

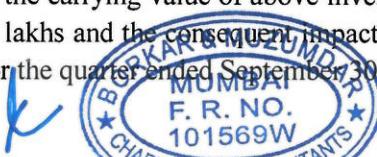
**Independent Auditor's Review Report on the Quarterly and Year to Date Unaudited Standalone Financial Results of the Company Pursuant to the Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended**

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

1. We have reviewed the accompanying statement of unaudited standalone financial results of Future Consumer Limited (the "Company") for the quarter ended December 31, 2023 and Year to date from April 1, 2023 to December 31, 2023 (the "Statement") attached herewith, being submitted by the Company pursuant to the requirements of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (the "Listing Regulations").
2. The Company's Management is responsible for the preparation of the Statement 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 and in compliance with Regulation 33 of the Listing Regulations. The Statement has been approved by the Company's Board of Directors. 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.

**4. Modified Review Conclusion**

As described in Note 3 to the Statement, due to non-availability of financial information and ongoing dispute with the Joint Venture partners, 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 of December 31, 2023. In absence of sufficient and appropriate evidence, we are unable to comment on the carrying value of above investments (including loans, and other assets) amounting to Rs. 9,467.09 lakhs and the consequent impact thereof. Our conclusion was also modified in respect of this matter for the quarter ended September 30, 2023.



Tel. : 66899999 • Email : [AC6@bnmca.com](mailto:AC6@bnmca.com) • Website : [www.bnmca.com](http://www.bnmca.com)

21/168, Anand Nagar Om C.H.S., Anand Nagar Lane, Off Nehru Road, Vakola, Santacruz (E), Mumbai - 400 055

Branches : Ahmedabad • Bangalore • Bhopal • Bilaspur • Delhi • Goa • Indore • Jabaipur • Jaipur • Kolkata

Nagpur • Patna • Pune • Raipur

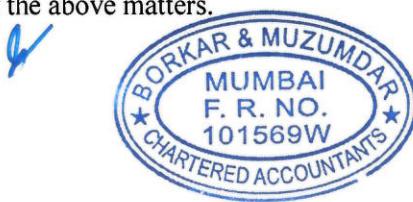
## 5. Material Uncertainty Related to Going Concern

We refer to Note 6 to the Statement, the Company is currently facing significant liquidity crunch which has impacted the operations of the Company during the quarter and period ended December 31, 2023. The Company has incurred loss before tax during the quarter and period ended December 31, 2023 amounting to Rs. 1,161.33 lakhs and Rs. 12,502.89 lakhs respectively (including exceptional items) and has a net capital deficiency of Rs. 25,736.50 lakhs as at December 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. Further, the Company has defaulted on payment of interest/repayment of principal amount on loans from banks/financial institution and unlisted debts securities as a result the banks have classified the loans given to the Company as non-performing assets (NPA). 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 conclusion is not modified with respect to this matter.

## 6. Emphasis of Matter

- a) We draw attention to Note 4 to the Statement, which more fully describes that forensic audits have been initiated on the Company, by SEBI and by lenders, which are currently in progress.
- b) We draw attention to Note 6 to the Statement towards the RBL Bank Limited ("RBL Bank") has outstanding debt obligation including interest of Rs. 1,763.19 lakhs which is secured against immovable property comprising of land and building situated at Veerasandra Village in the district of Bangalore admeasuring 44116 Sq.Fts. ("Secured Assets") owned by Appu Nutritions Private Limited ('wholly owned subsidiary'). RBL Bank informed the Company on December 06, 2023 for taking symbolic possession of the secured assets u/s 13(4) of the Securitisation and Reconstruction of Financial Assets and Enforcement of Security Interest Act, 2002 read with the Security Interest (Enforcement) Rules, 2002 framed thereunder, since the Company and Guarantor have failed to repay the amount due to RBL Bank.
- c) We draw attention to Note 8(a) to statement towards the Scheme of Amalgamation between Future Food and Products Limited and Future Food Processing Limited and the Future Consumer Limited ("The Company") and their respective shareholders under section 230 to 232 and other applicable provisions of the Companies Act, 2013 (hereinafter "the Scheme") was filed in the year 2021. NCLT has approved the said scheme of merger vide order C.A.(CAA)/234/MB-V/2021 dated November 22, 2023 having effective date as November 30, 2023 and appointed date as April 01, 2021. The Company is in process of restating the Financials Statements from appointed date i.e. April 01, 2021 till the date of financial results which will complete before March 31, 2024. Therefore, no accounting impact of merger order is given in the accompanying financial results

Our conclusion is not modified in respect of the above matters.



7. Based on our review conducted as above, except for the possible effects of our observations in para 4 above, nothing has come to our attention that causes us to believe that the accompanying Statement prepared in accordance with the 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.

#### 8. Other Matter

The comparative Ind AS financial information of the company for the corresponding quarter and period ended December 31, 2022 were reviewed by the predecessor auditors i.e. S R B C & CO LLP, Chartered Accountants who expresses modified conclusion on those financial information vide their report on February 13, 2023 and the Ind AS Financial Statements of the company for the year ended March 31, 2023 were audited by predecessor auditors S R B C & CO LLP, Chartered Accountants who expresses qualified opinion on the financial statement vide their report on May 30, 2023.

For and on behalf of  
**Borkar & Muzumdar**  
Chartered Accountants  
FRN: 101569W



Deepak Kumar Jain  
Partner  
Membership No.: 154390  
UDIN: 24154390BKAVTF6461



Date: February 09, 2024

Place: Mumbai

Future Consumer Limited

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

Visit us at: www.futureconsumer.in

**STATEMENT OF STANDALONE FINANCIAL RESULTS FOR THE QUARTER AND NINE MONTHS ENDED DECEMBER 31, 2023**

	PARTICULARS  (Refer Notes below)	(Rs. in lakhs except per share data)					
		For the Quarter ended December 31, 2023		For the Quarter ended September 30, 2023		For the Nine Months ended December 31, 2022	
		(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)	Nine Months ended December 31, 2022	For the Year ended March 31, 2023
<b>1</b>	<b>Income</b>						
	(a) Revenue from operations	28.39	72.01	830.14	201.90	4,838.51	5,173.26
	(b) Other Income	214.11	247.67	1,345.75	707.11	4,140.60	4,874.38
	<b>Total Income</b>	<b>242.50</b>	<b>319.68</b>	<b>2,175.89</b>	<b>909.01</b>	<b>8,979.11</b>	<b>10,047.64</b>
<b>2</b>	<b>Expenses</b>						
	(a) Cost of materials consumed	-	-	259.31	-	609.60	649.13
	(b) Purchases of Stock in Trade	-	1.98	246.11	3.87	2,113.03	2,176.47
	(c) Changes in inventories of finished goods and stock-in-trade	9.11	42.31	504.85	118.08	3,230.60	3,381.49
	(d) Employee benefits expense	113.51	142.28	408.57	482.75	1,458.05	1,779.15
	(e) Finance Costs	1,264.35	1,304.65	1,201.24	3,824.36	3,721.99	5,000.05
	(f) Depreciation and Amortisation expense	27.83	35.25	276.71	221.75	1,568.83	1,769.99
	(g) Other expenses	127.08	115.57	727.97	2,026.65	2,962.87	3,873.59
	<b>Total Expenses</b>	<b>1,541.88</b>	<b>2,684.04</b>	<b>3,624.76</b>	<b>6,677.46</b>	<b>15,665.02</b>	<b>18,629.87</b>
<b>3</b>	<b>Profit / (Loss) before exceptional items and tax (1-2)</b>						
	(1,299.38)	(2,364.36)	(1,448.87)	(5,768.45)	(5,768.45)	(6,685.91)	(8,582.23)
	Exceptional items (Refer Note 5)	138.05	(6,412.11)	(12,052.45)	(6,734.44)	(31,420.02)	(46,188.17)
<b>4</b>	<b>Profit / (Loss) before tax (3+4)</b>						
		<b>(8,151.33)</b>	<b>(8,776.47)</b>	<b>(13,501.32)</b>	<b>(12,502.89)</b>	<b>(38,105.93)</b>	<b>(54,724.63)</b>
<b>5</b>	<b>Tax expense / (benefit)</b>						
	Current Tax	-	-	-	-	-	-
	Tax relating to prior years	-	-	-	-	-	(45.77)
<b>6</b>	<b>Deferred Tax</b>						
	Profit / (Loss) for the period (5-6)	<b>(1,161.33)</b>	<b>(8,776.47)</b>	<b>(13,501.32)</b>	<b>(12,502.89)</b>	<b>(38,105.93)</b>	<b>(54,724.63)</b>
<b>7</b>	<b>Other comprehensive income (OCI)</b>						
	A	(i) Items that will not be reclassified to statement of profit or loss	-	-	-	-	81.89
		(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 or loss	-	-	-	-	-
		<b>Total Other comprehensive income (OCI)</b>	<b>(1,161.33)</b>	<b>(8,776.47)</b>	<b>(13,501.32)</b>	<b>(12,502.89)</b>	<b>(38,105.93)</b>
<b>8</b>	<b>Total comprehensive income (7+8)</b>						
<b>9</b>	<b>Paid-up equity share capital (Face Value of Rs.6/- per share)</b>						
	Reserves excluding Revaluation Reserves						
	Earnings per share (EPS) after exceptional item (of Rs.6/- each) (not annualised for interim periods):						
	a) Basic (Rs.)	(0.06)	(0.44)	(0.68)	(0.63)	(1.92)	(2.76)
	b) Diluted (Rs.)	(0.06)	(0.44)	(0.68)	(0.63)	(1.92)	(2.76)
	Earnings per share (EPS) before exceptional item (of Rs.6/- each) (not annualised for interim periods):						
	a) Basic (Rs.)	(0.07)	(0.12)	(0.07)	(0.28)	(0.33)	(0.43)
	b) Diluted (Rs.)	(0.07)	(0.12)	(0.07)	(0.28)	(0.33)	(0.43)



**Notes:**

- 1** 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 as per Indian Accounting Standard - 108 Operating Segments.
- 2** During the period there was no acquisition of treasury shares by the ESOP trust or issue of shares due to exercise of stock options.
- 3 Note on Qualification in Review Report**  
The Company has investments in Aussie Oats Milling Private Limited (joint venture) and Aussie Oats India Private Limited (step down joint venture) (together referred to as 'JV') of Rs. 9,467.09 lakhs including investments, loans and other assets as on March 31, 2023; Rs. 9,164.90 lakhs). There is a dispute between the Company and said JV partners and due to non-availability of financial results for the quarter and period ended December 31,2023, as a consequence of non-cooperation of the said JV partners which is in direct contravention of court rulings, the Company is unable to determine the fair value of Company's investments in JV as at period end date and consequent impact thereof on the results. However, the Management believe that it will not have a material impact on the financial results for the quarter and period ended December 31, 2023.
- 4** a) 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.
- b) During the previous year, bank borrowing accounts of the Company have been classified as Non Performing Asset (NPA) by all banks 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) had appointed a firm of Chartered Accountants, to carry out forensic audit of the books of account of the Company for the period April 01, 2018 to September 30, 2022, inter-alia in relation to specific transactions provided in the scope. The above forensic audit is currently in progress.
- 5 Exceptional items include the following :**

Particulars	For the quarter ended December 31, 2023	For the quarter ended September 30, 2023	For the quarter ended December 31, 2022	For the Nine Months ended December 31, 2023	For the Nine Months ended December 31, 2022	For the year ended March 31, 2023
						(Rs. in lakhs)
Impairment of Property, Plant and Equipments and Intangibles assets	-	2.81	3,950.09	442.23	17,347.89	16,028.43
Impairment of Investments, Intercorporate deposits including interest thereon	-	6,422.11	12,343.56	6,443.07	17,558.35	28,513.19
Gain on sale of property, plant and equipments	-	(12.81)	-	(12.81)	-	-
Impairment of Assets Held for Sale	-	-	-	-	-	4,233.03
Provisions/Payables written back	(138.05)	-	(4,241.20)	(138.05)	(4,241.20)	(4,241.19)
Others	-	-	-	-	754.98	1,654.71
<b>Total</b>	<b>(138.05)</b>	<b>6,412.11</b>	<b>12,052.45</b>	<b>6,734.44</b>	<b>31,420.02</b>	<b>46,188.17</b>

- 6** The Company is currently facing significant liquidity crunch which has impacted the operations of the Company during the quarter and period ended December 31, 2023. The Company has incurred loss before tax during the quarter and period ended December 31, 2023 amounting to Rs. 1,161.33 lakhs and Rs. 12,502.89 lakhs respectively (including exceptional items, refer note 5 above) primarily owing to the exceptional items, lower volumes, finance costs and depreciation and also has accumulated losses as at December 31, 2023 of Rs. 1,85,502.22 lakhs. Company's current liabilities exceeded its current assets by Rs. 54,667.49 lakhs as at the quarter and period 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 debt securities as a result the banks have classified the loans given to the Company as non-performing assets (NPA). The Company has total debt servicing obligations due (including interest accrued) aggregating to Rs. 47,899.40 lakhs as at December 31, 2023.

Further, RBL Bank Limited ("RBL Bank") has outstanding debt obligation including interest of Rs. 1,763.19 lakhs which is secured against immovable property comprising of land and building situated at Veerasandra Village in the district of Bangalore admeasuring 44116 Sq.Ft. ("Secured Assets") owned by Appu Nutritions Private Limited (wholly owned subsidiary). RBL Bank informed the Company on December 06, 2023 for taking symbolic and physical possession of the secured assets u/s 13(4) of the Securitisation and Reconstruction of Financial Assets and Enforcement of Security Interest Act, 2002 read with the Security Interest (Enforcement) Rules, 2002 framed thereunder, since the Company and Guarantor have failed to repay the amount due to RBL Bank.

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 Rs. 37,819.32 lakhs and has recorded an expected credit loss on the entirety of the receivable from the said customer in earlier year(s).



**Notes:**

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 monetise its assets as agreed with the lenders during the said period. On February 9, 2023, March 21, 2023, June 12, 2023, September 14, 2023, December 28, 2023 and January 16, 2024 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. Currently, JLM has restricted the banking transactions of the Company. JLM has also indicated initiation of legal action for recovery of dues.

During the period ended December 31, 2023 the Board of "The Nilgiri Dairy Farm Private Limited ('NDPFL')" and "Aadhaar Wholesale Trading and Distribution Limited ('AWTDL')" material wholly owned subsidiaries of the Company has approved transfer of business undertaking to 'AVA Cholayil Healthcare Private Limited' ('Purchaser') and 'Brescon CAT-1 (AIF) Special Situation Fund' ('Purchaser') respectively by way of a lump sum sale for an aggregate consideration of Rs. 6,700 lakhs and Rs. 2,300 lakhs respectively and other terms as agreed by and between the subsidiary companies and the said Purchasers. In the meeting with lenders in JLM dated January 16, 2024 it was discussed that the Company will initiate Swiss Challenge Process through an agency, being appointed by the Company in consultation with lenders, taking bid of AVA Cholayil Healthcare Pvt Ltd and Brescon as Anchor Bidder. Successful bidder will be decided after Swiss Challenge Process.

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 results 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 5 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 results are prepared on a going concern basis.

<sup>7</sup> 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").

During May 2023, an interlocutory application has been filed against the Company in Hon'ble National Company Law Tribunal (NCLT) wherein the resolution professional being Applicant has prayed to declare payments made by the Corporate Debtor to the Company during FY 2020-21 and FY 2021-22 towards supply of goods to be preferential in nature and accordingly direct the Company to refund monies to the tune of Rs. 83,918 lakhs to the Corporate Debtor, in accordance with Section 44 of the Code.

The Company is of the view that all payments received from Future Retail Limited were in the ordinary course of business and there were no preferential payments received. The Company is in the process of filing response in this regard.

**8 Business Combination**

a) The Scheme of Amalgamation between Future Food and Products Limited and Future Food Processing Limited and the Future Consumer Limited ("The Company") and their respective shareholders under section 230 to 232 and other applicable provisions of the Companies Act, 2013 (hereinafter "the Scheme") was filed in the year 2021. NCLT has approved the said scheme of merger vide order C.A.(CAA)234/MB-V/2021 dated November 22, 2023 having effective date as November 30, 2023 and appointed date as April 01, 2021. The Company is in process of restating the Financial Statements from appointed date i.e. April 01, 2021 till the date of financial results which will complete before March 31, 2024. Therefore, no accounting impact of merger order is given in the accompanying financial results.

b) The Company has filed Scheme of Amalgamation between the Company, Bloom Foods And Beverages Private Limited and Nilgiris Franchise Limited and Nilgiris' Mechanised Bakery Private Limited and their respective shareholders under section 230 to 232 and other applicable provisions of the Companies Act, 2013 (hereinafter "the Scheme"). The Board has approved amendment to the said scheme by changing the appointed date of the scheme from April 01, 2022 to April 01, 2023 and filing of the same is in process.

<sup>9</sup> The vice chairman and non-executive director of the Company, Mr. Kishore Biyani, informed the Company that he has incurred disqualification in terms of the provisions of Section 164(2) of the Companies Act, 2013 and stands vacated the office w.e.f. October 21, 2023.



**Notes:**

- 10 The figures for the corresponding previous period have been regrouped/reclassified wherever necessary, to make them comparable.
- 11 The above results were reviewed by the Audit Committee and approved by the Board of Directors at their meetings held on February 09, 2024.
- 12 The financial results will be available on the Company's website - [www.futureconsumer.in](http://www.futureconsumer.in), and on the website of BSE ([www.bseindia.com](http://www.bseindia.com)) and NSE ([www.nseindia.com](http://www.nseindia.com)).

