

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

To,
The Board of Directors of
Future Consumer Limited

Report on the audit of the Standalone Financial Results

Qualified Opinion

1. We have audited the accompanying statement of quarterly and year to date standalone financial results of Future Consumer Limited (the "Company") for the quarter ended March 31, 2024 and for the year ended March 31, 2024 (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. In our opinion and to the best of our information and according to the explanations given to us, except for the possible effects of the matter described in the "Basis for Qualified Opinion" section of our report, the Statement:
 - i. is presented in accordance with the requirements of the Listing Regulations in this regard; and
 - ii. gives a true and fair view in conformity with the applicable accounting standards and other accounting principles generally accepted in India, of the net loss and other comprehensive income and other financial information of the Company for the quarter ended March 31, 2024 and for the year ended March 31, 2024.

Basis for Qualified Opinion

3. 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 March 31, 2024. 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. 9,564.13 lakhs and the consequent impact thereof.
4. We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Companies Act, 2013, as amended ("the Act"). Our responsibilities under those Standards are further described in the "Auditor's Responsibilities for the Audit of the Standalone Financial Results" section of our report. We are independent of the Company in accordance with the Code of Ethics issued by

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the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the standalone 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 obtained by us is sufficient and appropriate to provide a basis for our qualified opinion.

Material Uncertainty Related to Going Concern

5. We refer to Note 6 to the Statement. The Company incurred a loss before tax during the quarter and period ended March 31, 2024, amounting to Rs. 6,789.94 lakhs and Rs. 19,077.66 lakhs respectively (including exceptional items) and has a net capital deficiency of Rs. 29,542.87 lakhs as at March 31, 2024. The Company has also suffered consistent downgrades in its credit ratings, significantly impairing its ability to raise funds and substantially curtailing normal business operations. Furthermore, the Company has defaulted on the repayment of loans and interest to banks, leading the lenders to classify the Company's account as Non-performing Assets (NPA). Additionally, the Company received a notice on April 26, 2024, from Catalyst Trusteeship Limited regarding outstanding 11.07% Non-Convertible Debentures amounting to Rs. 21,683.3 lakhs as of March 31, 2024, demanding repayment within 15 days from the date of the notice. Further, RBL Bank Limited ("RBL Bank") has taken physical possession of land and buildings situated at Veerasandra Village in the district of Bangalore, measuring 44,116 Sq. Ft. ("Secured Assets"), owned by Appu Nutritions Private Limited (a wholly-owned subsidiary) against term loan obligation of the Company. These events/conditions, along with other matters, set forth in said note indicate the existence of material uncertainty that may cast significant doubt on the Company's ability to continue as a going concern. As explained in the aforementioned note, management is of the view that the appropriateness of the going concern assumption depends on the Company's ability to arrange sufficient liquidity through the monetization 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

6. We draw attention to Note 4 to the Statement, which more fully describes that certain forensic audits have been initiated on the Company, by SEBI and by lenders, which are currently in progress.
7. We draw attention to Note 6 to the Statement towards outstanding debt obligation including interest of Rs. 1,808.81 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') payable to the RBL Bank Limited ("RBL Bank"). As on January 23, 2024 the RBL Bank has taken 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. Further, RBL Bank informed the Company on April 23, 2024 about publication of E-Auction sale notice in few newspapers for sale of the said Mortgaged Property on May 30th, 2024.



8. We draw attention to Note 6 to statement towards the Company has outstanding 11.07% Non-Convertible Debentures of Rs. 21,683.30 lakhs (Including principle of Rs 15,882.35 lakhs and Interest accrued of Rs 5,800.97 lakhs) as at March 31, 2024 to British International Investment Plc ("BII") through Catalyst Trusteeship Limited ('debenture trustee' or 'CTL') which is secured against fixed assets of its subsidiary. On April 26, 2024 the CTL has issued notice to the Company and Integrated Food Park Limited ('Wholly Owned Subsidiary' or 'IFPL') to repay the outstanding amount within 15 days from the date of notice, failure of which shall lead to initiation of mortgaged immovable properties situated at Tumkur, Karnataka, owned by IFPL.
9. 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 accounting treatment for the said transaction have been taken in Book of Accounts effective from appointed date. Accordingly figures of the company for the corresponding quarters ended March 31, 2023 and December 31, 2023 and for the year ended March 31, 2023, were restated in the statement in accordance with the Scheme of Amalgamation between Future Food and Products Limited, Future Food Processing Limited, and Future Consumer Limited ('the Company')."

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

Management's Responsibility for the Standalone Financial Results

10. The Statement has been prepared on the basis of the standalone annual financial statements. The Board of Directors of the Company are responsible for the preparation and presentation of the Statement that gives a true and fair view of the net loss and other comprehensive income of the Company and other financial information in accordance with the applicable accounting standards prescribed under Section 133 of the Act read with relevant rules issued thereunder and other accounting principles generally accepted in India and in compliance with Regulation 33 of the Listing Regulations. 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 Statement that give a true and fair view and are free from material misstatement, whether due to fraud or error.
11. In preparing the Statement, the Board of Directors are 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 the Board of Directors either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.



12. The Board of Directors are also responsible for overseeing the Company's financial reporting process.

Auditor's Responsibilities for the Audit of the Standalone Financial Results

13. Our objectives are to obtain reasonable assurance about whether the Statement as a whole is 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 the Statement.
14. 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 Statement, 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 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 the Board of Directors.
 - Conclude on the appropriateness of the Board of Directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the 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 financial results or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
 - Evaluate the overall presentation, structure and content of the Statement, including the disclosures, and whether the Statement represents the underlying transactions and events in a manner that achieves fair presentation.
15. 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.



16. 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.

Other Matter

17. The comparative Ind AS financial information of the company for the corresponding quarter and 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.
18. The statement includes the results for the quarter ended March 31, 2024 being the balancing figures between the audited figures in respect of the full financial year ended March 31, 2024 and the published ("restated") unaudited year-to-date figures up to the third quarter of current financial year, which were subjected to a limited review by us, as required under the Listing Regulation.

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



Deepak Kumar Jain
Partner
Membership No.: 154390
UDIN: 241453908KAVVG5133

Date: May 23, 2024
Place: Mumbai

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

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STATEMENT OF STANDALONE FINANCIAL RESULTS FOR THE QUARTER AND YEAR ENDED MARCH 31, 2024

(Rs. in lakhs except per share data)

PARTICULARS (Refer Notes below)	For the Quarter ended March 31, 2024	For the Quarter ended December 31, 2023	For the Quarter ended March 31, 2023	For the Year ended March 31, 2024	For the Year ended March 31, 2023
	(Audited)	(Unaudited)	(Audited)	(Audited)	(Audited)
	(Refer Note 10)	(Refer Note 8(a))	(Refer Note 10 & 8(a))	(Audited)	(Refer Note 8(a))
1 Income					
(a) Revenue from operations	15.58	28.39	334.76	217.48	5,173.27
(b) Other income	203.81	285.23	800.91	1,128.54	5,171.59
Total Income	219.39	313.62	1,135.67	1,346.02	10,344.86
2 Expenses					
(a) Cost of materials consumed	-	-	39.53	-	649.13
(b) Purchases of Stock in Trade	2.09	-	63.38	5.96	2,176.48
(c) Changes in inventories of finished goods and stock-in-trade	-	9.11	150.89	118.08	3,381.49
(d) Employee benefits expense	78.50	113.52	321.10	561.25	1,779.15
(e) Finance Costs	1,910.76	1,264.34	1,278.06	5,735.12	5,000.04
(f) Depreciation and Amortisation expense	29.65	27.82	201.15	251.40	1,769.99
(g) Other expenses	1,207.58	127.97	912.14	3,236.69	3,896.59
Total Expenses	3,228.58	1,542.77	2,966.25	9,908.50	18,652.87
3 Profit / (Loss) before exceptional items and tax (1-2)	(3,009.19)	(1,229.15)	(1,830.58)	(8,562.48)	(8,308.01)
4 Exceptional items (Refer Note 5)	(3,780.75)	138.05	(13,752.68)	(10,515.18)	(44,593.35)
5 Profit / (Loss) before tax (3+4)	(6,789.94)	(1,091.10)	(15,583.26)	(19,077.66)	(52,901.36)
6 Tax expense / (benefit)					
Current Tax	-	-	-	-	-
Tax relating to prior years	-	-	(45.77)	-	(45.77)
Deferred Tax	-	-	-	-	-
7 Profit / (Loss) for the period (5-6)	(6,789.94)	(1,091.10)	(15,537.49)	(19,077.66)	(52,855.59)
8 Other comprehensive income / (loss) (OCI)					
A					
(i) Items that will not be reclassified to statement of profit or loss	(0.32)	-	81.89	(0.32)	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	-	-	-	-	-
Total other comprehensive income / (loss) (OCI)	(0.32)	-	81.89	(0.32)	81.89
9 Total comprehensive income / (loss) (7+8)	(6,790.26)	(1,091.10)	(15,455.60)	(19,077.98)	(52,773.70)
10 Paid-up equity share capital (Face Value of Rs.6/- per share)				1,19,629.04	1,19,192.24
11 Reserves excluding Revaluation Reserves				(1,49,171.91)	(1,29,725.76)
12 Earnings per share (EPS) after exceptional item					
(of Rs.6/- each) (not annualised for interim periods):					
a) Basic (Rs.)	(0.34)	(0.05)	(0.78)	(0.96)	(2.66)
b) Diluted (Rs.)	(0.34)	(0.05)	(0.78)	(0.96)	(2.66)
Earnings per share (EPS) before exceptional item					
(of Rs.6/- each) (not annualised for interim periods):					
a) Basic (Rs.)	(0.15)	(0.06)	(0.09)	(0.43)	(0.42)
b) Diluted (Rs.)	(0.15)	(0.06)	(0.09)	(0.43)	(0.42)



STANDALONE BALANCE SHEET

(Rs. in lakhs)

PARTICULARS	As at March 31, 2024	As at March 31, 2023
	(Audited)	(Audited) (Refer Note 8(a))
A ASSETS		
Non-Current Assets		
(a) Property, Plant and Equipment	380.01	1,552.02
(b) Other Intangible Assets	1.38	160.99
(c) Right-of-use assets	81.03	250.70
(d) Financial Assets		
(i) Investments	7,771.28	6,968.26
(ii) Loans	17,533.01	24,729.47
(iii) Other Financial Assets	2,816.21	4,749.80
(e) Other Assets	540.40	677.44
Total non-current assets	29,123.32	39,088.68
Current Assets		
(a) Inventories	-	118.08
(b) Financial Assets		
(i) Trade Receivables	139.42	2,823.59
(ii) Cash and cash equivalents	428.34	934.58
(iii) Bank Balances other than (ii) above	161.43	151.74
(iv) Loans	-	122.84
(v) Other Financial Assets	27.94	133.00
(c) Other Assets	759.48	628.47
	1,516.61	4,912.30
Assets held for Sale	3,165.43	4,780.57
Total current assets	4,682.04	9,692.87
TOTAL ASSETS	33,805.36	48,781.55
B EQUITY AND LIABILITIES		
Equity		
(a) Equity Share Capital	1,19,629.04	1,19,192.24
(b) Other Equity	(1,49,171.91)	(1,29,725.76)
Total Equity	(29,542.87)	(10,533.52)
LIABILITIES		
Non-current liabilities		
(a) Financial Liabilities		
(i) Lease Liabilities	60.42	208.58
(b) Provisions	29.43	77.43
Total non-current liabilities	89.85	286.01
Current liabilities		
(a) Financial Liabilities		
(i) Borrowings	40,890.23	40,859.25
(ii) Lease Liabilities	53.54	91.60
(iii) Trade Payables		
(a) Total outstanding dues of micro enterprises and small enterprises	413.78	397.37
(b) Total outstanding dues of creditors other than micro enterprises and small enterprises	3,105.58	2,895.23
(iv) Other Financial Liabilities	9,022.28	4,893.72
(b) Provisions	144.00	239.69
(c) Other Current Liabilities	9,628.97	9,652.20
Total current liabilities	63,258.38	59,029.06
TOTAL EQUITY AND LIABILITIES	33,805.36	48,781.55



Statement of Standalone Cash flows for the year ended 31st March, 2024

(Rs. in lakhs)

Particulars	Year ended 31st March 2024	Year ended 31st March 2023
	Audited	(Audited) (Refer Note 8(a))
Cash flows from operating activities		
Net (loss) / profit before tax as per the Statement of Profit and Loss	(19,077.66)	(52,901.37)
Adjustments to reconcile profit before tax to net cash flows:		
Exceptional items (Refer note 5)	10,515.18	44,593.35
Finance costs	5,735.12	5,000.05
Interest Income	(551.88)	(3,193.28)
Interest on income tax refund	(2.50)	(32.56)
Provision no longer required written back	(10.00)	(52.08)
Provision on balances with government authorities	-	324.84
Net loss/(gain) on disposal of property, plant and equipment (including asset held for sale)	16.82	352.40
Net loss/(gain) on financial assets measured at fair value through profit or loss	(426.74)	(369.99)
Net unrealised exchange (gain)/loss	(95.43)	(506.54)
Expected Credit Loss on trade and other receivables	2,490.49	273.89
Bad Debts and Advances Written Off	35.76	328.81
Depreciation and Amortization Expenses	251.40	1,769.99
Share-based payment expenses	2.08	13.12
Loss on written off ICD	8.44	-
Gain on termination of Lease Assets	(8.13)	(863.36)
	17,960.61	47,638.64
	(1,117.05)	(5,262.73)
Working capital adjustments:		
Decrease in trade receivables and other financial assets	259.78	13,859.42
Decrease in inventories	118.08	3,799.17
(Increase) in other assets	(131.02)	(337.23)
Increase / (Decrease) in trade payables	226.77	(1,024.30)
(Decrease) in provisions	(144.00)	(456.75)
Increase/ (Decrease) in other liabilities	281.43	(9,039.22)
	611.04	6,801.09
Cash flow from operations	(506.01)	1,538.36
Income taxes (paid)/refund		892.49
Net cash flow from/(used in) operating activities	(506.01)	2,430.85
Cash flows from investing activities		
Proceeds on Sale of Investments (including asset held for sale)	1,101.72	4,460.29
Inter Corporate Deposits Given	-	(2,152.44)
Loans refunded	401.52	6,099.43
Interest received	87.29	3,091.28
Purchase of property, plant and equipment	-	(21.85)
Proceeds from sale of property, plant and equipment (including asset held for sale)	120.95	474.93
Advance Received Against Assets Held for Sale	-	(1,100.00)
Net cash flow from investing activities	1,711.48	10,851.64
Cash flows from financing activities		
Proceeds from sale of treasury shares	66.55	10.59
Repayment of long term borrowings	-	(5,657.91)
Payment of Lease Liabilities	(61.36)	(174.30)
Repayment of short term borrowings (net)	-	(5,660.37)
Interest paid	(1,716.90)	(2,905.51)
Net cash flow (used in) financing activities	(1,711.71)	(14,387.50)
Net increase / (decrease) in cash and cash equivalents	(506.23)	(1,105.02)
Cash and cash equivalents at the beginning of the year	934.58	2,039.59
Cash and cash equivalents at the end of the year	428.34	934.58



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 year there was no acquisition of treasury shares by the ESOP trust or issue of shares due to exercise of stock options. However, during the year, the ESOP trust has sold 72,80,000 number of shares in the open market.
- 3 **Note on Qualification in Audit Report**
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. 9,564.13 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 statements/results for the quarter and year ended March 31, 2024, 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 year end date and consequent impact thereof on the financial results/statements. However, the Management believe that it will not have a material impact on the standalone financial results/statements for the quarter and year ended March 31, 2024.
- 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 account of the Company and some other entities for review period being the financial year ended March 31, 2020, March 31,2021, and March 31,2022. 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) has 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 provide in the scope. The above forensic audit is currently in progress.
- 5 Exceptional items include the following :

Particulars	(Rs. in lakhs)				
	For the quarter ended March 31, 2024	For the quarter ended December 31, 2023	For the quarter ended March 31, 2023	For the year ended March 31, 2024	For the year ended March 31, 2023
Impairment of Property, Plant and Equipments and Intangibles assets	-	-	578.57	442.23	16,028.43
Impairment of Investments	1,078.42	-	768.60	1,099.38	14,640.47
Impairment of Intercorporate deposits including interest thereon	2,564.28	-	11,718.58	8,986.39	13,882.13
Impairment of Asset Held for Sale	-	-	1,658.08	-	4,233.03
Provisions/Payables written back	-	-	-	-	(4,241.19)
Gain on sale of Property, Plant and Equipments	-	-	-	(12.81)	(588.76)
Others	138.05	(138.05)	(971.15)	-	639.23
Total	3,780.75	(138.05)	13,752.68	10,515.18	44,593.35



Notes:

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The Company is currently facing significant liquidity crunch which has impacted the operations of the Company during the quarter and year ended March 31, 2024. The Company has incurred loss before tax during the quarter and year ended March 31, 2024 amounting to Rs. 6,789.94 lakhs and Rs. 19,077.66 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 March 31, 2024 of Rs. 1,96,904.04 lakhs. Company's current liabilities exceeded its current assets by Rs. 58,576.34 lakhs as at the quarter and 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 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 debentures (including interest accrued) aggregating to Rs. 49,361.12 lakhs as at March 31, 2024.

Further, RBL Bank Limited ("RBL Bank") has outstanding debt obligation including interest of Rs. 1,808.81 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'). As on January 23, 2024 the RBL Bank has taken 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. Further, RBL Bank informed the Company on April 23, 2024 about publication of E-Auction sale notice in few newspapers for sale of the said Mortgaged Property on 30th May 2024.

Further, the Company has outstanding 11.07% Non Convertible Debentures of Rs. 15,882.35 lakhs and interest of Rs. 5,800.97 lakhs aggregating to Rs. Rs. 21,683.32 lakhs as at March 31, 2024 to British International Investment Plc ("BII") Catalyst Trusteeship Limited ('debenture trustee' or 'CTL') which is secured against fixed assets of the subsidiary. On April 26, 2024 the CTL has issued notice to the Company and Integrated Food Park Limited ('Wholly Owned Subsidiary' or 'IFPL') to repay the outstanding amount within 15 days from the date of notice, failure of which shall lead to initiation of mortgaged immovable properties situated at Tumkur, Karnataka, owned by IFPL.

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. 37,819.43 lakhs and had recorded an expected credit loss on the entirety of the receivable from the said customer in earlier year(s).

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 Monetization 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, January 16, 2024 and March 11, 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 March 31, 2024 the Board of "The Nilgiri Dairy Farm Private Limited ('NDFPL') 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 slump 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 declared after Swiss Challenge Process. In terms of the same, the Company has appointed IDBI Capital as swiss process advisor and DSK legal counsel as Company legal counsel for completion of swiss challenge process. Currently, the Swiss challenge process is in progress.

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, earning royalty income on company owned brands like Kara, Thinkskin and other brands, cost optimization, 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 utilized 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.



Notes:

7 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 accounting treatment for the said transaction have been taken in Book of Accounts effective from appointed date. Accordingly, figures for the quarter and year ended March 31, 2023 and quarter ended December 31, 2023 have been restated.

b) The Company has filed Scheme of Amalgamation between the Company, Bloom Foods And Beverages Private Limited and Nilgiris Franchise Limited and Nilgiri's 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 passed the resolution for withdrawal of said scheme in board meeting held on May 23, 2024.

9 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.

10 The figures for the Quarters ended March 31, 2024 and March 31, 2023 respectively are the balancing figures between the audited figures in respect of the full financials years ended on those dates and the published reviewed year-to-date figures upto the third quarter of the respective financial year.

11 The above results were reviewed by the Audit Committee and approved by the Board of Directors at their meetings held on May 23, 2024.

12 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).

By Order of the Board
For Future Consumer Limited


Samson Samuel
Managing Director
DIN : 07523995



Place: Mumbai
Date: May 23, 2024

Corporate Identity Number of Future Consumer Limited is L52602MH1996PLC192090





**FUTURE
CONSUMER**

FUTURE CONSUMER LIMITED

Corporate Office : 3rd Floor, Sobo Brand Factory, Near Haji Ali, Pt. Madan Mohan Malviya Road, Tardeo, Mumbai - 400 034.

(T) +91 22 6620 1410

Regd. Office : Knowledge House, Shyam Nagar, Off JVL R, Jogeshwari (East), Mumbai - 400 060

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Statement on Impact of Audit Qualifications for the Financial Year ended March 31, 2024 [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	217.48	Refer Note II e (ii)
	2.	Total Expenditure	9,908.50	
	3.	Net Profit/(Loss)	(19,077.66)	
	4.	Earnings Per Share	(0.96)	
	5.	Total Assets	33,805.36	
	6.	Total Liabilities	63,348.23	
	7.	Net Worth	(29,542.87)	
	8.	Any other financial item(s) (as felt appropriate by the management) Share of Profits/ Losses of JVs and Associates Exceptional Items	(10,515.18)	
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: No material impact		
		(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. 9,564.13 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 statements/results for the quarter and year ended March 31, 2024, 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 year end date and consequent impact thereof on the financial results/statements. However, the Management believe that it will not have a material impact on the standalone financial results/statements for the quarter and year ended March 31, 2024.		
		(iii) Auditors' Comments on (i) or (ii) above:	None, below qualification included in Audit Report: 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 March 31, 2024. 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. 9,564.13 lakhs and the consequent impact thereof.	



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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:

- Managing Director - Mr. Samson Samuel 
- CFO - Mr. Rajendra Bajaj 
- Audit Committee Chairman - Mr. Birendra Kumar Agarwal 
- Statutory Auditor - For Borkar & Mazumdar
Chartered Accountants
ICAI Firm Registration : 101569W



Mr. Deepak Kumar Jain
Partner
M No. - 154390

Place: Mumbai
Date: May 23, 2024