

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

**Review Report to
The Board of Directors
Future Consumer Limited**

1. We have reviewed the accompanying Statement of Unaudited Consolidated Financial Results of Future Consumer Limited (the "Holding Company") and its subsidiaries (the Holding Company and its subsidiaries together referred to as "the Group") and joint ventures for the quarter ended June 30, 2021 (the "Statement") attached herewith, being submitted by the Holding Company pursuant to the requirements of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (the "Listing Regulations").
2. This Statement, which is the responsibility of the Holding Company's Management and approved by the Holding Company's Board of Directors, has been prepared in accordance with the recognition and measurement principles laid down in Indian Accounting Standard 34, (Ind AS 34) "Interim Financial Reporting" prescribed under Section 133 of the Companies Act, 2013 as amended, read with relevant rules issued thereunder and other accounting principles generally accepted in India. Our responsibility is to express a conclusion on the Statement based on our review.
3. We conducted our review of the Statement in accordance with the Standard on Review Engagements (SRE) 2410, "Review of Interim Financial Information Performed by the Independent Auditor of the Entity" issued by the Institute of Chartered Accountants of India. This standard requires that we plan and perform the review to obtain moderate assurance as to whether the Statement is free of material misstatement. A review of interim financial information consists of making inquiries, primarily of persons responsible for financial and accounting matters, and applying analytical and other review procedures. A review is substantially less in scope than an audit conducted in accordance with Standards on Auditing and consequently does not enable us to obtain assurance that we would become aware of all significant matters that might be identified in an audit. Accordingly, we do not express an audit opinion.

We also performed procedures in accordance with the Circular No. CIR/CFD/CMD1/44/2019 dated March 29, 2019 issued by the Securities and Exchange Board of India under Regulation 33(8) of the Listing Regulations, to the extent applicable.

4. The Statement includes the results of the entities as detailed out in Annexure 1.
5. Based on our review conducted and procedures performed as stated in paragraph 3 above and based on the consideration of the review reports of other auditors referred to in paragraph 7 below, nothing has come to our attention that causes us to believe that the accompanying Statement, prepared in accordance with recognition and measurement principles laid down in the aforesaid Indian Accounting Standards ('Ind AS') specified under Section 133 of the Companies Act, 2013, as amended, read with relevant rules issued thereunder and other accounting principles generally accepted in India, has not disclosed the information required to be disclosed in terms of the Listing Regulations, including the manner in which it is to be disclosed, or that it contains any material misstatement.



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We draw attention to Note 5 of the consolidated financial results, which describes the uncertainties and the impact of Covid-19 pandemic on the Group's operations and recoverability of assets. The estimates as at the date of approval of these consolidated financial results may differ based on the ongoing impact of the pandemic, improvement in the economy and the business of the Group. Our conclusion is not modified in respect of this matter.

7. The accompanying Statement includes the unaudited interim financial results and other financial information, in respect of:

- 12 subsidiaries, whose unaudited interim financial results include total revenues of Rs 13,337.31 Lakhs, total net loss after tax of Rs.1,148.12 Lakhs and total comprehensive loss of Rs. 1,157.77 Lakhs for the quarter ended June 30, 2021, as considered in the Statement which have been reviewed by their respective independent auditors.
- 5 joint ventures, whose unaudited interim financial results include Group's share of net loss of Rs. 445.97 Lakhs and Group's share of total comprehensive loss of Rs. 444.86 Lakhs for the quarter ended June 30, 2021, as considered in the Statement whose interim financial results, other financial information have been reviewed by their respective independent auditors.

The independent auditor's reports on interim financial information/financial results of these entities have been furnished to us by the Management and our conclusion on the Statement, in so far as it relates to the amounts and disclosures in respect of these subsidiaries and joint ventures is based solely on the report of such auditors and procedures performed by us as stated in paragraph 3 above.

8. The accompanying Statement includes unaudited interim financial results and other unaudited financial information in respect of 2 joint ventures, whose interim financial results includes the Group's share of net loss is Rs. Nil and Group's share of total comprehensive loss is Rs. Nil for the quarter ended June 30, 2021.

The unaudited interim financial information/financial results and other unaudited financial information have been approved and furnished to us by the Management and our conclusion on the Statement, in so far as it relates to the affairs of these joint ventures is based solely on such unaudited interim financial results and other unaudited financial information. According to the information and explanations given to us by the Management, these interim financial information/financial results are not material to the Group.



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Our conclusion on the Statement in respect of matters stated in para 7 and 8 above is not modified with respect to our reliance on the work done and the reports of the other auditors and the financial results/financial information certified by the Management.

For S R B C & CO LLP

Chartered Accountants

ICAI Firm registration number: 324982E/E300003



Per Pramod Kumar Bapna

Partner

Membership No.: 105497



UDIN: 21105497AAAABX9277

Place: Mumbai

Date: August 13, 2021

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Annexure 1**List of entities**

Sr No.	Name of the entity
A	Subsidiaries
1	Aadhaar Wholesale Trading and Distribution Limited
2	Affluence Food Processors Private Limited
3	Appu Nutritions Private Limited
4	Avante Snack Foods Private Limited
5	Bloom Foods and Beverages Private Limited
6	Delect Spices and Herbs Private Limited
7	FCEL Food Processors Limited
8	FCEL Overseas FZCO
9	FCL Tradevest Private Limited
10	Future Consumer Products Limited
11	Future Food and Products Limited
12	Future Food Processing Limited
13	Genoa Rice Mills Private Limited
14	Integrated Food Park Limited
15	Nilgiri's Mechanised Bakery Private Limited
16	Nilgiris Franchise Limited
17	The Nilgiri Dairy Farm Private Limited
B	Joint Venture
1	Aussee Oats India Limited
2	Aussee Oats Milling (Private) Limited
3	Fonterra Future Dairy Private Limited
4	Hain Future Natural Products Private Limited
5	Mibelle Future Consumer Product AG
6	Mibelle India Consumer Products Private Limited
7	MNS Foods Limited
8	Sublime Foods Limited



Future Consumer Limited

Regd. Office : Knowledge House, Shyam Nagar, Off. Jogeshwari Vikhroli Link Rd., Jogeshwari (E), Mumbai-60.

Visit us at: www.futureconsumer.in

STATEMENT OF CONSOLIDATED FINANCIAL RESULTS FOR THE QUARTER ENDED JUNE 30, 2021

PARTICULARS (Refer Notes below)	For the Quarter ended June 30, 2021	For the Quarter ended March 31, 2021	For the Quarter ended June 30, 2020	For the Year ended March 31, 2021
	(Unaudited)	(Audited)	(Unaudited)	(Audited)
1 Income				
(a) Revenue from operations	30,550.68	38,626.59	38,053.73	118,451.32
(b) Other Income	923.26	643.81	501.90	2,117.95
Total Income	31,473.94	39,270.40	38,555.63	120,569.27
2 Expenses				
(a) Cost of materials consumed	1,752.20	1,626.33	1,446.90	4,055.96
(b) Purchases of Stock in Trade	27,242.64	32,913.74	24,866.33	94,279.90
(c) Changes in inventories of finished goods, work-in-progress and stock-in-trade	(2,341.81)	(861.48)	8,414.06	10,293.37
(d) Employee benefits expense	1,466.36	1,582.96	1,551.32	6,304.42
(e) Finance Costs	1,676.61	1,380.90	2,032.32	7,229.50
(f) Depreciation, Amortisation and Impairment expenses	1,346.12	1,380.90	1,695.82	5,821.67
(g) Other expenses	2,894.35	11,982.67	4,563.68	32,063.68
Total Expenses	34,036.47	50,006.02	44,570.43	160,048.50
3 Profit / (Loss) before share of profit/(Loss) of an Associate/a Joint Venture and Exceptional items (1-2)	(2,562.53)	(10,735.62)	(6,014.80)	(39,479.23)
4 Share of Profit / (Loss) in Associate Company and Joint Ventures	(580.72)	(226.76)	(746.15)	(2,459.42)
5 Profit / (Loss) before Exceptional items and Tax (3+4)	(3,143.25)	(10,962.38)	(6,760.95)	(41,938.65)
6 Exceptional items	-	(715.74)	-	(4,274.54)
7 Profit / (Loss) before tax (5+6)	(3,143.25)	(11,678.12)	(6,760.95)	(46,213.19)
8 Tax expense / (benefit)				
Current Tax	29.00	17.39	42.81	24.06
Tax relating to prior years	-	(143.91)	-	(143.91)
Deferred Tax	(17.33)	3,960.52	33.23	2,237.43
9 Profit / (Loss) for the period (7-8)	(3,154.92)	(15,512.12)	(6,836.99)	(48,330.77)
10 Other comprehensive income (OCI)				
A (i) Items that will not be reclassified to statement of profit or loss	1.11	187.25	0.17	187.85
(ii) Income tax relating to items that will not be reclassified to statement of profit or loss	-	(37.87)	-	(37.87)
B (i) Items that will be reclassified to statement of profit or loss	(10.96)	(0.95)	(0.24)	22.39
Total other comprehensive income	(9.85)	148.43	(0.07)	172.37
11 Total comprehensive income (9+10)	(3,164.77)	(15,363.69)	(6,837.06)	(48,158.40)
Profit / (Loss) for the year attributable to :				
- Owners of the company	(3,152.70)	(15,511.22)	(6,839.21)	(48,330.32)
- Non-controlling interests	(2.22)	(0.90)	2.22	(0.45)
Other Comprehensive income for the year attributable to :				
- Owners of the company	(9.85)	148.42	0.55	172.36
- Non-controlling interests	-	0.01	(0.62)	0.01
Total Comprehensive income for the year attributable to :				
- Owners of the company	(3,162.55)	(15,362.80)	(6,838.66)	(48,157.96)
- Non-controlling interests	(2.22)	(0.89)	1.60	(0.44)
12 Paid-up equity share capital (Face Value of Rs.6/- per share)	118,415.29	118,415.29	114,459.41	118,415.29
13 Reserves excluding Revaluation Reserves				(59,219.96)
14 Earnings per share attributable to owners of the Group after exceptional item (of Rs.6/- each) (not annualised for interim periods) :				
a) Basic (Rs.)	(0.16)	(0.79)	(0.36)	(2.45)
b) Diluted (Rs.)	(0.16)	(0.79)	(0.36)	(2.45)
Earnings per share attributable to owners of the Group before exceptional item (of Rs.6/- each) (not annualised for interim periods) :				
a) Basic (Rs.)	(0.16)	(0.75)	(0.36)	(2.23)
b) Diluted (Rs.)	(0.16)	(0.75)	(0.36)	(2.23)

**SIGNED FOR IDENTIFICATION
BY**



**SRBC & CO LLP
MUMBAI**

Notes:

- 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 as per Indian Accounting Standard - 108 'Operating Segments'.
- During the quarter there was no acquisition of treasury shares by the ESOP trust or issue of shares due to exercise of stock options.
- During the quarter, the Holding Company has infused additional investments of Rs. 550 lakhs in Forterra Future Dairy Private Limited.
- Key Standalone financial information of the Holding Company is given here below:

PARTICULARS	For the Quarter ended	For the Quarter ended	For the Quarter ended	For the Year ended
	June 30, 2021	March 31, 2021	June 30, 2020	March 31, 2021
	(Unaudited)	(Audited)	(Unaudited)	(Audited)
Revenue from operations	17,533.96	26,595.73	20,193.61	58,743.60
Profit / (Loss) before Tax	(1,262.40)	(14,456.16)	(3,673.07)	(38,976.71)
Total comprehensive income	(1,263.86)	(18,243.59)	(3,685.34)	(40,960.76)

- The COVID-19 pandemic is unprecedented, and the Group has experienced its adverse impact. The Group has faced issues in supply chain, warehousing, packing centres, administrative offices, etc. which has adversely affected the operations of the Group including its ability to be consistent with supplies and sales and which in turn has also impacted liquidity position of the Group. While the Group continues to work very closely with all the stakeholders, the situation continues to be still evolving. The Group has incurred loss before tax during the quarter ended June 30, 2021 primarily owing to the lower volumes, finance costs and depreciation. The Group has adopted several cost reductions measures to address the liquidity crunch to maintain sufficient operational cash flows. The Holding Company has invoked One Time Restructuring (OTR) of loans on November 09, 2020 as per RBI guidelines which has been approved by all the lenders on May 06, 2021; and entered into an agreement with debenture trustees of A K Capital and CDC Emerging Markets on April 05, 2021 and May 04, 2021, respectively, for deferment of repayments of Non-Convertible Debentures. The Group, as at the date of approval of these financial results, has relied on available internal and external sources of information and indicators of economic forecasts, including the impact of Covid-19 while assessing the carrying amounts of current and non-current assets and its repayment obligations on a timely basis up to the date of approval of these financial results. However, the future impact of the global health pandemic and other events may be different from that estimated as at the date of approval of these financial results and the Group will continue to closely monitor any material changes to future economic conditions.

- The Board of Directors of the Holding Company at its meeting held on August 29, 2020 approved the Composite Scheme of Arrangement ("the Scheme") which involves: (i) merger of Future Consumer Limited ("the Company"), and other 18 Transferor Companies with Future Enterprises Limited ("FEL" or "Transferee Company") (ii) Transfer and vesting of the Logistics & Warehousing 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 WCS"); (iii) Transfer and vesting of Retail & Wholesale Undertaking from FEL as a going concern on a slump sale basis to Reliance Retail and Fashion Lifestyle Limited, a wholly owned subsidiary of RRVL ("RRVL WCS"); and (iv) Preferential allotment of equity shares and warrants of FEL to RRVL WCS, pursuant to Sections 230 to 232 and other relevant provisions of the Companies Act, 2013. The combination contemplated under the Scheme has been approved by Competition Commission of India on November 20, 2020. Further stock exchanges have issued observation letter without any adverse observation on January 20, 2021. Pursuant to this, the Scheme has been filed with National Company Law Tribunal Mumbai (NCLT) on January 26, 2021.

Amazon.com Investment Holdings LLC. (Amazon) has initiated arbitration against Future Retail Limited (FRL, a party to the Scheme) and its promoters on October 5, 2020 before Singapore International Arbitration Centre (SIAC). Emergency Arbitrator (EA) has passed an interim order on October 25, 2020 (EA Order) inter alia restraining FRL and promoters from taking any steps in furtherance of the resolution passed on August 29, 2020.

Both, FRL and Amazon have filed suit/challenged each other's position relating to the Scheme/EA Order in various courts of India and the matter is sub-judice and currently pending with Indian Courts for disposal.

The Supreme Court has pronounced its judgment on August 6, 2021 (SC Judgment) wherein it has inter alia held that an order passed by an emergency arbitrator is an order under section 17(1) of the Act. FRL has further informed in its intimation to stock exchanges that FRL intends to pursue all available avenues to conclude the deal to protect the interests of its stakeholders and workforce.

Further in relation to the Arbitration Proceedings, a Tribunal has been constituted by SIAC on January 5, 2021 and FRL has filed two applications before the Tribunal, first being an application under section 16 of the Act challenging the jurisdiction of the Tribunal; and second being an Application under Rule 10 of Schedule I of SIA Rules for vacation of the EA Order. The hearing for both the application was concluded on July 16, 2021 and verdict of the Tribunal is awaited on the said applications. NCLT has heard the application relating to the Scheme and the intervention application filed by Amazon and has reserved the order on the said application filed by Amazon.

- The Holding Company has invoked One Time Restructuring (OTR) of loan from banks on November 09, 2020 as per RBI guidelines vide circular DOR.No.BP.BC/3/21.04.048/2020-21 dated August 6, 2020 on 'Resolution Framework for COVID-19 related stress' and follow on circular vide DOR.No.BP.BC/13/21.04.048/2020-21 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 repayment of loans is extended, bills discounted have been converted into working capital term loan, penal interest is waived, and interest accrued has been converted into loan. Further, the Holding Company has entered into an agreement with debenture trustees of A K Capital and CDC Emerging Markets on April 05, 2021 and May 04, 2021, respectively for deferment of repayments of Non-Convertible Debentures.

Accordingly, the approval of One Time Restructuring and signing of agreement with debenture trustees has the following impact on the Holding 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 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 February 2023;
- NCDs due of Rs. 2,000 lakhs along with interest thereon have been repaid in instalments up to June 2021;
- Principal and interest due on remaining NCDs till August 2021 repayable in instalments till May 2022;



- 8 Government of India's Code for Social Security 2020 (the 'Code') received assent from the President in September 2020. However, the date from when the Code will become applicable and the rules have not yet been notified. The Group will assess the impact of the Code and account for the same once the Code becomes effective and rules are notified.
- 9 The figures for the corresponding previous period have been regrouped/reclassified wherever necessary, to make them comparable.
- 10 The above results were reviewed by the Audit Committee and approved by the Board of Directors at their meetings held on August 13, 2021.
- 11 The financial results will be available on the Company's website - www.futureconsumer.in, and on the website of BSE (www.bseindia.com) and NSE (www.nseindia.com).



Place: Mumbai
Date: August 13, 2021

By Order of the Board
For Future Consumer Limited

Ashni Biyani
Managing Director

Corporate Identity Number of Future Consumer Limited is L52602MH1996PLC192090