33.1 Defined Contribution Plans

The Company's contribution to provident fund, employee state insurance are determined under the relevant schemes and / or statutes and charged to the statement of profit and loss.

The Company's contribution to Provident Fund for the year 2022-2023 aggregating to ₹ 72.32 lakhs (Previous Year: ₹152.66 lakhs), ₹ 3.73 lakhs (Previous Year: ₹7.44 lakhs) for ESIC and ₹1.04 lakhs for New Pension Scheme (Previous year: ₹4.72 lakhs) has been recognised in the statement of profit and loss under the head employee benefits expense. (Refer Note 26).

NOTES TO THE STANDALONE FINANCIAL STATEMENTS

for the year ended 31st March 2023

33.2 Defined Benefit Plans

Gratuity

The Company operates a gratuity plan covering qualifying employees. The benefit payable is the greater of the amount calculated as per the Payment of Gratuity Act, 1972 or the Company scheme applicable to the employee. The benefit vests upon completion of five years of continuous service and once vested it is payable to employees on retirement or on termination of employment. The gratuity benefits payable to the employees are based on the employee's service and last drawn basic salary at the time of leaving. The employees do not contribute towards this plan and the full cost of providing these benefits are met by the Company. In case of death while in service, the gratuity is payable irrespective of vesting. The Company's obligation towards Gratuity is a Defined Benefit plan which is not funded.

The plans typically expose the Company to actuarial risks such as: interest rate risk, longevity risk and salary risk.

Interest risk

A increase in the government bond interest rate will decrease the plan liability.

Longevity risk

The present value of the defined benefit plan liability is calculated by reference to the best estimate of the mortality of plan participants both during and after their employment. An increase in the life expectancy of the plan participants will increase the plan's liability.

Salary risk

The present value of the defined benefit plan liability is calculated by reference to the future salaries of plan participants. As such, an increase in the salary of the plan participants will increase the plan's liability.

The most recent actuarial valuation of the plan assets and the present value of the defined benefit obligation were carried out at March 31, 2023 by M/s Universal Actuaries and Benefit Consultants. The present value of the defined benefit obligation, and the related current service cost and past service cost, were measured using the projected unit credit method.

Principal assumptions

The principal assumptions used for the purposes of the actuarial valuations were as follows.

Particulars	Year ended 31st March 2023	Year ended 31st March 2022
1. Discount rate	7.31%	7.23%
2. Salary escalation	0% for Current year, 5% thereafter	8.00%
3. Mortality rate	Indian Assured Lives Mortality (2012-04) Ultimate	Indian Assured Lives Mortality (2012-04) Ultimate
4. Withdrawal rate	20%	5%
5. Retirement age	58 years	58 years

The amount included in the balance sheet arising from the Company's obligation in respect of its defined benefit plans is as follows:

Balances of defined benefit plan (₹ In lakhs)

Particulars	Year ended 31st March 2023	Year ended 31st March 2022
Present value of unfunded defined benefit obligation	112.45	300.01
Fair value of plan assets	-	-
Net liability arising from gratuity	112.45	300.01

Expenses recognised for defined benefit plan and movement of plan assets and liabilities

Following is the amount recognised in statement of profit and loss, other comprehensive income.

(Rs. In lakhs)

Particulars	Year ended 31st March 2023	Year ended 31st March 2022
A. Components of expense recognised in the statement of profit and loss (in employee benefit expenses)		
Current service cost	50.83	48.13
Net interest expenses	21.22	18.86
Total	**72.05**	**66.99**

NOTES TO THE STANDALONE FINANCIAL STATEMENTS

for the year ended 31st March 2023

(₹ In lakhs)

Particulars	Year ended 31st March 2023	Year ended 31st March 2022
B. Components of defined benefit costs recognised in other comprehensive income		
Remeasurement on the net defined benefit liability:		
Actuarial (gains) and losses arising from changes in demographic assumptions	(3.89)	8.79
Actuarial (gains) and losses arising from changes in financial assumptions	(13.83)	19.78
Actuarial (gains) and losses arising from experience adjustments	(64.17)	(36.90)
Total	**(81.89)**	**(8.33)**

Following is movement in the present value of the defined benefit obligation (₹ In lakhs)

Particulars	Year ended 31st March 2023	Year ended 31st March 2022
Opening defined benefit obligation	300.01	352.37
Current service cost	50.83	48.12
Interest cost	21.22	18.86
Remeasurement (gains)/losses:		
Actuarial (Gain) / Loss - Demographic Assumptions	(3.89)	8.79
Actuarial (Gain) / Loss arising from changes in financial assumptions	(13.83)	19.78
Actuarial (Gain) / Loss arising from experience adjustments	(64.17)	(36.90)
Benefits paid including transfer to employee full and final settlement liability	(177.72)	(111.01)
Closing defined benefit obligation	**112.46**	**300.01**

During the previous year ended March 31, 2022, No actuarial valuation is done for computing gratuity liability related to employees of Farm Fresh division as the same was shut down during the previous year and the liability for such employees have been provided for amounting to ₹ 39 lakhs.

Sensitivity analysis:

Significant actuarial assumptions for the determination of the defined obligation are discount rate and expected salary increase. The sensitivity analyses below have been determined based on reasonably possible changes of the respective assumptions occurring at the end of the reporting period, while holding all other assumptions constant.

The result of Sensitivity Analysis on Defined Benefit Obligation due to increase or decrease in discount and salary escalation rate:

(₹ In lakhs)

Assumptions	Year ended 31st March 2023	Year ended 31st March 2022
Impact on discount rate for 100 basis points increase in defined benefit obligation of gratuity	109.29	273.03
Impact on discount rate for 100 basis points decrease in defined benefit obligation of gratuity	115.82	331.56
Impact on salary escalation rate for 100 basis points increase in defined benefit obligation of gratuity	115.89	327.11
Impact on salary escalation rate for 100 basis points decrease in defined benefit obligation of gratuity	109.66	275.12

The rate of mortality and attrition do not have a significant impact on the liability, and hence are not considered for the purpose of sensitivity analysis. The sensitivity analysis presented above may not be representative of the actual change in the defined benefit obligation as it is unlikely that the change in assumptions would occur in isolation of one another as some of the assumptions may be correlated.

Furthermore, in presenting the above sensitivity analysis, the present value of the defined benefit obligation has been calculated using the projected unit credit method at the end of the reporting period, which is the same as that applied in calculating the defined benefit obligation liability recognised in the balance sheet. There was no change in methods and assumptions used in preparing the sensitivity analysis from prior years. The weighted average duration of the gratuity plan is 4.49 years (Previous Year: 12.92 years).

NOTES TO THE STANDALONE FINANCIAL STATEMENTS

for the year ended 31st March 2023

Expected Future Cash Flows (₹ In lakhs)

Year	Year ended 31st March 2023	Year ended 31st March 2022
Year 1	35.02	13.29
Year 2	27.89	35.91
Year 3	13.48	28.40
Year 4	11.85	14.58
Year 5	10.89	16.89
Year 6 to 10	31.85	114.95
Above 10 years	13.39	495.15

33.3 The Company has recognised an income/reversal of provision of ₹ 58.22 lakhs (Previous Year expense of ₹ 2.33 lakhs expense) for long term compensated absences in the statement of profit and loss. Actuarial Assumption for long-term compensated absences are :

Particulars	Year ended 31st March 2023	Year ended 31st March 2022
Discounted rate	7.31%	7.23%
Salary increase	0% for Current year, 5% thereafter	8.00%
Attrition rate	20%	5%
Retirement age	58 Years	58 Years
Mortality tables	Indian Assured Lives Mortality (2012-04) Ultimate	Indian Assured Lives Mortality (2012-04) Ultimate

34 FINANCIAL INSTRUMENTS AND RISK REVIEW

34.1 Capital Management

The Company being in a working capital intensive industry, its objective is to maintain a strong credit rating, healthy ratios and establish a capital structure that would maximise the return to stakeholders through optimum mix of debt and equity.

The Company's capital requirement is mainly to fund its capex, working capital, repayment of principal and interest on its borrowings and strategic acquisitions. The principal source of funding of the Company has been, and is expected to continue to be, cash generated from its operations supplemented by funding from bank borrowings and the capital markets. The Company is not subject to any externally imposed capital requirements.

The Company regularly considers other financing and refinancing opportunities to diversify its debt profile, reduce interest cost and closely monitors its judicious allocation amongst competing capex, to capture market opportunities at minimum risk.

The Company monitors its capital using gearing ratio, which is net debt divided to total equity. Net debt includes, interest bearing loans and borrowings less cash and cash equivalents, bank balances other than cash and cash equivalents and current investments. The Company manages its capital structure and makes adjustments in light of changes in economic condition and the requirements of the financial covenants.'

Gearing ratio

The gearing ratio at end of the reporting period was as follows: (₹ In lakhs)

Particulars	Year ended 31st March 2023	Year ended 31st March 2022
Debt (i)	41,159.43	55,510.74
Less:- Cash and cash equivalent (iii)	1,043.28	2,016.01
Net debt	40,116.15	53,494.73
Equity (ii)	(13,234.74)	41,384.28
Net debt to equity ratio	(3.03)	1.29

(i) Debt is defined as long and short-term borrowings, and Lease Liabilities.

(ii) Equity includes all capital and reserves of the Company that are managed as capital.

(iii) Cash and cash equivalent includes bank deposits with more than 12 months maturity shown under other financial assets.

34.2 Categories of financial instruments

(₹ In lakhs)

Particulars	Year ended 31st March 2023	Year ended 31st March 2022
Financial assets		
Measured at Amortised Cost		
Cash and cash equivalent	1,043.28	2,016.01
Trade receivables	2,823.59	15,573.44
Loans	22,674.37	37,148.62
Other financial assets	4,654.68	12,347.79
Investments	3,573.41	16,681.31
Measured at fair value through profit and loss (FVTPL)		
Investment in preference shares	3,394.84	2,932.59
	-	
Financial liabilities		
Measured at Amortised Cost		
Borrowing	40,859.25	51,226.85
Lease Liabilities	300.18	4,283.89
Trade payable	3,284.04	8,038.32
Other financial liabilities	4,893.55	2,580.86

At the end of the reporting period, there are no significant concentrations of credit risk for financial assets measured at FVTPL. The carrying amount reflected above represents the Company's maximum exposure to credit risk for such Financial assets.

Fair Value Measurement and related disclosures

Fair value of the Company's financial assets and financial liabilities that are measured at fair value on a recurring basis:

Some of the Company's financial assets are measured at fair value at the end of each reporting period. The following table gives information about how the fair values of these financial assets and financial liabilities are determined (in particular, the valuation technique(s) and inputs used).

(₹ In lakhs)

Financial assets	Carrying Value / Fair value		Fair value hierarchy
	Year ended 31st March 2023	Year ended 31st March 2022	
Financial assets at Fair Value Through Profit and Loss (FVTPL)			
1% non cumulative redeemable preference share of The Nilgiris Dairy Farm Limited (Refer note no.5)	2,836.58	2,466.59	Level 2
0.01% reedeemable non cumulative preference shares of Nilgiri's Mechanised Bakery Private Limited (Refer note no.5)	92.26	-	Level 2
Cumulative redeemable preference shares of Aussee Oats Milling (Private) Limited (a company incorporated in Sri Lanka, face value LKR 10 each) (Refer note no.5)	466.00	466.00	Level 2

The Company uses the following hierarchy for determining and/or disclosing the fair value of financial instrument by valuation technique:

(i) Level 1 — Quoted (unadjusted) market prices in active markets for identical assets or liabilities;

(ii) Level 2 — Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable;

(iii) Level 3 — Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable.

There were no transfers between Level 1 and 2 during the period.

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Financial assets and financial liabilities that are not measured at fair values (but fair values disclosures are required)

The Company considers that the carrying amounts of financial assets and financial liabilities recognised in the balance sheet approximates their fair values.

The management assessed that carrying values of financial assets and liabilities other than those disclosed above such as trade receivable, loans, finance lease obligations, cash and cash equivalents, other bank balances and trade payables are reasonable approximations of their fair values.

The fair value of the financial assets and liabilities is included at the amount at which the instrument could be exchanged in a current transaction between willing parties.

34.3 Financial risk management objectives

The Company has a Risk Management Committee established by its Board of Directors for overseeing the Risk Management Framework and developing and monitoring the Company's risk management policies. The risk management policies are established to ensure timely identification and evaluation of risks, setting acceptable risk thresholds, identifying and mapping controls against these risks, monitor the risks and their limits, improve risk awareness and transparency. Risk management policies and systems are reviewed regularly to reflect changes in the market conditions and the Company's activities to provide reliable information to the Management and the Board to evaluate the adequacy of the risk management framework in relation to the risk faced by the Company.

34.4 Market Risks

Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in the market prices. The Company is exposed in the ordinary course of its business to risks related to changes in foreign currency exchange rates, interest rates and other price risk.

The Company seeks to minimize the effects of these risks by using derivative financial instruments to hedge risk exposures. The use of financial derivatives is governed by the Company's policies approved by the Board of Directors, which provide principles on foreign exchange risk and interest rate risk. Compliance with policies and exposure limits is reviewed by the Management and the internal auditors on a continuous basis. The Company does not enter into or trade financial instruments, including derivatives for speculative purposes.

34.5 Foreign Currency Risk Management

The Company's functional currency is Indian Rupees (INR). The Company undertakes transactions denominated in foreign currencies; consequently, exposure to exchange rate fluctuations arise. Volatility in exchange rates affects the Company's revenue from export markets and the costs of imports. The Company is exposed to exchange rate risk under its trade and debt portfolio.

Adverse movements in the exchange rate between the Rupee and any relevant foreign currency result's in increase in the Company's overall debt position in Rupee terms without the Company having incurred additional debt and favourable movements in the exchange rates will conversely result in reduction in the Company's receivables in foreign currency. In order to hedge exchange rate risk, the Company has a Forex policy approved by the Board of Directors.

All hedging activities are carried out in accordance with the Company's internal risk management policies, as approved by the Board of Directors, and in accordance with the applicable regulations where the Company operates. When a derivative is entered into for the purpose of being a hedge, the Company negotiates the terms of those derivatives to match the terms of the hedged exposure. For hedges of forecast transactions the derivatives cover the period of exposure from the point the cash flows of the transactions are forecasted up to the point of settlement of the resulting receivable or payable that is denominated in the foreign currency.

The Year end foreign currency forward contracts and unhedged foreign currency exposures are given below :-

a) **No Derivatives (forward contracts) are outstanding as at the reporting date and in previous year.**

b) **Particulars of unhedged foreign currency exposure as at the reporting date (in respective currency):-**

(₹ In lakhs)

Particulars	Foreign Currency	As at 31st March 2023		As at 31st March 2022	
		Amount (Foreign Currency)	Amount (INR)	Amount (Foreign Currency)	Amount (INR)
Receivables :					
Loans given (including Interest accrued)	USD	82.49	6,781.90	79.00	5,989.05

Foreign exchange risk sensitivity:

10% is the sensitivity rate used when reporting foreign currency risk internally to key management personnel and represents management's assessment of the reasonably possible change in foreign exchange rates. The sensitivity analysis includes only outstanding foreign currency denominated monetary items and adjusts their translation at the period end for a 10% change in foreign currency rates. The sensitivity analysis includes external loans as well as loans to foreign operations within the Group where the denomination of the loan is in a currency other than the functional currency of the lender or the borrower. A positive number below indicates an increase in profit and negative number below indicates a decrease in profit.

Following is the analysis of change in profit and pre tax equity where the Indian Rupee strengthens and weakens by 10% against the relevant currency:

(₹ In lakhs)

Foreign currency	As at 31st March 2023		As at 31st March 2022	
	10% strengthen	10% weakening	10% strengthen	10% weakening
USD	(678.19)	678.19	(598.91)	598.91

In management's opinion, the sensitivity analysis is not representative of the inherent foreign exchange risk because the exposure at the end of the reporting period does not reflect the exposure during the year.

34.6 Interest rate risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Company is exposed to interest rate risk because funds are borrowed at both fixed and floating interest rates. Interest rate risk is measured by using the cash flow sensitivity for changes in variable interest rate. The borrowings of the Company are principally denominated in rupees with a mix of fixed and floating rates of interest. The Company has exposure to interest rate risk, arising principally on changes in base lending rate. The Company uses a mix of interest rate sensitive financial instruments to manage the liquidity and fund requirements for its day to day operations like short term and long term loans. The risk is managed by the Company by maintaining an appropriate mix between fixed and floating rate borrowings. Hedging activities, if any are evaluated regularly to align with interest rate views and defined risk appetite, ensuring the most cost-effective hedging strategies are applied.

The following table provides break-up of Company's fixed and floating rate borrowings:

(₹ in lakhs)

Particulars	As at 31st March 2023	As at 31st March 2022
Variable interest rate borrowings	16,536.06	6,747.67
Fixed interest rate borrowings	24,323.19	44,486.86
Total	**40,859.25**	**51,234.53**

Interest rate risk sensitivity:

The sensitivity analyses below have been determined based on the exposure to interest rates for both derivatives and non-derivative instruments at the end of the reporting period. For floating rate liabilities, the analysis is prepared assuming the amount of the liability outstanding at the end of the reporting period was outstanding for the whole year. A 50 basis point increase or decrease is used when reporting interest rate risk internally to key management personnel and represents management's assessment of the reasonably possible change in interest rates.

If interest rates had been 50 basis points higher/lower and all other variables were held constant, following is the impact on profit and pre-tax equity. A positive is increase in profit and negative is decrease in profit.

(₹ In lakhs)

Particulars	As at 31st March 2023		As at 31st March 2022	
	50 basis points increase	50 basis points decrease	50 basis points increase	50 basis points decrease
Impact on profit	(82.68)	82.68	(33.74)	33.74

34.7 Other price risks

The Company's exposure to other risks arises from investments in preference shares amounting to ₹ 3,394.84 Lakhs (Previous Year ₹2,932.59 Lakhs). The investments are held for strategic rather than trading purpose.

The sensitivity analysis has been determined based on the exposure to price risk at the end of the reporting period. If the prices of the above instruments had been 5% higher/lower, profit for the year ended 31st March 2023 would increase/decrease by ₹ 169.74 Lakhs (Previous year by ₹146.63 Lakhs).

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for the year ended 31st March 2023

34.8 Credit risk

Credit risk refers to the risk that a counterparty will default on its contractual obligations resulting in financial loss to the Company. Credit risk arises from deposits with banks and financial institutions, other deposits, other receivables, security deposits and from credit exposures to customers, including outstanding receivables.

The Company has limited credit risk arising from cash and cash equivalents as the deposits are maintained with banks and financial institutions with high credit rating. The Company has a policy in place whereby it evaluates the recoverability of these financial assets at each quarter ended date and wherever required, a provision is created against the same.

Since most of Company's transactions are done on credit, the Company is exposed to credit risk on trade and other receivable. Any delay, default or inability on the part of the other party to pay on time will expose the Company to credit risk and can impact profitability. Company's maximum credit exposure is in respect of trade receivables of ₹ 41,867.96 lakhs and ₹ 54,308.43 lakhs as at March 31, 2023 and March 31, 2022, respectively and other receivables of ₹ 8,065.79 lakhs and ₹ 8,227.48 lakhs as at March 31, 2023 and March 31, 2022, respectively. The Company adopted an effective receivable management system to control the Days' Sales Outstanding. Refer below note for the age wise analysis of trade receivables that are not due as well as past due and allowance for the doubtful receivables. Apart from Aadhaar Wholesale Trading and Distribution Limited and The Nilgiri Dairy Farm Private Limited, being the largest customers of the Company, the Company does not have significant credit risk exposure to any single counterparty. Concentration of credit risk related to these two customers did not exceed 8% (Previous Year: Future Retail Limited and Reliance Retail Limited - 91%) of gross trade receivable as at the end of reporting period. No other single customer accounted for more than 10% of total trade receivable (net of expected credit loss). The average credit period on sales of goods is 0 to 60 days. No interest is charged on trade receivables.

Further, the Hon'ble National Company Law Tribunal, Mumbai bench ("NCLT") has pronounced an order dated July 20, 2022 admitting application under Section 7 of the Insolvency and Bankruptcy Code, 2016 against one of the major customer of the Company, Future Retail Limited. The Company has significant amount of receivables from the said customer amounting to ₹ 37,819.43 lakhs and had recorded an expected credit loss on the entirety of the receivable from the said customer in earlier year(s).

For trade receivables and other receivables, as a practical expedient, the Company computes credit loss allowance based on a provision matrix. The provision matrix is prepared based on historically observed default and delay rates over the expected life of trade and other receivables and is adjusted for forward-looking estimates.

For intercorporate deposits, the Company has received request from related parties for extention of repayment of outstanding inter-corporate deposits. On the approval of the Board of Directors, extention has been granted to such related parties.

Age of Trade receivables (₹ In lakhs)

Particulars	As at 31st March 2023	As at 31st March 2022
less than 60 days	296.08	15,351.15
61 to 90 days	170.19	8,244.04
91 to 180 days	1,096.99	9,104.10
more than 180 days	40,304.70	21,609.14
Less: Expected credit loss allowance	(39,044.37)	(38,734.99)
Total	**2,823.59**	**15,573.44**

Credit risk from balances with banks is managed by Company's treasury in accordance with the Board approved policy.

34.9 Liquidity risk

Liquidity risk refers to the risk of financial distress or extraordinary high financing costs arising due to shortage of liquid funds in a situation where business conditions unexpectedly deteriorate and requiring financing. The Company requires funds both for short term operational needs as well as for long term capital expenditure for capex. The Company has established an appropriate liquidity risk management framework for the management of the Company's short, medium and long-term funding and liquidity management requirements. The Company manages liquidity risk by maintaining adequate reserves, banking facilities and reserve borrowing facilities, by continuously monitoring forecast and actual cash flows, and by matching the maturity profiles of financial assets and liabilities.

Currently, the Company has defaulted on payment of interest/repayment of principal amount on loans from banks and unlisted debts securities as on March 31, 2023 aggregating to ₹ 45,342.89 Lakhs. During the period ended 31 March 2023, the banks have classified the loans given to the Company as non-performing assets (NPA).

Further, The Company has discussed the Asset Monetisation Plan with the lenders of the Company in a Joint-lender's meeting (JLM) held on July 06, 2022. Considering the Asset Monetisation Plan, the lenders allowed the Company to repay its borrowings till January 31, 2023. However, the Company was unable to conclude re-negotiations or obtain replacement financing or monatise it's assets as agreed with the lenders during the said period. On February 9, 2023 and March 21, 2023, the Company held meetings with JLM and updated them about the status and likely timelines for assets monetisation and /or fresh investments, besides few proposals parallelly in pipeline on individual business verticals, and in either case the Company being able to settle the loans amicably with the lenders. JLM has agreed to continue holding on operation (HOO) till May 31, 2023. JLM has also indicated initiation of legal action for recovery of dues.

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The following tables detail the Company's remaining contractual maturity for its non-derivative financial liabilities with agreed repayment periods. The tables have been drawn up based on the undiscounted cash flows of financial liabilities based on the earliest date on which the Company can be required to pay. The tables include both interest and principal cash flows.

To the extent that interest flows are floating rate, the undiscounted amount is derived from interest rate curves at the end of the reporting period. The contractual maturity is based on the earliest date on which the Company may be required to pay.

(₹ In lakhs)

Particulars	Weighted average effective interest rate	Less than 1 year	1 to 5 years	5 years and above	Total	Carrying amount
As at 31st March 2023						
Variable interest rate borrowings						
Principal	9.00%	16,536.06	-	-	16,536.06	16,536.06
Interest		1,488.25	-	-	1,488.25	1,488.25
Fixed interest rate borrowings						
Principal	12.31%	24,323.19	-	-	24,323.19	24,323.19
Interest		2,995.39	-	-	2,995.39	2,995.39
Lease Liability		118.32	227.44	16.19	361.95	300.18
Financial Gurantee Obligation		99.13	-	-	99.13	-
Non interest bearing (Trade payable, deposits etc.)		3,355.52	-	-	3,355.52	3,355.52

Particulars	Weighted average effective interest rate	Less than 1 year	1 to 5 years	5 years and above	Total	Carrying amount
As at 31st March 2022						
Variable interest rate borrowings						
Principal	7.95%	6,747.67	-	-	6,747.67	6,747.67
Interest		536.25	-	-	536.25	-
Fixed interest rate borrowings						
Principal	10.21%	31,499.41	12,987.45	-	44,486.86	44,486.86
Interest		4,571.01	1,946.20	-	6,517.21	2,364.98
Lease Liability		925.72	2,717.82	5,076.28	8,719.82	4,283.89
Financial Gurantee Obligation		1,552.22	-	-	1,552.22	-
Non interest bearing (Trade payable, deposits etc.)		8,392.36	-	-	8,392.86	8,392.86

The amounts included above for financial guarantee contracts are the maximum amounts the Company could be forced to settle under the arrangement for the full guaranteed amount if that amount is claimed by the counterparty to the guarantee. Based on expectations at the end of the reporting period, the Company considers that it is more likely than not that such an amount will not be payable under the arrangement. However, this estimate is subject to change depending on the probability of the counterparty claiming under the guarantee which is a function of the likelihood that the financial receivables held by the counterparty which are guaranteed suffer credit losses.

NOTES TO THE STANDALONE FINANCIAL STATEMENTS

for the year ended 31st March 2023

34.9 (a) Details of Quarterly Statements to Banking Lenders

As per the requirements of the respective Working Capital facilities, the Company has made available to all applicable banking lenders the periodic statements (DP filings) required for computation of Drawing Power as applicable.A reconciliation of the Trade Receivables, Trade Payables and Inventory balances included in such DP filings to the accounting records underlying the quarterly results of the Company are as below :-

i Trade Receivables for the year ended March 31, 2023

(₹ In lakhs)

Quarter	Name of the Banks	Particulars of Securities Provided	Amount as per books of account	Amount as reported in the quarterly return/ statement	Amount of difference	Reason for material discrepancies
Q1 (Gross)	1) SBI Bank 2) Kotak Mahindra Bank 3) Rabo Bank 4) RBL Bank 5) HDFC Bank	a) First pari passu hypothecation charge on all existing and future current assets of the Company b) Second Charge on fixed assets of the Company c) Unconditional and irrevocable personal guarantee of Mr. Kishore Biyani	46,714.92	47,965.12	(1,250.20)	1) Due to reclasification of trade receivable into customer advances. 2) Other reclassifications based on nature of balances.
Q2 (Gross)	1) SBI Bank 2) Kotak Mahindra Bank 3) Rabo Bank 4) RBL Bank 5) HDFC Bank		42,848.93	42,991.58	(142.65)	
Q3 (Gross)	1) SBI Bank 2) Kotak Mahindra Bank 3) Rabo Bank 4) RBL Bank 5) HDFC Bank		42,016.18	42,016.18	-	
Q4 (Gross)	1) SBI Bank 2) Kotak Mahindra Bank 3) Rabo Bank 4) RBL Bank 5) HDFC Bank		41,986.91	41,986.91	-	

ii **Inventories for the year ended March 31, 2023**

(₹ In lakhs)

Quarter	Name of the Banks	Particulars of Securities Provided	Amount as per books of accounts	Amount as reported in the quarterly return/ statement	Amount of difference	Reason for material discrepancies
Q1	1) SBI Bank 2) Kotak Mahindra Bank 3) Rabo Bank 4) RBL Bank 5) HDFC Bank	a) First pari passu hypothecation charge on all existing and future current assets of the Company b) Second Charge on fixed assets of the Company c) Unconditional and irrevocable personal guarantee of Mr. Kishore Biyani	2,442.54	3,949.00	-1,506.46	1) Increased provision recorded on reassessment of realisation
Q2	1) SBI Bank 2) Kotak Mahindra Bank 3) Rabo Bank 4) RBL Bank 5) HDFC Bank		955.91	2,443.00	-1,487.09	
Q3	1) SBI Bank 2) Kotak Mahindra Bank 3) Rabo Bank 4) RBL Bank 5) HDFC Bank		308.26	1,807.00	-1,498.74	
Q4	1) SBI Bank 2) Kotak Mahindra Bank 3) Rabo Bank 4) RBL Bank 5) HDFC Bank		87.59	1,445.00	-1,357.41	

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for the year ended 31st March 2023

iii Trade Payables for the year ended March 31, 2023

(₹ In lakhs)

Quarter	Name of the Banks	Particulars of Securities Provided	Amount as per books of accounts	Amount as reported in the quarterly return/ statement	Amount of difference	Reason for material discrepancies
Q1	1) SBI Bank 2) Kotak Mahindra Bank 3) Rabo Bank 4) RBL Bank 5) HDFC Bank	a) First pari passu hypothecation charge on all existing and future current assets of the Company b) Second Charge on fixed assets of the Company c) Unconditional and irrevocable personal guarantee of Mr. Kishore Biyani	8,386.04	5,322.94	3,063.10	1) Statement filed with Banks as per Depository Participant (DP) Filings is excluding provision for expenses, salary payables on account of estimation involved.
Q2	1) SBI Bank 2) Kotak Mahindra Bank 3) Rabo Bank 4) RBL Bank 5) HDFC Bank		8,522.44	5,276.50	3,245.94	
Q3	1) SBI Bank 2) Kotak Mahindra Bank 3) Rabo Bank 4) RBL Bank 5) HDFC Bank		4,434.29	2,406.41	2,027.88	
Q4	1) SBI Bank 2) Kotak Mahindra Bank 3) Rabo Bank 4) RBL Bank 5) HDFC Bank		3,994.60	2,194.07	1,800.53	

35 SHARE BASED PAYMENTS

35.1 Details of the employee share based plan of the Company

a) The ESOP scheme titled "FVIL Employees Stock Option Plan 2011" (ESOP 2011) was approved by the shareholders at the Annual General Meeting held on 10th August 2010. 5,00,00,000 options are covered under the ESOP 2011 for 5,00,00,000 shares. Post listing of equity shares on the stock exchanges, the Shareholders have ratified the pre-IPO scheme.

In the previous years, the Nomination and Remuneration / Compensation Committee of the Company has granted 3,45,35,000 options under ESOP 2011 to certain directors and employees of the Company and some of its Subsidiaries. The options allotted under ESOP 2011 are convertible into equal number of equity shares. The exercise price of each option is ₹ 6/-.

The options granted vest over a period of 3 years from the date of the grant in proportions specified in the Scheme. Options may be exercised within 3 years from date of vesting.

b) The ESOP scheme titled "Future Consumer Enterprise Limited - Employee Stock Option Plan 2014" was approved by the Shareholders vide resolution passed at the Extra Ordinary General Meeting held on 12th January, 2015 and through postal ballot on 12th May 2015 in respect of grant of 3,19,50,000 options under primary route (ESOP 2014-Primary) and 7,98,00,000 options under secondary market route (ESOP 2014-Secondary). ESOP 2014 has been implemented through a trust route whereby Vistra ITCL India Limited (Formerly IL&FS Trust Company Limited) has been appointed as the Trustee who monitors and administers the operations of the Trust.

In the previous year, the Nomination and Remuneration / Compensation Committee has i) at its meeting held on 2nd February, 2022, granted 58,89,500 options under secondary market route (ESOP 2014-Secondary) to certain employees of the Company. The options allotted under ESOP 2014-Secondary are convertible into equal number of equity shares. The exercise price per Option for shares granted under the secondary market route shall not exceed market price of the Equity Share of the Company as on date of grant of Option or the cost of acquisition of such equity shares to the Trust applying FIFO basis, whichever is higher. The exercise price per Option for shares granted under the primary route shall not exceed market price of the Equity Share of the Company as on date of grant of Option, which may be decided by the Nomination and Remuneration / Compensation Committee.

NOTES TO THE STANDALONE FINANCIAL STATEMENTS

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The options granted vest over a period of 3 years from the date of the grant in proportions specified in the Scheme. Options may be exercised within 3 years from date of vesting.

The following share-based payment arrangements were in existence during the current and prior years:

Option scheme	Number of Options Granted	Grant date	Expiry date	Exercise price (₹)	Share Price at Grant date	Fair value at grant date (₹)
ESOP 2011	15,000,000	26.12.2015	Note-1 below	6.00	26.15	22.49
ESOP 2014-Secondary (Grant 1)	15,950,000	15.05.2015		Note-2 below	11.20	7.05
ESOP 2014-Secondary (Grant 2)	3,500,000	14.08.2017		Note-2 below	41.25	17.71
ESOP 2014-Secondary (Grant 3)	4,900,000	08.11.2017		Note-2 below	60.95	31.03
ESOP 2014-Primary (Grant1)	10,000,000	12.08.2016		21.4	21.50	11.42
ESOP 2014-Secondary (Grant 4)	1,000,000	12.11.2019		Note-2 below	25.20	5.91
ESOP 2014-Secondary (Grant 5)	1,800,000	31.01.2020		Note-2 below	23.95	6.97
ESOP 2014-Secondary (Grant 6)	1,130,000	25.03.2020		Note-2 below	8.85	1.19
ESOP 2014-Secondary (Grant 7)	727,793	22.03.2021		Note-2 below	6.40	0.91
ESOP 2014-Secondary (Grant 8)	5,889,500	02.02.2022		Note-2 below	7.50	0.93

Note-1 The options granted vest over a period of 3 years from the date of the grant in proportions specified in the Scheme. Options may be exercised within 3 years from date of vesting.

Note-2 Market price of the Equity Share of the Company as on date of grant of Option or the cost of acquisition of such shares to the Company applying FIFO basis, whichever is higher.

35.2 Options were priced using a Black Scholes option pricing model. Expected volatility is based on the historical share price volatility over the past 1 year.

Inputs into the model	ESOP 2011	ESOP 2014-Secondary Grant 1	ESOP 2014-Primary	ESOP 2014-Secondary Grant 2	ESOP 2014-Secondary Grant 3
Expected volatility (%)	56.55%	64.18%	48.88%	38.68%	44.85%
Option life (Years)	4-6	4-6	4-6	4-6	4-6
Dividend yield (%)	0%	0%	0%	0%	0%
Risk-free interest rate (Average)	7.82% - 8.09%	7.55% - 7.91%	7.12%-7.25%	6.43% - 6.64%	6.67% - 6.88%

	ESOP 2014-Secondary Grant 4	ESOP 2014-Secondary Grant 5	ESOP 2014-Secondary Grant 6	ESOP 2014-Secondary Grant 7	ESOP 2014-Secondary Grant 8
Expected volatility (%)	44.08%	47.01%	55.91%	56.50%	62.00%
Option life (Years)	4-6	4-6	4-6	4-6	4-6
Dividend yield (%)	0%	0%	0%	0%	0%
Risk-free interest rate (Average)	5.86% - 6.33%	5.94% - 6.38%	5.56% - 6.04%	4.82% - 5.67%	5.08% - 6.00%

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35.3 Movement in share options during the year

The following reconciles the share options outstanding at the beginning and end of the period:

Particulars	Year ended 31st March 2023		Year ended 31st March 2022	
	Number of options	Weighted average exercise price (₹)	Number of options	Weighted average exercise price (₹)
Balance at beginning of period				
ESOP 2011	-	-	-	-
ESOP 2014 secondary	10,497,293	Refer Note-2 above	7,563,293	Refer Note-2 above
ESOP 2014 primary	257,500	21.40	2,807,500	21.40
Granted during the period				
ESOP 2011	-	-	-	-
ESOP 2014 secondary	-	-	5,889,500	Refer Note-2 above
ESOP 2014 primary	-	-	-	-
Forfeited during the period				
ESOP 2011	-	-	-	-
ESOP 2014 secondary	9,797,293	Refer Note-2 above	2,955,500	Refer Note-2 above
ESOP 2014 primary	257,500	-	2,550,000	-
	-			
Exercised during the period				
ESOP 2011	-	-	-	6.00
ESOP 2014 primary	-	-	-	21.40
Expired during the period				
ESOP 2011	-	-	-	-
ESOP 2014 secondary	-	-	-	-
ESOP 2014 primary	-	-	-	-
Balance at end of period				
ESOP 2011	-	-	-	6.00
ESOP 2014 secondary	700,000	Refer Note-2 above	10,497,293	Refer Note-2 above
ESOP 2014 primary	-	-	257,500	21.40

35.4 Share options exercised during the year

No options were exercised during the financial year 2022-23 (Previous Year: Nil).

35.5 Share options outstanding at the end of the year

The share options outstanding at the end of the year had a weighted average remaining contractual life of 1,514 days (Previous year: 1,375 days).

Out of the ESOPs outstanding, the number of options exercisable are as under :- (₹ In lakhs)

Particulars	Year ended 31st March 2023	Year ended 31st March 2022
ESOP 2011	-	-
ESOP 2014 secondary	140,000	3,325,559
ESOP 2014 primary	-	257,500

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35.6 The expense recognised for employee services received during the year is shown in the following table:

(₹ In lakhs)

Particulars	Year ended 31st March 2023	Year ended 31st March 2022
Expenses arising from equity settled share based payment transactions	13.12	28.94

36 RELATED PARTY TRANSACTION

36.1 Name of Related Party and Nature of Relationship

a) Subsidiary Companies

Aadhaar Wholesale Trading and Distribution Limited

Affluence Food Processors Private Limited (upto 30th March 2022)

Appu Nutritions Private Limited

Avante Snack Foods Private Limited (upto 30th March 2022)

Bloom Foods and Beverages Private Limited

Delect Spices and Herbs Private Limited

FCEL Food Processors Limited (upto 30th March 2022)

FCEL Overseas FZCO

FCL Tradevest Private Limited

Future Consumer Products Limited (upto 30th March 2022)

Future Food and Products Limited

Future Food Processing Limited

Genoa Rice Mills Private Limited (upto 30th March 2022)

Integrated Food Park Limited

Nilgiri's Mechanised Bakery Private Limited

Nilgiris Franchise Limited

The Nilgiri Dairy Farm Private Limited

b) Associate

Amar Chitra Katha Private Limited

c) Joint Venture

Aussee Oats India Limited

Aussee Oats Milling (Private) Limited

Fonterra Future Dairy Private Limited

Hain Future Natural Products Private Limited

Illusie Trading Company (Formerly Known as Mibelle Future Consumer Products AG) (upto April 11, 2022)

Cosmolift Consumer Products Private Limited (Formerly Known as Mibelle India Consumer Product Private Limited) (upto April 11, 2022)

MNS Foods Limited

Sublime Foods Limited

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d) Key Management Personnel (KMP) and their relatives

Executive Directors

Mr. Narendra Baheti (upto April 29, 2021)

Ms. Ashni Biyani (upto May 12, 2022)

Mr. Amit Kumar Agarwal (from 15th February 2022)

Non Executive Directors

Mr. Kishore Biyani

Mr. Ghyanendra Nath Bajpai

Mr. Adhiraj Harish (Upto May 3, 2022)

Ms. Neelam Chhiber

Mr. Deepak Malik (Upto December 21, 2022)

Mr. Fredric De Mevius (Upto June 16, 2022)

Mr. K K Rathi (Upto September 29, 2022

Mr. Harminder Sahni (Upto May 13, 2022)

Ms. Ashni Biyani (From, May 13, 2022)

KMP's

Mr. Manoj Gagvani

Mr. Sailesh Kedawat (upto 14th February 2022)

Mr. Samson Charuvil Sameul (from 12th May 2022)

Mr. Jude Linhares (from 29th April 2021 to 15th April 2022)

Mr. Rajendra Bajaj (from 15th February 2022)

Relatives of KMP

Mr. Rajendra Baheti (upto 29th April 2021)

Mrs. Archana Baheti (upto 29th April 2021)

Mrs. Sunder Devi Baheti (upto 29th April 2021)

Mrs. Ambika Agarwal (From 15th February 2022)

Mrs. Nidhi Kedawat (Upto 14th February 2022)

Mrs. Shilpa Gagvani

Mrs. Sonu Bajaj (From 15th February 2022)

Mrs. Purnima Samson Charuvil

e) Entities controlled / having significant influence by KMP and their relatives

Future Corporate Resources Private Limited

Future Enterprises Limited

Future Lifestyle Fashion Limited

Future Retail Limited

Future Supply Chain Solutions Limited

Premium Harvest Limited (Upto 29Th April 2021)

Bidada Foods Private Limited

Galaxy Cloud Kitchens Limited

Kaizen Dairy Foodworks Private Ltd

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Leanbox Logistics Solutions Pvt Ltd

Petunt Food Processors Private Limited

TNSI Retail Private Limited

Travel News Services (India) Pvt Ltd

Mr. Avinit Bagri

Mrs. Leena Ashutosh Dighe (From 1st April, 2022)

Mr. Madhusudan Baheti (From 1st April, 2022)

Mrs. Neeta Singh (From 1st April, 2022)

Mr. Nikunj Biyani (From 1st April, 2022 to 30th October, 2022)

Mr. Pankaj Somani (From 29th June, 2022)

Mr. Rajesh Dwarka Prasad Baheti (From 1st April, 2022 to 15th April, 2022)

Mr. Ramanaidu Daggubati

Mr. Tara Prakash Singh (From 1st April, 2022)

36.2 Transactions with Related Party

(₹ In lakhs)

Nature of transactions	Subsidiary	Associate	Joint Venture	Key Management Personnel (KMP) and their relatives	Entities controlled / having significant influence by KMP and their relatives
Purchase of Investments	1,624.83	-	-	-	-
	(0.02)	(-)	(550.00)	(-)	(-)
Advance Given to Employee	-	-	-	20.00	-
	(-)	(-)	(-)	(-)	(-)
Debentures converted in to equity	-	-	-	-	-
	(-)	(4,977.00)	(300.50)	(-)	-
Sale of Investments	-	-	-	-	150.00
	(0.02)	(-)	(-)	(-)	(-)
Inter corporate deposits given	-	-	-	-	-
	(10.00)	(-)	(-)	(-)	(-)
Inter corporate deposits received back #	7,719.76	-	-	-	-
	(1,842.29)	(-)	(-)	(-)	(-)
Job Work Charges	6.25	-	-	-	-
	(180.59)	(-)	(-)	(-)	(-)
Sale of products	2,542.46	-	-	-	4.02
	(4,974.08)	(-)	(3.09)	(-)	(24,247.15)
Interest income	2,533.37	-	387.98	-	-
	(4,139.95)	(-)	(545.75)	(-)	(-)
Purchase of goods	-	-	70.93	-	5.76
	(926.01)	(-)	(1,247.86)	(-)	(206.60)
Managerial remuneration*	-	-	-	357.07	222.19
	(-)	(-)	(-)	(881.74)	(-)
Sale of Services	12.27	-	-	-	-
	(-)	(-)	(-)	(-)	(-)
Rent expenses	428.92	-	-	-	142.90
	(431.09)	(-)	(-)	(-)	(323.07)

NOTES TO THE STANDALONE FINANCIAL STATEMENTS

for the year ended 31st March 2023

(₹ In lakhs)

Nature of transactions	Subsidiary	Associate	Joint Venture	Key Management Personnel (KMP) and their relatives	Entities controlled / having significant influence by KMP and their relatives
Warehousing Distribution and Transportation charges	-	-	-	-	380.28
	(-)	(-)	(-)	(-)	(1,067.35)
Sitting fees	-	-	-	32.75	-
	(-)	(-)	(-)	(33.00)	(-)
Sale of fixed assets	96.64	-	-	-	-
	(2.73)	(-)	(-)	(-)	(-)
Security Deposit Received back	-	-	-	-	-
	(35.47)	(-)	(-)	(-)	(-)
Car Lease Rent	-	-	-	13.30	-
	(-)	(-)	(-)	(6.94)	(-)
Other expenses	-	-	-	-	-
	(160.73)	(-)	(-)	(-)	(1.94)
Impairment allowances recognised on Investments, Inter Corporate Deposits and Other Receivables	27,177.96	2,113.92	2,190.65	-	-
	(23,035.31)	(-)	(2,918.80)	(-)	(-)

Balance as at 31st March, 2023 (₹ In lakhs)

Nature of transactions	Subsidiary	Associate	Joint Venture	Key Management Personnel (KMP) and their relatives	Entities controlled / having significant influence by KMP and their relatives
Gross Trade and other receivable #	3,593.47	-	904.50	-	44,799.01
	(4,013.23)	-	(904.50)	-	(44,800.67)
Advance from Customer	-	-	-	-	3.28
	-	-	-	-	(19.00)
Advance given to Supplier	8.74	-	71.24	-	-
	-	-	(150.10)	-	-
Gross Interest receivable	8,793.14	20.98	2,416.82	-	-
	(9,111.79)	(20.98)	(1,892.57)	-	-
Gross Inter corporate deposits outstanding #	24,985.27	-	6,395.66	-	-
	(32,705.03)	-	(6,026.47)	-	-
Security deposit given outstanding	-	-	-	-	-
	(120.52)	-	-	-	-
Trade payables outstanding	-	-	75.66	4.28	107.50
	(249.12)	-	(25.95)	-	(1,125.40)
Managerial Remuneration Payable	-	-	-	-	-
	-	-	-	(12.76)	-
Corporate guarantees outstanding	-	-	99.13	-	-
	(722.96)	-	(829.25)	-	-
Advance Given to Employee	-	-	-	20.00	-
	-	-	-	-	-

Figures in bracket represent previous year's figures.

NOTES TO THE STANDALONE FINANCIAL STATEMENTS

for the year ended 31st March 2023

 # Inter Corporate Deposits movement (₹ In lakhs)

Particulars	Aadhaar Wholesale Trading and Distribution Limited	Bloom Foods and Beverages Private Limited	The Nilgiri Dairy Farm Private Limited	Integrated Food Park Limited	FCL Tradevest Private Limited	Total
Adjusted Against Loans including Interest Accrued	127.13	132.11	1,260.00	204.00	47.44	**1,770.68**
Adjusted Against Trade Receivables	1,158.00	-	-	-	410.00	**1,568.00**
Total	**1,285.13**	**132.11**	**1,260.00**	**204.00**	**457.44**	**3,338.68**

36.3 Disclosure in respect of Material Transactions with Related Parties

(₹ In lakhs)

Nature of transactions	2022-23	2021-22
Purchase of property, plant and equipments		
Future Retail Limited	-	1.00
Investment in Equity Shares		
Fonterra Future Dairy Private Limited	-	550.00
Advance given to supplier		
Sublime Foods Limited	-	63.34
MNS Foods Limited	-	86.75
Sale of Investments		
FCEL Food Processors Limited	-	0.01
Ramanaidu Daggubati	150.00	-
Future Consumer Products Limited	-	0.01
Security Deposit given received back		
Integrated Food Park Limited	-	35.47
Inter corporate deposits given		
FCL Tradevest Private Limited	-	10.00
Inter corporate deposits received back		
Aadhaar Wholesale Trading and Distribution Limited	-	84.17
Integrated Food Park Limited	1,802.07	-
Future Food and Products Limited	-	780.90
Geona Rice Mill Private Limited	-	185.00
Future Food Processing Limited	-	782.22
The Nilgiri Dairy Farm Private Limited	5,055.91	10.00
Car Lease Rent		
Nidhi Kedawat (Upto 14th February 2022)	-	2.95
Ambika Agrawal	2.52	-
Purnima Samson Charuvil	2.98	-
Sonu Rajendra Bajaj	2.52	-
Tara Prakash Singh	1.92	-
Shilpa Gagwani	3.36	3.36
Job Work Charges		
Integrated Food Park Limited	6.25	51.82
Geona Rice Mill Private Limited	-	128.77

NOTES TO THE STANDALONE FINANCIAL STATEMENTS
for the year ended 31st March 2023

(₹ In lakhs)

Nature of transactions	2022-23	2021-22
Sale of products		
Future Retail Limited	-	24,247.08
Aadhaar Wholesale Trading and Distribution Limited	1,239.18	2,188.59
The Nilgiri Dairy Farm Private Limited	1,268.70	2,785.03
Interest income		
Aadhaar Wholesale Trading and Distribution Limited	849.91	1,129.01
Integrated Food Park Limited	1,300.56	1,887.74
The Nilgiri Dairy Farm Private Limited	298.33	799.69
Debentures converted into equity		
Amar Chitra Katha Private Limited	-	4,977.00
Sale of fixed assets		
The Nilgiri Dairy Farm Private Limited	65.89	-
Aadhaar Wholesale Trading and Distribution Ltd	30.75	-
Integrated Food Park Limited	-	2.73
Purchase of goods		
Premium Harvest Limited	-	45.67
Bloom Foods and Beverages Private Limited	-	421.94
MNS Foods Limited	10.62	595.44
Sublime Foods Limited	56.54	479.27
The Nilgiri Dairy Farm Private Limited	-	468.01
Managerial remuneration		
Ms. Ashni Biyani *	53.58	210.68
Mr. Jude Linhares (From 29th April 2022)	22.63	372.69
Mr. Manoj Gagvani	97.29	123.32
Mr. Sailesh Kedawat (Upto 14th February 2022)	-	138.45
Mr. Narendra Baheti *	-	26.45
Mr. Samson Charuvil Samuel	86.55	-
Mr. Amit Kumar Agarwal	61.18	-
Rent expenses		
Future Supply Chain Solutions Limited	142.90	313.34
Integrated Food Park Limited	428.92	431.09
Warehousing Distribution and Transportation charges		
Future Supply Chain Solutions Limited	374.66	1,067.35
Purchase of Investments		
The Nilgiri Dairy Farm Private Limited	1,624.83	-
Advance Given to Employee		
Manoj Gagvani	20.00	-
Sale of Services		
Aadhaar Wholesale Trading and Distribution Ltd	12.27	-
Sitting fees		
Mr. Ghyanendra Nath Bajpai	8.75	6.25
Mr. Kishore Biyani	5.25	3.25
Mr. Adhiraj Harish	1.25	6.00
Mr. Harminder Sahni	3.75	5.50
Mr. K K Rathi	4.00	5.25

NOTES TO THE STANDALONE FINANCIAL STATEMENTS
for the year ended 31st March 2023

(₹ In lakhs)

Nature of transactions	2022-23	2021-22
Ms. Neelam Chhiber	6.00	3.75
Other expenses		
Integrated Food Park Limited	-	160.73
Premium Harvest Limited	-	1.58
Future Enterprises Limited	-	0.36

Balance as at 31st March	2022-23	2021-22
Trade and other receivable ***		
Aadhaar Wholesale Trading and Distribution Limited	1,168.52	1,260.09
Future Corporate Resources Private Limited	6,863.35	6,976.61
Future Retail Limited	37,819.43	37,824.06
The Nilgiri Dairy Farm Private Limited	2,267.43	2,421.15
Interest receivable***		
Aadhaar Wholesale Trading and Distribution Limited	3,074.00	2,324.61
The Nilgiri Dairy Farm Private Limited	370.40	1,837.14
Aussee Oats Milling (Private) Limited	2,046.44	1,622.78
Integrated Food Park Limited	5,110.93	4,545.82
Inter corporate deposits outstanding***		
Aadhaar Wholesale Trading and Distribution Limited	8,927.00	9,024.45
Aussee Oats Milling (Private) Limited	4,735.46	4,366.27
Integrated Food Park Limited	13,299.84	15,101.92
The Nilgiri Dairy Farm Private Limited	1,341.59	6,397.49
Advance from Customer		
LeanBox Logistics Solutions Private Limited	3.28	-
Future Lifestyle Fashions Limited	-	19.00
Security deposit given outstanding		
Integrated Food Park Limited	-	120.52
Advances given outstanding		
Sublime Foods Limited	9.51	63.34
FCEL FZCO	8.74	-
MNS Foods Limited	61.32	86.75
Trade payables		
Future Enterprises Limited	98.92	
Hain Future Natural Products Private Limited	62.12	
Future Supply Chain Solutions Limited	-	1,026.50
The Nilgiri Dairy Farm Private Limited	-	249.12
Corporate guarantees outstanding		
MNS Foods Limited	99.12	-
Fonterra Future Dairy Private Limited	-	83.33
The Nilgiri Dairy Farm Private Limited	-	722.96
Hain Future Natural Product Private Limited	-	596.36
Advance given to Employee		
Manoj Gagvani	20.00	-

*includes share based payments to managerial personnel.

** Reversal of investment due to cancelation of ESOPs on resignation by employees

*** Gross of Expected credit loss provision/Impairments.

NOTES TO THE STANDALONE FINANCIAL STATEMENTS

for the year ended 31st March 2023

36.4 Terms and conditions of transactions with related parties

The sales to and purchases from related parties are made on terms equivalent to those that prevail in arm's length transactions. Outstanding balances at the year-end are unsecured and interest free and settlement occurs in cash. There have been no guarantees provided or received for any related party receivables or payables. For the year ended 31 March 2023, the Company has recorded an impairment loss of ₹ 140.71 lakhs on receivables relating to amounts owed by related parties (31 March 2022: ₹ 21,471.26 lakhs). This assessment is undertaken each financial year through examining the financial position of the related party and the market in which the related party operates.

36.5 Loans & Corporate Guarantees to Related Parties

The Company has given loans and corporate guarantees to subsidiaries and relevant joint ventures in the ordinary course of business to meet the working capital requirements of subsidiaries and joint ventures. (Refer note 39 & 45)

36.6 Compensation of key management personnel

(₹ In lakhs)

Particulars	Year ended 31st March 2023	Year ended 31st March 2022
Short term employee benefits	357.07	881.74
Total compensation paid to key management personnel	**357.07**	**881.74**

The amounts disclosed in the table are the amounts recognised as an expense during the reporting period related to key management personnel.

This do not include the provision made for gratuity and expenses for Leave Encashment as they are determined on an actuarial basis for the Company as a whole.

Directors interest in ESOP

Grant Date	Expiry Date	Exercise Price (₹)	Nos o/s as on March 23	Nos o/s as on March 22
12.08.2016	12.08.2022	21.40	-	2,500,000

37 CONTINGENT LIABILITIES

(₹ In lakhs)

Particulars	As at 31st March 2023	As at 31st March 2022
Claims against the company not acknowledged as debt*	45.45	47.34
Disputed income tax demands	-	23.43
Disputed sales tax and excise matters	361.47	116.40
Corporate guarantees issued to banks and financial institutions are against credit facilities issued to third parties (Loans outstanding as at 31st March 2023 ₹ 99.13 lakhs; Previous Year ₹ 1,552.22 lakhs)	4,721.90	8,000.32
	5,128.82	**8,187.49**

* Does not include cases where liability is not ascertainable.

Future cash outflows in respect of matters considered disputed are determinable only on receipt of judgments/decisions pending at various forums/authorities. The management does not expect these claims to succeed and accordingly, no provision for the contingent liability has been recognized in the financial statements.

The Company's pending litigations comprise of claims against the Company primarily by the customers and proceedings pending with tax authorities. The Company has reviewed all its pending litigations and proceedings and has adequately provided for where provisions are required and disclosed contingent liabilities where applicable, in its financial statements. The Company does not expect the outcome of these proceedings to have a material adverse effect on the financial statements.

38 CAPITAL COMMITMENT

The estimated amount of contracts remaining to be executed on capital account as at 31st March 2023 is ₹ Nil (Previous Year ₹72.44 lakhs)

NOTES TO THE STANDALONE FINANCIAL STATEMENTS
for the year ended 31st March 2023

39 DISCLOSURE REQUIREMENT OF LOANS AND ADVANCES/ INVESTMENTS AS PER SCHEDULE V OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATION, 2015

(₹ In lakhs)

Name of the Company	Outstanding Loan Amount		Maximum Loan Amount Outstanding	
	As at 31st March 2023	As at 31st March 2022	During the year ended 31st March 2023	During the year ended 31st March 2022
Subsidiaries:				
Aadhaar Wholesale Trading and Distribution Limited	3,194.38	9,024.45	9,024.45	9,108.63
The Nilgiri Dairy Farm Private Limited	1,341.59	6,397.49	6,397.49	6,397.49
Integrated Food Park Limited	13,299.84	15,101.92	15,101.92	15,101.92
Nilgiris Franchisee Limited	-	34.00	34.00	44.00
Bloom Foods and Beverages Private Limited	-	500.00	500.00	500.00
FCEL Food Processors Limited #	-	-	-	11.50
Future Food Processing Limited	-	592.84	592.84	1,375.05
Future Food and Products Limited	-	-	-	780.90
FCL Tradevest Private Limited #	-	319.45	319.45	319.45
Genoa Rice Mill Private Limited #	-	-	-	385.00
Joint ventures:	-		-	
Aussee Oats Milling (Private) Limited *	4,735.46	4,366.27	4,792.32	4,432.67
Aussee Oats India Limited *	65.00	65.00	65.00	65.00
Sublime Food Limited*	-	-	-	848.00
MNS Food Limited*	38.10	747.20	747.20	747.20
Fonterra Future Dairy Private Limited	-	-	-	1,392.89
	22,674.37	**37,148.62**		

* These Companies are treated as subsidiaries as per the provision of Section 2(87) of the Companies Act, 2013.

As result of merger, Loan to FCEL Food Processors Limited and Genoa Rice Mill Private Limited are transferred to FCL Tradevest Private Limited. For further details on merger, refer note 41.

Refer note 43.1 for impairement of Inter Corporate Deposits.

40 THE INFORMATION AS REQUIRED TO BE DISCLOSED UNDER THE MICRO, SMALL AND MEDIUM ENTERPRISES DEVELOPMENT ACT, 2006 HAS BEEN DETERMINED TO THE EXTENT SUCH PARTIES HAVE BEEN IDENTIFIED BASED ON INFORMATION AVAILABLE WITH THE COMPANY.

(₹ In lakhs)

Particulars	As at 31st March 2023	As at 31st March 2022
Principal amount due to suppliers registered under the MSMED Act and remaining unpaid as at period end*	437.39	416.52
Interest due to suppliers registered under the MSMED Act and remaining unpaid as at period end	42.46	15.44
Interest paid, other than under section 16 of MSMED Act, to suppliers registered under the MSMED act, beyond the appointed day during the period	-	-
Interest paid under section 16 of MSMED Act to suppliers registered under the MSMED act, beyond the appointed day during the period	-	-
The amount of interest accrued and remaining unpaid at the end of the accounting year	99.71	57.25
Further interest remaining due and payable for earlier periods	57.25	41.81

* Out of this ₹ 422.45 lakhs (Previous year: 198.88 lakhs) is overdue. Also, amount includes ₹ 40.02 lakhs (Previous year: ₹ 7.00 lakhs) is of Capital and Medium payables.

The information has been given in respect of such vendor to the extent they could be identified as Micro and Small Enterprise as on the basis of information available with the Company.

41 BUSINESS COMBINATION

a) (Pertaining only to Previous Year ended March 31, 2022):

FCL Tradevest Private Limited (FTPL), wholly owned subsidiary of the Company, has completed the merger of 5 companies viz. Affluence Food Processors Private Limited, Avante Snack Foods Private Limited, FCEL Food Processors Limited (FCEL FP), Future Consumer Products Limited (FCPL) and Genoa Rice Mills Private Limited with effect from March 30, 2022. The scheme of merger ("scheme") approved by Hon'ble National Company Law Tribunal was filed with Registrar of Companies on the same date.

Of the transferors, FCPL and FCEL FP were each wholly owned subsidiaries of the Company, and the others were wholly owned subsidiaries of FTPL. As per the terms of the Scheme, FCL Tradevest has recorded the accounting treatment of this merger with effect from the beginning of the comparative period, i.e., April 1st, 2020.

As per the terms of the scheme, FCL Tradevest to allot 100 equity shares of ₹ 10 each against the shares held by the Company in FCPL and FCEL FP respectively. The same has been disclosed under Other Non-Current Financial Asset in the books of the Company in previous year ended March 31, 2022. Further, the same has been subsequently allotted by FCL Tradevest Private Limited in May 2022.

b) **Athena Life Sciences Private Limited**

(Pertaining only to Previous Year ended March 31, 2022):

The Scheme of Arrangement between Athena Life Sciences Private Limited ('Athena') and the Company and their respective Shareholders and Creditors ("Scheme") was sanctioned in terms of Section 230 to 232 and other applicable provisions of the Companies Act, 2013 by Hon'ble National Company Law Tribunal, Mumbai Bench. The scheme was filed with Registrar of Companies on 6th October 2021 which is considered to be the effective date on which the control is transferred to the Company.

On 6th October 2021, the Company has completed the transfer of identified undertaking of Athena via an all-equity consideration under which 13 shares of the Company were allotted for 83 shares of Athena. Pursuant to the Scheme, the Company has, on 6th October 2021,

approved allotment of 99,93,764 equity shares of ₹ 6/- each to the equity shareholders of Athena as provided under the Scheme. With this transfer, the Company acquired the marketing selling and distribution business of Athena in relation to the portfolio products/brands namely, D'Free, Hair for Sure, Iraya and Safe & Sure. On March 31, 2022, in light of the poor performance of these brands, the Company has recognized an impairment loss of ₹ 488.12 lakhs on the same, which has been included in the exceptional items for the previous year.

c) **Acquisition of subsidiaries from The Nilgiri Dairy Farms Private Limited**

As at March 31, 2023, the Company has entered into share purchase agreements with its subsidiaries i.e., The Nilgiri Dairy Farms Private Limited (NDF), Nilgiris Franchise Limited (NFL), Nilgiri's Mechanised Bakery Private Limited (NMB) and Appu Nutritions Private Limited (Appu).

NOTES TO THE STANDALONE FINANCIAL STATEMENTS

for the year ended 31st March 2023

In accordance with the agreements, as a part of purchase consideration, the Company has converted it's Loans (including interest) of ₹ 1,624.83 given to NDF for purchase of investments of NFL, NMB and Appu (earlier hold by NDF) as below:

(₹ in lakhs)

Investee Company	Type of shares and Face Value	Number of shares	Consideration
Nilgiri's Mechanised Bakery Private Limited	Equity shares of ₹ 10 each	119,829	Nil
Nilgiri's Mechanised Bakery Private Limited	Preference shares of ₹ 100 each	1,000,000	92.26
Nilgiris Franchise Limited	Equity shares of ₹ 100 each	425,000	599.24
Appu Nutritions Private Limited	Equity shares of ₹ 1,000 each	760	933.33

Note: The Fair value per share for above conversations is in accordance with the valuations performed by an external valuer.

42 ASSET HELD FOR SALE

(₹ In lakhs)

Particulars	March 31, 2023	March 31, 2022
Investment in Amar Chitra Katha Private Limited (refer Note a)	2,563.07	4,976.99
Property, Plant and Equipments (refer Note b)	2,217.50	281.00
Total	**4,780.57**	**5,257.99**

Note a The Company was allotted 13,20,159 equity shares of Amar Chitra Katha Private Limited (ACK), upon conversion of 4,977 Compulsorily Convertible Debentures (CCDs) on maturity in previous year ended March 31, 2022, which is an associate of the Company. The Board of Directors of the Company have vide their resolution dated February 10, 2022 resolved to liquidate the Company's stake in ACK pursuant to which the investment in ACK has been recognized as Asset Held For Sale. In May 2022, the Company has entered into a definitive agreement for sale of part of its stake in ACK for 3,61,290 equity shares, at a total consideration of ₹ 1,362.00 lakhs out of which shares worth ₹ 300.00 Lakhs have been sold during the year ended March 31, 2023. The Company has also executed the remaining part of this agreement during the subsequent period i.e., May 2023 and has received the balance consideration of ₹ 1,062.00 lakhs. Further, considering the expected realisable value of these investments, the Company recognised an impairment loss of ₹ 2,113.92 lakhs during the year ended March 31, 2023, which has been included in the exceptional items.

Note b Due to significant reductions in business operations, the Company intends to sell certain Property, Plant & Equipment (PPE) at various locations. Accordingly, PPE having net book value of ₹ 4,336.61 lakhs has been classified as assets held for sale during the current year. Upon review, the recoverable amount of PPE classified as assets held for sale is ₹2.217.50 lakhs and accordingly impairment loss of ₹ 2,119.11 lakhs is recognized during the year ended March 31, 2023 on these assets, which has been included in exceptional items

43 EXCEPTIONAL ITEMS

(₹ In lakhs)

Particulars	Note	Year ended 31st March 2023	Year ended 31st March 2022
Impairment of Investments	43.1	14,640.47	23,389.22
Impairment of Intercorporate deposits including interest thereon	43.1	13,872.72	2,564.89
Impairment of Brands	43.2	7,667.56	780.04
Impairment of Asset Held for Sale	42	4,233.03	128.08
Goodwill written off	43.3	2,951.82	-
Impairment of Property, Plant and Equipments	43.4	5,409.05	-
Provision of Inventory	43.5	754.98	-
Provision on other receivables	43.6	855.43	-
Write back of provisions and liabilities	43.7	(4,196.89)	
Net loss on sale of Investments	41	-	3.49
Total		**46,188.17**	**26,865.72**

43.1 Impairment of Investments and Inter-Corporate Deposits (including Interest)

a) Aadhaar Wholesale Trading & Distribution Limited

The Company has recognized an impairment loss on its investments and Intercorporate deposits (including interest) given to Aadhaar Wholesale Trading & Distribution Limited (Aadhaar), a wholly owned subsidiary of the company,of ₹ 5,317.83 Lakhs and ₹ 8,806.62 lakhs respectively (Previous Year, Impairment on Investments: ₹ 3,890.98 lakhs).Impairment is considered due to lower business performance and based on the analysis of recoverable value of Aadhaar. The enterprise value is based on a value in use calculation which uses Cash Flow Projections based on financial budget approved by the management covering a period of five years, discounted at a rate of 15.11% per annum (Previous Year: 12.7% per annum), which is the weighted average cost of capital. Cash flows beyond the period of five years have been extrapolated using the steady growth rate of 5% per annum (Previous Year: 5% per annum), based on the long-term average growth rate for Aadhaar's business.

b) Bloom Foods and Beverages Private Limited

The Company has recognized an impairment loss of ₹ 625.49 lakhs on its investment and ₹ 542.60 lakhs on Inter Corporate Deposits (including interest) given to Bloom Foods and Beverages Private Limited (Bloom), a subsidiary of the Company due to lower business performance and based on the analysis of recoverable value. Recoverable amount has been calculated as fair value less cost to sell in accordance with the requirements of applicable financial reporting framework.

c) MNS Foods Limited

The Company has recognized an impairment loss on its Intercorporate deposits (including interest) given to MNS Foods Limited (MNS) of ₹ 709.10 Lakhs. MNS is a joint venture of the Company, impairment is considered due to lower business performance and based on the analysis of recoverable value of MNS. The enterprise value is based on a value in use calculation which uses Cash Flow Projections based on financial budget approved by the management covering a period of five years, discounted at a rate of 12.94% (Previous year: 13.4%) per annum, which is the weighted average cost of capital. Cash flows beyond the period of five years have been extrapolated using the steady growth rate of 5% per annum (Previous year: 5%), based on the long-term average growth rate for MNS's business.

d) Integrated Food Park Limited

The Company has recognized an impairment loss of ₹ 3,410.19 lakhs on Inter Corporate Deposits (including interest) given to Integrated Food Park Limited, a step-down subsidiary of the Company due to lower business performance and based on the analysis of recoverable value. Recoverable amount has been calculated as fair value less cost to sell in accordance with the requirements of applicable financial reporting framework.

e) FCL Tradevest Private Limited

Consequent to the impairment in its step-down subsidiaries due to lower business performance and based on the analysis of recoverable value, the Company has recognized an impairment loss of ₹ 7,874.00 lakhs (Previous Year: ₹ 3,924.62 lakhs) on its investment and ₹ 376.74 lakhs on Inter Corporate Loans (including interest) in FCL Tradevest Private Limited, a wholly owned subsidiary. Recoverable amount has been calculated as fair value less cost to sell in accordance with the requirements of applicable financial reporting framework. Impairments in step down subsidiaries are as follows:

1. Future Food and Products Limited ₹ 2,353.00 lakhs (Previous Year: ₹ 2,145.00 lakhs)
2. Integrated Food Park Private Limited ₹ 4,023.19 lakhs
3. Sublime Foods Private Limited ₹ NIL (Previous Year: ₹ 104.00 lakhs)
4. MNS Foods Limited ₹ 86.00 lakhs (Previous Year: ₹ 64.00 lakhs)
5. Delect Foods & Spices ₹ 255.00 lakhs (Previous Year: ₹173.40 lakhs) and
6. Hain Future Natural Products Private Limited ₹ 37.19 lakhs (Previous Year: ₹ 52.81 lakhs)
7. Future Food Processing Limited ₹ 772.59 lakhs (Previous Year ₹ 1,385.41 lakhs)

f) Hain Future Natural Products Private Limited

The Company has recognized an impairment loss of ₹ 599.24 lakhs (Previous Year: ₹ 1,835.76 lakhs) on its investment and Interest receivable in Hain Future Natural Products Private Limited (Hain), a joint venture due to lower business performance and based on the analysis of recoverable value. The enterprise value is based on a value in use calculation which uses Cash Flow Projections based on financial budget approved by the management covering a period of five years, discounted at a rate of 13.93% per annum (Previous year: 16.5% per annum), that is the weighted average cost of capital. Cash flows beyond the period of five years have been extrapolated using the steady growth rate of 5% per annum (Previous Year: 5%), based on the long-term average growth rate for Hain's business.

NOTES TO THE STANDALONE FINANCIAL STATEMENTS

for the year ended 31st March 2023

g) Nilgiri's Mechanised Bakery Private Limited

The Company has recognized an impairment loss of ₹ 174.63 lakhs (Previous year: 54.19 lakhs) on its investments in Nilgiris Mechanised Bakery Private Limited (NMBPL), a subsidiary of the Company due to lower business performance and based on the analysis of recoverable value. Recoverable amount has been calculated as fair value less cost to sell in accordance with the requirements of applicable financial reporting framework.

h) Nilgiris Franchise Limited

The Company has recognized an impairment loss of ₹ 49.28 lakhs on its investments in Nilgiris Franchise Limited (NFL), a subsidiary of the Company due to lower business performance and based on the analysis of recoverable value. Recoverable amount has been calculated as fair value less cost to sell in accordance with the requirements of applicable financial reporting framework.

i) The Nilgiri Dairy Farm Private Limited

(Pertaining only to Previous Year ended March 31, 2022)

The Company has recognized an impairment loss of ₹ 10,772.86 lakhs in previous year ended March 31, 2022 on its investment in Nilgiri Dairy Farm Private Limited (NDFPL), a wholly owned subsidiary, due to lower business performance and based on the analysis of recoverable value of its subsidiary. Further, subsequent to the year ended March 31, 2022, NDFPL has entered into the agreement of sales with respect to land held for sale as on 31st March 2022, at consideration of ₹ 6,870 lakhs which was ₹ 4,712.98 lakhs lower than carrying value of such land in their books. Since the assessed fair value of the land form part of the assessment of the fair value of the Company's investment in NDFPL, this reduction in fair value has been considered while computing the impairment recorded on such investment.

The equity value is based on a value in use calculation, which applies revenue multiple of comparative companies in similar business on projected revenue of the NDFPL and considering the Net Asset Value of subsidiaries of The Nilgiri Dairy Farm Private Limited.

j) Fonterra Future Dairy Private Limited

(Pertaining only to Previous Year ended March 31, 2022)

In light of the continued losses sustained on the investment, the Board of Directors of the Company vide their resolution dated March 10th, 2022 resolved to discontinue the business operations of Fonterra Future Dairy Private Limited (Fonterra). Pursuant to this, the Company has recorded an impairment loss of ₹ 2,965 lakhs on its investments and ₹ 1,482.34 lakhs on Inter Corporate Loans and interest thereon, which has been included in the exceptional items during the previous year ended March 31, 2022.

k) Sublime Foods Limited

(Pertaining only to Previous Year ended March 31, 2022)

Based on an assessment of the recoverability of the Inter Corporate Deposits (ICD) given to Sublime Foods Limited, a joint venture of the Company, the Company has recognized an impairment loss of ₹ 1,082.55 lakhs on the same, i.e. the entirety of the principal outstanding on such ICDs, and the interest outstanding thereon as on March 31, 2022.

43.2 Impairment of Brands

a) Brand and Brand usage rights

The Company is currently facing significant liquidity crunch which has adversely impacted the business operation of the Company. Consequently, based on an analysis of the recoverable value of its brands, the Company has fully impaired the book value of its brand of ₹ 317.00 lakhs (Previous year: ₹ 291.92 lakhs) and brand usage rights of ₹ 7,350.56 lakhs during the current year ended March 31, 2023.

b) Athena Life Sciences Private Limited

(Pertaining only to Previous Year ended March 31, 2022):

The Scheme of Arrangement between Athena Life Sciences Private Limited ('Athena') and the Company and their respective Shareholders and Creditors ("Scheme") was sanctioned in terms of Section 230 to 232 and other applicable provisions of the Companies Act, 2013 by Hon'ble National Company Law Tribunal, Mumbai Bench. The scheme was filed with Registrar of Companies on 6th October 2021 which is considered to be the effective date on which the control is transferred to the Company.

On 6th October 2021, the Company has completed the transfer of identified undertaking of Athena via an all-equity consideration under which 13 shares of the Company were allotted for 83 shares of Athena. Pursuant to the Scheme, the Company has, on 6th October 2021, approved allotment of 99,93,764 equity shares of ₹ 6/- each to the equity shareholders of Athena as provided under the Scheme. With this transfer, the Company acquired the marketing selling and distribution business of Athena in relation to the portfolio products/brands namely, D'Free, Hair for Sure, Iraya and Safe & Sure. On March 31, 2022, in light of the poor performance of these brands, the Company has recognized an impairment loss of ₹ 488.12 lakhs on the same, which has been included in the exceptional items for the previous year.

43.3 Goodwill written off - Centre of Plate

The Company is currently facing significant liquidity crunch which has adversely impacted the business operation of the Company including its operations at Centre of Plate business. Based on an analysis of the recoverable value, the Company has fully written off the book value of the Goodwill that was relating to this business amountig to ₹ 2,951.82 lakhs during the year ended March 31, 2023 that has been included in exceptional items.

43.4 Impairment of Property, Plant and Equipments (PPE)

Due to significant reductions in business operations, and based on an analysis of the recoverable value, the Company has considered an impairment loss of ₹ 5,409.05 lakhs during the current year on some of its Property, Plant and Equipments (PPE). Recoverable amount has been calculated as fair value less cost to sell in accordance with the requirements of applicable financial reporting framework. Among these assets, the Company is planning to sell some PPE and those are classified as Assets held for Sale in accordance with IndAS 105.

43.5 Provision on Inventory

Due to lower business performance of the Company including its operations at Centre of Plate business, the Company has created a 100% provision on the Inventory of packaging materials relating to this business considering its negligible recoverable value. Consequently, a loss of ₹ 754.98 lakhs is included in exceptional items during the year ended March 31, 2023.

43.6 Provision on Other Receivables

The Company has identified a financial asset whose net book value is ₹ 855.43 lakhs as non-recoverable. Consequently, an impairment loss of ₹ 855.43 lakhs is included in exceptional items during the year ended March 31, 2023.

43.7 Write back of provisions/liabilities

Basis negotiations with the vendors on price and deficiency in the service and consdering certain old liablities which are no longer payable, the Company has written back these provisions for expenses and liabilities, amountig to ₹4,196.89 lakhs.These write back of Provisions/Liablities are classified as exceptional items during the year ended March 31, 2023.

44 LIST OF SUBSIDIARIES AND JOINT VENTURES ALONG WITH PROPORTION OF OWNERSHIP INTEREST HELD:

Name of the Company	Relationship	Proportion of ownership interest and voting power held by the Group	
		As at 31st March 2023	As at 31st March 2022
Aadhaar Wholesale Trading and Distribution Limited	Subsidiary	100.00%	100.00%
Bloom Foods and Beverages Private Limited	Subsidiary	100.00%	100.00%
FCEL Overseas FZCO	Subsidiary	60.00%	60.00%
The Nilgiri Dairy Farm Private Limited ("NDF")	Subsidiary	100.00%	100.00%
Appu Nutritions Private Limited (NDF Subsidiary till 30.03.2023, FCL subsidiary w.e.f. March 31, 2023)	Subsidiary	100.00%	100.00%
Nilgiri's Mechanised Bakery Private Limited (NDF Subsidiary till March 30, 2023 FCL subsidiary w.e.f. March 31, 2023)	Subsidiary	100.00%	100.00%
Nilgiris Franchise Limited (NDF Subsidiary till 30.03.2023, FCL subsidiary w.e.f. March 31, 2023)	Subsidiary	100.00%	100.00%
FCL Tradevest Private Limited ("FCL TPL")	Subsidiary	100.00%	100.00%
Future Food Processing Limited (Formerly known as Future Food Processing Private Limited)	Subsidiary of FCL TPL	100.00%	100.00%
Future Food and Products Limited	Subsidiary of FCL TPL	100.00%	100.00%
Integrated Food Park Limited (Formerly known as Integrated Food Park Private Limited)	Subsidiary of FCL TPL	100.00%	100.00%
Delect Spices and Herbs Private Limited	Subsidiary of FCL TPL	99.82%	99.82%
Sublime Foods Limited (Formerly known as Sublime Foods Private Limited) ("SFPL")	Joint Venture (Held by FCL TPL)	51%	51%
Mibelle Future Consumer Products AG	Joint Venture	50%	50%

NOTES TO THE STANDALONE FINANCIAL STATEMENTS
for the year ended 31st March 2023

Name of the Company	Relationship	Proportion of ownership interest and voting power held by the Group	
		As at 31st March 2023	As at 31st March 2022
Mibelle India Consumer Product Private Limited	Joint Venture	50%	50%
Aussee Oats India Limited (Formerly known as Aussee Oats India Private Limited)	Joint Venture	50% + 1 Share	50% + 1 Share
Aussee Oats Milling (Private) Limited	Joint Venture	50% + 1 Share	50% + 1 Share
MNS Foods Limited (Formerly known as MNS Foods Private Limited)	Joint Venture (Held by FCL TPL)	50.01%	50.01%
Hain Future Natural Products Private Limited	Joint Venture	50%	50%
Fonterra Future Dairy Private Limited	Joint Venture	50%	50%

45 PARTICULARS OF LOANS GIVEN/ INVESTMENTS MADE/ GUARANTEES GIVEN AS REQUIRED BY CLAUSE (4) OF SECTION 186 OF THE COMPANIES ACT, 2013

1) Loans given

The Company has not given any loan during the year. Further loan given in Previos Year is given below:

(₹ In lakhs)

Name of the Company	For FY 2021-22			
	Amount	Period	Interest Rate	Purpose
FCL Tradevest Private Limited	10.00	365 Days	12.50%	General Corporate Purpose
Total	**10.00**			

2) Investment made

(₹ In lakhs)

Name of the Company	For FY 2022-23			
	Amount	Period	Interest Rate	Purpose
APPU Nutritions Private Limited	-	Not Applicable	Not Applicable	Not Applicable
Nilgiri's Mechanised Bakery Private Limited (Refer Note 43.1)	-	Not Applicable	Not Applicable	Not Applicable
Nilgiris Franchise Limited (formerly known as Nilgiris Franchise Private Limited)	-	Not Applicable	Not Applicable	Not Applicable
Total	**-**			

Name of the Company	For FY 2021-22			
	Amount	Period	Interest Rate	Purpose
Fonterra Future Dairy Private Limited	550.00	Not Applicable	Not Applicable	Not Applicable
Total	**550.00**			

Guarantees given during the year is ₹ Nil (Previous year year ₹ Nil)

NOTES TO THE STANDALONE FINANCIAL STATEMENTS

for the year ended 31st March 2023

46 RATIOS INCLUDING REASON FOR VARIANCE OF MORE THAN 25% AS REQUIRED BY SCHEDULE III

Sr. No.	Ratio	Numerator	Denominator	31-Mar-23	31-Mar-22	% change
1	Current ratio	Current Assets	Current Liabilities	0.16	0.54	-70%
	Reason for variance – The decrease in ratio is due to decrease in current assets on account of ECL provision on receivables, decrease in inventories and decrease in loans.					
2	Debt- Equity Ratio	Total Debt (Borrowings)	Shareholder's Equity	(3.11)	1.34	-332%
	Reason for variance – The decrease in ratio is due to reduction in equity on account of losses during the year.					
3	Debt Service Coverage ratio	Net Profit after taxes + Non-cash operating expenses like depreciation and other amortizations + Interest + other adjustments like loss on sale of Fixed assets etc.	Interest & Lease Payments + Principal Repayments	0.07	0.29	-77%
	Reason for variance – The decrease in ratio is due to reduction in revenue from operation on account of reduction in business operations and impairement of assets in exceptional items (Refer Note No. 43).					
4	Return on Equity ratio	Net Profit After Taxes	Average Shareholder's Equity	(3.89)	(0.80)	386%
	Reason for variance – Decrease in ratio is due to decrease in equity mainly due to ECL provision and Impairment of assets in exceptional items (Refer Note No. 43).					
5	Inventory Turnover ratio	Cost of goods sold = Cost of material consumed + Change in inventory + Purchase of Traded goods	Average Inventory	2.59	18.37	-86%
	Reason for variance – Decrease in Inventory turnover is due to decrease in purchase on account of reduction in business operations.					
6	Trade Receivable Turnover Ratio	Revenue from Operations	Average Trade Receivable	0.56	2.62	-79%
	Reason for variance – Decrease in ratio is mainly due to decrease in revenue due to reduction in business operations.					
7	Trade Payable Turnover Ratio	Purchase of Traded goods + Purchases of Raw material (Including packing material and Stores)	Average Trade Payables	0.38	6.75	-94%
	Reason for variance – Decrease in ratio is due to decrease in purchases of traded goods and raw material on account of decreases in business operations.					
8	Net Working Capital Turnover Ratio	Revenue from operations	Working capital = Current assets – Current liabilities	(0.10)	(3.17)	-97%
	Reason for variance – Increase in ratio is mainly due to decrease in working capital due to increase in current borrowings and decrease in revenue .					
9	Net Profit ratio	Net Profit After Taxes	Revenue from operations	-1058%	-56%	1777%
	Reason for variance – The reason for variance is due to increase in losses and decrease in revenue from operation on account of reduction in business operations.					
10	Return on Capital Employed	Net Profit before interest and taxes and exceptional item	Shareholder's Equity = Equity - Goodwill - Other Intangible Assets	(0.13)	(0.25)	-49%
	Reason for variance - Increase in ratio is due to reduction in equity mainly due to ECL provision on receivables					
11	Return on Investment	Interest (Finance Income)	Average cash & cash equivalent + Non Current Investments	0.09	0.08	20%

NOTES TO THE STANDALONE FINANCIAL STATEMENTS

for the year ended 31st March 2023

47 CORPORATE SOCIAL RESPONSIBILITY

As per Section 135 of the Companies Act, 2013, a Company, meeting the applicability threshold, needs to spend at least 2% of its average net profit for the immediately preceding three financial years on corporate social responsibility (CSR) activities. The areas for CSR activities are eradication of hunger and malnutrition, promoting education, art and culture, healthcare, destitute care and rehabilitation, environment sustainability, disaster relief and rural development projects. A CSR committee has been formed by the Company as per the Act. The Company has incurred losses in current and in previous years, Accordingly, as the average net profit for immediately preceding three financial years is NIL there are no amounts required to be spend on corporate social responsibility under section 135 of the Companies Act, 2013. Consequently, there are no unspent amount on ongoing projects / other than ongoing projects.

48 NOTE ON GOING CONCERN BASIS USED FOR PREPARATION OF FINANCIALS

The Company is currently facing significant liquidity crunch which has impacted the operations of the Company during the year ended March 31, 2023. The Company has incurred loss before tax during the quarter and year ended March 31, 2023 amounting to ₹ 16,664.46 lakhs & ₹ 54,770.40 lakhs respectively (including exceptional items, refer note 43 above) primarily owing to the exceptional items, lower volumes, finance costs and depreciation and also has accumulated losses as at March 31, 2023 of ₹ 1,72,999.35 lakhs. Company's current liabilities exceeded its current assets by ₹ 49,455.55 lakhs and has a net capital deficiency of ₹13,234.74 lakhs as at the year end. The Company has also suffered consistent downgrades in its credit ratings, as a result of which the Company's ability to raise funds has been substantially impaired, with normal business operations being substantially curtailed. Further, the Company has defaulted on payment of interest/repayment of principal amount on loans from banks/financial institution and unlisted debts securities as on March 31, 2023 amounting to ₹ 45,342.89 lakhs. During the year ended March 31, 2023, the banks have classified the loans given to the Company as non-performing assets (NPA). Due to default in borrowings, non-current borrowings including interest accrued thereof aggregating to ₹ 8,938.60 lakhs have been reclassified to current borrowings and other financial liabilities. Accordingly, the Company has total debt servicing obligations due aggregating to ₹ 45,342.89 lakhs as at 31 March 2023.

Further, the Hon'ble National Company Law Tribunal, Mumbai bench ("NCLT") has pronounced an order dated July 20, 2022 admitting application under Section 7 of the Insolvency and Bankruptcy Code, 2016 against one of the major customer of the Company, Future Retail Limited. The Company has significant amount of receivables from the said customer amounting to ₹ 37,819.43 lakhs and had recorded an expected credit loss on the entirety of the receivable from the said customer in earlier year(s).

Due to reduction in business operations and decrease in expected realisable value of assets, the Company has recorded an impairment loss of ₹ 14,723.84 lakhs and ₹ 48,774.64 lakhs during the quarter and year ended March 31 2023, respectively.

The Company has also discussed the Asset Monetisation Plan with the lenders of the Company in a Joint-lender's meeting (JLM) held on July 06, 2022. Considering the Asset Monetisation Plan, the lenders allowed the Company to repay its borrowings till January 31, 2023. However, the Company was unable to conclude re-negotiations or obtain replacement financing or monatise it's assets as agreed with the lenders during the said period. On February 9, 2023 and March 21, 2023, the Company held meetings with JLM and updated them about the status and likely timelines for assets monetisation and /or fresh investments, besides few proposals parallelly in pipeline on individual business verticals, and in either case the Company being able to settle the loans amicably with the lenders. JLM has agreed to continue holding on operation (HOO) till May 31, 2023. JLM has also indicated initiation of legal action for recovery of dues.

These events/conditions indicate the existence of material uncertainty that may cast significant doubt about the Company's ability to continue as going concern. The financial statements do not include any adjustments to reflect the possible future effects on the recoverability and classification of assets or the amounts and classification of liabilities that might result from the outcome of this uncertainty.

To address the liquidity crunch and to maintain the sufficient working capital, the Company has adopted several measures including sales to other customers, cost optimisation, discussion with banks for restructuring / one time settlement of loans, other strategic initiatives for fresh investments, monetisation of identified assets, etc. The expected proceeds from monetisation of these assets which includes property plant and equipment, investments and other assets and/or fresh investments will be utilised to repay the borrowings (including interest) and manage the working capital requirements. These identified assets for monetisation have been classified as assets held for sale in accordance with Ind AS 105 'Non-current Assets Held for Sale and Discontinued Operations' at lower of their carrying value and fair value less costs to sell. Accordingly, the Company has recognised impairment loss on the said assets and disclosed the same under 'exceptional items' (refer note 43 above). The management has initiated the plan to locate the prospective buyers of these assets.

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

NOTES TO THE STANDALONE FINANCIAL STATEMENTS

for the year ended 31st March 2023

49 FORENSIC AUDIT OF THE COMPANY

The Company has received through email a letter from Securities and Exchange Board of India Bearing Ref.: SEBI/HO/CFID_SEC2/P/OW/2022/34082/1 dated 3rd August,2022 ("SEBI Letter") addressed to Interim Resolution Professional ("IRP") of Future Retail Limited("FRL") intimating about appointment of M/s Chokshi & Chokshi LLP, Chartered Accountants as forensic auditors with respect to Consolidated Financial Statements of FRL and Audit of books of accounts of the Company and some other entities for review period being the financial year ended 31st March,2020, 31st March,2021, and 31st March,2022. The said appointment has been made in terms of the provisions laid down under Regulations 5 of SEBI (PFUTP) Regulations, 2003 read with applicable provisions contained in SEBI Act, 1992. Audit of the Company will be with respect to the related party transactions with FRL only. Subsequently, the Company has submitted the data as requested in this regard, Forensic audit is currently in progress.

During the year, bank accounts of the Company have been classified as Non Performing Asset (NPA) and as per the extant guidelines of Reserve Bank of India (RBI), account need to be reviewed for conducting Forensic Audit. Accordingly, the lead bank (State Bank of India) has appointed a firm of Chartered Accountants, to carry out forensic audit of the books of accounts of the Company for the period April 01, 2018 to September 30, 2022, inter-alia in relation to specific transactions provide in the scope. The above forensic audit is currently in process.

50 The Company has investments in Aussee Oats Milling Private Limited (joint venture) and Aussee Oats India Private Limited (step down joint venture) (together referred to as 'JV') of ₹ 9,164.90 lakhs including investments, loans and other assets (as on March 31, 2022: ₹ 9,311.50 lakhs). There is a dispute between the Company and said JV partners and due to non-availability of financial statements for the year ended March 31, 2023 pursuant to non-cooperation of the said JV partners in direct contravention of court rulings, the Company is unable to determine the fair value of Company's investments in JV as at March 31, 2023 and consequent impact thereof on the financial statements. However, the Management believe that it will not have a material impact on the financial statements for the year ended March 31, 2023.

51 OTHER STATUTORY INFORMATION

(i) The Company does not have any benami property, where any proceeding has been initiated or pending against the Company for holding any benami property.

(ii) The Company does not have any transactions with companies struck off.

(iii) The Company does not have any charges or satisfaction which is yet to be registered with ROC beyond the statutory period,

(iv) The Company has not traded or invested in crypto currency or virtual currency during the financial year.

(v) The Company has not advanced or loaned or invested funds to any other persons or entities, including foreign entities (Intermediaries) with the understanding that the Intermediary shall:

  (a) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company (Ultimate Beneficiaries) or

  (b) provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries

(vi) The Company has not received any fund from any persons or entities, including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the Company shall:

  (a) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (Ultimate Beneficiaries) or

  (b) provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries,

(vii) The Company does not have any such transaction which is not recorded in the books of accounts that has been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (such as, search or survey or any other relevant provisions of the Income Tax Act, 1961

(viii) The Company has complied with the number of layers prescribed under clause 87 of section 2 of the Companies Act, 2013 read with Companies (restriction on number of layers) rules, 2017.

52 RECENT PRONOUNCEMENT

Ministry of Corporate Affairs ("MCA") notifies new standard or amendments to the existing standards under Companies (Indian Accounting Standards) Rules as issued from time to time. On 31 March 2023, MCA amended the Companies (Indian Accounting Standards) Amendment Rules, 2023, applicable from 1 April 2023, as below:

Ind AS 103 - Common control Business Combination:

The amendments modify the disclosure requirement for business combination under common control in the first financial statement following the business combination. It requires to disclose the date on which the transferee obtains control of the transferor is required to be disclosed.

NOTES TO THE STANDALONE FINANCIAL STATEMENTS

for the year ended 31st March 2023

Ind AS 1 – Disclosure of material accounting policies:

The amendments related to shifting of disclosure of erstwhile “significant accounting policies” to “material accounting policies” in the notes to the financial statements requiring companies to reframe their accounting policies to make them more “entity specific”. This amendment aligns with the “material” concept already required under International Financial Reporting Standards (IFRS). The Company does not expect this amendment to have any significant impact in its financial statements.

Ind AS 8 – Definition of accounting estimates:

The amendments will help entities to distinguish between accounting policies and accounting estimates. The definition of a “change in accounting estimates” has been replaced with a definition of “accounting estimates.” Under the new definition, accounting estimates are “monetary amounts in financial statements that are subject to measurement uncertainty.” Entities develop accounting estimates if accounting policies require items in financial statements to be measured in a way that involves measurement uncertainty. The Company does not expect this amendment to have any significant impact in its financial statements.

Ind AS 12 – Income Taxes:

The amendments narrowed the scope of the recognition exemption in paragraphs 15 and 24 of Ind AS 12. At the date of transition to Ind ASs, a first-time adopter shall recognize a deferred tax asset to the extent that it is probable that taxable profit will be available against which the deductible temporary difference can be utilized. Similarly, a deferred tax liability for all deductible and taxable temporary differences associated with:

a) right-of-use assets and lease liabilities

b) decommissioning, restoration and similar liabilities and the corresponding amounts recognized as part of the cost of the related asset. Therefore, if a company has not yet recognised deferred tax on right-of-use assets and lease liabilities or has recognised deferred tax on net basis, the same need to recognize on gross basis based on the carrying amount of right-of-use assets and lease liabilities.

53 PREVIOUS YEAR NOTE

Previous year figures have been regrouped and re-classified where necessary to make them comparable.

The accompanying notes are an integral part of the financial statements (Refer note 1 - 53)

As per our report of even date
For S R B C & CO LLP
Chartered Accountants
ICAI Firm Registration number : 324982E/E300003

per Pramod Kumar Bapna
Partner
Membership No : 105497

Place : Mumbai
Date : 30-05-2023

For and on behalf of the Board of Directors of Future Consumer Limited

Kishore Biyani Vice Chairman Place: Bengaluru	Neelam Chhiber Non Executive Director Place: Chennai
Manoj Gagvani Company Secretary & Head - Legal Place: Mumbai	Rajendra Bajaj Chief Financial Officer Place: Mumbai
Place: Mumbai Date : 30-05-2023	Samson Samuel Chief Executive Officer

Corporate Identity Number of Future Consumer Limited is L52602MH1996PLC192090

NOTES TO THE STANDALONE FINANCIAL STATEMENTS
for the year ended 31st March 2023

Statement on Impact of Audit Qualifications for the Financial Year ended March 31, 2023
[See Regulation 33 / 52 of the SEBI (LODR) (Amendment) Regulations, 2016]

I.	Sl. No.	Particulars	Standalone Audited Figures (as reported before adjusting for qualifications) Rs. In lakhs	Adjusted Figures (audited figures after adjusting for qualifications) Rs. In lakhs
	1.	Turnover / Total income	5,173.26	Refer Note II e (ii) below
	2.	Total Expenditure	18,629.87	
	3.	Net Profit/(Loss)	(54,724.63)	
	4.	Earnings Per Share	(2.76)	
	5.	Total Assets	46,071.40	
	6.	Total Liabilities	59,306.14	
	7.	Net Worth	(13,234.74)	
	8.	Any other financial item(s) (as felt appropriate by the management Exceptional Items	(46,188.17)	
II.	**Audit Qualification (each audit qualification separately):**			
	a.	**Details of Audit Qualification:**	Qualification on non-availability of financial results of 2 Joint Ventures	
	b.	**Type of Audit Qualification :** Qualified Opinion ~~/ Disclaimer of Opinion / Adverse Opinion~~		
	c.	**Frequency of qualification:** Whether appeared first time / repetitive / since how long continuing Qualification has been carrying since results for the quarter and period ended December 31, 2021		
	d.	**For Audit Qualification(s) where the impact is quantified by the auditor, Management's Views:** N.A.		
	e.	**For Audit Qualification(s) where the impact is not quantified by the auditor:**		
		(i) **Management's estimation on the impact of audit qualification:** Unable to estimate		
		(ii) **If management is unable to estimate the impact, reasons for the same:** The Company has investments in Aussee Oats Milling Private Limited (joint venture) and Aussee Oats India Private Limited (step down joint venture) (together referred to as 'JV') of Rs. 9,164.90 Lakhs (including investments, loans and other assets). There is a dispute between the Company and said JV partners and due to non-availability of financial results for the quarter and year ended March 31, 2023 pursuant to non-cooperation of the said JV partners in direct contravention of court rulings, the Company is unable to determine the fair value of Company's investments in JV as at March 31, 2023 and consequent impact thereof on the quarterly and standalone annual results. However, the Management believe that it will not have a material impact on the standalone financial results for the year ended March 31, 2023		
		(iii) **Auditors' Comments on (i) or (ii) above:**	None, below qualification included in Audit Report: As described in Note 5 to the Statement, due to non-availability of financial information and ongoing dispute with the JV partner, the Company is unable to determine the fair value of Company's investments in Aussee Oats Milling Private Limited (joint venture) and Aussee Oats India Private Limited (step down joint venture) as at March 31, 2023. In absence of sufficient and appropriate evidence, we are unable to comment on the carrying value of above investments (including investments, loans and other assets) amounting to Rs. 9,164.90 lakhs and the consequent impact thereof.	

NOTES TO THE STANDALONE FINANCIAL STATEMENTS

for the year ended 31st March 2023

Statement on Impact of Audit Qualifications (for audit report with modified opinion) submitted along-with Annual Audited Financial Results - (Standalone and Consolidated separately)

III. Signatories:

- **CEO/~~Managing Director~~** - **Mr. Samson Samuel**
- **CFO** - **Mr. Rajendra Bajaj**
- **Audit Committee Chairman** - **Mr. G N Bajpai**
- **Statutory Auditor** - **For SRBC & CO LLP**
  Chartered Accountants
  ICAI Firm Registration : 324982E/E00003

Mr. Pramod Kumar Bapna
Partner
M No. - 105497

Place: Mumbai
Date: May 30, 2023

CONSOLIDATED FINANCIAL STATEMENTS

INDEPENDENT AUDITOR'S REPORT

To the Members of Future Consumer Limited

Report on the Audit of the Consolidated Financial Statements

Qualified Opinion

We have audited the accompanying consolidated financial statements of Future Consumer Limited (hereinafter referred to as "the Holding Company"), its subsidiaries (the Holding Company and its subsidiaries together referred to as "the Group") its associate and joint ventures comprising of the consolidated Balance sheet as at March 31, 2023, the consolidated Statement of Profit and Loss, including other comprehensive income, the consolidated Cash Flow Statement and the consolidated Statement of Changes in Equity for the year then ended, and notes to the consolidated financial statements, including a summary of significant accounting policies and other explanatory information (hereinafter referred to as "the consolidated financial statements").

In our opinion and to the best of our information and according to the explanations given to us and based on the consideration of reports of other auditors on separate financial statements and on the other financial information of the subsidiaries, associate and joint ventures, except for the effects of the matters described in the 'Basis of Qualified Opinion' section of our report, the aforesaid consolidated financial statements give the information required by the Companies Act, 2013, as amended ("the Act") in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the consolidated state of affairs of the Group, its associate and joint ventures as at March 31, 2023, their consolidated loss including other comprehensive income, their consolidated cash flows and the consolidated statement of changes in equity for the year ended on that date.

Basis for Qualified Opinion

As described in Note 51 to the consolidated financial statements as regards non-availability of financial information and ongoing dispute with Joint Venture partner of 2 Joint Venture companies, which are not considered for consolidation in the attached consolidated financial statements, which is a non-compliance of IND AS 27. Consequently, we are unable to determine the impact of such non-compliance on the loss, earnings per share for the year ended March 31, 2023, and investment in joint venture, other equity as of March 31, 2023.

We conducted our audit of the consolidated financial statements in accordance with the Standards on Auditing (SAs), as specified under section 143(10) of the Act. Our responsibilities under those Standards are further described in the 'Auditor's Responsibilities for the Audit of the Consolidated Financial Statements' section of our report. We are independent of the Group, associate, joint ventures 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 is sufficient and appropriate to provide a basis for our qualified audit opinion on the consolidated financial statements.

Material Uncertainty Related to Going Concern

We refer to Note 52 to the consolidated financial statement. The Group has incurred a loss before taxes of Rs. 32,893.97 lakhs for the year ended March 31, 2023 and has a net capital deficiency of Rs. 18,435.78 lakhs as at March 31, 2023. The Holding Company has also suffered consistent downgrades in its credit ratings, as a result of which the Group's ability to raise funds has been significantly impaired, with normal business operations being substantially curtailed. In addition, the Holding Company has defaulted in repayment of loans and interest thereon to banks and consequently the lenders have classified the Holding Company's account as Non Performing Asset. The Holding Company has been unable to conclude re-negotiations or obtain replacement financing or monetise its assets as agreed with the lenders. These conditions, along with other matters, set forth in said note, indicate the existence of a material uncertainty that may cast significant doubt about the Group's ability to continue as a going concern. As explained in aforesaid note, management is of the view that the appropriateness of Going concern assumption is dependent upon Group's ability to arrange sufficient liquidity by monetisation of its assets and other strategic initiatives including fresh investment to meet its obligations. Our opinion is not modified with respect to this matter.

Emphasis of Matter

We draw attention to Note 50 of the consolidated financial statements, which more fully describes certain forensic audits that have been initiated on the Holding Company, by SEBI and by lenders, which are currently in progress. Our conclusion is not modified in respect of the above matter.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the consolidated financial statements for the financial year ended March 31, 2023. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. In addition to the matter described in the 'Basis for Qualified Opinion' section and in the 'Material Uncertainty Related to Going Concern' section, we have determined the matters described below to be the key audit matters to be communicated in our report. For each matter below, our description of how our audit addressed the matter is provided in that context.

We have fulfilled the responsibilities described in the Auditor's responsibilities for the audit of the consolidated financial statements section of our report, including in relation to these matters. Accordingly, our audit included the performance of procedures designed to respond to our assessment of the risks of material misstatement of the consolidated financial statements. The results of audit procedures performed by us and by other auditors of components not audited by us, as reported by them in their audit reports furnished to us by the management, including those procedures performed to address the matters below, provide the basis for our audit opinion on the accompanying consolidated financial statements.

<table>
<tr><th>Key audit matters</th><th>How our audit addressed the key audit matter</th></tr>
<tr><td colspan="2">Impairment of Investments (as described in Note 5, 44 and 45 of the consolidated financial statements)</td></tr>
<tr><td>During the current year, impairment indicators were identified by the management on certain investments wherein net worth of the investee company is negative or the Carrying value of the investments is higher than the Group's share in net worth. As a result, an impairment assessment was required to be performed by the Group by comparing the carrying value of these investments to their recoverable amount to determine whether an impairment was required to be recognised.

For the purpose of the above impairment assessment, recoverable value has been determined by forecasting and discounting future cash flows or net asset method or by using revenue multiple of comparable companies to future sales or estimated sales value or projections submitted to banks/quotations from potential buyers or as appropriate, to the respective investment. Furthermore, the recoverable value is highly sensitive to changes in some of the inputs used for forecasting the future cash flows/enterprise value.

The determination of the recoverable amount of the investments involved judgment due to inherent uncertainty in the assumptions supporting the recoverable amount of these investments.

Accordingly, the impairment of investments was determined to be a key audit matter in our audit of the consolidated financial statements.</td><td>Our audit procedures included and were not limited to the following:
• We obtained an understanding, evaluated the design and tested the operating effectiveness of controls that the Group has in relation to impairment assessment processes;
• We assessed the Group's valuation methodology applied in determining the recoverable amount. In making this assessment, we evaluated the competence and objectivity of Group's internal and external specialists involved in the process;
• We assessed the assumptions around the key drivers of the cash flow forecasts including discount rates, expected growth rates and terminal growth rates used;
• We assessed the projections submitted to banks for recoverable value of its investments;
• We discussed potential changes in key drivers as compared to previous year / actual performance with management to evaluate the inputs and assumptions used in the cash flow forecasts;
• We involved our experts to assess the Group's valuation methodology and assumptions around the key drivers of the cash flow forecasts used in determining the recoverable amount;
• Compared the amounts quoted by potential buyer/investor for assets/ business and compared the proposed values with estimated sales values considered by the Group.
• Obtained management assessment and evaluated assumptions considered for investments classified as asset held for sale.
• We assessed the adequacy of disclosures made in the consolidated financial statements as per Ind AS 36 and Ind AS 105.</td></tr>
<tr><td colspan="2">Impairment of Property, Plant and Equipment (as described in Note 4, 44 and 45 of the consolidated financial statements)</td></tr>
<tr><td>During the year, impairment indicators were identified by the management on certain property, plant and equipment wherein recoverable value of the property, plant and equipment is less than the carrying value of the property, plant and equipment.

As a result, an impairment assessment was required to be performed by the Group by comparing the carrying value of these property, plant and equipment to their recoverable amount to determine whether an impairment loss was required to be recognised.

The determination of the recoverable amount of the property, plant and equipment involved judgment due to inherent uncertainty in the assumptions supporting the recoverable amount of these assets.

Accordingly, the impairment of property, plant and equipment was determined to be a key audit matter in our audit of the consolidated financial statements.</td><td>Our audit procedures included and were not limited to the following:
• We obtained an understanding, evaluated the design and tested the operating effectiveness of controls that the Group has in relation to impairment assessment processes;
• We assessed the Group's valuation methodology applied in determining the recoverable amount. In making this assessment, we evaluated the competence and objectivity of Group's internal and external specialists involved in the process;
• Obtained and assessed third party quotations and management estimates for recoverable values.
• We assessed the projections submitted to banks for recoverable value of its property, plant and equipment;
• Obtained management assessment and evaluated assumptions considered for property plant and equipment classified as asset held for sale.
• We assessed the adequacy of disclosures made in the consolidated financial statements as per Ind AS 36 and Ind AS 105.</td></tr>
</table>

Key audit matters	How our audit addressed the key audit matter
Impairment assessment of Goodwill and other Intangible Assets (as described in Note 4, 44 and 45 of the consolidated financial statements)	
The Group is required to, at least annually, perform impairment assessments of goodwill and intangible assets with indefinite useful life recognized in books. The Group performs an annual impairment assessment of goodwill and intangible assets with indefinite useful life to determine whether the recoverable value is below the carrying amount. We focused on this area as the assessments made by management for determination of future cash flows involved significant estimates and judgments, including estimates for revenue growth rates, gross profit margin, net profit margin, and terminal growth rate used to estimate future cash flows and discount rates/ sales multiples of comparable companies to future sales applied to these forecasted future cash flows. These estimates and judgments may be affected by unexpected changes in future market or economic conditions or discount rates/ sales multiples of comparable companies to future sales applied. The current economic climate also increases the complexity of forecasting. Accordingly, the impairment test of goodwill and intangible assets with indefinite useful life is considered to be a key audit matter in our audit of the consolidated financial statements.	Our audit procedures included and were not limited to the following: • We obtained an understanding, evaluated the design and tested the operating effectiveness of controls that the Holding Company has in relation to impairment review processes; • We assessed the Group's valuation methodology applied in determining the recoverable amount. In making this assessment, we evaluated the competence and objectivity of Group's internal specialists involved in the process; • We assessed the assumptions around the key drivers of the cash flow forecasts including discount rates/ sales multiples of comparable companies to future sales, expected growth rates, impact of the Covid 19 pandemic and its effect on business and terminal growth rates used; • We discussed with the management changes in key drivers as compared to the previous year to evaluate the reasonableness of the inputs and assumptions used in the cash flow forecasts; • We involved our experts to assess the Group's valuation methodology and assumptions around the key drivers of the cash flow forecasts used in determining the recoverable amount; • We assessed the adequacy of disclosures made in the consolidated financial statements as per Ind AS 36.
Carrying value of Trade and Other Receivables (as described in Note 7 and 12 of the consolidated financial statements)	
As at March 31, 2023, Trade and Other Receivables (net of expected credit loss) constitutes approximately 0.5% of total assets of the Group. The Group is required to regularly assess the recoverability of its Trade and Other receivables. Recoverability of Trade and Other receivables was significant to our audit due to the value of amounts which also represents significant portion of the Group's working capital. Considering the adverse impact of the coronavirus outbreak on the operations of all major industries, there is a significant amount of judgment required in making provision of expected credit loss on trade and other receivables. Further, on July 20, 2022, the Hon'ble National Company Law Tribunal, Mumbai bench ("NCLT") has ordered commencement of the corporate insolvency resolution process of Future Retail Limited, one of the major customer of the Group (Corporate Debtor) in terms of the provisions of Insolvency and Bankruptcy Code, 2016 (the 'Code'). In light of the same, the Group has recorded an expected credit loss of Rs. 39,082.75 lakhs in earlier years on the entirety of the amount receivable from the said customer. Creation of expected credit loss involves judgement as the expected credit losses must reflect information about past events, current conditions and forecasts of future conditions, as well as the time value of money. Accordingly, the recoverability of Trade and Other Receivables is a key audit matter in our audit of the consolidated financial statements.	Our audit procedures included and were not limited to the following: • We obtained an understanding, evaluated the design, and tested the operating effectiveness of the controls that the Group has for review of credit loss allowance process; • We evaluated the Management's assessment of the financial circumstances and ability to pay off relevant entities with receivable balances. These considerations include whether there are regular receipts from the customers, past collection history as well as an assessment of the customers' credit ability to make payments; • We tested the aging of trade and other receivables and receipts subsequent to the year-end; • We assessed the Group's Expected Credit Loss model applied in determining the recoverable amount; • For samples selected for testing, we obtained direct confirmation for the receivable balances and performed alternate procedure for confirmation not received; • We assessed the adequacy of Group's disclosures in relation to Trade and Other receivables included in the consolidated financial statements as per Ind AS 109.

Other Information

The Holding Company's Board of Directors is responsible for the other information. The other information comprises the Corporate Governance Report, Directors' Report and Management Discussion and Analysis, but does not include the consolidated financial statements and our auditor's report thereon.

Our opinion on the consolidated financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the consolidated financial statements, our responsibility is to read the other information and, in doing so, consider whether such other information is materially inconsistent with the consolidated financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Responsibilities of Management for the Consolidated Financial Statements

The Holding Company's Board of Directors is responsible for the preparation and presentation of these consolidated financial statements in terms of the requirements of the Act that give a true and fair view of the consolidated financial position, consolidated financial performance including other comprehensive income, consolidated cash flows and consolidated statement of changes in equity of the Group including its associate and joint ventures in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) specified under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended. The respective Board of Directors of the companies included in the Group and of its associate and joint ventures are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of their respective companies and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments 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 financial statements 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 financial statements by the Directors of the Holding Company, as aforesaid.

In preparing the consolidated financial statements, the respective Board of Directors of the companies included in the Group and of its associate and joint ventures are responsible for assessing the ability of the Group and of its associate and joint ventures to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Group or to cease operations, or has no realistic alternative but to do so. Those respective Board of Directors of the companies included in the Group and of its associate and joint ventures are also responsible for overseeing the financial reporting process of their respective companies.

Auditor's Responsibilities for the Audit of the Consolidated Financial Statements

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements 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 financial statements.

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 financial statements, 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 control 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 Holding Company has adequate internal financial controls with reference to financial statements 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 made by management.
- Conclude on the appropriateness of management's 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 its associate and joint ventures 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 financial statements 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 its associate and joint ventures to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group and its associate and joint ventures of which we are the independent auditors and whose financial information we have audited, to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the audit of the financial statements of such entities included in the consolidated financial statements of which we are the independent auditors. For the other entities included in the consolidated financial statements, 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 financial statements 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.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the consolidated financial statements for the financial year ended March 31, 2023 and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Other Matters

(a) We did not audit the financial statements and other financial information, in respect of 7 subsidiaries, whose financial statements include total assets of Rs 32,875.30 lakhs as at March 31, 2023, and total revenues of Rs 32,013.60 lakhs and net cash outflows of Rs 165.07 lakhs for the year ended as on that date. These financial statement and other financial information have been audited by other auditors, which financial statements, other financial information and auditor's reports have been furnished to us by the management. The consolidated financial statements also include the Group's share of net profit of Rs. 49.72 lakhs for the year ended March 31, 2023, as considered in the consolidated financial statements, in respect of 3 joint ventures, whose financial statements, other financial information have been audited by other auditors and whose reports have been furnished to us by the Management. Our opinion on the consolidated financial statements, in so far as it relates to the amounts and disclosures included in respect of these subsidiaries and joint ventures and our report in terms of sub-sections (3) of Section 143 of the Act, in so far as it relates to the aforesaid subsidiaries and joint ventures, is based solely on the reports of such other auditors.

(b) The consolidated financial statements also include the Group's share of net loss of Rs. 602.45 lakhs for the year ended March 31, 2023, as considered in the consolidated financial statements, in respect of 4 joint ventures, whose financial statements, other financial information have not been audited and whose unaudited financial statements, other unaudited financial information have been furnished to us by the Management. Our opinion, in so far as it relates to the amounts and disclosures included in respect of these joint ventures, and our report in terms of sub-sections (3) of Section 143 of the Act in so far as it relates to the aforesaid joint ventures, is based solely on such unaudited financial statements and other unaudited financial information. In our opinion and according to the information and explanations given to us by the Management, the financial statements and other financial information of these joint ventures are not material to the Group.

Our opinion above on the consolidated financial statements, and our report on Other Legal and Regulatory Requirements below, 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 statements and other financial information certified by the Management.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2020 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, based on our audit and on the consideration of report of the other auditors on separate financial statements and the other financial information of the subsidiary companies and joint ventures companies, incorporated in India, as noted in the 'Other Matter' paragraph we give in the "Annexure 1" a statement on the matters specified in paragraph 3(xxi) of the Order.

2. As required by Section 143(3) of the Act, based on our audit and on the consideration of report of the other auditors on separate financial statements and the other financial information of subsidiaries and joint ventures, as noted in the 'other matter' paragraph we report, to the extent applicable, that:

   (a) We/the other auditors whose report we have relied upon have sought and except for the matters described in the Basis of Qualified opinion paragraph, obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit of the aforesaid consolidated financial statements;

   (b) Except for the matter described in the Basis for Qualified Opinion paragraph, in our opinion, proper books of account as required by law relating to preparation of the aforesaid consolidation of the financial statements have been kept so far as it appears from our examination of those books and reports of the other auditors;

   (c) The Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss including the Statement of Other Comprehensive Income, the Consolidated Cash Flow Statement and Consolidated Statement of Changes in Equity dealt with by this Report are in agreement with the books of account maintained for the purpose of preparation of the consolidated financial statements;

   (d) Except for the effects of the matter described in the Basis for Qualified Opinion paragraph above, In our opinion, the aforesaid consolidated financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Companies (Indian Accounting Standards) Rules, 2015, as amended;

   (e) The going concern matter described in Material Uncertainty Related to Going Concern paragraph above and the matter described in the Basis for Qualified Opinion paragraph above, in our opinion, may have an adverse effect on the functioning of the Group;

   (f) On the basis of the written representations received from the directors of the Holding Company as on March 31, 2023 taken on record by the Board of Directors of the Holding Company and the reports of the statutory auditors who are appointed under Section 139 of the Act, of its subsidiary companies and joint ventures, none of the directors of the

Group's companies, its joint ventures, incorporated in India, is disqualified as on March 31, 2023 from being appointed as a director in terms of Section 164 (2) of the Act;

(g) The qualification relating to the maintenance of accounts and other matters connected therewith are as stated in Qualified Opinion paragraph above.

(h) With respect to the adequacy of the internal financial controls with reference to consolidated financial statements of the Holding Company and its subsidiary companies and joint ventures, incorporated in India, and the operating effectiveness of such controls, refer to our separate Report in "Annexure 2" to this report;

(i) In our opinion and based on the consideration of reports of other statutory auditors of the subsidiaries and joint ventures incorporated in India, the managerial remuneration for the year ended March 31, 2023 has been paid / provided by the Holding Company, its subsidiaries and joint ventures incorporated in India to their directors in accordance with the provisions of section 197 read with Schedule V to the Act;

(j) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended, in our opinion and to the best of our information and according to the explanations given to us and based on the consideration of the report of the other auditors on separate financial statements as also the other financial information of the subsidiaries and joint ventures, as noted in the 'Other matter' paragraph:

i. The consolidated financial statements disclose the impact of pending litigations on its consolidated financial position of the Group, its associate and joint ventures in its consolidated financial statements – Refer Note 39 to the consolidated financial statements;

ii. The Group, its associate and joint ventures did not have any material foreseeable losses in long-term contracts including derivative contracts during the year ended March 31, 2023;

iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Holding Company, its subsidiaries, associate and joint ventures, incorporated in India during the year ended March 31, 2023.

iv. a) The respective managements of the Holding Company and its subsidiaries and joint ventures which are companies incorporated in India whose financial statements have been audited under the Act have represented to us and the other auditors of such subsidiaries and joint ventures respectively that, to the best of its knowledge and belief, other than as disclosed in the note 56(v) to the consolidated financial statements, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Holding Company or any of such subsidiaries and joint ventures to or in any other person or entity, including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the respective Holding Company or any of such subsidiaries and joint ventures ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;

b) The respective managements of the Holding Company and its subsidiaries and joint ventures which are companies incorporated in India whose financial statements have been audited under the Act have represented to us and the other auditors of such subsidiaries and joint ventures respectively that, to the best of its knowledge and belief, other than as disclosed in the note 56(vi) to the consolidated financial statements, no funds have been received by the respective Holding Company or any of such subsidiaries and joint ventures from any person or entity, including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Holding Company or any of such subsidiaries and joint ventures shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries; and

c) Based on the audit procedures that have been considered reasonable and appropriate in the circumstances performed by us and that performed by the auditors of the subsidiaries and joint ventures which are companies incorporated in India whose financial statements have been audited under the Act, nothing has come to our or other auditor's notice that has caused us or the other auditors to believe that the representations under sub-clause (a) and (b) contain any material mis-statement.

v. No dividend has been declared or paid during the year by the Holding Company, its subsidiaries, associate and joint venture companies, incorporated in India.

vi. As proviso to Rule 3(1) of the Companies (Accounts) Rules, 2014 is applicable only w.e.f. April 1, 2023 for the Holding Company, its subsidiaries, associate and joint venture companies incorporated in India, hence reporting under this clause is not applicable.

For S R B C & CO LLP
Chartered Accountants
ICAI Firm Registration Number: 324982E/E300003

per Pramod Kumar Bapna
Partner
Membership Number: 105497
UDIN: 23105497BGXBNZ1711

Place of Signature: Mumbai
Date: May 30, 2023

ANNEXURE 1 TO THE INDEPENDENT AUDITOR'S REPORT

ANNEXURE 1 TO THE INDEPENDENT AUDITOR'S REPORT OF EVEN DATE ON THE CONSOLIDATED FINANCIAL STATEMENTS OF FUTURE CONSUMER LIMITED

(Referred to in paragraph 1, under 'Report on Other Legal and Regulatory Requirements' section of our Report of even date)

In terms of the information and explanations sought by us and given by the Holding Company and the books of account and records examined by us in the normal course of audit and to the best of our knowledge and belief, we state that:

Qualifications or adverse remarks by the respective auditors in the Companies (Auditors Report) Order (CARO) reports of the companies included in the consolidated financial statements are:

S. No.	Name	CIN	Holding company/ subsidiary/ joint venture	Clause number of the CARO report which is qualified or is adverse
1.	Future Consumer Limited	L52602MH1996PLC192090	Holding Company	ii (b)
2.	Future Consumer Limited	L52602MH1996PLC192090	Holding Company	iii (c)
3.	Future Consumer Limited	L52602MH1996PLC192090	Holding Company	iii (e)
4.	Future Consumer Limited	L52602MH1996PLC192090	Holding Company	vii (a)
5.	Future Consumer Limited	L52602MH1996PLC192090	Holding Company	ix (a)
6.	Future Consumer Limited	L52602MH1996PLC192090	Holding Company	xix
7.	Aadhaar Wholesale Trading and Distribution Limited	U52110MH2006PLC160440	Subsidiary	i (c)
8.	Appu Nutritions Private Limited	U01541KA1985PTC006784	Subsidiary	xix
9.	Delect Spices and Herbs Private Limited	U15490KA2017PTC106461	Subsidiary	vii (a)
10.	FCL Tradevest Private Limited	U15549MH2018PTC318714	Subsidiary	ix (a)
11.	FCL Tradevest Private Limited	U15549MH2018PTC318714	Subsidiary	xix
12.	Nilgiri's Mechanised Bakery Private limited	U85110MH1988PTC265435	Subsidiary	xix
13.	Nilgiris Franchise Limited	U65910MH1996PLC265704	Subsidiary	vii (a)
14.	Nilgiris Franchise Limited	U65910MH1996PLC265704	Subsidiary	xix
15.	The Nilgiri Dairy Farm Private Limited	U85110MH1970PTC265706	Subsidiary	iii (e)
16.	The Nilgiri Dairy Farm Private Limited	U85110MH1970PTC265706	Subsidiary	xix
17.	MNS Foods Limited	U15400KA2015PLC101423	Joint Venture	vii (a)
18.	MNS Foods Limited	U15400KA2015PLC101423	Joint Venture	xix
19.	Sublime Foods Limited	U15310KA2012PLC101087	Joint Venture	vii (a)
20.	Sublime Foods Limited	U15310KA2012PLC101087	Joint Venture	ix (a)
21.	Sublime Foods Limited	U15310KA2012PLC101087	Joint Venture	xix

For S R B C & CO LLP
Chartered Accountants
ICAI Firm Registration Number: 324982E/E300003

per Pramod Kumar Bapna
Partner
Membership Number: 105497
UDIN : 23105497BGXBNZ1711

Place : Mumbai
Date : May 30, 2023

ANNEXURE 2 TO THE INDEPENDENT AUDITOR'S REPORT

ANNEXURE 2 TO THE INDEPENDENT AUDITORS' REPORT OF EVEN DATE ON THE CONSOLIDATED FINANCIAL STATEMENTS OF FUTURE CONSUMER LIMITED

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

In conjunction with our audit of the consolidated financial statements of Future consumer limited (hereinafter referred to as the "Holding Company") as of and for the year ended March 31, 2023, we have audited the internal financial controls with reference to consolidated financial statements of the Holding Company and its subsidiaries (the Holding Company and its subsidiaries together referred to as "the Group") and its joint ventures which are companies incorporated in India, as of that date.

Management's Responsibility for Internal Financial Controls

The respective Board of Directors of the companies included in the Group and its Joint Ventures, which are companies incorporated in India, are responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Holding Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India (ICAI). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to the respective company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditor's Responsibility

Our responsibility is to express an opinion on the Holding Company's and its subsidiary and joint ventures which are incorporated in India, internal financial controls with reference to consolidated financial statements based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") and the Standards on Auditing, specified under section 143(10) of the Act, to the extent applicable to an audit of internal financial controls, both, issued by ICAI. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls with reference to consolidated financial statements was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls with reference to consolidated financial statements and their operating effectiveness. Our audit of internal financial controls with reference to consolidated financial statements included obtaining an understanding of internal financial controls with reference to consolidated financial statements, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained and the audit evidence obtained by the other auditors in terms of their reports referred to in the Other Matters paragraph below, is sufficient and appropriate to provide a basis for our audit opinion on the internal financial controls with reference to consolidated financial statements.

Meaning of Internal Financial Controls With Reference to Consolidated Financial Statements

A company's internal financial control with reference to consolidated financial statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control with reference to consolidated financial statements includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls with Reference to Consolidated Financial Statements

Because of the inherent limitations of internal financial controls with reference to consolidated financial statements, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls with reference to consolidated financial statements to future periods are subject to the risk that the internal financial controls with reference to consolidated financial statements may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, the Group, its and joint ventures, which are companies incorporated in India, have, maintained in all material respects, adequate internal financial controls with reference to consolidated financial statements and such internal financial controls with reference to consolidated financial statements were operating effectively as at March 31, 2023, based on the internal control over financial reporting criteria established by the Holding Company considering the essential components of internal control stated in the Guidance Note issued by the ICAI.

Other Matters

Our report under Section 143(3)(i) of the Act on the adequacy and operating effectiveness of the internal financial controls with reference to consolidated financial statements of the Holding Company, in so far as it relates to 11 subsidiaries and 3 joint ventures, which are companies incorporated in India, is based on the corresponding report of the auditor of subsidiaries and joint ventures incorporated in India.

For S R B C & CO LLP
Chartered Accountants
ICAI Firm Registration Number: 324982E/E300003

per Pramod Kumar Bapna
Partner
Membership Number: 105497
UDIN : 23105497BGXBNZ1711

Place : Mumbai
Date : May 30, 2023

CONSOLIDATED BALANCE SHEET

as at 31st March 2023

(₹ In lakhs)

Particulars		Note	As at 31st March 2023	As at 31st March 2022
	Assets			
1	**Non current assets**			
	(a) Property, plant and equipment	4	3,778.66	29,879.44
	(b) Capital work-in-progress	43	-	898.38
	(c) Investment property	4	365.32	677.04
	(d) Goodwill	4	262.15	6,911.02
	(e) Other intangible assets	4	162.97	15,697.71
	(f) Right-of-use assets	4	1,607.15	11,078.79
	(g) Financial assets			
	(i) Investments	5	463.85	822.35
	(ii) Loans	6	5,351.36	5,178.47
	(iii) Other financial assets	7	2,520.23	3,536.20
	(h) Deferred tax assets (net)	8	-	5.10
	(i) Other assets	9	1,405.52	3,057.63
	Total non-current assets		**15,917.21**	**77,742.13**
2	**Current assets**			
	(a) Inventories	10	2,956.33	7,857.04
	(b) Financial assets			
	(i) Investments	11	3.06	1.70
	(ii) Trade receivables	12	254.47	14,916.27
	(iii) Cash and cash equivalents	13	1,392.08	2,762.36
	(iv) Bank balances other than (iii) above	13	152.60	34.74
	(v) Other financial assets	7	183.24	1,235.60
	(c) Other assets	9	1,095.69	1,897.64
			6,037.47	**28,705.35**
	Assets held for sale	44	27,046.74	15,699.52
	Total current assets		**33,084.21**	**44,404.87**
	Total assets		**49,001.42**	**122,147.00**
	Equity and liabilities			
1	**Equity**			
	(a) Equity share capital	14	119,192.24	119,014.91
	(b) Other equity	15	(137,628.02)	(103,981.70)
	Equity attributable to owners of the Group		**(18,435.78)**	**15,033.21**
	(c) Non-controlling interests	16	0.65	0.70
	Total equity		**(18,435.13)**	**15,033.91**
	Liabilities			
2	**Non-current liabilities**			
	(a) Financial liabilities			
	(i) Borrowings	17	-	12,987.45
	(ii) Lease Liabilities	34	1,529.22	5,025.60
	(iii) Other financial liabilities	18	24.80	1,226.08
	(b) Provisions	19	125.50	338.44
	(c) Deferred tax liabilities (net)	8	146.26	3,391.36
	(d) Other non-current liabilities	20	-	3,144.00
	Total non-current liabilities		**1,825.78**	**26,112.93**
3	**Current liabilities**			
	(a) Financial liabilities			
	(i) Borrowings	21	40,949.25	39,050.52
	(ii) Lease Liabilities	34	342.10	685.76
	(iii) Trade payables	22		
	(a) Total outstanding dues of micro enterprises and small enterprises		591.08	701.80
	(b) Total outstanding dues of trade payables other than micro enterprises and small enterprises		4,590.30	10,716.54
	(iv) Other financial liabilities	18	5,393.77	3,679.41
	(b) Provisions	19	407.61	804.02
	(c) Other current liabilities	20	13,336.66	25,362.11
	Total current liabilities		**65,610.77**	**81,000.16**
	Total equity and liabilities		**49,001.42**	**122,147.00**
	Summary of significant accounting policies	2		
	The accompanying notes are an integral part of the consolidated financial statements	1- 58		

As per our report of even date
For S R B C & CO LLP
Chartered Accountants
ICAI Firm Registration number: 324982E/E300003

per Pramod Kumar Bapna
Partner
Membership No: 105497

Place: Mumbai
Date: 30 May 2023

For and on behalf of the Board of Directors of Future Consumer Limited

Kishore Biyani
Vice Chairman
Place : Bengaluru

Neelam Chhiber
Non Executive Director
Place : Chennai

Manoj Gagvani
Company Secretary & Head - Legal
Place : Mumbai

Rajendra Bajaj
Chief Financial Officer
Place : Mumbai

Date: 30 May 2023

Samson Samuel
Chief Executive Officer
Place: Mumbai

Corporate Identity Number of Future Consumer Limited is L52602MH1996PLC192090

CONSOLIDATED STATEMENT OF PROFIT AND LOSS
for the year ended 31st March 2023

(₹ In lakhs)

Particulars	Note	Year ended 31st March 2023	Year ended 31st March 2022
1. Revenue			
(a) Revenue from operations	23	38,115.08	146,878.86
(b) Other income	24	2,452.41	2,057.69
Total income		**40,567.49**	**148,936.55**
2. Expenses			
(a) Cost of materials consumed	25	1,431.87	8,613.71
(b) Purchase of stock-in-trade (traded goods)		29,938.34	122,709.12
(c) Changes in inventories of finished goods, work-in-progress and stock-in-trade	26	3,520.74	(2,476.08)
(d) Employee benefits expenses	27	3,409.16	5,417.95
(e) Finance costs	28	5,345.97	6,322.13
(f) Depreciation and Amortisation expenses	29	3,220.52	5,150.07
(g) Other expenses	30	7,652.89	38,626.95
Total expense		**54,519.49**	**184,363.85**
3. (Loss) / Profit before share of profit /(loss) of an Associate/ Joint Ventures and exceptional items and tax (1-2)		**(13,952.00)**	**(35,427.30)**
4. Share of Loss in Joint Ventures		(276.25)	(2,200.75)
5. Loss before exceptional items and tax (3+4)		**(14,228.25)**	**(37,628.05)**
6. Exceptional items	45	**(18,665.72)**	**(7,409.20)**
7. Loss before tax (5+6)		**(32,893.97)**	**(45,037.25)**
8. Tax expense / (benefit)			
(a) Current tax		420.11	4.00
(b) Tax relating to prior years		253.47	4.70
(c) Deferred tax	8	(64.24)	(70.32)
Net tax expense / (benefit)		**609.34**	**(61.62)**
9. Loss for the period (7-8)		**(33,503.31)**	**(44,975.63)**
10. Other comprehensive income (OCI)			
(a) (i) Items that will not be reclassified to statement of profit and loss			
Remeasurement (loss) / gain on defined benefit plans		67.76	22.87
Share of other comprehensive income in Associate Company and Joint Ventures		0.95	-
(ii) Income tax relating to items that will not be reclassified to statement of profit and loss		-	-
(b) (i) Items that will be reclassified to statement of profit and loss			
Exchange differences in translating the financial statements of foreign operations		(42.75)	(25.87)
Total other comprehensive income		**25.96**	**(3.00)**
11. Total comprehensive income (9+10)		**(33,477.35)**	**(44,978.63)**
12. Loss for the year attributable to:			
Owners of the Group		(33,496.90)	(44,967.96)
Non-controlling interests		(6.41)	(7.67)
		(33,503.31)	**(44,975.63)**
Other comprehensive income for the year attributable to:			
Owners of the Group		25.96	(3.00)
Non-controlling interests		-	-
		25.96	**(3.00)**
Total comprehensive income for the year attributable to:			
Owners of the Group		(33,470.94)	(44,970.96)
Non-controlling interests		(6.41)	(7.67)
		(33,477.35)	**(44,978.63)**
Earnings per share after exceptional item attributable to owners of the Group (Face Value ₹ 6 each)	32		
(a) Basic (₹)		(1.69)	(2.27)
(b) Diluted (₹)		(1.69)	(2.27)
Earnings per share before exceptional item attributable to owners of the Group (Face Value ₹ 6 each)	32		
(a) Basic (₹)		(0.75)	(1.90)
(b) Diluted (₹)		(0.75)	(1.90)
Summary of significant accounting policies	2		
The accompanying notes are an integral part of the consolidated financial statements	1-58		

As per our report of even date
For S R B C & CO LLP
Chartered Accountants
ICAI Firm Registration number: 324982E/E300003

per Pramod Kumar Bapna
Partner
Membership No: 105497

Place: Mumbai
Date: 30 May 2023

For and on behalf of the Board of Directors of Future Consumer Limited

Kishore Biyani
Vice Chairman
Place : Bengaluru

Neelam Chhiber
Non Executive Director
Place : Chennai

Manoj Gagvani
Company Secretary & Head - Legal
Place : Mumbai

Rajendra Bajaj
Chief Financial Officer
Place : Mumbai

Date: 30 May 2023

Samson Samuel
Chief Executive Officer
Place: Mumbai

Corporate Identity Number of Future Consumer Limited is L52602MH1996PLC192090

STATEMENT OF CHANGES IN EQUITY

for the year ended 31st March 2023

a. Equity Share Capital (Refer note 14)

(₹ In Lakhs)

Particulars	Amount
Balance as at 31st March 2021	**118,415.29**
Changes in Equity Share capital during the Year	
Equity shares issued and allotted during the year	599.62
Issue of Equity shares under employee share option plan (ESOP) (Refer note 37)	-
Shares purchased (net) by ESOP trust treated as treasury Shares	-
As at 31st March 2022	**119,014.91**
Changes in Equity Share capital during the Year	
Add : Shares sold by ESOP trust reated as treasury shares	177.33
As at 31st March 2023	**119,192.24**

b. Other Equity (Refer note 15)

Particulars	Reserves & Surplus						Foreign Currency translation reserve	Other Comprehensive Income	Share Application Money pending Allotment	Attributable to owners of the Group	Non-controlling interests ("NCI")	Total Other Equity
	Capital Reserve for bargain purchase business combinations	Securities Premium Account	General Reserve	Share Options Outstanding Account	Capital redemption reserve	Retained Earnings						
Balance at 31st March 2021	**2,064.94**	**38,130.12**	**0.59**	**1,314.40**	**5.20**	**(100,631.05)**	**(41.75)**	**(62.41)**	-	**(59,219.96)**	**(0.83)**	**(59,220.79)**
Loss for the year	-	-	-	-	-	**(44,967.96)**	-	-	-	**(44,967.96)**	**(7.67)**	**(44,975.63)**
Other comprehensive income for the year, net of income tax	-	-	-	-	-	-	**(25.87)**	**22.87**	-	**(3.00)**	-	**(3.00)**
Total comprehensive income for the year	-	-	-	-	-	**(44,967.96)**	**(25.87)**	**22.87**	-	**(44,970.96)**	**(7.67)**	**(44,978.63)**
Recognition of share-based payments	-	-	-	**28.94**	-	-	-	-	-	**28.94**	-	**28.94**
Shares held by ESOP Trust treated as treasury shares	-	-	-	-	-	(0.40)	-	-	-	**(0.40)**	-	**(0.40)**
Transfer to retained earnings on exercise of ESOP	-	-	-	(629.93)	-	629.93	-	-	-	-	-	-
Acquisition of non-controlling interests	-	-	-	-	-	(5.92)	-	-	-	**(5.92)**	-	**(5.92)**
Issue of Shares	-	186.60	-	-	-	-	-	-	-	**186.60**	-	**186.60**
Share Application Money pending Allotment	-	-	-	-	-	-	-	-	0.02	**0.02**	-	**0.02**
On account of additional stake in Subsidiary	-	-	-	-	-	-	-	-	-	-	2.73	**2.73**
NCI written off of a Subsidiary	-	-	-	-	-	-	-	-	-	-	6.47	**6.47**
As at 31st March 2022	**2,064.94**	**38,316.72**	**0.59**	**713.41**	**5.20**	**(144,975.40)**	**(67.62)**	**(39.54)**	**0.02**	**(103,981.70)**	**0.70**	**(103,981.00)**

STATEMENT OF CHANGES IN EQUITY

for the year ended 31st March 2023

Particulars	Reserves & Surplus						Foreign Currency translation reserve	Other Comprehensive Income	Share Application Money pending Allotment	Attributable to owners of the Group	Non-controlling interests ("NCI")	Total Other Equity
	Capital Reserve for bargain purchase business combinations	Securities Premium Account	General Reserve	Share Options Outstanding Account	Capital redemption reserve	Retained Earnings						
Loss for the year	-	-	-	-	-	(33,496.90)	-	-	-	**(33,496.90)**	(6.41)	**(33,503.31)**
Other comprehensive income for the year, net of income tax	-	-	-	-	-	-	(42.75)	68.71	-	**25.96**	-	**25.96**
Total comprehensive income for the year	**-**	**-**	**-**	**-**	**-**	**(33,496.90)**	**(42.75)**	**68.71**	**-**	**(33,470.94)**	**(6.41)**	**(33,477.35)**
Shares held by ESOP Trust treated as treasury shares	-	-	-	-	-	(166.74)	-	-	-	(166.74)	-	**(166.74)**
Allotment of shares									(0.02)	(0.02)		**(0.02)**
Transfer to retained earnings on exercise of ESOP	-	-	-	(723.23)	-	723.23	-	-	-	-	-	**-**
Issue of Shares	-	-	-	13.12	-	-	-	-	-	13.12	-	**13.12**
NCI on Foreign Currency Translation Reserve							(29.21)	7.47		(21.74)		**(21.74)**
NCI written off of a Subsidiary	-	-	-	-	-	-		-	-	-	6.36	**6.36**
As at 31st March 2023	**2,064.94**	**38,316.72**	**0.59**	**3.30**	**5.20**	**(177,915.81)**	**(139.58)**	**36.64**	**-**	**(137,628.02)**	**0.65**	**(137,627.37)**

As per our report of even date
For S R B C & CO LLP
Chartered Accountants
ICAI Firm Registration number: 324982E/E300003

per Pramod Kumar Bapna
Partner
Membership No: 105497

Place: Mumbai
Date: 30 May 2023

For and on behalf of the Board of Directors of Future Consumer Limited

Kishore Biyani
Vice Chairman
Place : Bengaluru

Neelam Chhiber
Non Executive Director
Place : Chennai

Manoj Gagvani
Company Secretary & Head - Legal
Place : Mumbai

Rajendra Bajaj
Chief Financial Officer
Place : Mumbai

Date: 30 May 2023

Samson Samuel
Chief Executive Officer
Place: Mumbai

Corporate Identity Number of Future Consumer Limited is L52602MH1996PLC192090

CONSOLIDATED STATEMENT OF CASH FLOWS
for the year ended 31st March 2023

(₹ in lakhs)

Particulars	Year ended 31st March 2023		Year ended 31st March 2022	
Cash flows from operating activities				
Net loss before tax as per the Statement of Profit and Loss		(32,893.97)		(45,037.25)
Adjustments to reconcile profit before tax to net cash flows:				
Exceptional items (Refer note 45)	18,665.72		7,409.20	
Finance costs	5,345.97		6,322.13	
Interest Income	(487.01)		(670.89)	
Interest on income tax refund	(47.86)		(128.98)	
Share of loss of associate and joint ventures	276.25		2,200.75	
Provision no longer required written back	(388.22)		(141.83)	
Provision on balances with government authorities	324.84		138.66	
Net loss/(gain) on disposal of property, plant and equipment (including asset held for sale)	292.56		178.33	
Net loss/(gain) on financial assets measured at fair value through profit or loss	(1.81)		-	
Net unrealised exchange (gain)/loss	(549.34)		(244.12)	
Bad Debts and Advances Written Off	2,385.64		573.59	
Expected Credit Loss on trade and other receivables	(1,122.31)		23,202.09	
Depreciation and Amortisation expenses	3,220.52		5,150.07	
Share-based payment expenses	13.12		28.94	
Gain on termination of lease assets	(261.91)		(288.16)	
Amortisation of Government Grant	(285.66)	27,380.50	(285.66)	43,444.11
		(5,513.47)		**(1,593.14)**
Working capital adjustments:				
(Increase) / Decrease in trade and other financial assets	4,638.50		24,852.19	
(Increase) / Decrease in inventories	3,952.71		(2,164.01)	
(Increase) / Decrease in other assets	351.59		68.01	
Increase / (Decrease) in trade payables	(1,641.64)		(8,332.82)	
Increase / (Decrease) in provisions	(402.10)		(254.56)	
Increase / (Decrease) in other liabilities	2,202.64	9,101.70	(1,614.18)	12,554.62
Cash flow from operations		**3,588.23**		**10,961.47**
Income taxes (paid)/refund		390.16		912.46
Net cash flow from operating activities		**3,978.39**		**11,873.93**
Cash flows from investing activities				
Proceeds on sale of investments (including asset held for sale)		300.00		1,375.75
Loans refunded		-		(109.33)
Interest received		103.55		53.06
Purchase of property, plant and equipment including Capital work-in-progress		(301.80)		(921.70)
Proceeds from sale of property, plant and equipment (including asset held for sale)		9,281.56		161.94
Purchase of intangible assets		-		(3.93)
Net cash flow from in investing activities		**9,383.31**		**555.79**

CONSOLIDATED STATEMENT OF CASH FLOWS
for the year ended 31st March 2023

(₹ in lakhs)

Particulars	Year ended 31st March 2023	Year ended 31st March 2022
Cash flows from financing activities		
Proceeds from sale of treasury shares	10.59	-
Repayment of long term borrowings	(6,250.75)	(4,490.85)
Payment of lease liabilities	(492.60)	(607.95)
Repayment of short term borrowings (net)	(5,195.59)	(3,381.58)
Interest paid	(2,846.38)	(4,903.72)
Net cash flow used in financing activities	**(14,774.73)**	**(13,384.10)**
Exchange difference on translating the financial statements of foreign operations	42.75	25.87
Net increase / (decrease) in cash and cash equivalents	**(1,370.28)**	**(928.49)**
Cash and cash equivalents at the beginning of the year	2,762.36	3,690.86
Cash and cash equivalents at the end of the year	**1,392.08**	**2,762.36**
Non-cash investing and financing activities (Refer note 13)		
Summary of significant accounting policies (Refer note 2)		
Other comprehensive income for the year, net of income tax		
The accompanying notes are an integral part of the consolidated financial statements (1 - 58)		

As per our report of even date
For S R B C & CO LLP
Chartered Accountants
ICAI Firm Registration number: 324982E/E300003

For and on behalf of the Board of Directors of Future Consumer Limited

Kishore Biyani
Vice Chairman
Place : Bengaluru

Neelam Chhiber
Non Executive Director
Place : Chennai

per Pramod Kumar Bapna
Partner
Membership No: 105497

Manoj Gagvani
Company Secretary & Head - Legal
Place : Mumbai

Rajendra Bajaj
Chief Financial Officer
Place : Mumbai

Place: Mumbai
Date: 30 May 2023

Date: 30 May 2023

Samson Samuel
Chief Executive Officer
Place: Mumbai

Corporate Identity Number of Future Consumer Limited is L52602MH1996PLC192090

Financial Statements

FMCG

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

for the year ended 31st March 2023

1. GENERAL INFORMATION ABOUT THE COMPANY

The consolidated financial statements comprise financial statements of the parent Future Consumer Limited ('the Company' or 'Holding Company') and its subsidiaries (collectively, the Group) for the year ended 31 March, 2023. The Company was incorporated in India on 10th July 1996, under the name "Subhikshith Finance and Investments Limited". The name of the Company was changed to "Future Ventures India Private Limited" with effect from 9th August 2007 and it became a Public Limited Company with effect from 7th September 2007 as "Future Ventures India Limited". The shares of the Company are listed on the National Stock Exchange Limited and BSE Limited since 10th May 2011. The name of the Company was changed to "Future Consumer Enterprise Limited" w.e.f. 30th September 2013 and then to "Future Consumer Limited" effective from 13th October 2016.

The registered office of the Company is located at Knowledge House, Shyam Nagar, Off. Jogeshwari Vikhroli Link Road, Jogeshwari (East), Mumbai 400 060.

The Group is engaged in the business of sourcing, manufacturing, branding, marketing and distribution of fast moving consumer goods ("FMCG"), Food and Processed Food Products in Urban and Rural India. Earlier, the Company was regulated by the Reserve Bank of India (the "RBI") as a non-deposit taking Non-Banking Financial Company ("NBFC"). The RBI in terms of application made by the Company has vide its order passed on 21st July 2015 cancelled the Certificate of Registration granted to the Company. Consequently, the Company ceased to be an NBFC.

The financial statements were approved for issue in accordance with a resolution of the Board of directors on 30th May 2023.

2. SIGNIFICANT ACCOUNTING POLICIES

2.1 Basis of preparation

The consolidated financial statements of the Group have been prepared in accordance with Indian Accounting Standards (Ind AS) notified pursuant to section 133 of the Companies Act 2013 read with Rule 3 of the Companies (Indian Accounting Standards) Rules, 2015 and Companies (Indian Accounting Standards) Amendment Rules, 2016.

The financial statements have been prepared on the historical cost basis except for certain financial instruments that are measured at fair values at the end of each reporting period, as explained in the accounting policies below.

- Derivative financial instruments
- Certain financial assets and liabilities measured at fair value (Refer accounting policy regarding financial instruments)
- Defined benefit planned – plan assets measured at fair value.

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date, regardless of whether that price is directly observable or estimated using another valuation technique. In estimating the fair value of an asset or a liability, the Group takes into account the characteristics of the asset or liability if market participants would take those characteristics into account when pricing the asset or liability at the measurement date.

The fair value measurement is based on the presumption that the trsansaction to sell the asset or transfer the liability takes place either:

- In the principal market for the asset or liability, or
- In the absence of a principal market, in the most advantageous market for the asset or liability

The principal or the most advantageous market must be accessible by the Group.

Fair value for measurement and/or disclosure purposes in these financial statements is determined on such a basis, except for share-based payment transactions that are within the scope of Ind AS 102, leasing transactions that are within the scope of Ind AS 17 'Leases' ("Ind AS 17"), and measurements that have some similarities to fair value but are not fair value, such as net realisable value in Ind AS 2 'Inventories' ("Ind AS 2") or value in use in Ind AS 36 'Impairment of Assets' ("Ind AS 36").

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorised within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

- Level 1 — Quoted (unadjusted) market prices in active markets for identical assets or liabilities
- Level 2 — Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable
- Level 3 — Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable

The principal accounting policies are set out below.

The financial statements are presented in INR, which is the functional currency of the Company and all values are rounded up to two decimal points to the nearest lakh (Rs. 00,000), except when otherwise indicated.

2.2 Basis of measurement

The consolidated Ind AS Financial Statements have been prepared on a going concern basis using historical cost convention and on an accrual method of accounting, except for certain financial assets and liabilities which are measured at fair value as explained in the accounting policies below.

2.3 Current versus non-current classification

The Group presents assets and liabilities in the balance sheet based on current/ non-current classification. An asset is treated as current when it is:

- Expected to be realised or intended to be sold or consumed in normal operating cycle

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for the year ended 31st March 2023

- Held primarily for the purpose of trading
- Expected to be realised within twelve months after the reporting period, or
- Cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period

All other assets are classified as non-current.

A liability is current when:

- It is expected to be settled in normal operating cycle
- It is held primarily for the purpose of trading
- It is due to be settled within twelve months after the reporting period, or
- There is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period

The Group classifies all other liabilities as non-current.

Deferred tax assets and liabilities are classified as non-current assets and liabilities.

The operating cycle is the time between the acquisition of assets for processing and their realisation in cash and cash equivalents. The Group has identified twelve months as its operating cycle.

2.4 Basis of consolidation

The consolidated financial statements incorporate the financial statements of the Company and entities controlled by the Company and its subsidiaries. Control is achieved when the Group:

- has power over the investee;
- is exposed, or has rights, to variable returns from its involvement with the investee; and
- has the ability to use its power to affect its returns.

The Group reassesses whether or not it controls an investee if facts and circumstances indicate that there are changes to one or more of the three elements of control listed above.

When the Group has less than a majority of the voting rights of an investee, it has power over the investee when the voting rights are sufficient to give it the practical ability to direct the relevant activities of the investee unilaterally. The Group considers all relevant facts and circumstances in assessing whether or not the Group's voting rights in an investee are sufficient to give it power, including:

- the size of the Group's holding of voting rights relative to the size and dispersion of holdings of the other vote holders;
- potential voting rights held by the Group, other vote holders or other parties;
- rights arising from other contractual arrangements; and
- any additional facts and circumstances that indicate that the Group has, or does not have, the current ability to direct the relevant activities at the time that decisions need to be made, including voting patterns at previous shareholders' meetings.

Consolidation of a subsidiary begins when the Group obtains control over the subsidiary and ceases when the Company loses control of the subsidiary. Specifically, income and expenses of a subsidiary acquired or disposed off during the year are included in the consolidated statement of profit and loss from the date the Group gains control until the date when the Group ceases to control the subsidiary.

Consolidated financial statements are prepared using uniform accounting policies for like transactions and other events in similar circumstances. If a member of the Group uses accounting policies other than those adopted in the consolidated financial statements for like transactions and events in similar circumstances, appropriate adjustments are made to that Group member's financial statements in preparing the consolidated financial statements to ensure conformity with the Group's accounting policies.

The financial statements of all entities used for the purpose of consolidation are drawn up to same reporting date as that of the parent company, i.e., year ended on 31 March. When the end of the reporting period of the parent is different from that of a subsidiary, the subsidiary prepares, for consolidation purposes, additional financial information as of the same date as the financial statements of the parent to enable the parent to consolidate the financial information of the subsidiary, unless it is impracticable to do so.

Consolidation procedure:

a) Combine like items of assets, liabilities, equity, income, expenses and cash flows of the parent with those of its subsidiaries. For this purpose, income and expenses of the subsidiary are based on the amounts of the assets and liabilities recognised in the consolidated financial statements at the acquisition date.

b) Offset (eliminate) the carrying amount of the parent's investment in each subsidiary and the parent's portion of equity of each subsidiary. Business combinations policy explains how to account for any related goodwill.

c) Eliminate in full intragroup assets and liabilities, equity, income, expenses and cash flows relating to transactions between entities of the group (profits or losses resulting from intragroup transactions that are recognised in assets, such as inventory and fixed assets, are eliminated in full). Intragroup losses may indicate an impairment that requires recognition in the consolidated financial statements. Ind AS 12 Income Taxes applies to temporary differences that arise from the elimination of profits and losses resulting from intragroup transactions.

Profit or loss and each component of other comprehensive income ("OCI") are attributed to the owners of the Group and to the non-controlling interests. Total comprehensive income of subsidiaries is attributed to the owners of the Group and to the non-controlling interests even if this results in the non-controlling interests having a deficit balance.

All intragroup assets and liabilities, equity, income, expenses, and cash flows relating to transactions between members of the Group are eliminated in full on consolidation.

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Changes in the Group's ownership interests in existing subsidiaries

Changes in the Group's ownership interests in subsidiaries that do not result in the Group losing control over the subsidiaries are accounted for as equity transactions. The carrying amounts of the Group's interests and the non-controlling interests are adjusted to reflect the changes in their relative interests in the subsidiaries. Any difference between the amount by which the non-controlling interests are adjusted and the fair value of the consideration paid or received is recognised directly in equity and attributed to owners of the Company.

When the Group loses control of a subsidiary, a gain or loss is recognised in consolidated statement of profit and loss and is calculated as the difference between (i) the aggregate of the fair value of the consideration received and the fair value of any retained interest and (ii) the previous carrying amount of the assets (including goodwill), and liabilities of the subsidiary and any non-controlling interests.

Investments in associates and joint ventures

An associate is an entity over which the Group has significant influence. Significant influence is the power to participate in the financial and operating policy decisions of the investee but is not control or joint control over those policies. A joint venture is a joint arrangement whereby the parties that have joint control of the arrangement have rights to the net assets of the joint arrangement. Joint control is the contractually agreed sharing of control of an arrangement, which exists only when decisions about the relevant activities require unanimous consent of the parties sharing control.

The results and assets and liabilities of associates or joint ventures are incorporated in these consolidated financial statements using the equity method of accounting. Under the equity method, an investment in an associate or a joint venture is initially recognised in the consolidated balance sheet at cost and adjusted thereafter to recognise the Group's share of the profit or loss and other comprehensive income of the associate or joint venture. Distributions received from an associate or a joint venture reduce the carrying amount of the investment. When the Group's share of losses of an associate or a joint venture exceeds the Group's interest in that associate or joint venture, the Group discontinues recognising its share of further losses. Additional losses are recognised only to the extent that the Group has incurred legal or constructive obligations or made payments on behalf of the associate or joint venture. If the associate or joint venture subsequently reports profits, the entity resumes recognising its share of those profits only after its share of the profits equals the share of losses not recognised.

An investment in an associate or a joint venture is accounted for using the equity method from the date on which the investee becomes an associate or a joint venture. On acquisition of the investment in an associate or a joint venture, any excess of the cost of the investment over the Group's share of the net fair value of the identifiable assets and liabilities of the investee is recognised as goodwill, which is included within the carrying amount of the investment. Any excess of the Group's share of the net fair value of the identifiable assets and liabilities over the cost of the investment, after reassessment, is recognised directly in equity as capital reserve in the period in which the investment is acquired.

After application of the equity method of accounting, the Group determines whether there any is objective evidence of impairment as a result of one or more events that occurred after the initial recognition of the net investment in an associate or a joint venture and that event (or events) has an impact on the estimated future cash flows from the net investment that can be reliably estimated. If there exists such an objective evidence of impairment, then it is necessary to recognise impairment loss with respect to the Group's investment in an associate or a joint venture

The Group discontinues the use of the equity method from the date when the investment ceases to be an associate or a joint venture, or when the investment is classified as held for sale. When the Group retains an interest in the former associate or joint venture and the retained interest is a financial asset, the Group measures the retained interest at fair value at that date and the fair value is regarded as its fair value on initial recognition in accordance with Ind AS 109. The difference between the carrying amount of the associate or joint venture at the date the equity method was discontinued, and the fair value of any retained interest and any proceeds from disposing of a part interest in the associate or joint venture is included in the determination of the gain or loss on disposal of the associate or joint venture.

When a Group entity transacts with an associate or a joint venture of the Group, profits and losses resulting from the transactions with the associate or joint venture are recognised in the Group's consolidated financial statements only to the extent of interests in the associate or joint venture that are not related to the Group.

The consolidated financial statement of the Group comprises financial statement of Future Consumer Limited and the following companies:

Name of the Company	Relationship	Proportion of ownership interest and voting power held by the Group	
		As at 31st March 2023	As at 31st March 2022
Aadhaar Wholesale Trading and Distribution Limited	Subsidiary	100.00%	100.00%
Bloom Foods and Beverages Private Limited	Subsidiary	100.00%	100.00%
FCEL Overseas FZCO	Subsidiary	60.00%	60.00%
The Nilgiri Dairy Farm Private Limited ("NDF")	Subsidiary	100.00%	100.00%
Appu Nutritions Private Limited	Subsidiary (NDF Subsidiary till 30.03.2023)	100.00%	100.00%
Nilgiri's Mechanised Bakery Private Limited	Subsidiary (NDF Subsidiary till 30.03.2023)	100.00%	100.00%
Nilgiris Franchise Limited (Formerly known as Nilgiris Franchise Private Limited)	Subsidiary (NDF Subsidiary till 30.03.2023)	100.00%	100.00%
FCL Tradevest Private Limited ("FCL TPL")	Subsidiary	100.00%	100.00%
Future Food Processing Limited (Formerly known as Future Food Processing Private Limited)	Subsidiary of FCL TPL	100.00%	100.00%
Future Food and Products Limited	Subsidiary of FCL TPL	100.00%	100.00%

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Name of the Company	Relationship	Proportion of ownership interest and voting power held by the Group	
		As at 31st March 2023	As at 31st March 2022
Integrated Food Park Limited (Formerly known as Integrated Food Park Private Limited)	Subsidiary of FCL TPL	100.00%	100.00%
Delect Spices and Herbs Private Limited	Subsidiary of FCL TPL	99.82%	99.82%
Sublime Foods Limited (Formerly known as Sublime Foods Private Limited) ("SFPL")	Joint Venture (Held by FCL TPL)	51%	51%
Mibelle Future Consumer Products AG	Joint Venture	50%	50%
Mibelle India Consumer Product Private Limited	Joint Venture	50%	50%
Aussee Oats India Limited (Formerly known as Aussee Oats India Private Limited)	Joint Venture	50% + 1 Share	50% + 1 Share
Aussee Oats Milling (Private) Limited	Joint Venture	50% + 1 Share	50% + 1 Share
MNS Foods Limited (Formerly known as MNS Foods Private Limited)	Joint Venture (Held by FCL TPL)	50.01%	50.01%
Hain Future Natural Products Private Limited	Joint Venture	50%	50%
Fonterra Future Dairy Private Limited	Joint Venture	50%	50%

2.5 Business combinations

Acquisitions of businesses are accounted for using the acquisition method. The consideration transferred in a business combination is measured at fair value, which is calculated as the sum of the acquisition-date fair values of the assets transferred by the Group, liabilities incurred by the Group to the former owners of the acquiree and the equity interests issued by the Group in exchange for control of the acquiree. Acquisition-related costs are generally recognised in consolidated statement of profit and loss as incurred.

At the acquisition date, the identifiable assets acquired, and the liabilities assumed are recognised at their acquisition date fair values. For this purpose, the liabilities assumed include contingent liabilities representing present obligation and they are measured at their acquisition fair values irrespective of the fact that outflow of resources embodying economic benefits is not probable. However, the following assets and liabilities acquired in a business combination are measured at the basis indicated below:

- Deferred tax assets or liabilities, and the liabilities or assets related to employee benefit arrangements are recognised and measured in accordance with Ind AS 12 Income Tax and Ind AS 19 Employee Benefits respectively.
- Potential tax effects of temporary differences and carry forwards of an acquiree that exist at the acquisition date or arise as a result of the acquisition are accounted in accordance with Ind AS 12.
- Liabilities or equity instruments related to share based payment arrangements of the acquiree or share–based payments arrangements of the Group entered into to replace share-based payment arrangements of the acquiree are measured in accordance with Ind AS 102 Share-based Payments at the acquisition date.
- Assets (or disposal groups) that are classified as held for sale in accordance with Ind AS 105 Non-current Assets Held for Sale and Discontinued Operations are measured in accordance with that Standard.
- Reacquired rights are measured at a value determined on the basis of the remaining contractual term of the related contract. Such valuation does not consider potential renewal of the reacquired right.

Goodwill is initially measured at cost, being the excess of the sum of the consideration transferred, the amount of any non-controlling interests in the acquiree, and the fair value of the acquirer's previously held equity interest in the acquiree (if any) over the net of the acquisition-date amounts of the identifiable assets acquired and the liabilities assumed.

In case of a bargain purchase, before recognizing a gain in respect thereof, the Group determines where there exists clear evidence of the underlying reasons for classifying the business combination as a bargain purchase. Thereafter, the Group reassesses whether it has correctly identified all of the assets acquired and all of the liabilities assumed and recognises any additional assets or liabilities that are identified in that reassessment. The Group then reviews the procedures used to measure the amounts that Ind AS requires for the purposes of calculating the bargain purchase. If the gain remains after this reassessment and review, the Group recognizes it in other comprehensive income and accumulates the same in equity as capital reserve. If there does not exist clear evidence of the underlying reasons for classifying the business combination as a bargain purchase, the Group recognizes the gain, after reassessing and reviewing (as described above), directly in equity as capital reserve.

When a business combination is achieved in stages, the Group's previously held equity interest in the acquiree is remeasured to its acquisition-date fair value and the resulting gain or loss, if any, is recognised in consolidated statement of profit and loss. Amounts arising from interests in the acquiree prior to the acquisition date that have previously been recognised in other comprehensive income are reclassified to consolidated statement of profit and loss where such treatment would be appropriate if that interest were disposed off.

Contingent liabilities acquired in a business combination are initially measured at fair value at the acquisition date. At the end of subsequent reporting periods, such contingent liabilities are measured at the higher of the amount that would be recognised in accordance with Ind AS 37 'Provisions, Contingent Liabilities and Contingent Assets' ("Ind AS 37") and the amount initially recognised less cumulative amortisation recognised in accordance with Ind AS 115 'Revenue' ("Ind AS 115").

2.6 Goodwill and impairment of goodwill

Goodwill arising on acquisition of a business is carried at cost as established at the date of acquisition of the business Goodwill is initially measured at cost (Refer note 2.4). After initial recognition, goodwill is measured at cost less any accumulated impairment losses, if any.

For the purpose of impairment testing, goodwill is allocated to each of the Group's cash generating units (or groups of cash-generating units, "CGU") that is expected to benefit from the combination, irrespective of whether other assets or liabilities of the acquiree are assigned to those units.

A CGU to which goodwill has been allocated is tested for impairment annually, or more frequently when there is an indication that the unit may be impaired. The date of annual impairment assessment of goodwill considered by the Company is March 31, 2023. If the recoverable amount of the cash generating unit is less than its carrying amount, the impairment loss is allocated first to reduce the carrying amount of any goodwill allocated to the unit and then to the other assets of the unit pro rata based on the carrying amount of each asset in the unit. Any impairment loss for goodwill is recognised directly in consolidated statement of profit and loss. An impairment loss recognised for goodwill is not reversed in subsequent periods.

On disposal of the relevant CGU, the attributable amount of goodwill is included in the determination of the profit or loss on disposal.

2.7 Investment property

Investment properties are properties held to earn rentals and/or for capital appreciation (including property under construction for such purposes). Investment properties are measured initially at cost, including transaction costs. Subsequent to initial recognition, investment properties are measured in accordance with Ind AS 16 'Property, Plant and Equipment' ("Ind AS 16") requirements for cost model.

An investment property is derecognised upon disposal or when the investment property is permanently withdrawn from use and no future economic benefits are expected from the disposal. Any gain or loss arising on derecognition of the property (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is included in consolidated statement of profit and loss in the period in which the property is derecognised.

Deemed cost on transition to Ind AS

For transition to Ind AS, the Group has elected to continue with the carrying values of its investment properties measured as per the previous GAAP and use that carrying value as their deemed cost at transition date.

2.8 Revenue from contract with customers

Revenues from contracts with customers are recognised when control has been transferred at an amount that reflects the consideration to which the Group expects to be entitled in exchange for those goods. The Group acts as the principal in all of its revenue arrangements since it is the primary obligor in all the revenue arrangements as it has pricing latitude and is also exposed to inventory and credit risks.

An entity collects Goods and Services Tax ("GST") on behalf of the government and not on its own account. Hence, it is excluded from revenue i.e. revenue is net of GST.

The group recognises revenue from the following major sources:

- Sale of consumer product
- Other operating revenue

Sale of consumer product

The group sells fast moving consumer goods ("FMCG"), Food and Processed Food Products.

In the comparative period, revenue was measured at the fair value of the consideration received or receivable. Revenue was reduced for estimated customer returns, rebates and similar allowances, if any. Revenue from sale of goods was recognised when the goods were delivered and titles have passed. i.e. the group had transferred to the buyer the significant risks and rewards of ownership of goods; the group retained neither continuing managerial involvement to the degree usually associated with ownership nor effective control over the goods sold; the amount of revenue could be measured reliably; it was probable that the economic benefits associated with the transaction would flow to the group; and the costs incurred or to be incurred in respect of the transaction could be measured reliably.

The group recognizes revenue on the sale of goods, net of discounts, sales incentives and rebates granted, if any, when control of the goods is transferred to the customer.

Nature, timing of satisfaction of performance obligation and transaction price (Fixed and variable)

The group recognises revenue when it transfers control of a product or service to a customer.

The control of goods is transferred to the customer depending upon the terms or as agreed with customer or delivery basis (i.e. at the point in time when goods are delivered to the customer or when the customer purchases the goods from the group warehouse). Control is considered to be transferred to customer when customer has ability to direct the use of such goods and obtain substantially all the benefits from it such as following delivery, the customer has full discretion over the manner of distribution and price to sell the goods, has the primary responsibility when on selling the goods and bears the risks of obsolescence and loss in relation to the goods.

At inception of the contract, group assesses the goods or services promised in a contract with a customer and identifies each promise to transfer to the customer as a performance obligation which is either:

(a) a good or service that is distinct; or

(b) a series of distinct goods or services that are substantially the same and that have the same pattern of transfer to the customer.

Based on the terms of the contract and as per business practice, the group determines the transaction price considering the amount it expects to be entitled in exchange of transferring promised goods or services to the customer. It excluded amount collected on behalf of third parties such as taxes.

The group provides volume discount and rebate schemes to its customers on certain goods purchased by the customer once the quantity of goods purchased during the period exceeds a threshold specified in the contract. Volume discount and rebate schemes give rise to variable consideration. To estimate the variable consideration to which it will be entitled, the group considers

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that either the expected value method or the most likely amount method, depending on which of them better predicts the amount of variable consideration for the particular type of contract.

In case where the customer gives non-cash consideration for the goods and services transferred or where customer provides the group certain materials, equipment, etc. for carrying out the scope of work and the group obtains control of those contributed goods or service, the fair value of such non-cash consideration given /materials supplied by customer is considered as part of the transaction price.

For allocating the transaction price, the group has measured the revenue in respect of each performance obligation of a contract at its relative standalone selling price. The price that is regularly charged for an item when sold separately is the best evidence of its standalone selling price.

Rendering of services

Revenue from rendering of services is recognised over time considering the time elapsed. The transaction price of these services is recognised as a contract liability upon receipt of advance from the customer, if any, and is released on a straight line basis over the period of service (monthly basis)

Contract assets, contract liabilities and trade receivables

Revenues in excess of invoicing are classified as contract assets (which we refer as unbilled revenue) while invoicing in excess of revenues (which we refer to as unearned revenues) and advance from customers are classified as contract liabilities. A receivable is recognised by the group when the control over the goods is transferred to the customer such as when goods are delivered as this represents the point in time at which the right to consideration becomes unconditional, as only the passage of time is required before payment is due. The average credit period on sale of goods is 0 to 90 days.

Dividend and Interest income

Dividend income from investments is recognised when the group's right to receive payment has been established (provided that it is probable that the economic benefits will flow to the Group and the amount of income can be measured reliably).

Interest income from a financial asset is recognised when it is probable that the economic benefits will flow to the group and the amount of income can be measured reliably. Interest income is accrued on a time basis, by reference to the principal outstanding and at the effective interest rate applicable, which is the rate that exactly discounts estimated future cash receipts through the expected life of the financial asset to that asset's net carrying amount on initial recognition.

2.9 Government grants

Government Grants are recognised where there is reasonable assurance that the grants will be received and all attached conditions will be complied with. When the grants relates to an expense item, it is recognized as income on a systematic basis over the periods that the related costs, for which it is intended to compensate, are expensed. Government grants related to assets are accounted in the consolidated balance sheet by setting up the grant as deferred income. The grant set up as deferred income is recognised in the consolidated statement of profit and loss on a systematic basis over the average useful life of the asset.

2.10 Leasing

The Group assesses at contract inception whether a contract is, or contains, a lease. That is, if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration.

a) Leases

Policy applicable from 1st April 2019

Group as a lessee

The Group applies a single recognition and measurement approach for all leases, except for short-term leases and leases of low-value assets. The Group recognises lease liabilities to make lease payments and right-of-use assets representing the right to use the underlying assets.

i) Right-of-use assets

The Group recognises right-of-use assets at the commencement date of the lease (i.e., the date the underlying asset is available for use). Right-of-use assets are measured at cost, less any accumulated depreciation and impairment losses, and adjusted for any remeasurement of lease liabilities. The cost of right-of-use assets includes the amount of lease liabilities recognised, initial direct costs incurred, and lease payments made at or before the commencement date less any lease incentives received. Right-of-use assets are depreciated on a straight-line basis over the shorter of the lease term and the estimated useful lives of the assets, as follows:

- Building 3 to 15 years
- Plant and machinery 3 to 15 years
- Vehicles 3 to 5 years

If ownership of the leased asset transfers to the Group at the end of the lease term or the cost reflects the exercise of a purchase option, depreciation is calculated using the estimated useful life of the asset.

The right-of-use assets are also subject to impairment. Refer to the accounting policies in section 2.18 Impairment of non-financial assets.

ii) Lease liabilities

At the commencement date of the lease, the Group recognises lease liabilities measured at the present value of lease payments to be made over the lease term. The lease payments include fixed payments (including in-substance fixed payments) less any lease incentives receivable, variable lease payments that depend on an index or a rate, and amounts expected to be paid under residual value guarantees. The lease payments also include the exercise price of a purchase option reasonably certain to be exercised by the Group and payments of penalties for terminating the lease, if the lease term reflects the Group exercising the option to terminate.

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Variable lease payments that do not depend on an index or a rate are recognised as expenses (unless they are incurred to produce inventories) in the period in which the event or condition that triggers the payment occurs.

In calculating the present value of lease payments, the Group uses its incremental borrowing rate at the lease commencement date because the interest rate implicit in the lease is not readily determinable. After the commencement date, the amount of lease liabilities is increased to reflect the accretion of interest and reduced for the lease payments made. In addition, the carrying amount of lease liabilities is remeasured if there is a modification, a change in the lease term, a change in the lease payments (e.g., changes to future payments resulting from a change in an index or rate used to determine such lease payments) or a change in the assessment of an option to purchase the underlying asset.

iii) Short-term leases and leases of low-value assets

The Group applies the short-term lease recognition exemption to its short-term leases of machinery and equipment (i.e., those leases that have a lease term of 12 months or less from the commencement date and do not contain a purchase option). It also applies the lease of low-value assets recognition exemption to leases of office equipment that are considered to be low value. Lease payments on short-term leases and leases of low-value assets are recognised as expense on a straight-line basis over the lease term.

The Group lease liabilities are disclosed on the face of Balance sheet under Financial Liabilities.

Group as a lessor

Leases in which the Group does not transfer substantially all the risks and rewards incidental to ownership of an asset are classified as operating leases. Rental income arising is accounted for on a straight-line basis over the lease terms and is included in revenue in the statement of profit or loss due to its operating nature. Initial direct costs incurred in negotiating and arranging an operating lease are added to the carrying amount of the leased asset and recognised over the lease term on the same basis as rental income. Contingent rents are recognised as revenue in the period in which they are earned.

2.11 Foreign currency transactions and translation

The management of the Group has determined Indian rupee ("INR") as the functional currency of the Group. In preparing the financial statements of each individual group entity, transactions in currencies other than the entity's functional currency ("foreign currencies") are recognised at the rates of exchange prevailing at the dates of the transactions. At the end of each reporting period, monetary items denominated in foreign currencies are retranslated at the rates prevailing at that date. Non-monetary items carried at fair value that are denominated in foreign currencies are retranslated at the rates prevailing at the date when the fair value was determined. Non-monetary items that are measured in terms of historical cost in a foreign currency are not retranslated.

Exchange differences on monetary items are recognised in consolidated statement of profit and loss in the period in which they arise except for:

- Exchange differences on foreign currency borrowings relating to assets under construction for future productive use, which are included in the cost of those assets when they are regarded as an adjustment to interest costs on those foreign currency borrowings; and
- Exchange differences for long term foreign currency monetary items existing as on previous year, the exchange difference arising on settlement / restatement of long term foreign currency monetary items are capitalised as part of depreciable property plant and equipment to which the monetary items relates and depreciated over the remaining useful life of such assets.

Group Companies

On consolidation, the assets and liabilities of foreign operations are translated into INR at the rate of exchange prevailing at the reporting date and their statements of profit and loss are translated at exchange rates prevailing at the dates of the transactions. For practical reasons, the group uses an average rate to translate income and expense items, if the average rate approximates the exchange rates at the dates of the transactions. The exchange differences arising on translation for consolidation are recognised in OCI. On disposal of a foreign operation, the component of OCI relating to that particular foreign operation is recognised in profit and loss.

Any goodwill arising in the acquisition/ business combination of a foreign operation on or after 1 April 2016 and any fair value adjustments to the carrying amounts of assets and liabilities arising on the acquisition are treated as assets and liabilities of the foreign operation and translated at the spot rate of exchange at the reporting date.

Any goodwill or fair value adjustments arising in business combinations/ acquisitions, which occurred before the date of transition to Ind AS (1 April 2016), are treated as assets and liabilities of the entity rather than as assets and liabilities of the foreign operation. Therefore, those assets and liabilities are non-monetary items already expressed in the functional currency of the parent and no further translation differences occur.

Gain or loss on a subsequent disposal of any foreign operation excludes translation differences that arose before the date of transition but includes only translation differences arising after the transition date.

2.12 Borrowing costs

Borrowing costs directly attributable to the acquisition, construction or production of qualifying assets, which are assets that necessarily take a substantial period of time to get ready for their intended use or sale, are added to the cost of those assets, until such time as the assets are substantially ready for their intended use or sale. Interest income earned on the temporary investment of specific borrowings pending their expenditure on qualifying assets is deducted from the borrowing costs eligible for capitalisation.

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All other borrowing costs are recognised in consolidated statement of profit and loss in the period in which they are incurred.

The Group may incur borrowing costs during an extended period in which it suspends the activities necessary to prepare an asset for its intended use or sale. Such costs are costs of holding partially completed assets and do not qualify for capitalisation. However, an entity does not normally suspend capitalising borrowing costs during a period when it carries out substantial technical and administrative work. The Group also does not suspend capitalising borrowing costs when a temporary delay is a necessary part of the process of getting an asset ready for its intended use or sale.

The Group shall cease capitalising borrowing costs when substantially all the activities necessary to prepare the qualifying asset for its intended use or sale are complete.

2.13 Employee benefits

Post-employment benefits

Payments to defined contribution benefit plans are recognised as an expense when employees have rendered service entitling them to the contributions. For defined benefit retirement plans, the cost of providing benefits is determined using the projected unit credit method, with actuarial valuations being carried out at the end of each annual reporting period. Remeasurement, comprising actuarial gains and losses, the effect of the changes to the asset ceiling (if applicable) and the return on plan assets (excluding net interest), is reflected immediately in the consolidated balance sheet with a charge or credit recognised in other comprehensive income in the period in which they occur. Remeasurement recognised in other comprehensive income is reflected immediately in retained earnings and is not reclassified to consolidated statement of profit and loss. Past service cost is recognised in consolidated statement of profit and loss in the period of a plan amendment. Net interest is calculated by applying the discount rate at the beginning of the period to the net defined benefit liability or asset. Defined benefit costs are categorised as follows:

- Service cost (including current service cost, past service cost, as well as gains and losses on curtailments and settlements);
- Net interest expense or income; and
- Remeasurement.

The Group presents the first two components of defined benefit costs in consolidated statement of profit and loss in the line item "Employee benefits expense". Curtailment gains and losses are accounted for as past service costs.

The retirement benefit obligation recognised in the consolidated balance sheet represents the actual deficit or surplus in the Group's defined benefit plans. Any surplus resulting from this calculation is limited to the present value of any economic benefits available in the form of refunds from the plans or reductions in future contributions to the plans.

A liability for a termination benefit is recognised at the earlier of when the entity can no longer withdraw the offer of the termination benefit and when the entity recognises any related restructuring costs.

Short-term and other long-term employee benefits

A liability is recognised for benefits accruing to employees in respect of wages and salaries, performance incentives and similar benefits other than compensated absences in the period the related service is rendered at the undiscounted amount of the benefits expected to be paid in exchange for that service.

The obligations are presented as current liabilities in the balance sheet if the entity does not have an unconditional right to defer settlement for at least twelve months after the reporting period, regardless of when the actual settlement is expected to occur.

Accumulated leaves, which are expected to be utilised within the next 12 months, are treated as current employee benefit. The Company treats the entire leave as current liability in the balance sheet, since it does not have an unconditional right to defer its settlement for 12 months after the reporting date. It is measured based on an actuarial valuation done by an independent actuary on the projected unit credit method at the end of each financial year. Liabilities recognised in respect of other long-term employee benefits are measured at the present value of the estimated future cash outflows expected to be made by the Group in respect of services provided by employees up to the reporting date.

2.14. Earnings per share

Basic earnings per share is calculated by dividing the profit/loss attributable to the owners of the Group by the weighted average number of equity shares outstanding during the financial year (net of treasury shares).

Diluted earnings per share adjusts the figure used in determination of basic earnings per share to take into account the after income tax effect of interest and other financing costs associated with dilutive potential equity shares, and the weighted average number of additional equity shares that would have been outstanding assuming the conversion of all dilutive potential equity shares.

2.15 Share-based payment arrangements

Employees (including senior executives) of the Company receive remuneration in the form of share-based payment, whereby employees render services as consideration for equity instruments (equity-settled transactions).

Equity-settled transactions

Equity-settled share-based payments to employees and others providing similar services are measured at the fair value of the equity instruments at the grant date.

The fair value determined at the grant date of the equity-settled share-based payments is expensed on a straight-line basis over the vesting period, based on the Group's estimate of equity instruments that will eventually vest, with a corresponding increase in equity. At the end of each reporting period, the Group revises its estimate of the number of equity instruments expected to vest. The impact of the revision of the original estimates, if any, is recognised in consolidated statement of profit and loss such that the cumulative expense reflects the revised estimate, with a corresponding adjustment to the share – based payment (SBP) reserve in equity.

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2.16 Taxation

Current tax

The tax currently payable is based on taxable profit for the year. Taxable profit differs from 'profit before tax' as reported in the consolidated statement of profit and loss because of items of income or expense that are taxable or deductible in other years and items that are never taxable or deductible. The Group's current tax is calculated using tax rates that have been enacted by the end of the reporting period.

Deferred tax

Deferred tax is recognised on temporary differences between the carrying amounts of assets and liabilities in the consolidated financial statements and the corresponding tax bases used in the computation of taxable profit. While preparing consolidated financial statements, temporary differences are calculated using the carrying amount as per consolidated financial statements and tax bases as determined by reference to the method of tax computation (i.e. taken from individual entities in the group).

Deferred tax liabilities are generally recognised for all taxable temporary differences. Deferred tax assets are generally recognised for all deductible temporary differences, and unused tax losses to the extent that it is probable that taxable profits will be available against which deductible temporary differences and the carry forward of unused tax losses can be utilised. Such deferred tax assets and liabilities are not recognised if the temporary difference arises from the initial recognition (other than in a business combination) of assets and liabilities in a transaction that affects neither the taxable profit nor the accounting profit.

In addition, deferred tax liabilities are not recognised for followings:

- When the deferred tax liability arises from the initial recognition of goodwill or an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss
- In respect of taxable temporary differences associated with investments in subsidiaries, associates and interests in joint ventures, when the timing of the reversal of the temporary differences can be controlled and it is probable that the temporary differences will not reverse in the foreseeable future

The carrying amount of deferred tax assets is reviewed at the end of each reporting period and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered.

Deferred tax liabilities and assets are measured at the tax rates that are expected to apply in the period in which the liability is settled or the asset realised, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period.

The measurement of deferred tax liabilities and assets reflects the tax consequences that would follow from the manner in which the Group expects, at the end of the reporting period, to recover or settle the carrying amount of its assets and liabilities.

Current and deferred tax for the year

Current and deferred tax are recognised in consolidated statement of profit and loss, except when they relate to items that are recognised in other comprehensive income or directly in equity, in which case, the current and deferred tax are also recognised in other comprehensive income or directly in equity respectively. Where current tax or deferred tax arises from the initial accounting for a business combination, the tax effect is included in the accounting for the business combination.

2.17 Property, plant and equipment

Land and buildings held for use in the production or supply of goods or services, for rental to others or for administrative purposes, are stated in the consolidated balance sheet at cost less accumulated depreciation and accumulated impairment losses. Freehold land is not depreciated.

Properties in the course of construction for production, supply or administrative purposes are carried at cost, less any recognised impairment loss. Cost includes professional fees and, for qualifying assets, borrowing costs capitalised in accordance with the Group's accounting policy. Such properties are classified to the appropriate categories of property, plant and equipment when completed and ready for intended use.

Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that incremental future economic benefits associated with the items will flow to the Group and the cost of the item can be measured reliably. The carrying amount of any component accounted for as a separate asset is derecognised when replaced. All other repairs and maintenance are charged to consolidated statement of profit and loss during the reporting period in which they are incurred.

An item of property, plant and equipment is derecognised upon disposal or when no future economic benefits are expected to arise from the continued use of the asset. Any gain or loss arising on the disposal or retirement of an item of property, plant and equipment is determined as the difference between the sales proceeds and the carrying amount of the asset and is recognised in consolidated statement of profit and loss.

Depreciation of these assets, on the same basis as other property assets, commences when the assets are ready for their intended use. An asset is normally ready for its intended use or sale when the physical construction of the asset is complete even though routine administrative work might still continue.

Fixtures and equipment are stated at cost less accumulated depreciation and accumulated impairment losses, if any.

Depreciation is recognised so as to write off the cost of assets (other than freehold land) less their residual values over their useful lives, using the straight-line method. The estimated useful lives, residual values and depreciation method are reviewed at the end of each reporting period, with the effect of any changes in estimate accounted for on a prospective basis. Depreciation on property, plant and equipment has been provided on straight line method using the rates arrived at based on the useful lives estimated by the management, which are equal to or lower than lives as prescribed

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under Schedule II of the Companies Act, 2013. The Group's has used the following useful life to provide depreciation on its Property, Plant & Equipment:

Asset	Useful Life	Asset	Useful Life
Buildings	10 to 60 years	Vehicles	8 to 10 years
Plant and equipment	1 to 15 years	Signage's	3 years
Leasehold improvements	Lease term	Road	3 to 10 years
Moulds	2 years	Electrical installations	10 years
Computers	1 to 5 years	Hydraulic Works and pipelines	15 years
Furniture and fixture	1 to 10 years	General Lab Equipment	10 years
Office equipment	1 to 5 years		

The Group, based on technical assessment, depreciates certain items of Property, Plant & Equipment over estimated useful lives which are different from the useful life as prescribed in Schedule II to the Companies Act, 2013. The management believes that these estimated useful lives are realistic and reflect fair approximation of the period over which the asset are likely to be used.

Deemed cost on transition to Ind AS

While measuring the property, plant and equipment in accordance with Ind AS, the Group has elected to measure certain items of property, plant and equipment at the date of transition to Ind AS at their fair values and used those fair values as their deemed costs at transition date.

2.18 Intangible assets

Intangible assets acquired separately

Intangible assets with finite useful lives that are acquired separately are carried at cost less accumulated amortisation and accumulated impairment losses. Amortisation is recognised on a straight-line basis over their estimated useful lives. The amortization period and amortisation method are reviewed at the end of each reporting period, with the effect of any changes in estimate being accounted for on a prospective basis. Intangible assets with indefinite useful lives that are acquired separately are carried at cost less accumulated impairment losses, if any.

Intangible assets acquired in a business combination

Intangible assets acquired in a business combination and recognised separately from goodwill are initially recognised at their fair value at the acquisition date (which is regarded as their cost).

Subsequent to initial recognition, intangible assets acquired in a business combination are reported at cost less accumulated amortisation and accumulated impairment losses, if any, on the same basis as intangible assets that are acquired separately.

Derecognition of intangible assets

An intangible asset is derecognised on disposal, or when no future economic benefits are expected from use or disposal. Any gains or loss arising from derecognition of an intangible asset, measured as the difference between the net disposal proceeds and the carrying amount of the asset, are recognised in consolidated statement of profit and loss when the asset is derecognised.

Useful lives of intangible assets

Estimated useful lives of the intangible assets are as follows:

Asset	Useful Life	Asset	Useful Life
Trademark	5 Years	Brand	10 Years
Software	3 – 6 Years	Brand Usage Rights	25 Years

The Group, based on technical assessment, depreciates certain items of Intangible Assets over estimated useful lives which are different from the useful life as prescribed in Schedule II to the Companies Act, 2013. The management believes that these estimated useful lives are realistic and reflect fair approximation of the period over which the asset are likely to be used.

Deemed cost on transition to Ind AS

While measuring the property, plant and equipment in accordance with Ind AS, the Group has selected to measure certain items of property, plant and equipment at the date of transition to Ind AS at their fair values and used those fair values as their deemed costs at transition date.

2.19 Impairment of non - financial assets other than goodwill

At the end of each reporting period, the Group reviews the carrying amounts of Property, Plant and Equipment and intangible assets to determine whether there is any indication that those assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment loss, if any. When it is not possible to estimate the recoverable amount of an individual asset, the Group estimates the recoverable amount of the cash-generating unit to which the asset belongs. When a reasonable and consistent basis of allocation can be identified, corporate assets are also allocated to individual cash-generating units, or otherwise they are allocated to the smallest group of cash-generating units for which a reasonable and consistent allocation basis can be identified.

Intangible assets with indefinite useful lives and intangible assets not yet available for use are tested for impairment at least annually, and whenever there is an indication that the asset may be impaired.

Recoverable amount is the higher of fair value less costs of disposal and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset for which the estimates of future cash flows have not been adjusted.

If the recoverable amount of an asset (or cash-generating unit) is estimated to be less than its carrying amount, the carrying amount of the asset (or cash-generating unit) is reduced to its recoverable amount. An impairment loss is recognised immediately in consolidated statement of profit and loss.

When an impairment loss subsequently reverses, the carrying amount of the asset (or a cash-generating unit) is increased to the revised estimate of its recoverable amount, but so that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognised for the asset (or cash-generating unit) in prior years. A reversal of an impairment loss is recognised immediately in consolidated statement of profit and loss.

2.20 Inventories

Inventories are stated at the lower of cost and net realisable value. Raw material goods are stated at cost. Costs of inventories are determined on weighted average basis. Net realisable value represents the estimated selling price for inventories less all estimated costs of completion and costs necessary to make the sale.

Costs incurred in bringing each product to its present location and condition are accounted for as follows:

- Raw materials: cost includes cost of purchase and other costs incurred in bringing the inventories to their present location and condition.
- Finished goods and work in progress: cost includes cost of direct materials and labour and a proportion of manufacturing overheads based on the normal operating capacity, but excluding borrowing costs.
- Traded goods: cost includes cost of purchase and other costs incurred in bringing the inventories to their present location and condition.

2.21 Provisions

Provisions are recognised when the Group has a present obligation (legal or constructive) as a result of a past event, it is probable that the Group will be required to settle the obligation, and a reliable estimate can be made of the amount of the obligation.

The amount recognised as a provision is the best estimate of the consideration required to settle the present obligation at the end of the reporting period, taking into account the risks and uncertainties surrounding the obligation. When a provision is measured using the cash flows estimated to settle the present obligation, its carrying amount is the present value of those cash flows (when the effect of the time value of money is material). When discounting is used, the increase in the provision due to the passage of time is recognised as a finance cost.

When some or all of the economic benefits required to settle a provision are expected to be recovered from a third party, a receivable is recognised as an asset if it is virtually certain that reimbursement will be received and the amount of the receivable can be measured reliably.

2.22 Financial instruments

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity.

Financial assets and financial liabilities are recognised when the Group becomes a party to the contractual provisions of the instruments.

Financial assets and financial liabilities are initially measured at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets and financial liabilities at fair value through profit or loss ("FVTPL")) are added to or deducted from the fair value of the financial assets or financial liabilities, as appropriate, on initial recognition. Transaction costs directly attributable to the acquisition of financial assets or financial liabilities at fair value through profit or loss are recognised immediately in consolidated statement of profit and loss.

2.23 Financial assets

All regular way purchases or sales of financial assets are recognised and derecognised on a trade date basis. Regular way purchases or sales are purchases or sales of financial assets that require delivery of assets within the time frame established by regulation or convention in the marketplace.

All recognised financial assets are subsequently measured in their entirety at either amortised cost or fair value, depending on the classification of the financial assets

<u>Classification of financial assets</u>

Debt instruments that meet the following conditions are subsequently measured at amortised cost (except for debt investments that are designated as at fair value through profit or loss on initial recognition):

- the asset is held within a business model whose objective is to hold assets in order to collect contractual cash flows; and
- the contractual terms of the instrument give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

Debt instruments that meet the following conditions are subsequently measured at fair value through other comprehensive income (except for debt investments that are designated as at fair value through profit or loss on initial recognition):

- the asset is held within a business model whose objective is achieved both by collecting contractual cash flows and selling financial assets; and
- the contractual terms of the instrument give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

Interest income is recognised in consolidated statement of profit and loss for fair value through other comprehensive income ("FVTOCI") debt instruments. For the purposes of recognising foreign exchange gains and losses, FVTOCI debt instruments are treated as financial assets measured at amortised cost. Thus, the exchange differences on the amortised cost are recognised in consolidated statement of profit and loss and other changes in the fair value of FVTOCI financial assets are recognised in other comprehensive income and accumulated under the heading of 'Reserve for debt instruments through other comprehensive income'. When the investment is disposed of, the cumulative gain or loss previously accumulated in this reserve is reclassified to consolidated statement of profit and loss.

All other financial assets are subsequently measured at fair value.

<u>Effective interest method</u>

The effective interest method is a method of calculating the amortised cost of a debt instrument and of allocating interest income over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash receipts

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(including all fees paid or received that form an integral part of the effective interest rate, transaction costs and other premiums or discounts) through the expected life of the debt instrument, or, where appropriate, a shorter period, to the net carrying amount on initial recognition.

Income is recognised on an effective interest basis for debt instruments other than those financial assets classified as at FVTPL. Interest income is recognised in consolidated statement of profit and loss and is included in the "Other Income" line item.

Investments in equity instruments at FVTOCI

On initial recognition, the Group can make an irrevocable election (on an instrument-by-instrument basis) to present the subsequent changes in fair value in other comprehensive income for investments in equity instruments. This election is not permitted if the equity investment is held for trading. These elected investments are initially measured at fair value plus transaction costs. Subsequently, they are measured at fair value with gains and losses arising from changes in fair value recognised in other comprehensive income and accumulated in the 'Reserve for equity instruments through other comprehensive income'. The cumulative gain or loss is not reclassified to consolidated statement of profit and loss on disposal of the investments.

A financial asset is held for trading if:

- it has been acquired principally for the purpose of selling it in the near term; or
- on initial recognition it is part of a portfolio of identified financial instruments that the Group manages together and has a recent actual pattern of short-term profit-taking; or
- it is a derivative that is not designated and effective as a hedging instrument or a financial guarantee.

Financial assets at fair value through profit or loss (FVTPL)

Investments in equity instruments are classified as at FVTPL, unless the Group irrevocably elects on initial recognition to present subsequent changes in fair value in other comprehensive income for investments in equity instruments which are not held for trading (see note above).

Debt instruments that do not meet the amortised cost criteria or FVTOCI criteria (see above) are measured at FVTPL.

A financial asset that meets the amortised cost criteria or debt instruments that meet the FVTOCI criteria may be designated as at FVTPL upon initial recognition if such designation eliminates or significantly reduces a measurement or recognition inconsistency that would arise from measuring assets or liabilities or recognising the gains and losses on them on different bases. The Group has not designated any debt instrument as at FVTPL.

Financial assets at FVTPL are measured at fair value at the end of each reporting period, with any gains or losses arising on remeasurement recognised in consolidated statement of profit and loss. The net gain or loss recognised in consolidated statement of profit and loss incorporates any dividend or interest earned on the financial asset and is included in the 'Other income' line item.

Impairment of financial assets

The Group applies the expected credit loss model for recognising impairment loss on financial assets measured at amortised cost, debt instruments at FVTOCI, lease receivables, trade receivables and other contractual rights to receive cash or other financial asset, and financial guarantees not designated as at FVTPL.

Expected credit losses are the weighted average of credit losses with the respective risks of default occurring as the weights. Credit loss is the difference between all contractual cash flows that are due to the Group in accordance with the contract and all the cash flows that the Group expects to receive (i.e. all cash shortfalls), discounted at the original effective interest rate.

The Group measures the loss allowance for a financial instrument at an amount equal to the lifetime expected credit losses if the credit risk on that financial asset has increased significantly since initial recognition. If the credit risk on a financial asset has not increased significantly since initial recognition, the Group measures the loss allowance for that financial instrument at an amount equal to 12-month expected credit losses.

For trade receivables, the Group measures the loss allowance at an amount equal to lifetime expected credit losses.

Derecognition of financial assets

The Group derecognises a financial asset when the contractual rights to the cash flows from the asset expire, or when it transfers the financial asset and substantially all the risks and rewards of ownership of the asset to another party. If the Group neither transfers nor retains substantially all the risks and rewards of ownership and continues to control the transferred asset, the Group recognises its retained interest in the asset and an associated liability for amounts it may have to pay. If the Group retains substantially all the risks and rewards of ownership of a transferred financial asset, the Group continues to recognise the financial asset and also recognises a collateralised borrowing for the proceeds received.

Foreign exchange gains and losses

The fair value of financial assets denominated in a foreign currency is determined in that foreign currency and translated at the spot rate at the end of each reporting period.

For foreign currency denominated financial assets measured at amortised cost and FVTPL, the exchange differences are recognised in consolidated statement of profit and loss.

For the purposes of recognising foreign exchange gains and losses, FVTOCI debt instruments are treated as financial assets measured at amortised cost. Thus, the exchange differences on the amortised cost are recognised in consolidated statement of profit and loss and other changes in the fair value of FVTOCI financial assets are recognised in other comprehensive income.

Cash and cash equivalents

Cash and cash equivalent in the balance sheet comprise cash at banks and on hand and short-term deposits with an original maturity of three months or less, that are readily convertible to a known amount of cash and subject to an insignificant risk of changes in value.

Offsetting of financial instruments

Financial assets and financial liabilities are offset and the net amount is reported in the consolidated balance sheet if there is a currently enforceable legal right to offset the recognised amounts and there is an intention to settle on a net basis, to realise the assets and settle the liabilities simultaneously.

2.24 Financial liabilities and equity instruments

Classification as debt or equity

Debt and equity instruments issued by the Group are classified as either financial liabilities or as equity in accordance with the substance of the contractual arrangements and the definitions of a financial liability and an equity instrument.

Equity instruments

An equity instrument is any contract that evidences a residual interest in the assets of an entity after deducting all of its liabilities. Equity instruments issued by the Group are recognised at the proceeds received, net of direct issue costs.

Repurchase of the Group's own equity instruments is recognised and deducted directly in equity. No gain or loss is recognised in consolidated statement of profit and loss on the purchase, sale, issue or cancellation of the Group's own equity instruments.

Compound instruments

The component parts of compound instruments (convertible debentures) issued by the Group are classified separately as financial liabilities and equity in accordance with the substance of the contractual arrangements and the definitions of a financial liability and an equity instrument. A conversion option that will be settled by the exchange of a fixed amount of cash or another financial asset for a fixed number of the Group's own equity instruments is an equity instrument.

At the date of issue, the fair value of the liability component is estimated using the prevailing market interest rate for similar non-convertible instruments. This amount is recorded as a liability on an amortised cost basis using the effective interest method until extinguished upon conversion or at the instrument's maturity date.

The conversion option classified as equity is determined by deducting the amount of the liability component from the fair value of the compound instrument as a whole. This is recognised and included in equity, net of income tax effects, and is not subsequently remeasured. In addition, the conversion option classified as equity will remain in equity until the conversion option is exercised, in which case, the balance recognised in equity will be transferred to other component of equity. When the conversion option remains unexercised at the maturity date of the convertible instrument, the balance recognised in equity will be transferred to retained earnings. No gain or loss is recognised in consolidated statement of profit and loss upon conversion or expiration of the conversion option.

Transaction costs that relate to the issue of the convertible instruments are allocated to the liability and equity components in proportion to the allocation of the gross proceeds. Transaction costs relating to the equity component are recognised directly in equity. Transaction costs relating to the liability component are included in the carrying amount of the liability component and are amortised over the lives of the convertible instrument using the effective interest method.

Financial liabilities

All financial liabilities are subsequently measured at amortised cost using the effective interest method.

However, financial guarantee contracts issued by the Group are measured in accordance with the specific accounting policies set out below.

Financial liabilities subsequently measured at amortised cost

Financial liabilities that are not held-for-trading and are not designated as at FVTPL are measured at amortised cost at the end of subsequent accounting periods. The carrying amounts of financial liabilities that are subsequently measured at amortised cost are determined based on the effective interest method. Interest expense are included in the 'Finance costs' line item.

The effective interest method is a method of calculating the amortised cost of a financial liability and of allocating interest expense over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash payments (including all fees and points paid or received that form an integral part of the effective interest rate, transaction costs and other premiums or discounts) through the expected life of the financial liability, or (where appropriate) a shorter period, to the net carrying amount on initial recognition.

Financial guarantee contracts

A financial guarantee contract is a contract that requires the issuer to make specified payments to reimburse the holder for a loss it incurs because a specified debtor fails to make payments when due in accordance with the terms of a debt instrument.

Financial guarantee contracts issued by a Group entity are initially measured at their fair values and are subsequently measured at the higher of:

- the amount of loss allowance determined in accordance with impairment requirements of Ind AS 109; and
- the amount initially recognised less, when appropriate, the cumulative amount of income recognised in accordance with the principles of Ind AS 115.

Foreign exchange gains and losses

For financial liabilities that are denominated in a foreign currency and are measured at amortised cost at the end of each reporting period, the foreign exchange gains and losses are determined based on the amortised cost of the instruments and are recognised in 'Other income'/ 'Other expenses'.

Derecognition of financial liabilities

The Group derecognises financial liabilities when, and only when, the Group's obligations are discharged, cancelled or have expired.

2.25 Derivative financial instruments

Derivatives are initially recognised at fair value at the date the derivative contracts are entered into and are subsequently

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remeasured to their fair value at the end of each reporting period. The resulting gain or loss is recognised in consolidated statement of profit and loss immediately. Group does not designate the derivative instrument as a hedging instrument.

2.26 Treasury Shares

The Group has created an Employee Benefit Trust (EBT) for providing share-based payment to its employees. The Group uses EBT as a vehicle for distributing shares to employees under the employee remuneration schemes. The EBT buys shares of the Company from the market, for giving shares to employees. The Group treats EBT as its extension and shares held by EBT are treated as treasury shares.

Own equity instruments that are reacquired (treasury shares) are recognised at cost and deducted from equity. No gain or loss is recognised in profit or loss on the purchase, sale, issue or cancellation of the Group's own equity instruments. Any difference between the carrying amount and the consideration, if reissued, is recognised in capital reserve. Share options exercised during the reporting period are satisfied with treasury shares.

2.27 Contingent liabilities

A contingent liability is:

a) a possible obligation that arises from past events and whose existence will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the entity; or

b) a present obligation that arises from past events but is not recognised because:-

   i) it is not probable that an outflow of resources embodying economic benefits will be required to settle the obligation; or

   ii) the amount of the obligation cannot be measured with sufficient reliability.

A contingent asset is a possible asset that arises from past events and whose existence will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the entity.

Provisions, contingent liabilities and contingent assets are reviewed at each balance sheet date.

2.28 Operating segment

Identification of segment - Operating segments are reported in the manner consistent with the internal reporting provided to the Chief Operating Decision Maker (CODM) of the Group.

Segment accounting policies - The Board of Directors of the Holding Company have been identified as the Chief Operating Decision Maker (CODM) as defined under Ind AS 108. CODM reviews overall financial information of the Holding Company together for performance evaluation and allocation of resources and does not review any discrete information to evaluate performance of any individual product or geography.

The Group prepares its segment information in conformity with accounting policies adopted for preparing and presenting the financial statements of the Group as a whole.

2.29 Asset held for sale

The Group classifies assets as held for sale if their carrying amounts will be recovered principally through a sale rather than through continuing use.

Assets classified as held for sale are measured at the lower of their carrying amount and fair value less costs to sell. Costs to sell are the incremental costs directly attributable to the disposal of an asset, excluding finance costs and income tax expense.

For these purposes, sale transactions include exchanges of assets for other assets when the exchange has commercial substance. The criteria for held for sale classification is regarded as met only when the sale is highly probable, and the asset is available for immediate sale in its present condition. Actions required to complete the sale/ distribution should indicate that it is unlikely that significant changes to the sale will be made or that the decision to sell will be withdrawn. Management must be committed to the sale and the sale expected within one year from the date of classification.

The criteria for held for sale classification is regarded met only when the assets are available for immediate sale in its present condition, subject only to terms that are usual and customary for sales of such assets, its sale is highly probable; and it will genuinely be sold, not abandoned. The group treats sale of the asset to be highly probable when:

- The appropriate level of management is committed to a plan to sell the asset,
- An active programme to locate a buyer and complete the plan has been initiated (if applicable),
- The sale is expected to qualify for recognition as a completed sale within one year from the date of classification, and
- Actions required to complete the plan indicate that it is unlikely that significant changes to the plan will be made or that the plan will be withdrawn.
- Property, plant and equipment and intangible are not depreciated, or amortised assets once classified as held for sale.

Assets and liabilities classified as held for sale are presented separately from other items in the balance sheet.

2.30 Onerous contracts

If the Group has a contract that is onerous, the present obligation under the contract is recognised and measured as a provision. However, before a separate provision for an onerous contract is established, the Group recognises any impairment loss that has occurred on assets dedicated to that contract.

An onerous contract is a contract under which the unavoidable costs (i.e., the costs that the Group cannot avoid because it has the contract) of meeting the obligations under the contract exceed the economic benefits expected to be received under it. The unavoidable costs under a contract reflect the least net cost of exiting from the contract, which is the lower of the cost of fulfilling it and any compensation or penalties arising from failure to fulfil it. The cost of fulfilling a contract comprises the costs that relate directly to the contract (i.e., both incremental costs and an allocation of costs directly related to contract activities).

3. KEY SOURCES OF ESTIMATION UNCERTAINTY AND CRITICAL ACCOUNTING JUDGEMENTS

In the course of applying the accounting policies, the Group is required to make judgements, estimates and assumptions about the carrying amount of assets and liabilities that are not readily apparent from other sources. The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized in the period in which the estimate is revised if the revision affects only that period, or in the period of the revision and future period, if the revision affects current and future periods.

Significant Estimates

Going Concern

The Group has prepared future cash flow forecasts taking into cognizance the plan for monetization of some of the assets including investments and Property, Plant and Equipment, to repay the debts and manage the working capital requirements, sales to other customers and cost optimisation (Refer Note 52 of consolidated financial statements), which involves judgement and estimates of key variables and market conditions. Based on such an analysis, the Group continues to prepare its financial statements on a going concern basis.

In the course of applying the accounting policies, the Group is required to make judgements, estimates and assumptions about the carrying amount of assets and liabilities that are not readily apparent from other sources. The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized in the period in which the estimate is revised if the revision affects only that period, or in the period of the revision and future period, if the revision affects current and future periods.

Key sources of estimation uncertainty

a) Useful lives of property, plant and equipment

Management reviews the useful lives of property, plant and equipment at least once a year. Such lives are dependent upon an assessment of both the technical lives of the assets and also their likely economic lives based on various internal and external factors including relative efficiency and operating costs. Accordingly, depreciable lives are reviewed annually using the best information available to the Management. Refer note 4 for further disclosure.

b) Impairment of property, plant and equipment and intangible assets

Determining whether the property, plant and equipment are impaired requires an estimate in the value in use of cash generating units. It requires to estimate the future cash flows expected to arise from the cash generating units and a suitable discount rate in order to calculate present value. When the actual cash flows are less than expected, a material impairment loss may arise. Refer note 4 for further disclosure.

c) Impairment of investments in joint ventures and associate and impairment of goodwill

Determining whether the goodwill or investments in joint ventures and associate are impaired requires an estimate in the value in use. In considering the value in use, the Management have anticipated the future cash flows, discount rates and other factors of the underlying businesses/ companies. In estimating the fair value of an asset or a liability, the Group uses market-observable data to the extent it is available. In certain cases, the Group engages third party qualified valuers to perform the valuation. The management works closely with the qualified external valuers to establish the appropriate valuation techniques and inputs to the model. A degree of judgment is required in establishing fair values. Judgements include consideration of inputs such as liquidity risk, credit risk and volatility. Any subsequent changes to the cash flows could impact the carrying value of investments/ goodwill. Refer note 4 and 5 for further disclosure.

d) Provisions, liabilities and contingencies

Provisions and liabilities are recognized in the period when it becomes probable that there will be a future outflow of funds resulting from past events that can reasonably be estimated. The timing of recognition requires application of judgement to existing facts and circumstances which may be subject to change.

In the normal course of business, contingent liabilities may arise from litigation and other claims against the Group. Potential liabilities that are possible but not probable of an outflow of resources embodying economic benefits are treated as contingent liabilities. Such liabilities are disclosed in the notes but are not recognized. Refer note 39 for further disclosure.

e) Taxes

Deferred tax assets are recognized for unused tax losses to the extent that it is probable that taxable profit will be available against which the losses can be utilized. Significant management judgement is required to determine the amount of deferred tax assets that can be recognised, based upon the likely timing and the level of future taxable profits together with future tax planning strategies. Refer note 8 for further disclosure.

f) Share based payments

The Group initially measures the cost of equity-settled transactions with employees using an appropriate valuation model to determine the fair value of the liability incurred. Estimating fair value for share-based payment transactions

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for the year ended 31st March 2023

requires determination of the most appropriate valuation model, which is dependent on the terms and conditions of the grant. This estimate also requires determination of the most appropriate inputs to the valuation model including the expected life of the share option, volatility and dividend yield and making assumptions about them. Refer note 37 for further disclosure.

g) Employee benefit plans

The cost of defined benefit gratuity plan and other post-employment benefits are determined using actuarial valuations. An actuarial valuation involves making various assumptions that may differ from actual developments in the future. These include the determination of the discount rate, future salary increases and mortality rates. Due to the complexities involved in the valuation and its long-term nature, a defined benefit obligation is highly sensitive to changes in these assumptions. All assumptions are reviewed at each reporting date.

The parameter most subject to change is the discount rate. In determining the appropriate discount rate for plans operated in India, the management considers the interest rates of government bonds in currencies consistent with the currencies of the post-employment benefit obligation.

The mortality rate is based on publicly available mortality tables for India. Those mortality tables tend to change only at interval in response to demographic changes. Future salary increases and gratuity increases are based on expected future inflation rates. Refer note 35 for further disclosure.

h) Lease

The application of Ind AS 116 requires Group to make judgements and estimates that affect the measurement of right-of-use assets and liabilities. In determining the lease term, we must consider all facts and circumstances that create an economic incentive to exercise renewal options (or not exercise termination options). Assessing whether a contract includes a lease also requires judgement. Estimates are required to determine the appropriate discount rate used to measure lease liabilities.

The Group cannot readily determine the interest rate implicit in the lease, therefore, it uses its incremental borrowing rate (IBR) to measure lease liabilities. The IBR is the rate of interest that the Group would have to pay to borrow over a similar term, and with a similar security, the funds necessary to obtain an asset of a similar value to the right-of-use asset in a similar economic environment. The IBR therefore reflects what the Group 'would have to pay', which requires estimation when no observable rates are available or when they need to be adjusted to reflect the terms and conditions of the lease. The Group estimates the IBR using observable inputs (such as market interest rates) when available and is required to make certain entity-specific estimates.

Property lease classification – Group as lessor

The Group has entered into commercial property leases on its investment property portfolio. The Group has determined, based on an evaluation of the terms and conditions of the arrangements, such as the lease term not constituting a major part of the economic life of the commercial property and the present value of the minimum lease payments not amounting to substantially all of the fair value of the commercial property, that it retains substantially all the risks and rewards incidental to ownership of these properties and accounts for the contracts as operating leases.

i) Impairment of Financial Assets:

The impairment provision for financial assets is based on assumptions about risk of default and expected loss rates. The Group uses judgement in making these assumptions and selecting the inputs to the impairment calculation, based on the Group's history, existing market conditions as well as forward looking estimates at the end of each reporting period. Estimated impairment allowance on financial assets is based on the aging of the receivable balances and historical experience. Individual receivable balances are written off when management deems them not to be collectible. The information about the impairment provision on the Group's trade and other receivables is disclosed in Note 36.8.

Critical accounting judgements

Refer note 33 for the judgement exercised by the Group in establishing significant influence over Amar Chitra Katha Private Limited.

The group own and operates an integrated food park. Group earns rental income by way of leasing the underlying land at food-park to various food processors. Business model of the food park is to develop and maintain the infrastructure and common facilities related to food processing at a single place and provide it to food processor along with space in the food park. Considering the business model of the food park, it is not classified as an investment property.

3.1 Change in Accounting policies and disclosures

New and amended standards

The Ministry of Corporate Affairs has notified Companies (Indian Accounting Standard) Amendment Rules 2022 dated March 23, 2022, to amend the following Ind AS which are effective from April 01, 2022.

(i) Onerous Contracts – Costs of Fulfilling a Contract – Amendments to Ind AS 37

(ii) Reference to the Conceptual Framework – Amendments to Ind AS 103

(iii) Property, Plant and Equipment: Proceeds before Intended Use – Amendments to Ind AS 16

(iv) Ind AS 101 *First-time Adoption of Indian Accounting Standards* – Subsidiary as a first-time adopter

(v) Ind AS 109 *Financial Instruments* – Fees in the '10 per cent' test for derecognition of financial liabilities

(vi) Ind AS 41 *Agriculture* – Taxation in fair value measurements

These amendments had no impact on the accounting policies and disclosures made in the consolidated financial statements of the Company / Group.

4. PROPERTY, PLANT AND EQUIPMENT, GOODWILL, OTHER INTANGIBLE ASSETS, INVESTMENT PROPERTY AND RIGHT-OF-USE ASSETS

(₹ In lakhs)

Description of Assets	Gross Block (At cost / deemed cost)						Depreciation / Amortisation						Impairments					Net Block
	As at 1st April 2022	Additions	Deletions	Transfer to Asset held for sale	Loss/ (Gain) on foreign currency exchange differences	As at 31st March 2023	As at 1st April 2022	For the Period	Deletions	Transfer to Asset held for sale	Gain/ (Loss) on foreign currency exchange differences	As at 31st March 2023	As at 1st April 2022	Impairment (Refer note 45)	Deletions	Transfer to Asset Held for Sale	As at 31st March 2023	As at 31st March 2023
A. Property, plant and equipment																		
Freehold land	1,568.50	-	-	-	-	1,568.50	-	-	-	-	-	-	-	208.58	-	-	208.58	**1,359.92**
Building	16,486.57	597.54	35.14	15,747.05	-	1,301.92	2,716.15	409.24	23.33	2,673.86	-	428.20	-	1,511.43	5.07	1,357.48	148.88	**724.84**
Office equipments	1,070.54	11.32	46.93	156.15	-	878.78	809.99	94.52	41.19	120.56	-	742.76	-	48.99	0.09	12.39	36.51	**99.51**
Computers	1,330.03	5.36	635.42	87.65	-	612.32	1,246.51	24.20	619.58	79.66	-	571.47	-	0.88	-	0.88	-	**40.85**
Furniture & fixtures	2,915.98	10.16	327.81	562.77	-	2,035.56	1,670.62	185.02	210.78	458.02	-	1,186.84	26.23	193.87	32.03	11.87	176.20	**672.52**
Vehicles	70.49	-	6.24	31.08	-	33.17	65.17	1.81	5.17	31.08	-	30.73	-	0.05	-	-	0.05	**2.39**
Plant & machinery	19,123.08	166.79	1,013.25	14,277.47	-	3,999.15	8,030.86	961.19	479.75	6,643.86	-	1,868.44	329.91	3,333.94	28.67	2,279.89	1,355.29	**775.42**
Leasehold improvements	2,562.82	17.45	130.18	1,677.82	-	772.27	841.31	83.83	74.52	540.71	-	309.91	70.08	382.60	0.25	93.29	359.14	**103.22**
Hydraulic works and pipelines	763.50	0.59	-	764.09	-	-	311.82	48.81	-	360.63	-	-	-	17.39	-	17.39	-	**-**
Roads	1,076.70	-	-	1,076.70	-	-	971.86	22.28	-	994.14	-	-	-	57.28	-	57.28	-	**-**
Subtotal (A)	**46,968.19**	**809.21**	**2,194.97**	**34,380.78**	**-**	**11,201.67**	**16,664.29**	**1,830.90**	**1,454.32**	**11,902.52**	**-**	**5,138.35**	**426.22**	**5,755.01**	**66.11**	**3,830.47**	**2,284.65**	**3,778.66**
B. Other intangible assets																		
Brands, brand usage rights and trademarks (Refer note no. ii)	24,192.34	-	-	7,038.00	-	17,154.34	7,699.57	291.35	-	-	-	7,990.92	1,495.86	7,667.56	-	-	9,163.42	**-**
Software	3,836.82	-	149.24	218.62	-	3,468.96	3,133.26	512.29	140.36	199.20	-	3,305.99	-	-	-	-	-	**162.97**
Subtotal (B)	**28,029.16**	**-**	**149.24**	**7,256.62**	**-**	**20,623.30**	**10,832.83**	**803.63**	**140.36**	**199.20**	**-**	**11,296.91**	**1,495.86**	**7,667.56**	**-**	**-**	**9,163.42**	**162.97**
C. Goodwill (Refer notes 46)	17,407.27	0.04	-	3,282.29	-	**14,025.02**	-	-	-	-	-	-	10,496.25	3,266.62	-	-	13,762.87	**262.15**
Subtotal (C)	**17,407.27**	**0.04**	**-**	**3,282.29**	**-**	**14,025.02**	**-**	**-**	**-**	**-**	**-**	**-**	**10,496.25**	**3,266.62**	**-**	**-**	**13,762.87**	**262.15**
D. Investment property (Refer notes 47)																		
Freehold land	236.36	-	173.28	21.60	-	41.48	-	-	-		-	-	-	-	-	-	-	**41.48**
Building	490.16	-	129.05	-	-	361.11	49.48	3.03	15.24		-	37.27	-	-	-	-	-	**323.84**
Subtotal (D)	**726.52**	**-**	**302.33**	**21.60**	**-**	**402.59**	**49.48**	**3.03**	**15.24**		**-**	**37.27**		**-**				**365.32**
E. Right-of-use assets																		
Land (Refer note iv)	6,502.97	-	-	6,461.21	-	41.76	10.04	3.34	-	-	-	13.38	-	-	-	-	-	**28.38**
Building	4,990.23	357.06	2,140.86	20.01	-	3,186.42	1,184.82	524.83	85.66	16.33	-	1,607.66	-	-	-	-	-	**1,578.76**
Vehicles	8.61	-	8.61	-	-	-	7.51	1.11	8.62	-	-	-	-	-	-	-	-	**-**
Plant and Machinery	891.57	-	-	891.57	-	-	112.22	53.68	-	165.90	-	-	-	-	-	-	-	**-**
Subtotal (E)	**12,393.38**	**357.06**	**2,149.47**	**7,372.79**	**-**	**3,228.18**	**1,314.59**	**582.96**	**94.28**	**182.23**	**-**	**1,621.04**	**-**	**-**	**-**	**-**	**-**	**1,607.15**
Total (A+B+C+D+E)	**105,524.52**	**1,166.31**	**4,796.01**	**52,414.08**	**-**	**49,480.76**	**28,861.19**	**3,220.52**	**1,704.20**	**12,283.95**	**-**	**18,093.56**	**12,418.33**	**16,689.19**	**66.11**	**3,830.47**	**25,210.94**	**6,176.26**

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for the year ended 31st March 2023

(₹ In lakhs)

	Description of Assets	Gross Block (At cost / deemed cost)						Depreciation / Amortisation						Impairments					Net Block
		As at 1st April 2021	Additions	Deletions	Transfer to Asset held for sale	Loss/ (Gain) on foreign currency exchange differences	As at 31st March 2022	As at 1st April 2021	For the Period	Deletions	Transfer to Asset held for sale	Gain/ (Loss) on foreign currency exchange differences	As at 31st March 2022	As at 1st April 2021	Impairment (Refer note 45)	Deletions	Transfer to Asset Held for Sale	As at 31st March 2022	As at 31st March 2022
A.	**Property, plant and equipment**																		
	Freehold land	1,568.50	-	-	-		1,568.50	-	-	-	-	-	-	-	-	-	-	-	**1,568.50**
	Building	16,424.30	61.67	1.12	-	(1.72)	16,486.57	2,252.09	465.13	1.07	-	-	2,716.15	-	-	-	-	-	**13,770.41**
	Office equipments	1,330.67	19.80	279.93	-	-	1,070.54	921.40	142.64	254.05	-	-	809.99	-	-	-	-	-	**260.55**
	Computers	1,368.31	8.41	46.68	-	0.01	1,330.03	1,214.29	75.77	43.54	-	0.01	1,246.51	-	-	-	-	-	**83.52**
	Furniture & fixtures	3,900.34	32.57	1,016.95	-	(0.02)	2,915.98	1,932.66	651.08	913.12	-	-	1,670.62	-	26.23	-	-	26.23	**1,219.13**
	Vehicles	98.40	-	27.92	-	(0.01)	70.49	79.69	4.17	18.69	-	-	65.17	-	-	-	-	-	**5.32**
	Plant & machinery	20,352.90	651.63	1,882.82	-	(1.37)	19,123.08	8,163.48	1,565.57	1,698.18	-	0.01	8,030.86	100.00	229.91	-	-	329.91	**10,764.09**
	Leasehold improvements	2,513.09	151.05	101.33	-	(0.01)	2,562.82	784.43	144.75	87.87	-	-	841.31	-	70.08	-	-	70.08	**1,651.41**
	Hydraulic works and pipelines	762.57	0.74	-	-	(0.19)	763.50	260.68	51.14	-	-	-	311.82	-	-	-	-	-	**451.68**
	Roads	1,076.70	-	-	-	-	1,076.70	901.10	70.76	-	-	-	971.86	-	-	-	-	-	**104.84**
	Subtotal (A)	**49,395.78**	**925.87**	**3,356.75**	**-**	**(3.31)**	**46,968.19**	**16,509.82**	**3,171.99**	**3,016.52**	**-**	**0.02**	**16,664.29**	**100.00**	**326.21**	**-**	**-**	**426.21**	**29,879.44**
B.	**Other intangible assets**																		
	Brands, brand usage rights and trademarks (Refer note no. ii)	23,651.46	540.87	-	-	(0.01)	24,192.34	7,072.40	627.17	-	-	-	7,699.57	715.74	780.12	-	-	1,495.86	**14,994.15**
	Software	3,857.67	3.93	24.79	-	(0.01)	3,836.82	2,576.60	581.44	24.79	-	-	3,133.26	-	-	-	-	-	**703.56**
	Subtotal (B)	**27,509.13**	**544.80**	**24.79**	**-**	**(0.02)**	**28,029.16**	**9,649.01**	**1,208.61**	**24.79**	**-**	**-**	**10,832.83**	**715.74**	**780.12**	**-**	**-**	**1,495.86**	**15,697.71**
C.	**Goodwill (Refer Notes 46)**	17,407.27	-	-		-	17,407.27	10,496.25	-	-	-	-	10,496.25	-	-	-	-	-	**6,911.02**
	Subtotal (C)	**17,407.27**	**-**	**-**	**-**	**-**	**17,407.27**	**10,496.25**	**-**	**-**	**-**	**-**	**10,496.25**	**-**	**-**	**-**	**-**		**6,911.02**
D.	**Investment property (Refer notes 47)**						-												
	Freehold land	236.36	-	-		-	236.36	-	-	-	-	-	-	-	-	-	-	-	**236.36**
	Building	490.16	-	-		-	490.16	41.22	8.26	-	-	-	49.48	-	-	-	-	-	**440.68**
	Subtotal (D)	**726.52**	**-**	**-**	**-**	**-**	**726.52**	**41.22**	**8.26**	**-**	**-**	**-**	**49.48**	**-**	**-**	**-**	**-**		**677.04**
E.	**Right-of-use assets**																		
	Land (Refer note iv)	6,502.97	-	-	-	-	6,502.97	6.70	3.34		-		10.04	-	-	-	-	-	**6,492.93**
	Building	3,844.78	3,692.40	2,546.95	-	-	4,990.23	997.43	701.99	514.60	-	-	1,184.82	-	-	-	-	-	**3,805.41**
	Vehicles (Refer note iii)	8.61	-	-	-	-	8.61	5.30	2.21	-	-	-	7.51	-	-	-	-	-	**1.10**
	Plant and Machinery	891.57	-	-	-	-	891.57	58.54	53.68	-	-	-	112.22	-	-	-	-	-	**779.35**
	Subtotal (E)	**11,247.93**	**3,692.40**	**2,546.95**	**-**	**-**	**12,393.38**	**1,067.97**	**761.22**	**514.60**	**-**	**-**	**1,314.59**	**-**	**-**	**-**	**-**	**-**	**11,078.79**
	Total (A+B+C+D+E)	**106,286.63**	**5,163.07**	**5,928.49**	**-**	**(3.33)**	**105,524.52**	**37,764.26**	**5,150.08**	**3,555.91**	**-**	**0.02**	**39,357.44**	**815.74**	**1,106.33**	**-**	**-**	**1,922.07**	**64,244.01**

Notes:

(i) For Property, plant and equipment and other intangible assets pledged as security (Refer note 17 & 21)

(ii) Includes Kara brand of Nil (Previous Year : Rs. 300 lakhs) with indefinite useful life (Refer note 45.2). Additions include brand acquired from Athena Life Sciences Private Limited as part of merger scheme. (Refer note 45.2)

(iii) Vehicle taken on lease is secured by hypothecation created under said lease

(iv) Right of Use Asset Land with a carrying amount of Rs. 6,461.21 lakhs (as at March 31 2022: Rs. 6,461.21 lakhs) have been pledged against Non Convertible Debentures issued by Ultimate Holding Company viz Future Consumer Limited to Catalyst Trusteeship Limited with outstanding of Rs. 18,000.00 lakhs. The same is transferred to Asset held for sale during the year.

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for the year ended 31st March 2023

5. NON CURRENT INVESTMENTS

(₹ In lakhs)

Particulars		Number of Units		Amount	
		As at 31st March 2023	As at 31st March 2022	As at 31st March 2023	As at 31st March 2022
(a)	**Investment in Joint Ventures**				
(i)	Investment in equity shares - (unquoted, fully paid up, accounted for using the equity method)				
	Aussee Oats India Limited (formerly known as Aussee Oats India Private Limited)	5,00,001	5,00,001	10.06	10.05
	Cosmolift Consumer Products Private Limited (formerly Mibelle Future Consumer Products AG, a company incorporated in Switzerland, face value CHF 1000 each)	400	400	-	-
	Hain Future Natural Products Private Limited	2,43,50,000	2,43,50,000	-	358.51
	Fonterra Future Dairy Private Limited	2,96,50,000	2,96,50,000	-	-
	MNS Foods Limited	12,00,001	12,00,001	-	-
	Sublime Foods Limited	22,50,000	22,50,000	-	-
(ii)	Investment in preference shares - (unquoted, fully paid up, at FVTPL)				
	Cumulative redeemable preference shares of Aussee Oats Milling (Private) Limited (a company incorporated in Sri Lanka, face value LKR 10 each)	1,13,80,155	1,13,80,155	453.79	453.79
Total				**463.85**	**822.35**

6. LOANS

(₹ In lakhs)

Particulars	As at 31st March 2023	As at 31st March 2022
Non-current (Unsecured)		
Loans to related parties (Refer Note 38)		
- Considered good	5,351.36	5,178.47
Total	**5,351.36**	**5,178.47**

7. OTHER FINANCIAL ASSETS

(₹ In lakhs)

Particulars	As at 31st March 2023	As at 31st March 2022
Non-current (Unsecured)		
Considered good		
Security deposits	69.44	314.07
Other deposits	0.15	58.23
Other Receivables	10.12	855.43
Interest accrued on deposits	2,401.94	1,723.16
Operating lease receivables	-	555.56
Bank Deposits with more than 12 months maturity	38.38	29.75
Other	0.20	-
	2,520.23	3,536.20

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
for the year ended 31st March 2023

(₹ In lakhs)

Particulars	As at 31st March 2023	As at 31st March 2022
Significant increase in credit risk		
Other Receivable (for related party, Refer note 38)	904.50	49.07
Security and other deposits	5.64	23.46
	910.14	72.53
Impairment allowance		
Significant increase in Credit Risk		
Other Receivable which have significant increase in Credit Risk (Refer note 30)	(904.50)	(49.07)
Deposits which are considered doubtful	(5.64)	(23.46)
	(910.14)	(72.53)
Total	**2,520.23**	**3,536.20**
Current (Unsecured)		
Considered good		
Security Deposits	19.79	802.72
Other Deposits	-	6.79
Interest accrued on deposits and others	29.53	214.36
Operating Lease receivables	-	47.81
Others receivables	133.92	163.92
	183.24	1,235.60
Significant increase in credit risk		
Other receivables (for related party, Refer note 38)	6,908.47	8,112.54
Security and Other Deposits	21.55	-
	6,930.02	8,112.54
Impairment allowance		
Significant increase in credit risk		
Other Receivables which have significant increase in credit risk (Refer note 30)	(6,908.47)	(8,112.54)
Deposits which are considered doubtful	(21.55)	-
	(6,930.02)	(8,112.54)
Total	**183.24**	**1,235.60**

Notes:

(i) Fixed deposit with bank of a value of Rs. 2.52 lakhs has been pledged against VAT deposit.

(ii) Refer note 17 & 21 for current assets hypothecated as security.

8. DEFERRED TAX BALANCES

The following is the analysis of deferred tax assets / (liabilities) presented in the balance sheet:

(₹ In lakhs)

Particulars	As at 31st March 2023	As at 31st March 2022
Deferred tax assets (DTA) (Net)	-	5.10
Deferred tax liabilities (DTL) (Net)	146.26	3,391.36
Net deferred tax Asset/ (Liabilities)	**(146.26)**	**(3,386.26)**

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

for the year ended 31st March 2023

(₹ In lakhs)

8.1

Particulars	As at 31st March 2023	As at 31st March 2022
Deferred tax liabilities:		
Accelerated depreciation for tax purposes	-	2,219.94
Government Grants	659.99	711.98
Taxable temporary differences on financial liability measured at amortised cost	537.78	570.85
Total deferred tax liabilities (A)	**1,197.77**	**3,502.77**
Deferred tax assets:		
Accelerated depreciation for tax purposes	2,941.97	-
Provision for doubtful debts	16,041.48	11,736.33
Provisions for employee benefits	111.24	249.46
Taxable temporary differences on lease accounting	43.00	226.77
Investment Property- Land	65.10	65.10
Losses available for offsetting against future taxable income	4,635.38	4,833.09
Difference in WDV as per Income Tax Act and Books	-	-
Total deferred tax assets (B)	**23,838.17**	**17,110.75**
Net Deferred Tax Liability / (Asset) (C=A-B)	**(22,640.40)**	**(13,607.98)**
Net Deferred Tax (Net Asset) not recognised (D)	**(22,786.66)**	**(16,994.24)**
Net Deferred Tax Liability / (Asset) (C-D)	**146.26**	**3,386.26**

8.2 Movement of Deferred Tax

(₹ In lakhs)

Particulars	As at 31st March 2023	As at 31st March 2022
Deferred tax asset / (liability) at the start of the year	(3,386.26)	(3,456.58)
(Charge) / Credit to the Statement of Profit and Loss	64.24	70.32
Transfer to Assets Held for Sale	3,175.76	-
Deferred tax asset / (liability) at the end of the year	**(146.26)**	**(3,386.26)**

8.3 Deductible temporary differences and unused tax losses for which no deferred tax assets have been recognised are attributable to the following:

(₹ In lakhs)

Particulars	As at 31st March 2023	As at 31st March 2022
Tax losses (revenue in nature)	86,839.17	85,391.39
Tax losses (capital in nature)	12,522.15	12,521.77
Other Temporary differences	63,473.13	48,096.65
Total	**162,834.45**	**146,009.81**

9. OTHER ASSETS

(₹ In lakhs)

Particulars	As at 31st March 2023	As at 31st March 2022
Non-current		
Unsecured, Considered Goods		
Capital advances	-	107.27
Deferred lease asset	10.63	13.90
Advance taxes (net)	1,378.32	2,935.81
Other advances	16.57	0.65
	1,405.52	3,057.63
Unsecured, Considered doubtful		
Capital advances	-	29.63
Less: Impairment allowance of Capital Advances (Refer note 30)	-	(29.63)
	-	-
Total	**1,405.52**	**3,057.63**

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

for the year ended 31st March 2023

(₹ In lakhs)

Particulars	As at 31st March 2023	As at 31st March 2022
Current		
Unsecured, Considered Goods		
Advances given to suppliers	193.96	509.15
Advances to employees	26.18	24.27
Balances with government authorities	862.02	1,238.15
Deferred lease asset	3.32	0.65
Other advances	10.21	125.42
	1,095.69	1,897.64
Unsecured, Considered doubtful		
Balances with government authorities	463.50	138.66
Advances given to suppliers	172.86	63.34
Less: Impairment allowance of Capital Advances (Refer Note 30)	(463.50)	(138.66)
Less: Advance given to suppliers which have significant increase in Credit Risk	(172.86)	(63.34)
	(636.36)	(138.66)
Total	**1,095.69**	**1,897.64**

10. INVENTORIES

(₹ In lakhs)

Particulars	As at 31st March 2023	As at 31st March 2022
Raw materials (at cost)	-	208.49
Finished goods (at lower of cost and net realisable value)	-	192.92
Stock - in - trade (at lower of cost and net realisable value)	2,956.33	7,142.37
Packing material (at cost)	-	267.07
Stores, spares and Others (at cost)	-	46.19
Total	**2,956.33**	**7,857.04**

Notes:

i) For Inventory hypothecated as security, Refer note 21

ii) The amount of write down of inventories recognised as an expense during the year is Rs. 641.08 lakhs (Previous year: Rs. 772.48 lakhs)

11. CURRENT INVESTMENTS

(₹ In lakhs)

Particulars	As at 31st March 2023	As at 31st March 2022
Investment in Government Security (At Cost)		
National savings certificate (lodged with Sales Tax Authorities)	-	0.45
Investments in equity shares (quoted, fully paid up, At FVTPL)		
Karnataka Bank Limited	3.06	1.25
Total	**3.06**	**1.70**

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
for the year ended 31st March 2023

12. TRADE RECEIVABLES (UNSECURED)

(₹ In lakhs)

Particulars	As at 31st March 2023	As at 31st March 2022
Gross trade receivables		
Gross trade receivable, secured considered good	-	-
Gross trade receivable, unsecured considered good	130.04	14,950.46
Gross trade receivable, which has significant increase in credit risk	258.93	25.67
Gross trade receivable, credit impaired	41,406.97	42,982.31
	41,795.94	**57,958.44**
Impairment Allowance		
Trade receivable, unsecured considered good	(33.30)	(34.19)
Trade receivable, which has significant increase in credit risk	(101.20)	(25.67)
Trade receivable, credit impaired	(41,406.97)	(42,982.31)
Net trade receivables	**254.47**	**14,916.27**

Trade receivables ageing schedule As at 31 March 2023 (₹ In lakhs)

Particulars	Curent but not due	Outstanding for following periods from due date of payment [Note (iv)]				Total
		Less than 6 Months	6 months – 1 year	1-2 years	More than 2 years	
Undisputed Trade Receivables – considered good	41.45	15.56	65.33	0.09	7.61	130.04
Undisputed Trade Receivables – which have significant increase in credit risk	-	74.68	95.65	18.90	69.70	258.93
Undisputed Trade receivable – credit impaired	-	-	1,333.17	28,044.99	12,028.81	41,406.97
Disputed Trade receivables - considered good	-	-	-	-	-	-
Disputed Trade receivables – which have significant increase in credit risk	-	-	-	-	-	-
Disputed Trade receivables – credit impaired	-	-	-	-	-	-
Total	**41.45**	**90.24**	**1,494.15**	**28,063.98**	**12,106.12**	**41,795.94**

Trade receivables ageing schedule As at 31 March 2022 (₹ In lakhs)

Particulars	Curent but not due	Outstanding for following periods from due date of payment [Note (iv)]				Total
		Less than 6 Months	6 months – 1 year	1-2 years	More than 2 years	
Undisputed Trade Receivables – considered good	3,925.64	10,745.43	180.42	73.56	25.42	14,950.46
Undisputed Trade Receivables – which have significant increase in credit risk	-	-	25.67	-	-	25.67
Undisputed Trade receivable – credit impaired	78.91	17,458.89	11,793.86	10,700.78	2,949.87	42,982.31
Disputed Trade receivables - considered good	-	-	-	-	-	-
Disputed Trade receivables – which have significant increase in credit risk	-	-	-	-	-	-
Disputed Trade receivables – credit impaired	-	-	-	-	-	-
Total	**4,004.55**	**28,204.32**	**11,999.95**	**10,774.34**	**2,975.29**	**57,958.44**

Note :

(i) For trade receivables hypothecated as security (Refer note 17 & 21)

(ii) No trade or other receivable are due from directors or other officers of the company either severally or jointly with any other person. Nor any trade or other receivable are due from firms or private companies respectively in which any director is a partner, a director or a member.

(iii) For Related Party (Refer note 38)

(iv) Gross of Impairment Allowance

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

for the year ended 31st March 2023

13. CASH AND CASH EQUIVALENTS

(₹ In lakhs)

Particulars	As at 31st March 2023	As at 31st March 2022
Cash and cash equivalents		
On current accounts	1,352.59	861.04
In fixed deposit accounts	-	1,865.19
Cash and cheques on hand	39.49	36.13
Total	**1,392.08**	**2,762.36**
Bank balances other than Cash and cash equivalents		
As margin money	152.60	34.74
Total	**152.60**	**34.74**

Changes in liability due to financial activities (₹ In lakhs)

Particulars	As at 31st March 2022	Cash flows	Changes in fair value of financial instruments	Financial Liabilities Reclassifed	As at 31st March 2023
Current Borrowings (Refer note 21)	25,462.16	(5,195.59)	357.64	20,325.04	40,949.25
Non- current borrowings, including current maturities (Refer note 17)	26,575.79	(6,250.75)	-	(20,325.04)	-
Interest Accrued on current borrowings	1,253.95	2,589.67	(357.84)	1,034.00	4,519.78
Interest Accrued on non-current borrowings	1,114.54	(80.54)	-	(1,034.00)	-
Lease Liabilities (Refer note 34)	5,533.21	(492.60)	(3,347.44)	-	1,693.17
Total	**59,939.65**	**(9,429.81)**	**(3,347.64)**	**-**	**47,162.20**

(₹ In lakhs)

Particulars	As at 31st March 2021	Cash flows	Changes in fair value of financial instruments	Financial Liabilities Reclassifed	As at 31st March 2022
Current Borrowings (Refer note 21)	32,127.50	(3,381.58)	-	(3,283.76)	25,462.16
Non- current borrowings, including current maturities (Refer note 17)	25,824.42	(4,490.85)	1,958.46	3,283.76	26,575.79
Interest Accrued on current borrowings	1,992.93	1,230.91	(1,969.89)	-	1,253.95
Interest Accrued on non-current borrowings	927.04	187.50	-	-	1,114.54
Lease Liabilities (Refer note 34)	4,427.70	(607.95)	1,713.46	-	5,533.21
Total	**65,299.59**	**(7,061.96)**	**1,702.03**	**-**	**59,939.66**

During the current year the Group entered into non-cash investment activity acquisition of ROU Assets of Rs. Nil (Previous Year Rs. 3,692.40 lakhs) These are not reflected in the statement of cash flows.

14. EQUITY SHARE CAPITAL

a) Share Capital (₹ In lakhs)

Particulars	As at 31st March 2023		As at 31st March 2022	
	No. of shares	Amount	No. of shares	Amount
Authorised				
Equity shares of Rs.6 each	5,650,000,000	339,000.00	5,650,000,000	339,000.00
Unclassified shares of Rs.10 each	1,670,000,000	167,000.00	1,670,000,000	167,000.00
Total		**506,000.00**		**506,000.00**
Issued, subscribed & fully paid-up capital				
Equity shares of Rs. 6 each	1,997,034,643	119,822.08	1,997,034,643	119,822.08
Add/(Less): Shares held by ESOP trust treated as treasury shares	(10,497,293)	(629.84)	(13,452,793)	(807.17)
Total	**1,986,537,350**	**119,192.24**	**1,983,581,850**	**119,014.91**

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

for the year ended 31st March 2023

b) Reconciliation of the number of shares and amount outstanding at the beginning and at the end of the reporting period: (₹ In lakhs)

Particulars	As at 31st March 2023		As at 31st March 2022	
	No. of shares	Amount	No. of shares	Amount
Equity shares at the beginning of the year	1,983,581,850	119,014.91	1,973,588,086	118,415.29
Add: Equity shares issued and allotted during the year	-	-	9,993,764	599.62
Add : Shares sold by ESOP trust treated as treasury shares	2,955,500	177.33	-	-
Equity shares at the end of the year	**1,986,537,350**	**119,192.24**	**1,983,581,850**	**119,014.91**

c) Details of Shareholders holding more than 5% shares in the Company

Particulars	As at 31st March 2023		As at 31st March 2022	
	No. of Shares	% of Holding	No. of Shares	% of Holding
Vistra ITCL India Limited	1,019,000	0.05	448,258,338	22.45
Future Capital Investment Private Limited	25,715,599	1.29	123,584,630	6.19
Verlinvest SA	156,929,569	7.86	156,929,569	7.86
Black River Food 2 Pte. Ltd	81,318,327	4.07	146,283,195	7.33
International Finance Corporation	107,819,921	5.40	107,819,921	5.40

d) Shares held by promoters at the end of the year as on March 31, 2023

Promoter Name	No of shares	% of total shares	% change during the year
Future Enterprises Limited	100	0.00001	-
Future Capital Investment Private Limited	25,715,599	1.29	4.90
Promoter Group			
Central Departmental Stores Pvt Ltd	100	0.00001	-
Ryka Commercial Ventures Private Limited	100	0.00001	-
Future Corporate Resources Private Limited	14,327,302	0.72	-
Future Ideas Company Limited	29,476,462	1.48	-
Avni Kishorkumar Biyani	99,619	0.01	-
Ashni Kishore Biyani	67,169	0.003	-
Total	**69,686,451**	**3.51**	

Shares held by promoters at the end of the year as on March 31, 2022

Promoter Name	No of shares	% of total shares	% change during the year
Future Enterprises Limited	100	0.00	-
Future Capital Investment Private Limited	123,584,630	6.19	(6.07)
Promoter Group			
Central Departmental Stores Pvt Ltd	100	0.00001	-
Ryka Commercial Ventures Private Limited	100	0.00001	-
Future Corporate Resources Private Limited	14,327,302	0.72	-
Future Ideas Company Limited	29,476,462	1.48	1.48
Avni Kishorkumar Biyani	99,619	0.01	-
Ashni Kishore Biyani	67,169	0.003	-
Total	**167,555,482**	**8.40**	

e) Share options granted under the Holding Company's employee share option plan

Share options granted under the Company's employee share option plan carry no rights to dividends and no voting rights. Further details of the employee share option plan are provided in note no. 37

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

for the year ended 31st March 2023

f) Rights, Preferences and Restrictions attached to equity shares:

i) The Holding Company has one class of equity shares having a par value of Rs.6 per share. Each holder of equity share is entitled to one vote per share.

ii) Right to receive dividend as may be approved by the Board of Directors / Annual General Meeting.

iii) The equity shares are not repayable except in the case of a buy back, reduction of capital or winding up in terms of the provisions of the Companies Act, 2013.

iv) Every member of the Company holding equity shares has a right to attend the General Meeting of the Company and has a right to vote in proportion to his share of the paid-up capital of the Company.

g) During the financial year 2021-22:

i) The Holding Company has approved allotment of 99,93,764/- equity shares of Rs. 6/- each to the shareholders of Athena Life Sciences Private Limited ("Athena") pursuant to the Scheme of Arrangement between Athena and the Holding Company, which was filed with the Registrar of Companies on October 6th, 2021 after sanction in terms of Section 230 to 232 and other applicable provisions of the Companies Act, 2013 by Hon'ble National Company Law Tribunal, Mumbai.(Refer note 54(c))

h) As at 31st March, 2023, Nil equity shares (FY 2022: 2,57,500 equity shares) were reserved for issuance towards outstanding employee stock options granted (Refer note 37) for ESOP Primary Scheme.

i) In the event of liquidation of the Holding Company, the holders of equity shares will be entitled to receive remaining assets of the group, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.

15. OTHER EQUITY (EXCLUDING NON-CONTROLLING INTERESTS)

(₹ In lakhs)

Particulars	As at 31st March 2023	As at 31st March 2022
Capital reserve	2,064.94	2,064.94
Securities premium account	38,316.72	38,316.72
General reserve	0.59	0.59
Share options outstanding account	3.30	713.41
Capital redemption reserve	5.20	5.20
Retained earnings	(177,915.81)	(144,975.40)
Foreign Currency Translation reserve	(139.58)	(67.62)
Other comprehensive income	36.64	(39.54)
Total	**(137,628.02)**	**(103,981.70)**

Description of reserves

Capital reserve

Capital reserve is created for excess of net book value of assets taken and liabilities assumed over the consideration transferred for various business combinations in earlier years. The same will be utilized as per the provisions of Companies Act 2013 (as amended from time to time) and any other law guiding the utilization of the same, for the time being in force.

Securities premium account

Where the Group issued shares at a premium, a sum equal to the aggregate amount of the premium received on those shares was transferred to a "securities premium account" as per the provisions of the Companies Act, 2013. The reserve can be utilised only for limited purposes such as issuance of bonus shares in accordance with the provisions of the Companies Act, 2013.

General reserve

General Reserve is created out of profits earned by the Group by way of transfer from surplus in the statement of profit and loss. The same will be utilized as per the provisions of Companies Act 2013 (as amended from time to time) and any other law guiding the utilization of the same, for the time being in force.

Share options outstanding account

This reserve relates to share options granted by the Group to its employees under its employee share option plan. Further information about share-based payments to employees is set out in note 37.

Capital redemption reserve

As per the provisions of the Companies Act, 2013 capital redemption reserve is created out of the general reserve for the amount of share capital reduction in earlier years. The reserve can be utilized for issuing fully paid up equity shares.

Retained earnings

This represents the surplus/ (deficit) of the statement of profit or loss. The amount that can be distributed by the Group as dividends to its equity shareholders is determined based on the separate financial statements of the Group and also considering the requirements of the Companies Act, 2013.

Foreign Currency Translation reserve

When preparing consolidated financial statements, differences arising on translation of the financial statements of foreign operations (with a functional currency different from that of the consolidating entity) is transferred to the Foreign Currency Translation Reserve (FCTR), which forms part of Other Comprehensive Income. The same will be utilized as per the provisions of Companies Act 2013 (as amended from time to time) and any other law guiding the utilization of the same, for the time being in force.

Other Comprehensive Income

This relates to the remeasurement impact of defined benefit plans, exchange differences in translating the financial statements of foreign operations and income tax effect of the same.

16. NON-CONTROLLING INTERESTS ("NCI")

(₹ In lakhs)

Particulars	As at 31st March 2023	As at 31st March 2022
Balance at the end of the year *	0.65	0.70
Total	**0.65**	**0.70**

* Refer statement of changes in equity

17. NON CURRENT BORROWINGS

Particulars	As at 31st March 2023		As at 31st March 2022	
	Non-Current	Current (Refer note 21)	Non-Current	Current (Refer note 21)
Secured - at amortised cost				
Term loans from banks:				
Term Loan Facility	-	1,512.50	3,619.94	227.50
Funded Interest Term Loans	-	1,287.61	-	2,506.85
Working Capital Term Loans from Bank	-	-	-	532.00
Debentures :				
11.07% redeemable non convertible debentures of Rs.10 lakh each	-	15,882.35	9,367.51	8,588.23
Unsecured - at amortised cost				
Term loans from banks:				
Funded Interest Term Loans	-	87.69	-	87.36
Working Capital Term Loans from Bank	-	1,649.74	-	1,646.40
Total	**-**	**20,419.89**	**12,987.45**	**13,588.34**

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
for the year ended 31st March 2023

Details of security and repayment terms for secured and unsecured Non Current borrowings (₹ In lakhs)

Sr. No.	Nature of security	Terms of Interest and Repayment	As at 31st March 2023	As at 31st March 2022
1	**Secured Term Loan from bank:** a) Secured by exclusive first charge on specific fixed assets of the Holding Company and its subsidiaries to be maintained at a minimum of 1.25 times of outstanding borrowing. b) Personal guarantee of Mr. Kishore Biyani for principal and its interest thereon. c) Post dated cheques covering facility amount. d) Senior first ranking pari passu charge / hypothecation over the "Golden Harvest" brand owned by the Holding Company. e) First Pari Passu charge over land and building owned Appu Nutritions Private Limited. (Veerasandra , Bangalore).	The facility has been restructured as part of the One time restructuring (OTR) Scheme. The next quarterly instalment is due in Feb 2023. Interest is fixed @ 10.50% p.a.	1,512.50	3,847.44
2	**11.07 % NCD:** a) Secured by exclusive first charge on specific fixed assets of the Group and its subsidiaries to be maintained at a minimum of 1.25 times of outstanding borrowing. b) Personal guarantee of Mr. Kishore Biyani for principal and its interest thereon. c) Post dated cheques covering Interest as well as principal in favour of Debenture Trustee. d) Senior first ranking pari passu charge / hypothecation over the "Golden Harvest" brand owned by the Company. e) Senior first ranking charge over 117 acres land in Nagpur (Future Food and Products Limited and Future Food Processing Limited) f) Second charge over land and buildings at Veerasandra in Bangalore owned by Appu Nutritions Private Limited.	The NCDs is redeemable in 17 equal quarterly installments which commenced from February 2021. Certain installments have been restructured in light of the Covid-19 pandemic (Refer Note below). Interest on the facility will be charged @ 11.07% p.a. Interest will be paid in cash in arrear and on a quarterly basis, inclusive of a cash coupon as follows: year 1 @ 8.00% p.a., year 2 @10.00% p.a. & year 3 @ 11.07% p a. All accrued and unpaid Interest, on the facility will be capitalised quarterly and paid on the final maturity date, or the date on which the facility has been repaid in full.	15,882.35	17,955.74
3	**Secured Fixed Instalment Term Loan from Banks*** a) First pari passu hypothecation charge on all existing and future current assets of the Company b) Second Charge on fixed assets of the Company c) Unconditional and irrevocable personal guarantee of Mr. Kishore Biyani	Repayable in four quarterly instalments, continuing from June 2022 interest at rates varying from 8.10% to 9.35% p.a	1,287.61	2,506.85
4	**Secured Working Capital Term Loans from Banks*** a) First pari passu hypothecation charge on all existing and future current assets of the Holding Company b) Second Charge on fixed assets of the Holding Company c) Unconditional and irrevocable personal guarantee of Mr. Kishore Biyani	Repayable in two monthly instalments commencing from November 2022 interest rate 9.80% p.a	-	532.00
5	**Unsecured Working Capital Term Loans from Banks***	Repayable on various repayment dates (as per individual facilities). Interest at rates varying from 7.90% to 8.15% p.a	1,649.74	1,646.40
6	**Unsecured Funded Interest Term Loans from Banks***	Repayable in four quarterly instalments, continuing from June 2022, interest at rates interest rate 8.10% p.a	87.69	87.36
			20,419.89	**26,575.79**
	Less: Current maturities of long term debt (Refer note 21)		(20,419.89)	(13,588.34)
Total			**-**	**12,987.45**

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
for the year ended 31st March 2023

The Holding Company has defaulted on payment of interest/repayment of principal amount on loans from banks/financial institution and unlisted debts securities as on March 31, 2023, amounting to Rs. 45,342.89 lakhs including interest and penal interest of Rs. 4,483.64 lakhs. During the period ended 31 March 2023, the banks have classified the loans given to the Holding Company as non-performing assets (NPA). Due to default in borrowings, non-current borrowings including interest accrued thereof aggregating to Rs. 8,938.60 lakhs have been reclassified to current borrowings and other financial liabilities.

In Previous year ended March 31, 2022, the Holding Company had invoked One Time Restructuring (OTR) of loans from banks on November 09, 2020 as per RBI guidelines vide circular dated August 6, 2020 on 'Resolution Framework for COVID-19 related stress' and follow on circular dated September 7, 2020 on 'Resolution Framework for COVID-19-related Stress – Financial Parameters'. The aforesaid OTR has been approved by all the lenders on May 06, 2021. Accordingly, the approval of One Time Restructuring and signing of agreement with debenture trustees has had the following impact on the Company's working capital position:

- Limits of Short-Term Borrowings (Working Capital Demand Loan and Cash Credit) to continue as per existing limits;
- Interest moratorium on all facilities with lenders participating in the OTR till September 2021 and creation of funded interest term loan on the same along with any unpaid interest as on the date of implementation;
- Outstanding bills discounted as at November 09, 2020 have been converted into Working Capital Term Loan repayable from June 2022 onwards;
- Extension of tenure of term loans by up to 24 months and moratorium of principal repayment till Feburary 2023.

18. OTHER FINANCIAL LIABILITIES

(₹ In lakhs)

Particulars	As at 31st March 2023	As at 31st March 2022
Non-current		
Interest accrued but not due	-	1,114.54
Deposits received from customers	-	12.34
Security deposits received	24.80	99.20
Total	**24.80**	**1,226.08**
Current		
Interest accrued but not due and due	4,519.78	1,253.95
Security and other deposits received	24.47	638.03
Payable on purchase of capital goods	73.16	1,649.34
Salary Payables	342.37	138.09
Other Payables	433.99	-
Total	**5,393.77**	**3,679.41**

19. PROVISIONS

(₹ In lakhs)

Particulars	As at 31st March 2023	As at 31st March 2022
Non-current		
Provision for employee benefits:		
Provision for gratuity (Refer note 35)	125.50	338.44
Total	**125.50**	**338.44**
Current		
Provision for employee benefits:		
Provision for gratuity (Refer note 35)	45.30	59.70
Provision for compensated absences (Refer note 35)	113.05	252.91
Provision for bonus, incentives and others	214.26	456.41
Provision for claims and contingencies (Refer note a)	35.00	35.00
Total	**407.61**	**804.02**

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
for the year ended 31st March 2023

Note a

Movement in Provision for claims and contingencies (₹ In lakhs)

Particulars	Amount
Balance as at 31st March 2021	**39.00**
Provisions (utilised) / written back during the year	(4.00)
Balance as at 31st March 2022	**35.00**
Provisions (utilised) / written back during the year	-
Balance as at 31st March 2023	**35.00**

The provision for claims and contingencies relates to the estimated amount to be paid for claims raised on the Group in lieu of legal disputes for commercial matters and for various tax authorities under indirect tax laws. These amounts have not been discounted for the purposes of measuring the provision because the effect is not material.

20. OTHER LIABILITIES

(₹ In lakhs)

Particulars	As at 31st March 2023	As at 31st March 2022
Other non-current liabilities		
Contract liabilities	-	508.88
Deferred lease payables	-	10.89
Deferred revenue arising from government grant	-	2,624.23
Total	**-**	**3,144.00**
Other current liabilities		
Statutory dues payable (includes TDS, PF, GST etc)	65.69	302.22
Statutory Dues	142.52	-
Deferred lease payables	-	4.40
Deferred revenue arising from government grant	-	285.66
Contract liabilities	8,732.90	18,189.93
Capital advance received towards assets held for sale (Refer note 44)	1,008.00	4,211.00
Other liabilities	3,387.55	2,368.90
Total	**13,336.66**	**25,362.11**

21. CURRENT BORROWINGS

(₹ In lakhs)

Particulars	As at 31st March 2023	As at 31st March 2022
Secured - at amortised cost		
Loans repayable on demand from banks	6,590.77	9,978.83
Current Maturities of Long Term Debt (Refer note 17)	18,682.47	11,854.58
Other loans from bank	13,848.58	15,400.00
	39,121.82	37,233.41
Less :- Unamortised cost	-	(7.68)
	39,121.82	37,225.73
Unsecured - at amortised cost		
Inter Corporate Deposits from Related Party (Refer note 38)	-	1.03
Inter Corporate Deposits from others	90.00	90.00
Current Maturities of Long Term Debt (Refer note 17)	1,737.43	1,733.76
Total	**40,949.25**	**39,050.52**

Details of security and repayment terms for secured current borrowings

Nature of Security	Terms of Interest and repayment
Loans repayable on demand from banks (Cash Credit)	
Loan is secured by a) First pari passu hypothecation charge on all existing and future current assets of the Holding Company b) Second Charge on fixed assets of the Holding Company c) Unconditional and irrevocable personal guarantee of Mr. Kishore Biyani	The cash credit is repayable on demand and carries interest at rates varying from 7.80% to 10.50% p.a. Interest on these facilities has been restructured as part of the One time restructuring (OTR) Scheme (Refer note 17).
Other Loans from Bank (Working capital loan)	
Loan is secured by a) First and/or pari passu charge on all existing and future current assets of the Holding Company b) Second charge on fixed assets of the Holding Company c) Unconditional and irrevocable personal guarantee of Mr. Kishore Biyani.	The other loans from Bank is repayable on due dates within a period of 1 year and carries interest at rates varying from 8.05 % to 10.50% p.a. These facilities have been restructured as part of the OTR Scheme (Refer note 17)
Details of terms of interest and repayment for unsecured current borrowings	
Inter Corporate Deposits to be repayable within 365 days and carries interest average @ 10% - 12.50%	

The Holding Company has defaulted on payment of interest/repayment of principal amount on loans from banks/financial institution and unlisted debts securities as on March 31, 2023, amounting to Rs. 45,342.89 lakhs including interest and penal interest of Rs. 4,483.64 lakhs. During the period ended 31 March 2023, the banks have classified the loans given to the Holding Company as non-performing assets (NPA). Due to default in borrowings, non-current borrowings including interest accrued thereof aggregating to Rs. 8,938.60 lakhs have been reclassified to current borrowings and other financial liabilities.

22. TRADE PAYABLES

(₹ In lakhs)

Particulars	As at 31st March 2023	As at 31st March 2022
Total outstanding dues of micro enterprises and small enterprises (MSME) (Refer note 42)	591.08	701.80
Total outstanding dues of trade payables other than micro enterprises and small enterprises (for related party, refer note 38)	4,590.30	10,716.54
Total	**5,181.38**	**11,418.34**

Trade Payable Ageing Schedule As at 31 March 2023 (₹ In lakhs)

Particulars	Less than 1 year	1 to 2 years	2 to 3 years	More than 3 years	Total
MSME	437.47	95.82	31.93	25.86	591.08
Others	2,490.59	1,595.34	192.22	309.34	4,587.49
Disputed dues (MSME)	-	-	-	-	-
Disputed dues (Other)	-	-	2.81	-	2.81
Total	**2,928.06**	**1,691.16**	**226.96**	**335.20**	**5,181.38**

Trade Payable Ageing Schedule As at 31 March 2022 (₹ In lakhs)

Particulars	Less than 1 year	1 to 2 years	2 to 3 years	More than 3 years	Total
MSME	593.54	63.74	26.84	17.68	701.80
Others	7,105.01	2,742.23	498.53	370.77	10,716.54
Disputed dues (MSME)	-	-	-	-	-
Disputed dues (Other)	-	-	-	-	-
Total	**7,698.55**	**2,805.97**	**525.37**	**388.45**	**11,418.34**

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
for the year ended 31st March 2023

23. REVENUE FROM OPERATIONS

(₹ In lakhs)

Particulars	Year ended 31st March 2023	Year ended 31st March 2022
Revenue from Contracts with Customers :		
Sales of products	35,899.65	144,871.19
Sales of services	1,567.47	979.65
Other operating revenue	647.96	1,028.02
Total	**38,115.08**	**146,878.86**

23.1 Details of revenue from contracts with customers recognised by the Group, net of indirect taxes, in its Statement of Profit and Loss. The table below presents disaggregated revenues from contracts with customers.

Type of Goods or Services (₹ In lakhs)

Particulars	Year ended 31st March 2023	Year ended 31st March 2022
Sale of consumer products	35,899.65	144,871.33
Leasing Income	1,410.09	850.73
Franchisee fees	572.14	529.43
Royalty income	-	83.18
Scrap sales	39.04	125.53
Job work Income	157.38	-
Miscellaneous Income	36.78	418.66
Total revenue from contracts with customers	**38,115.08**	**146,878.86**

Revenue based on Geography (₹ In lakhs)

Particulars	Year ended 31st March 2023	Year ended 31st March 2022
India	38,115.08	146,878.86
Total revenue from contracts with customers	**38,115.08**	**146,878.86**

Timing of revenue recognition (₹ In lakhs)

Particulars	Year ended 31st March 2023	Year ended 31st March 2022
Goods transferred at a point in time	35,899.65	144,996.87
Services transferred over time	2,215.43	1,881.99
Total revenue from contracts with customers	**38,115.08**	**146,878.86**

23.2 The Group derives its revenue from the business of Branding, Manufacturing, Processing, Selling and Distribution of "Consumer Products" which constitutes a single service line. This is consistent with the revenue information that is disclosed for each reportable segment under Ind AS 108. (Refer note 31 on Operating segment information.)

23.3 Contract balances

The following table provides information about receivables, contract assets and contract liabilities from contracts with customers:

(₹ In lakhs)

Particulars	As at 31st March 2023	As at 31st March 2022
Trade receivables (Refer note 12)	254.47	14,916.27
Contract assets	-	-
Contract liabilities (Refer note 20)	8,732.90	18,698.81

Trade receivables are non interest bearing and are generally on terms of 0 to 90 days. The Group receives payments from customers based upon contractual billing schedules. Trade receivables are recorded when the right to consideration becomes unconditional.

Contract assets includes amounts related to our contractual right to consideration for completed performance objectives not yet invoiced.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

for the year ended 31st March 2023

Contract liabilities include payments received in advance of performance under the contract, and are realised with the associated revenue recognised under the contract.

Set out below is the amount of revenue recognised from:

(₹ In lakhs)

Particulars	As at 31st March 2023	As at 31st March 2022
Amounts included in contract liabilities at the beginning of the year	18,698.81	20,006.50
Revenue recognised in the reporting period that was included in the contract liability balance at the beginning of the period	18,189.93	20,006.50

23.4 Reconciliation of revenue recognised in the statement of profit and loss with the contracted price

(₹ In lakhs)

Particulars	Year ended 31st March 2023	Year ended 31st March 2022
Revenue as per contracted price	38,154.01	149,384.68
Less: Discounts, rebates, refunds, credits, price concessions	(38.93)	(2,505.82)
Revenue from contracts with customers	**38,115.08**	**146,878.86**

23.5 Performance Obligation

Remaining unsatisfied performance obligations represent the transaction price for goods and services for which the Group has a material right but either not yet transferred control of a product or performing services over the period of time to customers. Transaction price includes the price agreed with customer, variable consideration and changes in transaction price. The transaction price of order related to unfilled, confirmed customer orders is estimated at each reporting date and payment is generally due within 7 to 90 days from delivery.

The transaction price allocated to the remaining performance obligations (unsatisfied or partially unsatisfied) is as follows:

(₹ In lakhs)

Particulars	As at 31st March 2023	As at 31st March 2022
Within one year	8,732.90	18,698.81
More than one year	-	-

Open sales order as on 31 March 2023 is Rs. Nil (31 March 2022 is Rs. 393.17 lakhs).

24. OTHER INCOME

(₹ In lakhs)

Particulars	Year ended 31st March 2023	Year ended 31st March 2022
Amortisation of government grant	285.66	285.66
Operating lease rent income	88.51	41.42
Interest income on:		
Bank Deposit	28.42	-
Amortization of lease deposits	73.04	-
Income tax and Vat Refund	47.86	-
Inter corporate deposits	385.56	450.24
Others	-	349.63
Provision no longer required written back (net)	388.22	141.83
Gain on termination of Lease Asset	261.91	288.16
Net Profit on foreign currency transactions and translation	578.68	244.12
Net gain on financial assets measured at FVTPL	1.81	-
Miscellaneous income	312.74	256.63
Total	**2,452.41**	**2,057.69**

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

for the year ended 31st March 2023

25. COST OF MATERIALS CONSUMED

(₹ In lakhs)

Particulars	Year ended 31st March 2023	Year ended 31st March 2022
Opening stock of raw materials and others (Refer note 10)	521.74	833.81
Add: Purchases	999.91	8,301.64
Less: Stock of raw materials and others transferred to asset held for sale	(89.78)	-
Less: Closing stock of raw materials and others (Refer note 10)	-	(521.74)
Total	**1,431.87**	**8,613.71**

26. CHANGES IN INVENTORIES OF FINISHED GOODS, WORK-IN-PROGRESS AND STOCK-IN-TRADE

(₹ In lakhs)

Particulars	Year ended 31st March 2023	Year ended 31st March 2022
Opening stock of finished goods (Refer note 10)	192.92	216.21
Less: Stock of finished goods transferred to asset held for sale	(16.43)	-
Less: Closing stock of finished goods (Refer note 10)	-	(192.92)
Total (A)	**176.49**	**23.29**
Opening stock of traded goods (Refer note 10)	7,142.37	4,643.00
Less: Stock of traded goods transferred to asset held for sale	(86.81)	
Less: Closing stock of traded goods (Refer note 10)	(2,956.33)	(7,142.37)
Total (B)	**4,099.23**	**(2,499.37)**
Provision:		
Provision for inventory (Refer Note 45)	754.98	-
Total (C)	**754.98**	**-**
Decrease/ (Increase) during the year (A + B - C)	**3,520.74**	**(2,476.08)**

27. EMPLOYEE BENEFITS EXPENSES

(₹ In lakhs)

Particulars	Year ended 31st March 2023	Year ended 31st March 2022
Salaries wages & bonus	3,154.89	5,062.58
Contribution to provident and other funds	159.67	220.89
(Reversal) / Expenses on Employee Stock Option (ESOP) scheme (Refer note 37.6)	13.12	28.94
Staff welfare expenses	81.48	105.54
Total	**3,409.16**	**5,417.95**

28. FINANCE COSTS

(₹ In lakhs)

Particulars	Year ended 31st March 2023	Year ended 31st March 2022
Interest expenses on:		
Loans	2,850.09	5,652.98
Lease expenses (Refer note 34)	471.90	525.92
Others	2,014.64	59.08
Other borrowing costs	9.34	84.15
Total	**5,345.97**	**6,322.13**

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

for the year ended 31st March 2023

29 DEPRECIATION AND AMORTISATION EXPENSE (REFER NOTE 4)

(₹ In lakhs)

Particulars	Year ended 31st March 2023	Year ended 31st March 2022
Depreciation of property, plant and equipment	1,830.90	3,171.99
Depreciation of investment property	3.03	8.26
Amortisation of intangible assets	803.63	1,208.61
Depreciation of right-of-use assets	582.96	761.21
Total	**3,220.52**	**5,150.07**

30. OTHER EXPENSES

(₹ In lakhs)

Particulars	Year ended 31st March 2023	Year ended 31st March 2022
Rent expenses (Refer note 34)	319.87	806.50
Consumables and packing material	80.15	107.58
Warehousing and distribution expenses	1,424.66	5,883.56
Electricity expenses	902.39	612.29
Advertisement, publicity and selling expenses	43.63	293.90
Labour contract charges	432.83	1,409.66
Repairs and maintenance :		
On plant and machinery	48.92	91.42
On buildings	15.13	8.94
On others	96.94	88.79
Legal and professional charges	655.31	1,326.57
Rates & taxes	578.94	875.14
Insurance	56.40	106.26
Auditor's remuneration	151.29	154.38
Directors sitting fees	42.76	46.20
Loss on sale/retirement of property plant and equipment (Net)	292.56	178.34
Sundry Balances Written Off	-	35.09
Impairment of PPE/CWIP	22.55	15.03
Net loss on foreign currency transactions and translation	-	0.01
Corporate social responsibilty (Refer note 48)	6.33	10.33
Brand royalty	7.64	-
Bad Debts and Advances Written Off	2,385.64	-
Provision for Doubtful Debts and Advances	(1,122.31)	-
Impairment allowance on trade and other receivable and advances written off (Refer note 9, 7 and 12 respectively)	-	23,749.38
Donation	-	10.33
Miscellaneous expenses	1,211.26	2,817.25
Total	**7,652.89**	**38,626.95**

31 SEGMENT INFORMATION

The Group is engaged in the business of Branding, Manufacturing, Processing, Selling and Distribution of “Consumer Products” which constitutes a single reporting segment. Hence there is no separate reportable segment under Indian Accounting Standard on Ind AS 108 ‘Operating Segment ‘.

The Chief Operating Decision Maker (CODM) monitors the operating results at the Group level for the purpose of making decisions about resource allocation and performance assessment.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

for the year ended 31st March 2023

31.1 Geographic Information

(₹ In lakhs)

Particulars	Year ended 31st March 2023	Year ended 31st March 2022
Revenue from operations from customers within India	38,115.08	146,878.86
Revenue from operations from customers outside India	-	-
	38,115.08	146,878.86

31.2 Asset Information

(₹ In lakhs)

Particulars	Year ended 31st March 2023	Year ended 31st March 2022
Asset within India	41,763.39	1,14,833.37
Asset outside India	7,238.03	7,313.63
	49,001.42	1,22,147.00

31.3 Major Customer

Top customer which individually contribute more than 10% of Group's total revenue.

(₹ In lakhs)

Particulars	Year ended 31st March 2023	Year ended 31st March 2022
Future Retail Limited	93.40	42,328.43
Reliance Retail Limited	-	61,175.98

32 EARNING PER SHARE

The earnings and weighted average number of equity shares used in the calculation of basic and diluted earnings per share are as follows:

Particulars	Year ended 31st March 2023	Year ended 31st March 2022
Profit/(Loss) for the year after adjusting non-controlling interest (₹ in lakhs)	(33,496.90)	(44,967.96)
Profit/(Loss) for the year before exceptional item after adjusting non-controlling interest (₹ in lakhs)	(14,831.18)	(37,558.76)
Weighted average number of equity shares outstanding for basic EPS	1,983,606,138	1,978,434,377
Add : Weighted average number of potential equity shares on account of Employee Stock Options Outstanding	-	-
Weighted average number of equity shares outstanding for diluted EPS	1,983,606,138	1,978,434,377
Earnings per share after exceptional item (₹)		
Basic	(1.69)	(2.27)
Diluted	(1.69)	(2.27)
Earnings per share before exceptional item (₹)		
Basic	(0.75)	(1.90)
Diluted	(0.75)	(1.90)

33 DETAILS OF THE SUBSIDIARIES

33.1 Details of the subsidiaries at the end of the reporting period are as follows:

Name of the subsidiary	Principal activity	Place of incorporation and operation	Proportion of ownership interest and voting power held by the Group	
			As at 31st March 2023	As at 31st March 2022
Aadhaar Wholesale Trading and Distribution Limited	Rural retailing	India	100.00%	100.00%
Appu Nutritions Private Limited	Manufacturing and distribution	India	100.00%	100.00%
Bloom Foods and Beverages Private Limited	Distribution	India	100.00%	100.00%
Delect Spices and Herbs Private Limited	Food processing	India	99.82%	99.82%
FCL Tradevest Private Limited	Manufacturing and distribution	India	100.00%	100.00%
FCEL Overseas FZCO	Distribution	UAE	60.00%	60.00%
Future Food and Products Limited	Food processing	India	100.00%	100.00%
Future Food Processing Limited	Food processing	India	100.00%	100.00%
Integrated Food Park Limited	Operation and maintenance of food park	India	100.00%	100.00%
Nilgiri's Mechanised Bakery Private Limited	Distribution	India	100.00%	100.00%
Nilgiris Franchise Limited (Formerly known as Nilgiris Franchise Private Limited)	Back end Support	India	100.00%	100.00%
The Nilgiri Dairy Farm Private Limited	Manufacturing and distribution	India	100.00%	100.00%

33.2 Investments in associate

The details of proportion of ownership interest held by the Group in Associates are disclosed in Note 2.4 of the consolidated financial statement.

Due to the significant influence exercised by the Group on Amar Chitra Katha Private Limited (ACK) and as per the terms of the Shareholders agreement, the Group has identified ACK as an associate entity. Further basis the Group's intention to sell these investments, these assets are classified as assets held for sale and accordingly, the investment in Equity Shares of ACK are measured at the lower of its carrying value and fair value less cost to sell in accordance with IndAS 105.

33.3 Investments in Joint Ventures

The details of proportion of ownership interest held by the Group in Joint Venture are disclosed in Note 2.4 of the consolidated financial statement.

Aggregate information of Joint Ventures that are not individually material

(₹ In lakhs)

Particulars	As at 31st March 2023	As at 31st March 2022
The Group's share of loss from continuing operations	(276.25)	(2,200.75)
The Group's share of other comprehensive income	0.95	5.23
The Group's share of total comprehensive income	(275.30)	(2,195.52)

(₹ In lakhs)

Particulars	As at 31st March 2023	As at 31st March 2022
Aggregate carrying amount of the Group's interests in these Joint Ventures (excluding preference shares held)	10.05	368.56
Aggregate carrying amount of the Group's liabilities in these Joint Ventures	2,447.55	2,368.88

There are no significant restriction on the joint Venture to transfer funds to the group in the form of cash, dividends, or to repay loan or advances made by the Group.

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34 LEASING ARRANGEMENTS

The Group has lease contracts for various items of plant and machinery, vehicles, warehouse, office premises and buildings used in its operations. As at year ended March 31, 2023 Group has Lease contracts for warehouses and buildings with lease terms between 3 and 9 years. The Group's obligations under its leases are secured by the lessor's title to the leased assets. There are several lease contracts that include extension and termination options and variable lease payments, which are further discussed below.

Set out below are the carrying amounts of right-of-use assets recognised and the movements during the period:

34.1

(₹ In lakhs)

Particulars	Plant & Machinery	Vehicles	Land	Buildings	Total
As at 1st April 2022	**779.35**	**1.10**	**6,492.93**	**3,805.41**	**11,078.79**
Additions/(Deletions)	-	-	-	(1,698.13)	(1,698.13)
Depreciation Expenses	(53.68)	(1.10)	(3.34)	(524.83)	(582.95)
Transfer to Assets Held for Sale	(725.67)	-	(6,461.21)	(3.68)	(7,190.56)
As at 31st March 2023	**-**	**-**	**28.38**	**1,578.77**	**1,607.15**

(₹ In lakhs)

Particulars	Plant & Machinery	Vehicles	Land	Buildings	Total
As at 1st April 2021	**833.03**	**3.31**	**6,496.27**	**2,847.35**	**10,179.96**
Additions/(Deletions)	-	-	-	1,660.05	1,660.05
Depreciation Expenses	(53.68)	(2.21)	(3.34)	(701.99)	(761.21)
Transfer to Assets Held for Sale	-	-	-	-	-
As at 31st March 2022	**779.35**	**1.10**	**6,492.93**	**3,805.41**	**11,078.79**

34.2 Set out below are the carrying amounts of lease liabilities and the movements during the period:

(₹ In lakhs)

Particulars	Year ended 31st March 2023	Year ended 31st March 2022
Opening balance	5,711.36	4,427.70
Add/(Less): Additions/(Deletions)	(3,499.16)	1,803.30
Add: Accretion of Interest	471.90	704.07
Less: Payments	(964.50)	(1,133.87)
Less: Transfer to Assets Held for Sale	(1,389.21)	-
Less: Elimination	1,540.93	(89.83)
Closing Balance	1,871.32	5,711.36
Current Lease Liabilities	**342.10**	**685.76**
Non-Current Lease Liabilities	**1,529.22**	**5,025.60**

34.3 The maturity analysis of lease liabilities are disclosed as below:

(₹ In lakhs)

Maturity analysis of contractual undiscounted cash flow	Upto 3 months	3 months to 6 months	6 months to 12 months	12 months to 2 years	2 years to 5 years	more than 5 years
As at 31st March 2023	137.14	135.45	270.37	510.18	1,025.88	517.25
As at 31st March 2022	491.39	487.64	882.30	1,597.11	3,151.97	7,178.92

The Group effective interest rate for lease liabilities is ranging between 11.70%-12.50%.

34.4 The following are the amounts recognised in profit or loss:

(₹ In lakhs)

Particulars	Year ended 31st March 2023	Year ended 31st March 2022
Depreciation expense of right-of-use assets	582.96	761.22
Interest expense on lease liabilities	471.90	525.92
Rent Expenses (included in Other Expenses)	319.87	806.50
Total amount recognised in statement of profit and loss	**1,374.73**	**2,093.64**

The Group had total cash outflows for leases of INR Rs 492.60 lakhs in 31 March 2023 (Previous Year: Rs 607.95 lakhs).

34.5 Additional information on termination option

Some leases of building contain termination options exercisable by the Group after the end of the non-cancellable contract period. Where practicable, the Group seeks to include termination options in new leases to provide economic viability. The termination options held are exercisable only by the company and not by the lessors. The Group assesses at lease commencement whether it is reasonably certain to exercise the termination options. The Group reassesses whether it is reasonably certain to exercise the options if there is a significant event or significant change in circumstances within its control.

One of the subsidiaries of the Group has acquired land allotted by Government of Karnataka on lease Cum sale basis for construction of Mega Food Park wherein the land would be transferred to the subsidiary during the period of the agreement or on completion of the conditions mentioned in the agreement or at the end of 25 years or extended period. The said land has been disclosed in note 4 - Property, plant and equipment as lease hold land. Further, in current year the said land is transferred to Asset held for Sale.

34.6 Lease as a Lessor

One of the subsidiaries of the Group has entered into agreements with customers in respect of lease of infrastructure wherein the leases are non-cancellable as per the terms mentioned in the agreement during the lock in period. The future minimum lease payments receivable under non-cancellable period of operating leases in the aggregate and for each of the following periods.

Future minimum rentals receivable under non-cancellable operating leases are as follows:

(₹ In lakhs)

Particulars	As at 31st March 2023	As at 31st March 2022
Not later than one year	684.25	1,708.83
Later than one year and not later than five years	2,736.83	3,375.27
Later than five years	59,714.59	67,075.10

Lease income for the year 2022-23 is Rs. 1,159.26 lakhs (Previous Year: Rs. 947.11 lakhs)

35 EMPLOYEE BENEFIT PLANS

Defined Contribution Plan

The Group's contribution to provident fund, employee state insurance are determined under the relevant schemes and / or statute and charged to the Consolidated Statement of Profit and Loss.

The Group contribution to Provident Fund for the year 2022-2023 aggregating to Rs. 139.14 Lakhs (Previous Year: Rs.195.65 lakhs), Rs. 4.51 lakhs (Previous Year: Rs.11.32 lakhs) for ESIC and Rs. 1.37 lakhs for New Pension Scheme (Previous year: Rs 13.52 lakhs) has been recognised in the Statement of profit or loss under the head employee benefits expense.

Defined Benefit Plans

Gratuity

The Group operates a gratuity plan covering qualifying employees. The benefit payable is the greater of the amount calculated as per the Payment of Gratuity Act, 1972 or the Group scheme applicable to the employee. The benefit vests upon completion of five years of continuous service and once vested it is payable to employees on retirement or on termination of employment. The gratuity benefits payable to the employees are based on the employee's service and last drawn salary at the time of leaving. The employees do not contribute towards this plan and the full cost of providing these benefits are met by the Group. In case of death while in service, the gratuity is payable irrespective of vesting. The Group's obligation towards Gratuity is a Defined Benefit Plan which is not funded except for few subsidiaries where it is funded.

The plans typically expose the Group to actuarial risks such as: investment risk, interest rate risk, longevity risk and salary risk.

Investment risk

The present value of the defined benefit plan liability is calculated using a discount rate which is determined by reference to market yields at the end of the reporting period on government bonds.

Interest risk

A increase in the government bond interest rate will decrease the plan liability.

Longevity risk

The present value of the defined benefit plan liability is calculated by reference to the best estimate of the mortality of plan participants both during and after their employment. An increase in the life expectancy of the plan participants will increase the plan's liability.

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Salary risk

The present value of the defined benefit plan liability is calculated by reference to the future salaries of plan participants. As such, an increase in the salary of the plan participants will increase the plan's liability.

Principal assumptions

The principal assumptions used for the purposes of the actuarial valuations were as follows:

Particulars	As at 31st March 2023	As at 31st March 2022
1. Discount rate	7.31% - 7.49%	6.80% - 7.25%
2. Salary escalation	0% for first year, 8% thereafter	5% - 8%
3. Mortality rate	Indian Assured Lives Mortality Ultimate	Indian Assured Lives Mortality Ultimate
4. Withdrawal rate	20% to 5% Age based	20% to 2% Age based
5. Retirement age	58 years	58 years

The amount included in the balance sheet arising from the Group's obligation in respect of its defined benefit plans is as follows:

Balances of defined benefit plan

(₹ In lakhs)

Particulars	As at 31st March 2023	As at 31st March 2022
Present value of defined benefit obligation	217.44	443.49
Fair value of plan assets	(46.64)	(84.35)
Net liability arising from gratuity	**170.80**	**359.14**

During the previous year ended March 31, 2022, No actuarial valuation is done for computing gratuity liability related to employees of Farm Fresh division as the same was shut down during the previous year and the liability for such employees have been provided for amounting to ₹ 39 lakhs.

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Expenses recognised for defined benefit plan and movement of plan assets and liabilities

Following is the amount recognised in Consolidated Statement of profit and loss, other comprehensive income, movement in defined benefit liability (i.e. gratuity) and movement in plan assets:

(₹ In lakhs)

Particulars		As at 31st March 2023	As at 31st March 2022
A.	**Components of expense recognised in the Consolidated Statement of Profit and Loss(in employee benefit expenses)**		
	Current service cost	70.04	70.64
	Expected return on plan assets	(6.11)	(5.22)
	Net interest expenses	31.20	26.12
	Total (A)	**95.13**	**91.54**
B.	**Components of defined benefit costs recognised in other comprehensive income**		
	Actuarial gains and losses arising from changes in demographic assumptions	(3.44)	8.62
	Actuarial gains and losses arising from changes in financial assumptions	(15.89)	18.55
	Actuarial gains and losses arising from experience adjustments	(50.08)	(9.53)
	Total (B)	**(69.41)**	**17.64**
C.	**Movements in the present value of the defined benefit obligation**		
	Opening defined benefit obligation	443.49	466.89
	Current service cost	70.04	70.64
	Interest cost	31.20	26.12
	Remeasurement (gains)/losses:		
	Actuarial gains and losses arising from changes in demographic assumptions	(3.44)	8.62
	Actuarial gains and losses arising from changes in financial assumptions	(15.89)	18.55
	Actuarial gains and losses arising from experience adjustments	(50.08)	(9.53)
	Transferred to Asset Held for Sale (Refer Note 44)	(50.89)	-
	Benefits paid	(206.99)	(137.80)
	Closing defined benefit obligation (C)	**217.44**	**443.49**
D.	**Movements in the fair value of the plan assets**		
	Opening fair value of plan assets	84.35	78.78
	Interest income	6.11	5.22
	Remeasurement gain (loss):		
	Actuarial (gains) and losses arising from changes in financial assumptions	(1.41)	0.35
	Benefit refund received from LIC	(42.41)	-
	Benefits paid	-	-
	Closing fair value of plan assets (D)	**46.64**	**84.35**

Category wise plan assets

The fair value of the plan assets at the end of the reporting period for each category, are as follows:

(₹ In lakhs)

Particulars	As at 31st March 2023	As at 31st March 2022
Insurer managed funds	46.64	84.35
Total	**46.64**	**84.35**

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36 FINANCIAL INSTRUMENTS AND RISK REVIEW

36.1 Capital Management

The Group being in a working capital intensive industry, its objective is to maintain a strong credit rating healthy ratios and establish a capital structure that would maximise the return to stakeholders through optimum mix of debt and equity.

The Group's capital requirement is mainly to fund its capex, working capital, repayment of principal and interest on its borrowings and strategic acquisitions. The principal source of funding of the Group has been, and is expected to continue to be, cash generated from its operations supplemented by funding from bank borrowings and the capital markets. The Group is not subject to any externally imposed capital requirements except financial covenant agreed with lenders.

The Group regularly considers other financing and refinancing opportunities to diversify its debt profile, reduce interest cost and closely monitors its judicious allocation amongst competing capex, to capture market opportunities at minimum risk.

The Group monitors its capital using gearing ratio, which is net debt divided to total equity. Net debt includes, interest bearing loans and borrowings less cash and cash equivalents, Bank balances other than cash and cash equivalents and current investments. The Group manages its capital structure and makes adjustments in light of changes in economic condition and the requirements of the financial covenants.

Gearing ratio

The gearing ratio at end of the reporting period was as follows.

(₹ In lakhs)

Particulars	As at 31st March 2023	As at 31st March 2022
Debt (i)	42,820.57	57,749.33
Less:- Cash and cash equivalent	1,544.68	2,797.10
Net debt	41,275.89	54,952.23
Equity (ii)	(18,435.78)	15,033.21
Net debt to equity ratio	(2.24)	3.66

(i) Debt is defined as long and short-term borrowings and includes current maturities of long term debt and Lease Liabilities.

(ii) Equity includes all capital and reserves of the Group that are managed as capital.

36.2 Categories of financial instruments

(₹ In lakhs)

Particulars	As at 31st March 2023	As at 31st March 2022
Financial assets		
Measured at Amortised Cost		
Cash and bank balances	1,544.68	2,797.10
Investments in certificate of deposits and others	-	0.45
Trade receivables	254.47	14,916.27
Loans	5,351.36	5,178.47
Other financial assets	2,703.47	4,771.80
Measured at fair value through profit and loss (FVTPL)		
Investment in preference shares	453.79	453.79
Investments in equity shares	10.05	369.81
Financial liabilities		
Measured at amortised cost		
Borrowings	40,949.25	52,037.97
Lease Liabilities	1,871.32	5,711.36
Trade payable	5,181.38	11,418.34
Other financial liabilities	5,418.57	4,905.49

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At the end of the reporting period, there are no significant concentrations of credit risk for financial assets measured at FVTPL. The carrying amount reflected above represents the Group's maximum exposure to credit risk for such Financial assets.

Fair Value Measurement and related disclosures

Fair value of the Group's financial assets that are measured at fair value on a recurring basis:

Some of the Group's financial assets are measured at fair value at the end of each reporting period. The following table gives information about how the fair values of these financial assets are determined (in particular, the valuation technique(s) and inputs used.

(₹ In lakhs)

Financial assets	Carrying / Fair value as at		Fair value hierarchy
	31st March, 2023	31st March, 2022	
Financial assets at Fair Value Through Profit and Loss (FVTPL)			
Cumulative redeemable preference share (Refer note 5 & 51)	453.79	453.79	Level 2
Equity investment in Karnataka Bank Limited (Refer note 11)	3.06	1.25	Level 1

The Group uses the following hierarchy for determining and/or disclosing the fair value of financial instrument by valuation technique:

(i) Level 1 — Quoted (unadjusted) market prices in active markets for identical assets or liabilities;

(ii) Level 2 — Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable;

(iii) Level 3 — Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable.

There were no transfers between Level 1 and 2 during the period.

Financial assets and financial liabilities that are not measured at fair values (but fair values disclosures are required)

The Group considers that the carrying amounts of financial assets and financial liabilities recognised in the balance sheet approximate their fair values.

The management assessed that carrying values of financial assets and liabilities other than those disclosed above such as trade receivable, loans, finance lease obligations, cash and cash equivalents, other bank balances and trade payables are reasonable approximations of their fair values.

The fair value of the financial assets and liabilities is included at the amount at which the instrument could be exchanged in a current transaction between willing parties, other than in a forced or liquidation sale.

36.3 Financial risk management objectives

The Group has a Risk Management Committee established by its Board of Directors for overseeing the Risk Management Framework and developing and monitoring the Group's risk management policies. The risk management policies are established to ensure timely identification and evaluation of risks, setting acceptable risk thresholds, identifying and mapping controls against these risks, monitor the risks and their limits, improve risk awareness and transparency. Risk management policies and systems are reviewed regularly to reflect changes in the market conditions and the Group's activities to provide reliable information to the Management and the Board to evaluate the adequacy of the risk management framework in relation to the risk faced by the Group.

36.4 Market Risks

Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in the market prices. The Group is exposed in the ordinary course of its business to risks related to changes in foreign currency exchange rates, interest rates and other price risk.

The Group seeks to minimize the effects of these risks by using derivative financial instruments to hedge risk exposures. The use of financial derivatives is governed by the Group's policies approved by the Board of Directors, which provide principles on foreign exchange risk and interest rate risk. Compliance with policies and exposure limits is reviewed by the Management and the internal auditors on a continuous basis. The Group does not enter into or trade financial instruments, including derivatives for speculative purposes.

36.5 Foreign Currency Risk Management

The Group's functional currency is Indian Rupees (INR). The Group undertakes transactions denominated in foreign currencies; consequently, exposure to exchange rate fluctuations arise. Volatility in exchange rates affects the Group's revenue from export markets and the costs of imports. The Group is exposed to exchange rate risk under its trade and debt portfolio.

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Adverse movements in the exchange rate between the Rupee and any relevant foreign currency result's in increase in the Group's overall debt position in Rupee terms without the Group having incurred additional debt and favourable movements in the exchange rates will conversely result in reduction in the Group's receivables in foreign currency. In order to hedge exchange rate risk, the Group has a Forex policy approved by the Board of Directors.

All hedging activities are carried out in accordance with the Group's internal risk management policies, as approved by the Board of Directors, and in accordance with the applicable regulations where the Group operates. When a derivative is entered into for the purpose of being a hedge, the Group negotiates the terms of those derivatives to match the terms of the hedged exposure. For hedges of forecast transactions the derivatives cover the period of exposure from the point the cash flows of the transactions are forecasted up to the point of settlement of the resulting receivable or payable that is denominated in the foreign currency.

The Year end foreign currency forward contracts and unhedged foreign currency exposures are given below :

a) No Derivatives (forward contracts) are outstanding as at the reporting date and in previous year.

b) Particulars of unhedged foreign currency exposure as at the reporting date (in respective currency):

(₹ In lakhs)

Particulars	Foreign Currency	As at 31st March 2023		As at 31st March 2022	
		Amount in Foreign Currency	Amount Rupees	Amount in Foreign Currency	Amount Rupees
Receivables :					
Loans given (including Interest accrued)	USD	82.49	6,781.90	79.00	5,989.05

Foreign exchange risk sensitivity:

10% is the sensitivity rate used when reporting foreign currency risk internally to key management personnel and represents management's assessment of the reasonably possible change in foreign exchange rates. The sensitivity analysis includes only outstanding foreign currency denominated monetary items and adjusts their translation at the period end for a 10% change in foreign currency rates. The sensitivity analysis includes external loans as well as loans to foreign operations within the Group where the denomination of the loan is in a currency other than the functional currency of the lender or the borrower.

A positive number below indicates an increase in profit and negative number below indicates a decrease in profit.

Following is the analysis of change in profit and pre tax equity where the Indian Rupee strengthens and weakens by 10% against the relevant currency:

(₹ In lakhs)

Foreign currency	As at 31st March 2023		As at 31st March 2022	
	10% strengthen	10% weakening	10% strengthen	10% weakening
USD	(678.19)	678.19	(598.91)	598.91

In management's opinion, the sensitivity analysis is not representative of the inherent foreign exchange risk because the exposure at the end of the reporting period does not reflect the exposure during the year.

A subsidiary of the Group has long term foreign currency borrowings as on 31st March 2023 which have been utilised for the purchase of Property Plant and Equipment's. The Holding Company has opted for the exemption given in paragraph 13AA of Appendix D to IND AS 101 and has adjusted the foreign exchange difference on such borrowings to the cost of Property Plant and Equipment's. Accordingly, the Exchange Gain/(Loss) on such borrowings of Rs. Nil (Previous Year Rs. 3.29 lakhs) have been included in the cost of Property Plant and Equipment's and depreciation of Rs. Nil (Previous Year Rs. 0.22 lakhs) have been provided on the same.

36.6 Interest rate risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Group is exposed to interest rate risk because funds are borrowed at both fixed and floating interest rates. Interest rate risk is measured by using the cash flow sensitivity for changes in variable interest rate. The borrowings of the Group are principally denominated in rupees with a mix of fixed and floating rates of interest. The Group has exposure to interest rate risk, arising principally on changes in base lending rate. The Group uses a mix of interest rate sensitive financial instruments to manage the liquidity and fund requirements for its day to day operations like short term and long term loans. The risk is managed by the Group by maintaining an appropriate mix between fixed and floating rate borrowings. Hedging activities are evaluated regularly to align with interest rate views and defined risk appetite, ensuring the most cost-effective hedging strategies are applied.

The following table provides unhedged break-up of Group's fixed and floating rate borrowings:

(₹ In lakhs)

Particulars	As at 31st March 2023	As at 31st March 2022
Variable interest rate borrowings	16,536.06	6,747.67
Fixed interest rate borrowings	24,413.19	45,290.30
Total	**40,949.25**	**52,037.97**

Interest rate risk sensitivity:

The sensitivity analyses below have been determined based on the exposure to interest rates for both derivatives and non-derivative instruments at the end of the reporting period. For floating rate liabilities, the analysis is prepared assuming the amount of the liability outstanding at the end of the reporting period was outstanding for the whole year. A 50 basis point increase or decrease is used when reporting interest rate risk internally to key management personnel and represents management's assessment of the reasonably possible change in interest rates.

If interest rates had been 50 basis points higher/lower and all other variables were held constant, following is the impact on profit and pre-tax equity. A positive is increase in profit and negative is decrease in profit.

(₹ In lakhs)

Particular	As at 31st March 2023		As at 31st March 2022	
	50 basis points increase	50 basis points decrease	50 basis points increase	50 basis points decrease
Impact on profit	(82.68)	82.68	(33.74)	33.74

36.7 Other price risks

The Group's exposure to other risks arises from investments in preference shares amounting to Rs. 453.79 lakhs (Previous Year: Rs. 453.79 lakhs). The investments are held for strategic purpose.

The sensitivity analysis has been determined based on the exposure to price risk at the end of the reporting period. If the price of the above instrument had been 5% higher / lower, profit for the year ended 31st March 2023 would increase/decrease by Rs. 22.69 lakhs lakhs (Previous year by Rs. 22.69 lakhs)

36.8 Credit risk

Credit risk refers to the risk that a counterparty will default on its contractual obligations resulting in financial loss to the Group. Credit risk arises from entering into derivative financial instruments and from deposits with banks and financial institutions, other deposits, other receivables, security deposits and from credit exposures to customers, including outstanding receivables.

The Group has limited credit risk arising from cash and cash equivalents as the deposits are maintained with banks and financial institutions with high credit rating. The Group has a policy in place whereby it evaluates the recoverability of financial assets at each quarter ended date and wherever required, a provision is created against the same.

Since most of Group's transactions are done on credit, the Group is exposed to credit risk on trade and other receivable. Any delay, default or inability on the part of the other party to pay on time will expose the Group to credit risk and can impact profitability. Group's maximum credit exposure is in respect of trade receivables of Rs. 254.47 lakhs and Rs. 14,916.27 lakhs as at March 31, 2023 and March 31, 2022, respectively and other receivables of Rs. 144.08 lakhs and Rs. 1,019.35 lakhs as at March 31, 2023 and March 31, 2022, respectively.

The Group adopted an effective receivable management system to control the Days' Sales Outstanding. Refer below note for the age wise analysis of trade receivables that are not due as well as past due and allowance for the doubtful receivables. Apart from Aadhaar Wholesale Trading and Distribution Limited and The Nilgiri Dairy Farm Private Limited, being the largest customers of the Holding Company, the Holding Company does not have significant credit risk exposure to any single counterparty. Concentration of credit risk related to these two customers did not exceed 8% (Previous Year: One customer - 94%) of gross trade receivable as at the end of reporting period. No other single customer accounted for more than 10% of total trade receivable net of expected credit loss.

The average credit period on sales of goods is 0 to 90 days. No interest is charged on trade receivables.

Further, the Hon'ble National Company Law Tribunal, Mumbai bench ("NCLT") has pronounced an order dated July 20, 2022 admitting application under Section 7 of the Insolvency and Bankruptcy Code, 2016 against one of the major customer of the Group, Future Retail Limited. The Group has significant amount of receivables from the said customer amounting to Rs. 39,082.75 lakhs and had recorded an expected credit loss on the entirety of the receivable from the said customer in earlier year(s).

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For trade receivables and other receivables, as a practical expedient, the Group computes credit loss allowance based on a provision matrix. The provision matrix is prepared based on historically observed default and delay rates over the expected life of trade and other receivables and is adjusted for forward-looking estimates.

Age of Trade receivables (₹ In lakhs)

Particulars	As at 31st March 2023	As at 31st March 2022
Current but not due	41.45	4,004.55
Less than 6 Months	90.24	28,204.32
6 months - 1 year	1,494.15	11,999.95
1 - 2 years	28,063.98	10,774.34
More than 2 years	12,106.12	2,975.29
Less : Expected credit loss allowance	(41,541.47)	(43,042.17)
Total	**254.47**	**14,916.27**

Credit risk from balances with banks is managed by treasury in accordance with the Board approved policy.

36.9 Liquidity risk

Liquidity risk refers to the risk of financial distress or extraordinary high financing costs arising due to shortage of liquid funds in a situation where business conditions unexpectedly deteriorate and requiring financing. The Group requires funds both for short term operational needs as well as for long term capital expenditure for capex. The Group generates sufficient cash flow for operations, which together with the available cash and cash equivalents provide liquidity in the short-term and long-term. The Group has established an appropriate liquidity risk management framework for the management of the Group's short, medium and long-term funding and liquidity management requirements. The Group manages liquidity risk by maintaining adequate reserves, banking facilities and reserve borrowing facilities, by continuously monitoring forecast and actual cash flows, and by matching the maturity profiles of financial assets and liabilities.

Currently, the Holding Company has defaulted on payment of interest/repayment of principal amount on loans from banks and unlisted debts securities as on March 31, 2023 aggregating to Rs. 45,342.89 Lakhs. During the period ended 31 March 2023, the banks have classified the loans given to the Company as non-performing assets (NPA).

Further, The Holding Company has discussed the Asset Monetisation Plan with the lenders of the Holding Company in a Joint-lender's meeting (JLM) held on July 06, 2022. Considering the Asset Monetisation Plan, the lenders allowed the Holding Company to repay its borrowings till January 31, 2023. However, the Holding Company was unable to conclude re-negotiations or obtain replacement financing or monatise it's assets as agreed with the lenders during the said period. On February 9, 2023 and March 21, 2023, the Company held meetings with JLM and updated them about the status and likely timelines for assets monetisation and /or fresh investments, besides few proposals parallelly in pipeline on individual business verticals, and in either case the Holding Company being able to settle the loans amicably with the lenders. JLM has agreed to continue holding on operation (HOO) till May 31, 2023. JLM has also indicated initiation of legal action for recovery of dues.

The following tables detail the Group's remaining contractual maturity for its non-derivative financial liabilities with agreed repayment periods. The tables have been drawn up based on the undiscounted cash flows of financial liabilities based on the earliest date on which the Group can be required to pay. The tables include both interest and principal cash flows.

To the extent that interest flows are floating rate, the undiscounted amount is derived from interest rate curves at the end of the reporting period. The contractual maturity is based on the earliest date on which the Group may be required to pay.

(₹ In lakhs)

Particulars	Weighted average effective interest rate	Less than 1 year	1 to 5 years	5 years and above	Total	Carrying amount
As at 31st March 2023						
Variable interest rate borrowings						
Principal	9.00%	16,536.06	-	-	16,536.06	16,536.06
Interest		1,488.25	-	-	1,488.25	1,488.25
Fixed interest rate borrowings						
Principal	12.31%	24,413.19	-	-	24,413.19	24,413.19
Interest		3,031.53	-	-	3,031.53	3,031.53
Lease Liability		542.96	1,536.07	517.25	2,596.28	1,871.32
Financial Guarantee Obligation		99.13	-	-	99.13	-
Non interest bearing (Trade payable, deposits etc.)		5,279.01	-	-	5,279.01	5,279.01

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(₹ In lakhs)

Particulars	Weighted average effective interest rate	Less than 1 year	1 to 5 years	5 years and above	Total	Carrying amount
As at 31st March 2022						
Variable interest rate instruments						
Principal	7.95%	6,747.67	-	-	6,747.67	6,747.67
Interest		536.25	-	-	536.25	-
Fixed interest rate instruments						
Principal	10.13%	32,302.85	12,987.45	-	45,290.30	45,290.30
Interest		4,571.01	1,946.20	-	6,517.21	2,368.49
Lease Liability		1,861.32	4,749.08	7,178.92	13,789.32	5,711.36
Financial Guarantee Obligation		1,552.22	-	-	1,552.22	-
Non interest bearing (trade payable, deposits etc.)		14,081.66	-	-	14,081.66	14,081.66

The amounts included above for financial guarantee contracts are the maximum amounts the Group could be forced to settle under the arrangement for the full guaranteed amount if that amount is claimed by the counterparty to the guarantee. Based on expectations at the end of the reporting period, the Group considers that it is more likely than not that such an amount will not be payable under the arrangement. However, this estimate is subject to change depending on the probability of the counterparty claiming under the guarantee which is a function of the likelihood that the financial receivables held by the counterparty which are guaranteed suffer credit losses.

37 SHARE BASED PAYMENTS

37.1 Details of the employee share based plan of the Group

a) The ESOP scheme titled "FVIL Employees Stock Option Plan 2011" (ESOP 2011) was approved by the shareholders at the Annual General Meeting held on 10th August 2010. 5,00,00,000 options are covered under the ESOP 2011 for 5,00,00,000 shares. Post listing of equity shares on the stock exchanges, the Shareholders have ratified the pre-IPO scheme.

In the previous years, the Nomination and Remuneration / Compensation Committee of the Company has granted 3,45,35,000 options under ESOP 2011 to certain directors and employees of the Group. The options allotted under ESOP 2011 are convertible into equal number of equity shares. The exercise price of each option is Rs. 6/-.

The options granted vest over a period of 3 years from the date of the grant in proportions specified in the Scheme. Options may be exercised within 3 years from date of vesting.

b) The ESOP scheme titled "Future Consumer Enterprise Limited - Employee Stock Option Plan 2014" was approved by the Shareholders vide resolution passed at the Extra Ordinary General Meeting held on 12th January, 2015 and through postal ballot on 12th May 2015 in respect of grant of 3,19,50,000 options under primary route (ESOP 2014-Primary) and 7,98,00,000 options under secondary market route (ESOP 2014-Secondary). ESOP 2014 has been implemented through a trust route whereby Vistra ITCL India Limited (Formerly IL&FS Trust Company Limited) has been appointed as the Trustee who monitors and administers the operations of the Trust.

In the current year, the Nomination and Remuneration / Compensation Committee has i) at its meeting held on 2nd February, 2022, granted 58,89,500 options under secondary market route (ESOP 2014-Secondary) to certain employees of the Group. The options allotted under ESOP 2014-Secondary are convertible into equal number of equity shares. The exercise price per Option for shares granted under the secondary market route shall not exceed market price of the Equity Share of the Holding Company as on date of grant of Option or the cost of acquisition of such equity shares to the Trust applying FIFO basis, whichever is higher. The exercise price per Option for shares granted under the primary route shall not exceed market price of the Equity Share of the Company as on date of grant of Option, which may be decided by the Nomination and Remuneration / Compensation Committee.

The options granted vest over a period of 3 years from the date of the grant in proportions specified in the Scheme. Options may be exercised within 3 years from date of vesting.

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for the year ended 31st March 2023

The following share-based payment arrangements were in existence during the current and prior years:

Option scheme	Number of Options Granted	Grant date	Expiry date	Exercise price (Rs.)	Share Price at Grant date	Fair value at grant date (Rs.)
ESOP 2011	15,000,000	26.12.2015	Note-1 below	6.00	26.15	22.49
ESOP 2014-Secondary	15,950,000	15.05.2015		Note-2 below	11.20	7.05
ESOP 2014-Secondary	3,500,000	14.08.2017		Note-2 below	41.25	17.71
ESOP 2014-Secondary	4,900,000	08.11.2017		Note-2 below	60.95	31.03
ESOP 2014-Primary	10,000,000	12.08.2016		21.4	21.50	11.42
ESOP 2014-Secondary	1,000,000	12.11.2019		Note-2 below	25.20	5.91
ESOP 2014-Secondary	1,800,000	31.01.2020		Note-2 below	23.95	6.97
ESOP 2014-Secondary	1,130,000	25.03.2020		Note-2 below	8.85	1.19
ESOP 2014-Secondary	727,793	22.03.2021		Note-2 below	6.40	0.91
ESOP 2014-Secondary	5,889,500	02.02.2022		Note-2 below	7.50	0.93

Note-1 The options granted vest over a period of 3 years from the date of the grant in proportions specified in the Scheme. Options may be exercised within 3 years from date of vesting.

Note-2 Market price of the Equity Share of the Company as on date of grant of Option or the cost of acquisition of such shares to the Holding Company applying FIFO basis, whichever is higher.

37.2 Options were priced using a Black Scholes option pricing model. Expected volatility is based on the historical share price volatility over the past 1 year.

Inputs into the model	ESOP 2011	ESOP 2014-Secondary Grant 1	ESOP 2014-Primary	ESOP 2014-Secondary Grant 2	ESOP 2014-Secondary Grant 3
Expected volatility (%)	56.55%	64.18%	48.88%	38.68%	44.85%
Option life (Years)	4-6	4-6	4-6	4-6	4-6
Dividend yield (%)	0%	0%	0%	0%	0%
Risk-free interest rate (Average)	7.82% - 8.09%	7.55% - 7.91%	7.12%-7.25%	6.43% - 6.64%	6.67% - 6.88%

Inputs into the model	ESOP 2014-Secondary Grant 4	ESOP 2014-Secondary Grant 5	ESOP 2014-Secondary Grant 6	ESOP 2014-Secondary Grant 7	ESOP 2014-Secondary Grant 8
Expected volatility (%)	44.08%	47.01%	55.91%	56.50%	62.00%
Option life (Years)	4-6	4-6	4-6	4-6	4-6
Dividend yield (%)	0%	0%	0%	0%	0%
Risk-free interest rate (Average)	5.86% - 6.33%	5.94% - 6.38%	5.56% - 6.04%	4.82% - 5.67%	5.08% - 6.00%

37.3 Movement in share options during the year

The following reconciles the share options outstanding at the beginning and end of the period:

Particulars	Year ended 31st March 2023		Year ended 31st March 2022	
	Number of options	Weighted average exercise price (Rs.)	Number of options	Weighted average exercise price (Rs.)
Balance at beginning of period				
ESOP 2011	-	-	-	6.00
ESOP 2014 secondary	10,497,293	Refer Note-2 above	7,563,293	Refer Note-2 above
ESOP 2014 primary	257,500	-	2,807,500	21.40
Granted during the period				
ESOP 2011	-	-	-	-

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

for the year ended 31st March 2023

Particulars	Year ended 31st March 2023		Year ended 31st March 2022	
	Number of options	Weighted average exercise price (Rs.)	Number of options	Weighted average exercise price (Rs.)
ESOP 2014 secondary	-	Refer Note-2 above	5,889,500	Refer Note-2 above
ESOP 2014 primary	-	-	-	-
Forfeited during the period				
ESOP 2011	-	-	-	-
ESOP 2014 secondary	9,797,293	Refer Note-2 above	2,955,500	Refer Note-2 above
ESOP 2014 primary	257,500	-	2,550,000	-
Exercised during the period				
ESOP 2011	-	-	-	6.00
ESOP 2014 secondary	-	Refer Note-2 above	-	Refer Note-2 above
ESOP 2014 primary	-	-	-	21.40
Expired during the period				
ESOP 2011	-	-	-	-
ESOP 2014 secondary	-	-	-	-
ESOP 2014 primary	-	-	-	-
Balance at end of period				
ESOP 2011	-	-	-	6.00
ESOP 2014 secondary	700,000	Refer Note-2 above	10,497,293	Refer Note-2 above
ESOP 2014 primary	-	-	257,500	21.40

37.4 Share options exercised during the year

No options were exercised during the financial year 2022-23 (Previous Year: Nil).

37.5 Share options outstanding at the end of the year

The share options outstanding at the end of the year had a weighted average remaining contractual life of 1,514 days (Previous year: 1,375 days).

Out of the ESOPs outstanding, the number of options exercisable are as under :-

Particulars	Year ended 31st March 2023	Year ended 31st March 2022
ESOP 2014 secondary	140,000	3,325,559
ESOP 2014 primary	-	257,500

37.6 The expense recognised for employee services received during the year is shown in the following table:

(₹ In lakhs)

Particulars	Year ended 31st March 2023	Year ended 31st March 2022
Expenses arising from equity settled share based payment transactions	13.12	28.94
Total expenses arising from share based transactions	**13.12**	**28.94**

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
for the year ended 31st March 2023

38 RELATED PARTY DISCLOSURES

38.1 Name of Related Party and Nature of Relationship

a) Associates

Amar Chitra Katha Private Limited

b) Joint Venture

Aussee Oats India Limited
Aussee Oats Milling (Private) Limited
Fonterra Future Dairy Private Limited
Hain Future Natural Products Private Limited
Illusie Trading Company (Formerly Known as Mibelle Future Consumer Products AG)
Cosmolift Consumer Products Private Limited (Formerly Known as Mibelle India Consumer Product Private Limited)
MNS Foods Limited
Sublime Foods Limited

c) Key Management Personnel (KMP) and their relatives

Executive Directors

Mr. Narendra Baheti (upto April 29, 2021)
Ms. Ashni Biyani (upto May 12, 2022)
Mr. Amit Kumar Agarwal (from 15th February 2022)

Non Executive Directors

Mr. Kishore Biyani
Mr. Ghyanendra Nath Bajpai
Mr. Adhiraj Harish (Upto May 3, 2022)
Ms. Neelam Chhiber
Mr. Deepak Malik (Upto December 21, 2022)
Mr. Fredric De Mevius (Upto June 16, 2022)
Mr. Krishan Kant Rathi (Upto September 29, 2022
Mr. Harminder Sahni (Upto May 13, 2022)
Ms. Ashni Biyani (From May 13, 2022)

KMP's

Mr. Manoj Gagvani
Mr. Sailesh Kedawat (upto 14th February 2022)
Mr. Samson Charuvil Sameul (from 12th May 2022)
Mr. Jude Linhares (from 29th April 2021 to 15th April 2022)
Mr. Rajendra Bajaj (from 15th February 2022)

Relatives of KMP

Mr. Rajendra Baheti (upto 29th April 2021)
Mrs. Archana Baheti (upto 29th April 2021)
Mrs. Sunder Devi Baheti (upto 29th April 2021)
Mrs. Ambika Agarwal (From 15th February 2022)
Mrs. Nidhi Kedawat (Upto 14th February 2022)
Mrs. Shilpa Gagvani
Mrs. Sonu Bajaj (From 15th February 2022)
Mrs. Purnima Samson Charuvil

d) Entities controlled / having significant influence by KMP and their relatives / person or entity formerly a part of the promoter or promoter Group.

Future Corporate Resources Private Limited
Future Enterprises Limited
Future Lifestyle Fashion Limited

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
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Future Retail Limited
Future Supply Chain Solutions Limited
Premium Harvest Limited (Upto 29th April 2021)
Bidada Foods Private Limited
Hain Celestial India Private Limited
Galaxy Cloud Kitchens Limited
Kaizen Dairy Foodworks Private Ltd
Leanbox Logistics Solutions Pvt Ltd
Petunt Food Processors Private Limited
TNSI Retail Private Limited
Travel News Services (India) Pvt Ltd
Mr. Avinit Bagri (from 1st April, 2022)
Mrs. Leena Ashutosh Dighe (from 1st April, 2022)
Mr. Madhusudan Baheti (from 1st April, 2022)
Mrs. Neeta Singh (from 1st April, 2022)
Mr. Nikunj Biyani (from 1st April, 2022 Upto 30th October 2022)
Mr. Pankaj Somani (from 29th June, 2022)
Mr. Rajesh Dwarka Prasad Baheti (from 1st April, 2022 Upto 15th April, 2022)
Mr. Ramanaidu Daggubati
Mr. Tara Prakash Singh (from 1st April, 2022)
Mr. Nishanth Biyani
Mrs. Madhu Biyani
Mrs. Radhika Biyani

38.2 Transactions with Related Party

(₹ In lakhs)

Nature of transactions	Associates	Joint Venture	Key Management Personnel (KMP) and Close members of KMP	Entities controlled / having significant influence by KMP and their relatives
Purchase of property, plant and equipment	-	-	-	-
	(-)	(-)	(-)	(1.00)
Sale of property, plant and equipment	-	-	-	-
	(-)	(-)	(-)	(44.60)
Inter corporate deposits taken	-	-	-	-
	(-)	(-)	(-)	(90.00)
Investments in Equity Shares	-	-	-	-
	(-)	(640.00)	(-)	(-)
Purchases of goods	-	76.43	-	170.68
	(-)	(1,248.48)	(-)	(415.67)
Advance Given to Employee	-	-	20.00	-
	(-)	(-)	(-)	(-)
Loan taken	-	-	-	-
	(-)	(-)	(-)	(961.12)
Sale of Investment	-	-	-	150.00
	(-)	(-)	(-)	(-)
Sale of products	-	137.41	-	653.09
	(-)	(3.71)	(-)	(42,330.14)
Sale of Services	-	-	-	-
	(-)	(205.84)	(-)	(-)

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

for the year ended 31st March 2023

(₹ In lakhs)

Nature of transactions	Associates	Joint Venture	Key Management Personnel (KMP) and Close members of KMP	Entities controlled / having significant influence by KMP and their relatives
Interest income	-	387.98	-	-
	(-)	(545.75)	(-)	(-)
Franchise fees income	-	-	-	-
	(-)	(-)	(-)	(206.08)
Recovery of expenses	-	77.46	-	190.92
	(-)	(118.16)	(-)	(-)
Debentures Converted to Equity	-	-	-	-
	(4,977.00)	(300.50)	(-)	(-)
Car Lease Rent	-	-	14.32	1.92
	(-)	(-)	(6.94)	(-)
Managerial remuneration*	-	-	441.26	222.19
	(-)	(-)	(881.74)	(-)
Rent expenses	-	-	142.90	-
	(-)	(-)	(0.05)	(325.21)
Finance cost	-	-	-	9.00
	(-)	(2.25)	(-)	(3.45)
Warehousing Distribution and Transportation charges	-	-	-	700.53
	(-)	(-)	(-)	(1,099.31)
Sitting fees	-	-	35.37	-
	(-)	(-)	(35.00)	(-)
Other expenses	-	-	-	72.91
	(-)	(-)	(6.94)	(5.41)
Impairment allowances recognised on Investments, Inter Corporate Deposits and Other Receivables	1,249.93	2,113.92	-	-
	(1,239.43)	(-)	(-)	(-)

Balance as at 31st March, 2023 (₹ In lakhs)

Nature of transactions	Associates	Joint Venture	Key Management Personnel (KMP) and Close members of KMP	Entities controlled / having significant influence by KMP and their relatives
Gross Trade and other receivable	-	1,451.45	-	47,278.86
	(-)	(1,438.84)	(-)	(47,516.24)
Gross Inter corporate deposits outstanding	-	6,385.66	-	90.00
	(-)	(6,864.47)	(-)	(-)
Gross Interest Accured on Inter corporate deposits	20.98	2,416.82	-	-
	(20.98)	(2,127.12)	(-)	(-)
Inter corporate deposits received outstanding	-	-	-	-
	(-)	(1.03)	(-)	(-)
Inter corporate deposits taken outstanding	-	-	-	-
	(-)	(-)	(-)	(90.00)
Loan Outstanding Payable	-	-	-	961.12
	(-)	(-)	(-)	(961.12)

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
for the year ended 31st March 2023

Balance as at 31st March, 2023 (₹ In lakhs)

Nature of transactions	Associates	Joint Venture	Key Management Personnel (KMP) and Close members of KMP	Entities controlled / having significant influence by KMP and their relatives
Advances given to suppliers	-	-	10.28	-
	(-)	(150.10)	(-)	(-)
Advance Given to Employee Outstanding	-	-	20.00	-
	(-)	(-)	(-)	(-)
Advances rent received	-	-	-	-
	(-)	(32.16)	(-)	(-)
Interest Accrued but not due	-	-	-	11.21
	(-)	(-)	(-)	(3.11)
Advance received from customer	-	-	-	175.21
	(-)	(-)	(-)	(19.00)
Trade and other payables	-	88.87	4.55	421.48
	(-)	(54.73)	(1.17)	(1,295.24)
Payable on purchase of capital goods	-	-	-	3.11
	(-)	(-)	(-)	(-)
Share Application Money Received	-	-	-	-
	(-)	(-)	(-)	(450.00)
Corporate guarantees outstanding	99.13	-	-	-
	(-)	(829.25)	(-)	(-)

Figures in bracket represent previous year's figures.

38.3 Disclosure in respect of Material Transactions with Related Parties

(Rs. in lakhs)

Nature of Transactions	2022-23	2021-22
Purchase of property, plant and equipments		
Future Retail Limited	-	1.00
Recovery of expenses		
Hain Future Natural Products PVT LTD	43.20	-
MNS FOODS LIMITED	34.26	-
Petunt Food Processors Private Limited	179.08	-
Hain Celestial India Pvt. Ltd	67.00	-
Advance Given to Employee		
Manoj Gagvani	20.00	
Other Expenses		
Future Enterprises Limited	-	3.47
Premium Harvest Limited	-	1.58
Future Supply Chain Solutions Limited	72.91	
Investment in Equity shares		
Fonterra Future Dairy Private Limited	-	550.00
Hain Future Natural Product Private Limited	-	90.00
Inter corporate deposits received back		
Aussee Oats India Limited	-	10.00
Inter corporate deposits Taken		
Future Corporate Resources Private Limited	-	90.00

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

for the year ended 31st March 2023

(Rs. in lakhs)

Nature of Transactions	2022-23	2021-22
Debentures Converted to Equity		
Amar Chitra Katha Private Limited	-	4,977.00
Car Lease Rent		
Shilpa Gagwani	3.36	3.36
Purnima samson charuvil	2.98	-
Shivangi Sharma (Relative of KMP-Satish Sharma)	2.94	-
Ambika Agrawal	2.52	-
Sonu Rajendra Bajaj	2.52	-
Tara Prakash Singh	1.92	-
Nidhi Kedawat (Upto 14th February 2022)	-	2.95
Sale of Property, Plant and Equipment		
Kaizen Dairy Foodworks Private Limited	-	44.60
Sale of Investment		
Ramanaidu Daggubati	150.00	
Loan Taken		
Future Retail Limited	-	961.12
Sale of products		
TNSI Retail Private Limited	429.07	-
Future Retail Limited	169.79	42,328.43
Hain Celestial India Pvt. Ltd	791.56	-
Premium Harvest Limited	-	0.08
Sublime Foods Limited	-	3.71
Sale of Services		
Hain Future Natural Product Private Limited	-	83.14
MNS Foods Limited	-	71.92
Sublime Foods Limited	-	50.78
Interest income		
Aussee Oats Milling (Private) Limited	286.45	242.72
Fonterra Future Diary Private Limited	-	79.96
MNS Foods Limited	93.40	93.40
Sublime Foods Limited	-	106.00
Franchise fees income		
Future Retail Limited	-	206.08
Purchase of goods		
Galaxy Cloud kitchens Limited	160.65	-
Sublime Foods Limited	56.54	479.27
Hain Future Natural Products Private Limited	3.76	165.99
Kaizen Dairy Foodworks Private Limited	4.27	360.57
MNS Foods Limited	10.62	596.06
Premium Harvest Limited	-	45.67

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for the year ended 31st March 2023

(Rs. in lakhs)

Nature of Transactions	2022-23	2021-22
Finance Cost		
Future Corporate Resources Private Limited	9.00	-
Hain Future Natural Product Private Limited	-	0.73
MNS Foods Limited	-	1.36
Sublime Foods Limited	-	0.16
Managerial remuneration		
Mr. Samson Charuvil Samuel	86.55	
Ms. Ashni Biyani *	53.58	210.68
Mr. Jude Linhares *	22.63	372.69
Mr. Manoj Gagvani *	97.29	123.32
Mr. Sailesh Kedawat (Upto 14th February 2022)	-	138.45
Mr. Narendra Baheti *	-	26.45
Rent expenses		
Future Retail Limited	-	2.15
Future Enterprises Limited	-	4.72
Future Supply Chain Solutions Limited	142.90	313.34
Premium Harvest Limited	-	5.00
Archana Baheti	-	0.03
Warehousing, Distribution and Transportation charges		
Leanbox Logistics Solutions Private Limited	398.77	-
Future Supply Chain Solutions Limited	301.76	1,099.31
Sitting fees		
Mr. Ghyanendra Nath Bajpai	8.75	6.25
Mr. Kishore Biyani	5.25	3.25
Mr. Harminder Sahni	3.75	5.50
Mr. Adhiraj Harish	1.25	6.80
Mr. Krishan Kant Rathi	4.00	5.25
Ms. Neelam Chhiber	6.00	3.75

(Rs. in lakhs)

Balance as at 31st March	2023	2022
Trade and other receivable * **		
Future Retail Limited	39,082.75	39,395.45
Future Corporate Resources Private Limited	7,912.01	8,069.27
Sublime Foods Limited	62.98	147.34
Interest receivable		
Hain Celestial India Pvt. Ltd	791.56	-
Amar Chitra Katha Private Limited	20.98	20.98
MNS Foods Limited	318.18	225.71
Sublime Foods Limited	-	234.55
Aussee Oats Milling (Private) Limited	2,046.44	1,622.78
Inter corporate deposits received outstanding		
Sublime Foods Limited	-	1.03

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for the year ended 31st March 2023

(Rs. in lakhs)

Balance as at 31st March	2023	2022
Inter corporate deposits outstanding		
MNS Foods Limited	747.20	747.20
Sublime Foods Limited	838.00	848.00
Aussee Oats Milling (Private) Limited	4,735.46	4,366.27
Advances received from customers		
Petunt Food Processors Private Limited	168.75	-
Future Lifestyle Fashion Limited	-	19.00
Advances rent received		
Hain Future Natural Product Private Limited	-	12.52
MNS Foods Limited	-	19.64
Sublime Foods Limited	-	-
Advances given Outstanding		
MNS Foods Limited	-	86.75
Sublime Foods Limited	-	63.34
Sarjena Foods Private Limited	-	-
Security deposit received outstanding		
Hain Future Natural Product Private Limited	0.67	6.58
MNS Foods Limited	-	12.20
Inter corporate deposits Taken		
Future Corporate Resources Private Limited	-	90.00
Share Application Money Received		
Future Corporate Resources Private Limited	-	450.00
Loan Outstanding Payable		
Future Retail Limited	961.12	961.12
Trade and Other payables		
Hain Celestial India Private Limited	255.74	-
Leanbox Logistics Solutions Private Limited	123.52	-
Future Enterprises Limited	121.07	-
Future Retail Limited	15.47	18.60
Aussee Oats India Limited	13.54	13.54
Future Supply Chain Solutions Limited	141.46	1,168.61
Future Corporate Resources Private Limited	11.39	11.39
MNS Foods Limited	-	0.55
Corporate guarantees outstanding		
Hain Future Natural Product Private Limited	-	596.36
Fonterra Future Dairy Private Limited	-	83.33
MNS Foods Limited	-	149.56
Interest Accrued but not due		
Future Corporate Resources Private Limited	11.21	3.11
Purchases		
Galaxy Cloud kitchens Limited	160.65	-
SUBLIME FOODS LIMITED	56.54	-
Sale of Investment		
Ramanaidu Daggubati	150.00	-

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for the year ended 31st March 2023

(Rs. in lakhs)

Balance as at 31st March	2023	2022
Unbilled receivables		
Hain Future Nature Product Pvt	102.37	-
Corporate Guarantee Outstanding		
MNS Foods Limited	99.13	-
Advance From Promoters		
Madhu biyani/Radhika Biyani	85.95	-
Nishanth Biyani	10.00	-
Advance Given to Supplier		
MNS Foods Limited	61.32	-
SUBLIME FOODS LIMITED	9.51	-
Advance Given to Employee		
Manoj Gagvani	20.00	-
Loans and advances Given Outstanding		
Lord Jagannath Retails Private Limited	10.28	-
Payable on Purchase of Capital Goods		
Future Retail Limited	3.11	-

*includes share based payments to managerial personnel.

*** Gross of Expected Credit Loss

38.4 Terms and conditions of transactions with related parties

The sales to and purchases from related parties are made on terms equivalent to those that prevail in arm's length transactions. Outstanding balances at the year-end are unsecured and interest free and settlement occurs in cash. There have been no guarantees provided or received for any related party receivables or payables other than those disclosed above. For the year ended 31 March 2023, the Group has recorded an impairment loss of Rs. Nil on receivables relating to amounts owed by related parties (Previous Year: Rs. 23,775.68 lakhs). This assessment is undertaken each financial year through examining the financial position of the related party and the market in which the related party operates.

38.5 Loans & Advances to Related Parties

The Group has given loans and advances to relevant joint ventures and associates in the ordinary course of business to meet the working capital requirements. (Refer note 41).

38.6 Compensation of key management personnel

(₹ In lakhs)

Particulars	Year ended 31st March 2023	Year ended 31st March 2022
Short Term Employee Benefits	441.26	881.74

The amounts disclosed in the table are the amounts recognised as an expense during the reporting period related to key management personnel. (Refer note 38.2).

This do not include the provision made for gratuity and expenses for Leave Encashment as they are determined on an actuarial basis for the Group as a whole.

Directors interest in ESOP

Grant Date	Expiry Date	Exercise Price	Nos o/s as on 31st March 2023	Nos o/s as on 31st March 2022
12.08.2016	12.08.2022	21.40	-	-

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for the year ended 31st March 2023

39 CONTINGENT LIABILITIES

(₹ In lakhs)

Particulars	As at 31st March 2023	As at 31st March 2022
Claims against the Group not acknowledged as debt*	68.43	89.94
Disputed Income Tax Demands	6,205.72	5,732.62
Disputed Sales Tax and Excise Matters	4.76	179.86
Corporate guarantees issued to banks and financial institutions are against credit facilities issued to third parties (Loans outstanding as at 31st March 2023 Rs. 99.13 lakhs; Previous Year Rs. 1,552.22 lakhs)	15,000	23,000.32
Total	**21,278.90**	**29,002.74**

* Does not include cases where liability is not ascertainable

Future cash outflows in respect of matters considered disputed are determinable only on receipt of judgments/decisions pending at various forums/authorities. The management does not expect these claims to succeed and accordingly, no provision for the contingent liability has been recognized in the financial statements.

The Group's pending litigations comprise of claims against the Group primarily by the customers and proceedings pending with tax authorities. The Group has reviewed all its pending litigations and proceedings and has adequately provided for where provisions are required and disclosed contingent liabilities where applicable, in its financial statements. The Group does not expect the outcome of these proceedings to have a material adverse effect on the financial statements.

40 CAPITAL COMMITMENT

The estimated amount of contracts remaining to be executed on capital account as at 31st March 2023 is Rs. 109.15 lakhs (Previous Year Rs.187.69 lakhs)

41 DISCLOSURE REQUIREMENT OF LOANS AND ADVANCES/ INVESTMENTS AS PER SCHEDULE V OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATION, 2015

(₹ In lakhs)

Name of the Company	Outstanding Loan Amount		Maximum Loan Amount Outstanding	
	As at 31st March 2023	As at 31st March 2022	During the year ended 31st March 2023	During the year ended 31st March 2022
Joint ventures:				
Aussee Oats Milling (Private) Limited *	4,735.46	4,366.27	4,792.32	4,432.67
Aussee Oats India Limited *	65.00	65.00	65.00	65.00
Sublime Food Limited*	-	-	-	848.00
MNS Food Limited*	550.91	747.20	747.20	747.20
Fonterra Future Dairy Private Limited	-	-	-	1,392.89
Hain Future Natural Product Limited	-	90.00	-	90.00
	5,351.36	**5,268.47**		

* These Companies are treated as subsidiaries as per the provision of Section 2(87) of the Companies Act, 2013.

42 THE INFORMATION AS REQUIRED TO BE DISCLOSED UNDER THE MICRO, SMALL AND MEDIUM ENTERPRISES DEVELOPMENT ACT, 2006 HAS BEEN DETERMINED TO THE EXTENT SUCH PARTIES HAVE BEEN IDENTIFIED BASED ON INFORMATION AVAILABLE WITH THE COMPANY.

(₹ In lakhs)

Particulars	As at 31st March 2023	As at 31st March 2022
Principal amount due to suppliers registered under the MSMED Act and remaining unpaid as at period end*	591.26	672.51
Interest due to suppliers registered under the MSMED Act and remaining unpaid as at period end	90.24	47.12
Interest paid, other than under section 16 of MSMED Act, to suppliers registered under the MSMED act, beyond the appointed day during the period	-	-
Interest paid under section 16 of MSMED Act to suppliers registered under the MSMED act, beyond the appointed day during the period	-	-
The amount of interest accrued and remaining unpaid at the end of the accounting year	147.49	90.90
Further interest remaining due and payable for earlier periods	104.70	70.86

* Out of this Rs. 422.45 lakhs (Previous year: Rs. 198.88 lakhs) is overdue. Also, amount includes Rs. 40.01 lakhs (Previous year: Rs. 7.00 lakhs) is of Capital and Medium payables.

The information has been given in respect of such vendor to the extent they could be identified as Micro and Small Enterprise as on the basis of information available with the Group.

43 CAPITAL WORK IN PROGRESS

Disclosure in Terms of Schedule III of the Companies Act, 2013

As at March 31, 2023

No Capital work in progress is outstanding.

As at March 31, 2022

Particulars	Amount in CWIP for a period of				
	Less than 1 year	1 to 2 years	2 to 3 years	More than 3 years	Total
Projects in progress	17.04	50.07	130.29	417.50	614.90
Projects temporarily suspended (Note (i))	-	-	5.95	277.54	283.49
Total	**17.04**	**50.07**	**136.24**	**695.04**	**898.39**

(i) The projects of the Company are temporarily suspended on account of expansion plants being put to hold.

Particulars	As at 31st March 2023	As at 31st March 2022
ETP Plant (Note (i))	-	104.00
Spice Unit (Note (i))	-	363.00
Land Purchases from KIADB (Note (ii))	-	222.00
Total	**-**	**689.00**

(i) The Projects which are delayed due to liquidity consraints in the Previos year is Capatilised during the year.

(ii) The Company is coordinating with Karnataka Government for execution of sale deed in respect of land acquired for Tumkur plant. The same is transferred to Assets Held for sale during the current year ended March 31, 2023.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
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44 ASSET HELD FOR SALE

(₹ In lakhs)

Particulars	As at 31st March 2023	As at 31st March 2022
Investment in Amar Chitra Katha Private Limited (Refer Note a)	2,563.07	4,976.99
Property, Plant and Equipments (Refer Note b)	2,217.50	10,722.54
Net assets of Subsidiaries (Refer Note c)	22,166.17	-
Capital work-in-progress (Refer Note d)	100.00	-
Total	**27,046.74**	**15,699.53**

Note a

The Holding Company was allotted 13,20,159 equity shares of Amar Chitra Katha Private Limited (ACK), upon conversion of 4,977 Compulsorily Convertible Debentures (CCDs) on maturity in previous year ended March 31, 2022, which is an associate of the Holding Company. The Board of Directors of the Holding Company have vide their resolution dated February 10, 2022 resolved to liquidate the Holding Company's stake in ACK pursuant to which the investment in ACK has been recognized as Asset Held For Sale. In May 2022, the Holding Company has entered into a definitive agreement for sale of part of its stake in ACK amounting to 3,61,290 equity shares of ACK, at a total consideration of Rs. 1,362.00 lakhs out of which shares worth Rs. 300.00 Lakhs have been sold during the year ended March 31, 2023. Further, considering the expected realisable value of these investments, the Holding Company recognised an impairment loss of Rs. 2,113.92 lakhs during the year ended March 31, 2023, as an exceptional item.

Note b

Due to significant reductions in business operations, the Holding company intends to sell certain Property, Plant & Equipment (PPE) at various locations. Accordingly, PPE having net book value of Rs. 4,336.61 lakhs has been classified as assets held for sale during the current year. Upon review, the estimated recoverable amount of PPE classified as assets held for sale is Rs. 2,217.50 lakhs and accordingly impairment loss of Rs. 2,119.11 lakhs is recognized during the year ended March 31, 2023 on these assets, as an exceptional item.

Note c

Due to significant reductions in business operations, the Group intends to sell its net assets of subsidiaries. Accordingly, net assets having net book value of Rs. 23,207.13 lakhs has been classified as non-current assets held for sale during the current year. Upon review, the recoverable amount of net assets classified as assets held for sale is Rs 22,166.17 lakhs and accordingly impairment loss of Rs. 1040.96 lakhs is recognized during the year ended March 31, 2023 on these assets, which has been included in exceptional items.

(₹ In lakhs)

Particulars	NDF	IFPL	Total
Assets	12,751.30	22,271.13	35,022.43
Less: Liabilities	(4,210.34)	(7,604.96)	(11,815.30)
Net Assets (before impairment)	8,540.96	14,666.17	23,207.13
Less: Impairment	(1,040.96)	-	(1,040.96)
Net Assets (after impairment)	7,500.00	14,666.17	22,166.17

Note d

Due to significant reduction in business operations of a subsidiary, Group intends to sell its capital work in progress. Accordingly capital work in progress having value of Rs. 100.00 lakhs has been classified as assets held for sale during the year ended March 31, 2023.

45 EXCEPTIONAL ITEMS

(₹ In lakhs)

Particulars	Note No.	Year ended 31st March 2023	Year ended 31st March 2022
Impairment of Investments	45.1	161.88	-
Impairment of Intercorporate deposits including interest thereon	45.1	232.62	1,239.43
Impairment of Asset Held for Sale	44	5,273.99	5,064.48
Impairment of Brands	45.2	7,667.56	780.04
Impairment of Property, Plant and Equipments and Capital work-in-progress	45.3	5,835.55	325.25
Goodwill written off	45.4	3,266.62	-
Provision of Inventory	45.5	754.98	-
Provision on other receivables	45.6	855.43	-
Gain on sale of property, plant and equipments and Investment Property	45.7	(1,222.15)	-
Provisions/Payables written back	45.8	(4,331.59)	-
Expenses of erstwhile Employee Settlement	45.9	170.83	-
Total		**18,665.72**	**7,409.20**

45.1 Impairment of Investments and Inter-Corporate Deposits (including Interest)

a) MNS Foods Limited

The Group has recognized an impairment loss on its Intercorporate deposits (including interest) given to MNS Foods Limited (MNS) of Rs. 196.29 Lakhs. MNS is a joint venture of the Group, impairment is considered due to lower business performance and based on the analysis of recoverable value of MNS. The enterprise value is based on a value in use calculation which uses Cash Flow Projections based on financial budget approved by the management covering a period of five years, discounted at a rate of 12.94% (Previous year: 13.4%) per annum, which is the weighted average cost of capital. Cash flows beyond the period of five years have been extrapolated using the steady growth rate of 5% per annum (Previous year: 5%), based on the long-term average growth rate for MNS's business.

b) Hain Future Natural Products Private Limited

The Group has recognized an impairment loss of Rs. 183.56 lakhs (Previous Year: Rs. Nil) on its investment and Interest receivable in Hain Future Natural Products Private Limited (Hain), a joint venture due to lower business performance and based on the analysis of recoverable value. The enterprise value is based on a value in use calculation which uses Cash Flow Projections based on financial budget approved by the management covering a period of five years, discounted at a rate of 13.93% per annum (Previous year: 16.5% per annum), that is the weighted average cost of capital. Cash flows beyond the period of five years have been extrapolated using the steady growth rate of 5% per annum (Previous Year: 5%), based on the long-term average growth rate for Hain's business.

c) Lord Jagannath Retail Private Limited

The group has recognized write off of TDS receivable from Lord Jagannath Retail Private Limited of Rs. 9.41 lakhs of interest receivable as the same is not reflecting in form 26AS of F.Y 2021-22. In previous year, the group has impaired the outstanding loan of Rs. 435.00 lakhs and interest receivable of Rs. 187.62 lakhs aggregating to Rs. 622.62 lakhs of Lord Jagannath Retail Private Limited.

d) Sublime Foods Limited

The Company has recognized an impairment loss of Rs. 5.24 lakhs on Investment in Sublime Foods Limited (a Joint Venture) due to lower business performance and based on the analysis of recoverable value. Recoverable amount has been calculated as fair value less cost to sell in accordance with the requirements of applicable financial reporting framework.

45.2 Impairment of Brands

Brand and Brand usage rights

The Group is currently facing significant liquidity crunch which has adversely impacted the business operation of the Holding Company. Consequently, based on an analysis of the recoverable value of its brands, the Group has fully impaired the book value of its brand of Rs. 317.00 lakhs (Previous year: Rs. 291.92 lakhs) and brand usage rights of Rs. 7,350.56 lakhs during the current year ended March 31, 2023.

Brands acquired from Athena Life Science Private Limited
(Pertaining only to Previous Year ended March 31, 2022):

The Scheme of Arrangement between Athena Life Sciences Private Limited ('Athena') and the Company and their respective Shareholders and Creditors ("Scheme") was sanctioned during the year ended March 31, 2022 (Refer Note 54(c)). With this transfer, the Company acquired the marketing selling and distribution business of Athena in relation to the portfolio products/brands namely, D'Free, Hair for Sure, Iraya and Safe & Sure. On March 31, 2022, in light of the poor performance of these brands, the Company has recognized an impairment loss of Rs. 488.12 lakhs on the same, which has been included in the exceptional costs for the year ended March 31, 2022.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

for the year ended 31st March 2023

45.3 Impairment of Property, Plant and Equipments (PPE) including Capital work-in-progress (CWIP)

Due to significant reductions in business operations, and based on an analysis of the recoverable value, the Group has considered an impairment loss of Rs. 5,835.55 lakhs during the current year on some of its PPE and CWIP. Recoverable amount has been calculated as fair value less cost to sell in accordance with the requirements of applicable financial reporting framework. Among these assets, the Group is planning to sell some PPE and CWIP those are classified as Assets held for Sale in accordance with IndAS 105.

45.4 Goodwill written off

The Group is currently facing significant liquidity crunch which has adversely impacted the business operation of the Group. Based on an analysis of the recoverable value, the Company has written off the book value of the Goodwill that was relating to the business of various subsidiaries amounting to Rs. 3,266.62 lakhs during the year ended March 31, 2023 that has been included in exceptional items.

45.5 Provision of Inventory

Due to lower business performance of the Holding Company including its operations at Centre of Plate business, the Holding Company has created a 100% provision on the Inventory of packaging materials relating to this business considering its negligible recoverable value. Consequently, a loss of Rs. 754.98 lakhs is included in exceptional items during the year ended March 31, 2023.

45.6 Provision on Other Receivables

The Group Company has identified a financial asset whose net book value is Rs. 855.43 lakhs as non-recoverable. Consequently, an impairment loss of Rs. 855.43 lakhs is included in exceptional items during the year ended March 31, 2023.

45.7 Gain on sale of property, plant and equipments and Investment Property

The Group has sold land classified under assets held for sale having book value of Rs. 3,571.53 lakhs for Rs. 4,160.28 lakhs and recognised a gain of Rs. 588.75 lakhs. Further, The Group has sold Investments Property having book value of Rs. 21.60 lakhs for a consideration of Rs. 655.00 lakhs and recognized gain on sale of investment property of Rs. 633.40 lakhs.

45.8 Write back of provisions/liabilities

Basis negotiations with the vendors on price and deficiency in the service, the Group has written back certain provisions for expenses and liabilities, on the basis of credit notes issued by the vendors. These write back are classified as exceptional items during the year ended March 31, 2023.

45.9 During the financial year ending on March 31, 2023, the Group terminated its business conduct agreement with one of the vendor due to non-payment recovery, resulting in the discontinuation of operations at the plant by one of the vendor. Subsequently, the union representing the former employees of vendor raised demands for the recovery of early termination settlement dues and unpaid amounts and currently matter is pending with department of labour. It has been clarified that as of now, no claims have been made against the Group. Pending resolution of the aforesaid matter, based on an internal evaluation and legal advice, the Group's management estimates the maximum termination claims to be Rs. 242.52 lakhs (including provided during the year of Rs. 170.83 lakhs), as the Group was the principal employer. This amount has been accounted for in the books as compensation for the former employees who were initially employed by the Group and later transferred to Vendor. In the event of any additional claims, the Group will resort to legal proceedings. However, based on past experience within the group, it is anticipated that any litigation (if it arises) will likely be settled within the provided amount.

46 THE CARRYING AMOUNT OF GOODWILL IS AS FOLLOWS :

(₹ In lakhs)

Particulars		As at 31st March 2023	As at 31st March 2022
a)	The Nilgiris Dairy Farm Limited	-	3,547.14
b)	Centre of Plate	-	2,951.82
c)	Aadhaar Wholesale Trading And Distribution Limited	262.15	262.15
d)	Others	-	149.91
	Total	**262.15**	**6,911.02**

Centre of Plate (COP) is into the business of procuring, processing and supplying agricultural commodities in loose and packed form under various brands.

Goodwill

The recoverable amount of Goodwill is determined based on a value in use calculation which uses cash flow projections based on financial budgets approved by the management, and a discount rate based on the respective Weighted Average Cost of Capital of the respective cash-generating unit. Cash flow projections during the budget period are based on the same expected gross margins and raw materials price inflation throughout the budget period. The cash flows beyond that budget period have been extrapolated using a steady growth rate based on the projected long-term average growth rate for the industry. The management believes that any reasonably possible change in the key assumptions on which recoverable amount is based would not cause the aggregate carrying amount to exceed the aggregate recoverable amount of the respective cash-generating unit.

Key assumptions used for valuation of Goodwill are as follows :

Particulars	Aadhaar	COP	Nilgiri	Others
Discount rate	15.11%	11.00%	17.70%	11.97%-13.48%
Terminal value growth rate	5.00%	5.00%	5.00%	5.00%
Period of cash flow projections	5	5	5	5

47 INVESTMENT PROPERTY

The fair value of the Group's investment properties as at 31st March 2023 has been arrived at on the basis of a valuation carried out on the respective dates by Managment. The fair value of land was determined based on the market approach and fair value of building was determined on cost based approach. In estimating the fair value of the properties, the highest and best use of the properties is their current use.

Details with regards to fair value is given as under :

(₹ In lakhs)

Particulars	As at 31st March 2023	As at 31st March 2022
Rent Income	14.67	24.98
Expenses incurred for maintenance of investment property	9.93	1.81
Fair value of Investment Property - Land and Building	374.87	677.04

48 DETAILS OF CSR EXPENDITURE

(₹ In lakhs)

Particulars	As at 31st March 2023	As at 31st March 2022
a. Gross amount required to be spent during the year	6.33	10.33
b. Amount spent in cash		
Construction / acquisition of any asset	-	-
Others	6.33	10.33
Total	**6.33**	**10.33**

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

for the year ended 31st March 2023

49 ADDITIONAL INFORMATION AS REQUIRED BY PARAGRAPH 2 OF GENERAL INSTRUCTIONS FOR PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS TO SCHEDULE III TO THE COMPANIES ACT, 2013

(₹ In lakhs)

Name of the entities	Net assets, i.e. total assets minus total liabilities As at 31st March 2023		Share in P/L For the year ended 31st March 2023		Share in OCI For the year ended 31st March 2023		Share in Total comprehensive income (loss) For the year ended 31st March 2023	
	As % of consolidated net assets	Amount	As % of consolidated profit/(loss)	Amount	As % of consolidated profit/(loss)	Amount	As % of consolidated profit/(loss)	Amount
Future Consumer Limited	(112.15%)	20,675.10	(83.19%)	(27,870.20)	(315.41%)	81.88	(83.01%)	(27,788.32)
Subsidiaries								
Indian								
Aadhaar Wholesale Trading and Distribution Limited	143.64%	(26,480.51)	(3.71%)	(1,244.35)	0.04	(0.93)	(3.72%)	(1,245.28)
Future Food and Products Limited	(8.70%)	1,603.00	1.68%	563.69	-	-	1.68%	563.69
Future Food Processing Limited	5.85%	(1,078.09)	(0.01%)	(3.13)	-	-	(0.01%)	(3.13)
Delect Spices and Herbs Private Limited	1.50%	(277.61)	(0.07%)	(24.22)	-	-	(0.07%)	(24.22)
The Nilgiri Dairy Farm Private Limited and subsidiaries	(36.73%)	6,770.62	(2.13%)	(715.00)	0.51	(13.11)	(2.17%)	(728.11)
Integrated Food Park Limited	17.53%	(3,230.99)	(5.01%)	(1,677.46)	0.00	(0.09)	(5.01%)	(1,677.55)
FCL Tradevest Private Limited	68.35%	(12,599.74)	(0.16%)	(53.35)	-	-	(0.16%)	(53.35)
Bloom Foods and Beverages Private Limited	3.11%	(573.34)	(6.53%)	(2,188.61)	-	-	(6.54%)	(2,188.61)
Foreign								
FCEL Overseas FZCO	4.32%	(796.68)	(0.05%)	(15.92)	1.65	(42.75)	(0.18%)	(58.67)
Minority Interest in all subsidiaries								
Indian								
Integrated Food Park Limited	-	-	-	-	-	-	-	-
Delect Spices and Herbs Private Limited	0.01%	0.65	-	-	-	-	-	-
Foreign			-	-	-	-	-	-
FCEL Overseas FZCO	-	-	-	-	-	-	-	-
Joint Ventures								
Indian								
MNS Foods Limited	2.78%	(512.82)	0.06%	20.00	-	-	0.06%	20.00
Sublime Foods Limited	-	-	0.01%	5.00	-	-	0.01%	5.00
Hain Future Natural Products Private Limited	-	-	(0.60%)	(200.76)	(0.04)	0.96	(0.60%)	(199.80)
Aussee Oats India Limited	-	-	-	-	-	-	-	-
Fonterra Future Dairy Private Limited	6.05%	(1,115.35)	(0.30%)	(99.00)	-	-	(0.30%)	(99.00)
Foreign								
Aussee Oats Milling (Private) Limited	4.44%	(819.38)	-	-	-	-	-	-
	100%	**(18,435.13)**	**100.00%**	**(33,503.31)**	**100.00%**	**25.96**	**100.00%**	**(33,477.35)**

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
for the year ended 31st March 2023

(₹ In lakhs)

Name of the entities	Net assets, i.e. total assets minus total liabilities As at 31st March 2022		Share in P/L For the year ended 31st March 2022		Share in OCI For the year ended 31st March 2022		Share in Total comprehensive income (loss) For the year ended 31st March 2022	
	As % of consolidated net assets	**Amount**	**As % of consolidated profit/(loss)**	**Amount**	**As % of consolidated profit/(loss)**	**Amount**	**As % of consolidated profit/(loss)**	**Amount**
Future Consumer Limited	294.20%	44,229.15	(82.43%)	(37,075.92)	-	-	(82.42%)	(37,075.92)
Subsidiaries								
Indian								
Aadhaar Wholesale Trading and Distribution Limited	(157.76%)	(23,717.88)	1.97%	884.24	-	-	1.97%	884.24
Future Food and Products Limited	8.97%	1,349.04	(1.54%)	(691.53)	-	-	(1.54%)	(691.53)
Future Food Processing Limited	(6.22%)	(935.39)	(0.50%)	(225.11)	-	-	(0.50%)	(225.11)
Delect Spices and Herbs Private Limited	(1.14%)	(171.70)	(0.10%)	(45.99)	-	-	(0.10%)	(45.99)
The Nilgiri Dairy Farm Private Limited and subsidiaries	61.22%	9,203.37	(8.00%)	(3,596.62)	-	-	(8.00%)	(3,596.62)
Integrated Food Park Limited	(51.71%)	(7,774.07)	(2.15%)	(964.93)	-	-	(2.15%)	(964.93)
FCL Tradevest Private Limited	(33.48%)	(5,033.02)	(1.54%)	(693.10)	-	-	(1.54%)	(693.10)
Bloom Foods and Beverages Private Limited	7.14%	1,074.14	(0.78%)	(351.67)	-	-	(0.78%)	(351.67)
Foreign								
FCEL Overseas FZCO	-	-	(0.02%)	(9.71)	-	-	(0.02%)	(9.71)
Minority Interest in all subsidiaries								
Indian								
Integrated Food Park Limited	(0.01%)	(1.11)	(0.00%)	(1.11)	-	-	(0.00%)	(1.11)
Delect Spices and Herbs Private Limited	-	0.68	(0.00%)	(0.08)	-	-	(0.00%)	(0.08)
Foreign								
FCEL Overseas FZCO	(5.46%)	(820.43)	(0.01%)	(6.47)	14.85%	0.68	(0.01%)	(5.80)
Joint Ventures								
Indian								
MNS Foods Limited	(3.54%)	(532.70)	(0.22%)	(99.03)	(4.41%)	(0.20)	(0.22%)	(99.23)
Sublime Foods Limited	-		(0.20%)	(90.96)	(22.73%)	(1.03)	(0.20%)	(91.99)
Hain Future Natural Products Private Limited	-	-	(1.04%)	(467.43)	(14.87%)	(0.68)	(1.04%)	(468.10)
Aussee Oats India Limited	(5.45%)	(819.38)	(0.00%)	(0.16)	-		(0.00%)	(0.16)
Fonterra Future Dairy Private Limited	(6.76%)	(1,016.79)	(3.32%)	(1,495.39)	(48.14%)	(2.19)	(3.33%)	(1,497.58)
Foreign								
Aussee Oats Milling (Private) Limited	-	-	(0.11%)	(47.78)	(24.70%)	(1.12)	(0.11%)	(48.90)
	100.00%	**15,033.91**	**100.00%**	**(44,978.75)**	**100.00%**	**(4.54)**	**100.00%**	**(44,983.29)**

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
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50 FORENSIC AUDIT OF THE COMPANY

(i) The Holding Company has received through email a letter from Securities and Exchange Board of India Bearing Ref.: SEBI/HO/CFID_SEC2/P/OW/2022/34082/1 dated 3rd August,2022 ("SEBI Letter") addressed to Interim Resolution Professional ("IRP") of Future Retail Limited("FRL") intimating about appointment of M/s Chokshi & Chokshi LLP, Chartered Accountants as forensic auditors with respect to Consolidated Financial Statements of FRL and Audit of books of accounts of the Group and some other entities for review period being the financial year ended 31st March,2020, 31st March,2021, and 31st March,2022. The said appointment has been made in terms of the provisions laid down under Regulations 5 of SEBI (PFUTP) Regulations, 2003 read with applicable provisions contained in SEBI Act, 1992. Audit of the will be with respect to the related party transactions with FRL only. Subsequently, the Holding Company has submitted the data as requested in this regard. Forensic audit is currently in progress.

(ii) During the year, bank accounts of the Holding Company have been classified as Non Performing Asset (NPA) and as per the extant guidelines of Reserve Bank of India (RBI), account need to be reviewed for conducting Forensic Audit. Accordingly, the lead bank (State Bank of India) has appointed a firm of Chartered Accountants, to carry out forensic audit of the books of accounts of the Company for the period April 01, 2018 to September 30, 2022, inter-alia in relation to specific transactions provide in the scope. The above forensic audit is currently in process.

51 NOTE ON QUALIFICATIONS IN AUDIT REPORT

The Group has investments in Joint Ventures Aussee Oats Milling Private Limited and Aussee Oats India Private Limited (together referred to as 'JV') of Rs. 6,545.04 lakhs including investments, loans, and other assets (As on March 31, 2022 Rs. 6,650.53 lakhs). There is a dispute between the Group and said JV partners and due to non-availability of financial statements for the year ended March 31, 2023, as a consequence of non-cooperation of the said JV partners which is a direct contravention of court rulings, the Group is unable to determine the fair value of Group's investments in JV as at March 31, 2023 and consequent impact thereof on the financial statements. However, the Management believe that it will not have a material impact on the financial statements for the year ended March 31, 2023.

52 NOTE ON GOING CONCERN BASIS USED FOR PREPARATION OF FINANCIALS

The Group is currently facing significant liquidity crunch which has impacted the operations of the Group during the year ended March 31, 2023. The Group has incurred loss before tax during the quarter and year ended March 31, 2023 amounting to Rs. 5,474.09 lakhs & Rs. 32,893.97 lakhs respectively primarily owing to the exceptional items, lower volumes, finance costs and depreciation and also has accumulated losses as at March 31, 2023 of Rs. 1,77,915.81 lakhs. Group's current liabilities exceeded its current assets by Rs. 32,526.56 lakhs as at the year end and has a net capital deficiency of Rs.18,435.78 lakhs as at the year end. The Holding Company has also suffered consistent downgrades in its credit ratings, as a result of which the Group's ability to raise funds has been substantially impaired, with normal business operations being substantially curtailed. Further, the Holding Company has defaulted on payment of interest/repayment of principal amount on loans from banks/financial institution and unlisted debts securities as on March 31, 2023 amounting to Rs. 45,342.89 lakhs. During the year ended March 31, 2023, the banks have classified the loans given to the Holding Company as non-performing assets (NPA). Due to default in borrowings, non-current borrowings including interest accrued thereof aggregating to Rs. 8,938.60 lakhs have been reclassified to current borrowings and other financial liabilities. Accordingly, the Group has total debt servicing obligations due (including interest accrued) aggregating to Rs. 45,469.02 lakhs as at 31 March 2023.

Further, the Hon'ble National Company Law Tribunal, Mumbai bench ("NCLT") has pronounced an order dated July 20, 2022 admitting application under Section 7 of the Insolvency and Bankruptcy Code, 2016 against one of the major customer of the Group, Future Retail Limited. The Group has significant amount of receivables from the said customer amounting to Rs. 39,082.75 lakhs and had recorded an expected credit loss on the entirety of the receivable from the said customer in earlier year(s).

Due to reduction in business operations and decrease in expected realisable value of assets, the Group has recorded an impairment loss of Rs. 3,216.39 lakhs and Rs. 22.432.98 lakhs during the quarter and year ended March 31 2023, respectively.

The Group has also discussed the Asset Monetisation Plan with the lenders of the Holding Company in a Joint-lender's meeting (JLM) held on July 06, 2022. Considering the Asset Monetisation Plan, the lenders allowed the Holding Company to repay its borrowings till January 31, 2023. However, the Holding Company was unable to conclude re-negotiations or obtain replacement financing or monetise it's assets as agreed with the lenders during the said period. On February 9, 2023 and March 21, 2023, the Holding Company held meetings with JLM and updated them about the status and likely timelines for assets monetisation and /or fresh investments, besides few proposals parallelly in pipeline on individual business verticals, and in either case the Holding Company being able to settle the loans amicably with the lenders. JLM has agreed to continue holding on operation (HOO) till May 31, 2023. JLM has also indicated initiation of legal action for recovery of dues.

These events/conditions indicate the existence of material uncertainty that may cast significant doubt about the Group's ability to continue as going concern. The financial statements do not include any adjustments to reflect the possible future effects on the recoverability and classification of assets or the amounts and classification of liabilities that might result from the outcome of this uncertainty.

To address the liquidity crunch and to maintain the sufficient working capital, the Group has adopted several measures including sales to other customers, cost optimisation, discussion with banks for restructuring / one time settlement of loans, other strategic initiatives for fresh investments, monetisation of identified assets, etc. The expected proceeds from monetisation of these assets which includes property, plant and equipment, investments and other assets and/or fresh investments will be utilised to repay the borrowings (including interest) and manage the working capital requirements. These identified assets for monetisation have been classified as assets held for sale in accordance with Ind AS 105 'Non-current Assets Held for Sale and Discontinued Operations' at lower of their carrying value and fair value less costs to sell. Accordingly, the Group has recognised impairment loss on the said assets and disclosed the same under 'exceptional items'. The management has initiated the plan to locate the prospective buyers of these assets.

The success of the above measures adopted by the Group is dependent on the effective implementation of its operating plans and timely closure with the potential buyers for monetisation of its assets and / or fresh investments into the Group which is dependent on many internal / external factors. The management is confident that they will be able to arrange sufficient liquidity by either monetization and /or fresh investments, increase in operations and other strategic initiatives. Accordingly, the financial statements are prepared on a going concern basis.

53 UPDATE ON COMPOSITE SCHEME OF ARRANGEMENT

The Composite Scheme of Arrangement which involves: (i) merger of the Holding Company and other 18 Transferor Companies with Future Enterprises Limited ("FEL" or "Transferee Company") and their respective Shareholders and Creditors; (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 the 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 Sections 230 to 232 and other relevant provisions of the Companies Act, 2013 ("the Composite Scheme of Arrangement"/ Scheme"), has been approved by Board of Directors of the Holding Company at its meeting held on August 29, 2020. Pursuant to the directions given by National Company Law Tribunal, Mumbai (NCLT), the meetings of shareholders and creditors of all the companies involved in the Scheme has been convened and held between April 20, 2022 to April 23, 2022. As in most of the secured creditors meetings of various companies involved in the Scheme, the voting was not in favour of the Scheme, the Holding Company along with all other listed entities involved in the Scheme have communicated to stock exchanges on April 23, 2022 that the subject Scheme cannot be implemented.

54 BUSINESS COMBINATION

(a) Acquisition of additional interest in Integrated Food Park Limited

On 26 November 2021, the Group acquired an additional 0.07% interest in the voting shares of Integrated Food Park Limited (IFPL), increasing its ownership interest to 100%. Cash consideration of Rs. 3.19 Lakhs was paid to the non-controlling shareholders. The carrying value of the net assets of IFPL (excluding goodwill on the original acquisition) was Rs. 3,910.68 Lakhs. The carrying value of the additional interest acquired at the date of acquisition was Rs. 2.74 lakhs.

(b) Merger of 5 Companies with FCL Tradevest Private Limited (FTPL)

FTPL, wholly owned subsidiary of the Group, has completed the merger of 5 companies viz. Affluence Food Processors Private Limited, Avante Snack Foods Private Limited, FCEL Food Processors Limited (FCEL FP), Future Consumer Products Limited (FCPL) and Genoa Rice Mills Private Limited with effect from March 30, 2022.The scheme was filed with Registrar of Companies on the same date.

The scheme of merger ("scheme") submitted by the group was approved by Hon'ble National Company Law Tribunal by its order dated 24th February, 2022 (Mumbai bench). Of the transferors, FCPL and FCEL FP were each wholly owned subsidiaries of the Holding Company Future Consumer Limited (FCL), and the others were wholly owned subsidiaries of the group respectively. As per the terms of the Scheme, the group has recorded the accounting treatment of this merger with effect from the beginning of the comparative period, i.e., April 1st, 2020.

As per guidance on accounting for common control transactions contained in Ind AS 103 "Business Combinations" the merger has been accounted for using the Asset Acquisition method in case of FCEL FP and pooling of interest method in case of remaining 4 companies.

As per the terms of the scheme, the group will allot 100 equity shares of Rs. 10 each against the shares held by the FCL in FCPL and FCEL FP respectively. The same has been disclosed under Other Equity as Share application money pending allotment. Further, the same has been subsequently allotted by the group in May 2022.

(c) Athena Life Sciences Private Limited

The Scheme of Arrangement between Athena Life Sciences Private Limited ('Athena') and the Company and their respective Shareholders and Creditors ("Scheme") was sanctioned in terms of Section 230 to 232 and other applicable provisions of the Companies Act, 2013 by Hon'ble National Company Law Tribunal, Mumbai Bench. The scheme was filed with Registrar of Companies on 6th October 2021 which is considered to be the effective date on which the control is transferred to the Company.

On 6th October 2021, the Company has completed the transfer of identified undertaking of Athena via an all-equity consideration under which 13 shares of the Company were allotted for 83 shares of Athena. Pursuant to the Scheme, the Company has, on 6th October 2021, approved allotment of 99,93,764 equity shares of Rs. 6/- each to the equity shareholders of Athena as provided under the Scheme. With this transfer, the Company acquired the marketing selling and distribution business of Athena in relation to the portfolio products/brands namely, D'Free, Hair for Sure, Iraya and Safe & Sure. On March 31, 2022, in light of the poor performance of these brands, the Company has recognized an impairment loss of Rs. 488.12 lakhs on the same, which has been included in the exceptional items for the previous year.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
for the year ended 31st March 2023

55 ACQUISITION OF SUBSIDIARIES FROM THE NILGIRI DAIRY FARMS PRIVATE LIMITED

As at March 31, 2023, the Holding Company has entered into share purchase agreements with its subsidiaries i.e., The Nilgiri Dairy Farms Private Limited (NDF), Nilgiris Franchise Limited (NFL), Nilgiri's Mechanised Bakery Private Limited (NMB) and Appu Nutritions Private Limited (Appu).

In accordance with the agreements, as a part of purchase consideration, the Holding Company has converted it's Loans (including interest) of Rs. 1,624.83 given to NDF for purchase of investments of NFL, NMB and Appu (earlier hold by NDF) as below:

(₹ In lakhs)

Investee Company	Type of shares and Face Value	Number of shares	Consideration
Nilgiri's Mechanised Bakery Private Limited	Equity shares of Rs. 10 each	119,829	Nil
Nilgiri's Mechanised Bakery Private Limited	Preference shares of Rs. 100 each	1,000,000	92.26
Nilgiris Franchise Limited	Equity shares of Rs. 100 each	425,000	599.24
Appu Nutritions Private Limited	Equity shares of Rs. 1,000 each	760	933.33

Note: The Fair value per share for above conversations is in accordance with the valuations performed by an external valuer.

56 OTHER STATUTORY INFORMATION

(i) The Group does not have any benami property, where any proceeding has been initiated or pending against the Group for holding any benami property.

(ii) The Group does not have any transactions with companies struck off.

(iii) The Group does not have any charges or satisfaction which is yet to be registered with ROC beyond the statutory period,

(iv) The Group has not traded or invested in crypto currency or virtual currency during the financial year.

(v) The Group has not advanced or loaned or invested funds to any other persons or entities, including foreign entities (Intermediaries) with the understanding that the Intermediary shall:

(a) Directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Group (Ultimate Beneficiaries) or

(b) Provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries

(vi) The Group has not received any fund from any persons or entities, including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the Group shall:

(a) Directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (Ultimate Beneficiaries) or

(b) Provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries,

(vii) The Group does not have any such transaction which is not recorded in the books of accounts that has been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (such as, search or survey or any other relevant provisions of the Income Tax Act, 1961.

The Group has complied with the number of layers prescribed under clause 87 of section 2 of the Companies Act, 2013 read with Companies (restriction on number of layers) rules, 2017.

57 RECENT PRONOUNCEMENT

Ministry of Corporate Affairs ("MCA") notifies new standard or amendments to the existing standards under Companies (Indian Accounting Standards) Rules as issued from time to time. On 31 March 2023, MCA amended the Companies (Indian Accounting Standards) Amendment Rules, 2023, applicable from 1 April 2023, as below:

Ind AS 103 - Common control Business Combination:

The amendments modify the disclosure requirement for business combination under common control in the first financial statement following the business combination. It requires to disclose the date on which the transferee obtains control of the transferor is required to be disclosed.

Ind AS 1 – Disclosure of material accounting policies:

The amendments related to shifting of disclosure of erstwhile "significant accounting policies" to "material accounting policies" in the notes to the financial statements requiring companies to reframe their accounting policies to make them more "entity specific". This amendment aligns with the "material" concept already required under International Financial Reporting Standards (IFRS).

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

for the year ended 31st March 2023

Ind AS 8 – Definition of accounting estimates:

The amendments will help entities to distinguish between accounting policies and accounting estimates. The definition of a "change in accounting estimates" has been replaced with a definition of "accounting estimates." Under the new definition, accounting estimates are "monetary amounts in financial statements that are subject to measurement uncertainty." Entities develop accounting estimates if accounting policies require items in financial statements to be measured in a way that involves measurement uncertainty.

Ind AS 12 – Income Taxes:

The amendments narrowed the scope of the recognition exemption in paragraphs 15 and 24 of Ind AS 12. At the date of transition to Ind AS, a first-time adopter shall recognize a deferred tax asset to the extent that it is probable that taxable profit will be available against which the deductible temporary difference can be utilized. Similarly, a deferred tax liability for all deductible and taxable temporary differences associated with:

a) right-of-use assets and lease liabilities

b) decommissioning, restoration and similar liabilities and the corresponding amounts recognized as part of the cost of the related asset. Therefore, if a company has not yet recognised deferred tax on right-of-use assets and lease liabilities or has recognised deferred tax on net basis, the same need to recognize on gross basis based on the carrying amount of right-of-use assets and lease liabilities.

The Holding Company does not expect any of these amendments to have any significant impact in its financial statements.

58 PREVIOUS YEAR NOTE

Previous year figures have been regrouped and re-classified where necessary to make them comparable.

Summary of significant accounting policies (Refer note 2)

The accompanying notes are an integral part of the consolidated financial statements (1 - 58)

As per our report of even date
For S R B C & CO LLP
Chartered Accountants
ICAI Firm Registration number: 324982E/E300003

per Pramod Kumar Bapna
Partner
Membership No: 105497

Place: Mumbai
Date: 30 May 2023

For and on behalf of the Board of Directors of Future Consumer Limited

Kishore Biyani
Vice Chairman
Place : Bengaluru

Neelam Chhiber
Non Executive Director
Place : Chennai

Manoj Gagvani
Company Secretary & Head - Legal
Place : Mumbai

Rajendra Bajaj
Chief Financial Officer
Place : Mumbai

Date: 30 May 2023

Samson Samuel
Chief Executive Officer
Place: Mumbai

Corporate Identity Number of Future Consumer Limited is L52602MH1996PLC192090

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

for the year ended 31st March 2023

Statement on Impact of Audit Qualifications for the Financial Year ended March 31, 2023
[See Regulation 33 / 52 of the SEBI (LODR) (Amendment) Regulations, 2016]

I.	Sl. No.	Particulars	Consolidated Audited Figures (as reported before adjusting for qualifications) Rs. In lakhs	Adjusted Figures (audited figures after adjusting for qualifications) Rs. In lakhs
	1.	Turnover / Total income	38,115.08	Refer Note II e (ii)
	2.	Total Expenditure	54,519.49	
	3.	Net Profit/(Loss)	(33,503.31)	
	4.	Earnings Per Share	(1.69)	
	5.	Total Assets	49,001.42	
	6.	Total Liabilities	67,436.55	
	7.	Net Worth	(18,435.13)	
	8.	Any other financial item(s) (as felt appropriate by the management) Share of Profits/ Losses of JVs and Associates Exceptional Items	(276.25) (18,665.72)	

II. Audit Qualification (each audit qualification separately):

a. **Details of Audit Qualification:** Qualification on non-availability of Financial results of 2 Joint Ventures

b. **Type of Audit Qualification :** Qualified Opinion ~~/ Disclaimer of Opinion / Adverse Opinion~~

c. **Frequency of qualification:** Whether appeared first time / repetitive / since how long continuing
Qualification has been carrying since results for the quarter and six months ended September 30, 2021

d. **For Audit Qualification(s) where the impact is quantified by the auditor, Management's Views:** N.A.

e. **For Audit Qualification(s) where the impact is not quantified by the auditor:**

(i) **Management's estimation on the impact of audit qualification:** Unable to estimate

(ii) **If management is unable to estimate the impact, reasons for the same:**

The Group has investments in Joint Ventures Aussee Oats Milling Private Limited and Aussee Oats India Private Limited (together referred to as 'JV') of Rs.6,545.04 Lakhs (including investments, loans and other assets). There is a dispute between the Group and said JV partners and due to non-availability of financial results for the quarter and year ended March 31, 2023 pursuant to non-cooperation of the said JV partners in direct contravention of court rulings, the Group is unable to determine the fair value of Group's investments in JV as at March 31, 2023 and consequent impact thereof on the quarterly and annual results. However, the Management believe that it will not have a material impact on the Consolidated financial results for the year ended March 31, 2023

(iii) **Auditors' Comments on (i) or (ii) above:** None, below qualification included in Audit Report:
As described in Note 8 of the Statement as regards non-availability of financial information and ongoing dispute with Joint Venture partner of 2 Joint Venture companies, which are not considered for consolidation in the attached Statement, which is a non-compliance of IND AS 27 and Regulation 33 of SEBI Listing and Disclosure Obligations, 2015, as amended. Consequently, we are unable to determine the impact of such non-compliance on the loss, earnings per share for the quarter and year ended March 31, 2023 and investment in joint venture, other equity as of March 31, 2023.

Statement on Impact of Audit Qualifications (for audit report with modified opinion) submitted along-with Annual Audited Financial Results - (Standalone and Consolidated separately)

III. Signatories:

- **CEO/~~Managing Director~~** - **Mr. Samson Samuel**
- **CFO** - **Mr. Rajendra Bajaj**
- **Audit Committee Chairman** - **Mr. G N Bajpai**
- **Statutory Auditor** - **For SRBC & CO LLP**
  Chartered Accountants
  ICAI Firm Registration : 324982E/E00003

  Mr. Pramod Kumar Bapna
  Partner
  M No. - 105497

Place: Mumbai
Date: May 30, 2023

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

for the year ended 31st March 2023

FORM AOC-1

(Pursuant (Pursuant to first proviso to sub-sec on (3) of Sec on 129 read with Rule 5 of Companies (Accounts) Rules, 2014)
Statement containing salient features of the financial statement of Subsidiaries/Associate companies/Joint Ventures
Financial information with respect of Subsidiary Companies for the Year Ended 31st March'2023

(₹ In lakhs except % of share holding)

Sr. No	Name of the Company	Date since when subsidairy was acquired	Share Capital	Reserves & Surplus	Total Assets	Total Liabilities	Investments (Except Investment in Subsidiaries)	Turnover	Profit/ (loss) Before taxation	Provision for Taxation/ Deferred Tax	Profit/ (loss) After Taxation	Proposed Dividend	% of Share Holding
1	Aadhaar Wholesale Trading and Distribution Limited	27.03.2008	7,740.00	(17,358.59)	7,406.98	7,406.98	-	28,574.91	(1,270.82)	-	(1,270.82)	-	**100%**
2	FCL Tradevest Private Limited ("FCL Tradevest")#	24.12.2018	12,768.60	(13,381.59)	224.07	224.07	-	35.57	(7,579.95)	-	(7,579.95)	-	**100%**
3	Aussee Oats India Limited (Subsidiary of FCL Tradevest, formerly known as Aussee Oats India Private Limited)	19.02.2016	100.00	(79.98)	1,642.21	1,642.21	-	2,765.23	(39.44)	(2.92)	(36.52)	-	**50% + 1 Share**
4	Future Food and Products Limited (Subsidiary of FCL Tradevest)	02.08.2010	313.00	1,960.66	2,432.43	2,432.43	-	-	856.69	293.00	563.69	-	**100%**
5	Future Food Processing Limited (Subsidiary of FCL Tradevest)	21.10.2014	201.00	(1,081.92)	119.88	119.88	-	-	(3.13)	-	(3.13)	-	**100%**
6	Integrated Food Park Limited (Subsidiary of FCL Tradevest)	05.02.2015	4,481.30	(10,554.39)	22,429.08	22,429.08	-	1,872.32	(1,746.79)	(69.34)	(1,677.46)	-	**99.93%**
7	MNS Foods Limited (Subsidiary of FCL Tradevest)	04.08.2015	240.00	(1,470.29)	1,324.11	1,324.11	-	1,792.05	38.17	(1.27)	39.44	-	**50.01%**
8	Sublime Foods Limited (Subsidiary of FCL Tradevest)	18.02.2015	437.23	(2,052.89)	15.62	15.62	-	-	9.46	0.00	9.46	-	**51%**
9	Delect Spices and Herbs Private Limited#	18.07.2019	542.47	(197.59)	353.61	353.61	-	-	(31.74)	-	(31.74)	-	**99.82%**
10	Aussee Oats Milling (Private) Limited**	16.09.2014	5,075.95	(70.79)	14,827.65	14,827.65	-	1,061.83	(95.35)	0.00	(95.35)	-	**50% + 1 Share**
11	Bloom Foods and Beverages Private Limited	15.01.2016	100.00	(620.31)	133.31	133.31	-	1,566.38	(2,183.51)	5.10	(2,188.61)	-	**100%**
12	FCEL Overseas FZCO ***	30.07.2014	22.36	920.10	-	-	-	-	17.36	-	17.36	-	**60%**
13	The Nilgiri Dairy Farm Private Limited ("NDFPL")	20.11.2014	241.44	(8,095.49)	2,374.26	2,374.26	-	3,965.73	21.14	296.90	(275.76)	-	**100%**
14	Appu Nutritions Private Limited (Subsidiary of NDFPL)	20.11.2014	10.00	1,183.26	1,325.41	1,325.41	-	-	(369.54)	2.33	(371.87)	-	**100%**
15	Nilgiris Franchise Limited (Subsidiary of NDFPL)	20.11.2014	425.00	131.47	823.49	823.49	-	55.14	647.41	127.11	520.30	-	**100%**
16	Nilgiris Mechanised Bakery Private Limited (Subsidiary of NDFPL)	20.11.2014	14.14	(91.08)	332.85	332.85		-	(58.88)	-	(58.88)	-	**100%**

** Converted into Indian Rupees at the exchange Rate USD 1 = ₹ 73.2475

*** Converted into Indian Rupees at the exchange rate AED 1 = ₹ 22.3645

Note :- 1. The reporting period for all the subsidiaries is 31st March 2023

Note :- 2. Reporting currency of all entities is Indian Rupee Except Aussee Oats Milling (Private Limited) (Reporting Currency USD) & FCEL Overseas FZCO (Reporting Currency AED)

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This report contains forward-looking statements, which may be identified by their use of words like 'plans', 'expects', 'will', 'anticipates', 'believes', 'intends', 'projects', 'estimates', or other words of similar meaning. All statements that address expectations or projections about the future, including but not limited to statements about the Company's strategy for growth, product development, market position, expenditures, and financial results are forwardlooking statements. Forward-looking statements are based on certain assumptions and expectations of future events. The Company cannot guarantee that these assumptions and expectations are accurate or will be realized. The Company's actual results, performance or achievements could thus differ materially from those projected in any such forward looking statements. The Company assumes no responsibility to publicly amend, modify or revise any forward looking statements, on the basis of any subsequent developments, information or events.

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