

FUTURE CONSUMER LIMITED (Formerly Future Consumer Enterprise Limited)

Corporate Office: 247 Park, Tower "C", 8th Floor, LBS Marg, Vikhroli (W), Mumbai - 400 083

(T) +91 22 6119 0000 | www.futureconsumer.in

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

(T) +91 22 6644 2200 | CIN: L52602MH1996PLC192090

9th September, 2020

To, BSE Limited

Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai-400 001

Scrip Code: 533400

To,

National Stock Exchange of India Limited

Exchange Plaza,

Bandra Kurla Complex,

Bandra (East), Mumbai-400 051 **Scrip Code: FCONSUMER**

Dear Sir,

Sub.: Intimation of Credit Rating

This is to inform you that, the Company has received letter(s) from CARE Ratings Limited dated 8th September, 2020 for credit rating in respect of Bank Facilities and Non-Convertible Debentures, details of which are as under:

Facility / Instrument	Amount (Rs. in Crore)	Rating	Rating Action
Non-Convertible	20.00	CARE D	Revised from CARE BB
Debentures		(Single D)	(Double B)
		(0)	Rating removed from
			credit watch with
			developing implications
Long-term Bank	266.00	CARE C	Revised from CARE BB
Facilities		(Single C)	(Double B)
(Fund-based)			Rating removed from
			credit watch with
			developing implications
Short-term Bank	70.00	CARE A4	Reaffirmed
Facilities		(A Four)	Rating removed from
(Fund-based)			credit watch with
			developing implications
Short-term Bank	25.00	CARE A4	Reaffirmed
Facilities		(A Four)	Rating removed from
(Non-fund-based)			credit watch with
			developing implications
Long/Short-term Bank	109.00	CARE C/ CARE A4	Revised from CARE
Facilities		(Single C/ A Four)	BB/ CARE A4
(Fund-based)			(Double B/ A Four)



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			Rating removed from credit watch with
			developing implications
Long-term Bank	45.50	CARE C	Revised from CARE BB
Facilities		(Single C)	(Double B)
(Term Loan)			Rating removed from
			credit watch with
			developing implications
TOTAL	535.50		

Further, please find enclosed herewith letter dated 8th September, 2020 received from CARE Ratings Limited, providing reason/rationale for the ratings assigned by them.

Kindly consider this as an intimation in terms of the provisions of Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended.

Thanking you,

Yours truly,

For Future Consumer Limited

Manoj Gagvani

Company Secretary & Head - Legal

Encl.: as above



CARE/HO/RR/2020-21/1396

Mr. Sailesh Kedawat
Chief Financial Officer
Future Consumer Ltd.
(erstwhile Future Consumer Enterprise Ltd.)
8th Floor, Tower C, 247 Park,
LBS Marg, Vikhroli West,
Mumbai - 400083

September 8, 2020

Confidential

Dear Sir,

Credit rating of Bank facilities for Rs. 515.50 crore and long term instruments of Rs. 20 crore

Please refer to our communication dated September 8, 2020 on the above subject.

- 2. The rationale for the rating is attached as an **Annexure-I**.
- 3. We request you to peruse the annexed document and offer your comments, if any. We are doing this as a matter of courtesy to our clients and with a view to ensure that no factual inaccuracies have inadvertently crept in. Kindly revert as early as possible. In any case, if we do not hear from you by end of day we will proceed on the basis that you have no comments to offer.

If you have any further clarifications, you are welcome to approach us.

Thanking you,

Yours faithfully,

Arunava Paul (Asst. General Manager)

Encl.: As above

Annexure-I Rating Rationale

Future Consumer Limited September 8, 2020

Ratings

Facilities	Amount	Rating ¹	Rating Action
	(Rs. crore)		
Long-term Bank Facilities	266	CARE C	Revised from CARE BB
(Fund-based CC)		(Single C)	(Double B)
			rating removed from credit
			watch with developing
			implications
Short-term Bank Facilities	70	CARE A4	Reaffirmed
(Fund-based)		(A Four)	(rating removed from credit
			watch with developing
			implications)
Short-term Bank Facility (Non-	25	CARE A4	Reaffirmed
fund-based)		(A Four)	(rating removed from credit
			watch with developing
			implications)
Long/Short-term Bank Facilities	109	CARE C/CARE A4	Revised from CARE BB/
(Fund-based)		(Single C/A Four)	CARE A4
			(Double B/A Four)
			(Rating removed from credit
			watch
			with developing implications)
Long-term Bank Facility (Term	45.50	CARE C	Revised from CARE BB
Loan)		(Single C)	(Double B)
			rating removed from credit
			watch with developing
			implications
Total	515.50		
	(Rs. Five hundred and fifteen		
	crore and fifty lakhs only)		
Long term instruments:	20	CARE D	Revised from CARE BB
Non-convertible debentures		(Single D)	(Double B)
(NCD)			rating removed from credit
			watch with developing
			implications

Details of instruments/facilities in Annexure-1

Detailed Rationale & Key Rating Drivers

The revision of ratings assigned to the Long-Term Instruments of Future Consumer Limited (FCL) is on account of delay in servicing of its interest and principal due on September 5, 2020 on its Non-Convertible Debentures (NCD's) bearing ISIN INE220J07113. The default is primarily on account of poor liquidity position due to subsequent lockdowns in the wake of corona virus pandemic (Covid19). The pandemic has led to a general slowdown in the economy impacting the cash cycle and increased likelihood of delay of collection of receivables.

¹Complete definitions of the ratings assigned are available at <u>www.careratings.com</u> and in other CARE publications.

The other issues raised by CARE in its press release dated July 27, 2020, i.e. weakened credit profile of its key customer – Future Retail Limited (FRL), weakening of company's operational performance, decline in overall market capitalization of Future Group due to high promoter pledge thereby impacting financial flexibility, dependence on group companies for revenue and high working capital cycle continue to constrain the ratings. Consequently, the ratings for other bank facilities have also been revised as there is a very high risk of default regarding timely servicing of financial obligations on its own capability. The ratings have now been removed from credit watch.

The ratings factor in the experienced promoter group of FCL in retail sector as well as its presence across the fast moving consumer goods (FMCG) value chain. CARE notes that the Future Group has entered into an agreement with Reliance Group for asset/stake sale. An update about the upcoming transaction is provided in our Press Release (Credit Update) dated September 8, 2020. Early consummation of the transaction (subject to receipt of regulatory approvals) is critical towards alleviation of Future Group's current liquidity issues. The timeliness of consummation of the aforementioned transaction remains key rating monitorable. Going forward, upon the proposed transaction being effective, it is understood that FCL as an entity shall stand dissolved. CARE shall continue to monitor the developments pertaining to FCL until occurrence of such event.

Key Rating Sensitivities

Positive

- Strong and resilient recovery in operations and cash flows across the Future Group. Commensurate infusion of equity/monetization of assets to trim existing debt could also be positive for the rating.
- Stronger-than-anticipated business performance due to fast ramp-up of operations and cost optimization measures leading to improvement of PBILDT margin

Negative

• Delay in external financing support could increase the probability of default for other bank facilities/instruments.

Detailed description of the key rating drivers

Weakening of credit profile and liquidity of key customer

FCL has significant financial and operational linkages with FRL which is its largest customer accounting for almost 80% of its sales annually. Due to the coronavirus pandemic, the retail sector has been one of the most adversely affected following the lockdown imposed by the Government and its subsequent extensions. With relaxations permitted, FRL's sales are expected to improve, however CARE estimates the recovery to be slower than expected. The monthly sales of FRL and FCL are yet to reach pre-pandemic levels.

Loss reported in FY20 on account of provisioning and impairment loss on investments

On account of challenging business scenario exacerbated by coronavirus pandemic, FCL has provided for expected credit loss (ECL) of Rs.79 crore in receivables for FY20. This factors those debtors where there is a likelihood of delay although historically the company has not witnessed any significant write-offs. These debts are majorly outstanding from its key customer FRL which is currently facing liquidity issues. FCL has also booked impairment loss of Rs. 276 crore on certain investments in its subsidiaires i.e. Aadhaar Wholesale Trading and Distribution Limited and The Nilgiri Dairy Farm Private Limited, whose business prospects are also being impacted.

Intense competition from organised and unorganised sector players

Indian FMCG market is characterized by a large number of organised and unorganised players. The domestic organised sector comprises of some of the world's biggest giants in this business who enjoy strong brand equity in the market while also commanding the highest market share. Overall, the FMCG market remains highly fragmented with widespread use of unbranded and unpacked products.

Experienced promoter group

FCL is part of the Future Group, which is one of the largest retailers in India with Future Retail Ltd (FRL) being the flagship company of the group. The promoters of FCL are involved in the management of business and in defining and monitoring the business strategy for the company and have been successful in building and scaling up of value retail business in the country. Furthermore, the promoters are supported by a strong management team having significant experience in the FMCG and retail industry.

Wide presence across FMCG value chain along with strong marketing, distribution network and optimized supply chain management

FCL is focused on developing an integrated strategy with presence across the FMCG value chain – from sourcing and processing, to branding and distribution in rural and urban markets. On a standalone basis, FCL has various business verticals viz. Private Brands (through contract manufacturing), fruits and vegetable sourcing, Agri-sourcing and processing.

Liquidity: Poor

The company's liquidity has been severely impacted on account of lockdown measures. The company has applied to the lenders for moratorium as per RBI package. The group has applied to the bankers for enhancement in working capital limits and COVID19 emergency lines to alleviate present liquidity concerns

Industry Outlook

The retail sector is one of the most adversely affected sectors due to coronavirus outbreak as all the malls which house various retailers and non-essential stores, have been shut following the lockdown imposed by the Government. However as compared to other retail segments such as fashion and lifestyle, grocery and food items would have the least impact as it falls under essential category. Moreover, post expected lifting/relaxation of the lockdown, this segment is expected to take the centre-stage as the demand for nonessentials shall take a longer time to pick up. The impact on demand, which is expected to remain muted at least for the next three or four quarters, will be more in case of players with presence in non-essential items and luxury segments. However, the expected support from the government in terms of financial stimulus packages and wage support subsidy as well as rental waivers from the mall-owners which would help the retailers to bring down their fixed costs, will reduce the impact on their credit profile to an extent. The retailers with presence in essential commodities continue to have some cash flows to support their fixed costs. After the control of the spread of the coronavirus and post the lock-down period, the spending as well as shopping patterns of the consumers are expected to change significantly. The consumers are likely to curtail their discretionary spending with reduced income in their hands as well as tendency to preserve cash. Also, more preference is likely towards online channels in order to avoid crowded spaces. In such times, the retailers with presence across the retail segments (grocery, apparel, appliances, accessories) as well as who have an omnichannel strategy with presence in both offline and online channels are expected to have a quicker recovery.

Analytical approach: Standalone financials of FCL are considered with factoring in all the support provided to subsidiaries and JVs.

Entities for which financial support is factored

Integrated food park Ltd.
Aussee Oats India Limited

Bloom Foods and Beverages Pvt Ltd MNS Food Private Ltd. Sublime Food Private Ltd. The Nilgiri Dairy Farm Private Limited Hain Future Natural Products Pvt Ltd

Applicable Criteria

CARE's Policy on Default Recognition

Criteria on assigning 'outlook' and 'credit watch' to Credit Ratings

Criteria for Short Term Instruments

Liquidity Analysis of Non-Financial Sector Entities

<u>Financial ratios – Non-Financial Sector</u>

Rating Methodology: Consolidation and Factoring Linkages in Ratings

About the Company

Future Consumer Ltd. (FCL, erstwhile known as Future Consumer Enterprise Ltd.) is a part of the Future Group and operates as a food company. The company's line of business include branding, marketing, sourcing, manufacturing, and distribution of basic foods, ready to eat meals, snacks, beverages, dairy, personal hygiene and home care products of private label brands of the Future Group (such as Premium Harvest, Golden Harvest, Ektaa, Clean mate, Caremate, Tasty Treat, Fresh & Pure, Voom etc.) and other brands like Sunkist and Sach, primarily through Future group formats and outlets in urban and rural areas across India.

Financial Performance: Standalone

			(Rs. Crore)
For the period ended / as at March 31,	2018	2019	2020
	(12m, A)	(12m, A)	(12m, Abridged)
Working Results			
Total operating income	2468.30	3048.77	3026.10
PBILDT	102.57	161.06	146.70*
Interest & finance costs	45.50	66.06	79.93
Depreciation	25.24	34.87	51.12
PBT	32.62	41.73	(302.16)
PAT (after deferred tax)	32.35	60.53	(305.65)
Gross cash accruals	57.86	76.60	-ve
Financial Position			
Equity Share Capital	1141.29	1144.29	1144.59
Net worth	1108.59	1192.22	1342.80
Total Debt	544.86	735.46	513.68
Key Ratios			
Growth			
Growth in total income (%)	47.18	23.52	-0.72
Growth in PAT (%)	315.95	87.13	-ve
Profitability			
PBILDT/Total Op. income (%)	4.16	5.28	4.82
PAT (after deferred tax)/ Total income (%)	1.31	1.99	-ve
ROCE (%)			
Solvency			
Long-term Debt Equity ratio (times)	0.31	0.25	0.16
Overall gearing ratio (times)	0.49	0.62	0.47
Interest coverage (times)	2.25	2.44	2.67
CARE F	Ratings Ltd.		

For the period ended / as at March 31,	2018	2019	2020
	(12m, A)	(12m, A)	(12m, Abridged)
Term debt/ Gross cash accruals (years)	5.95	3.92	-ve
Total debt/Gross cash accruals (years)	9.42	9.60	-ve
Liquidity			
Current ratio (times)	2.04	1.66	2.14
Quick ratio (times)	1.63	1.36	1.92
Turnover			
Average collection period (days)	53	62	75
Average inventory (days)	27	27	24
Average creditors (days)	25	28	35
Operating cycle (days)	55	61	64

^{*}before ECL

Status of non-cooperation with previous CRA: Not applicable

Any other information: Not applicable

Rating History for last three years: Please refer Annexure-2

Note on complexity levels of the rated instrument: CARE has classified instruments rated by it on the basis of complexity. This classification is available at www.careratings.com. Investors/market intermediaries/regulators or others are welcome to write to care@careratings.com for any clarifications.

Contact us

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About CARE Ratings:

CARE Ratings commenced operations in April 1993 and over two decades, it has established itself as one of the leading credit rating agencies in India. CARE is registered with the Securities and Exchange Board of India (SEBI) and also recognized as an External Credit Assessment Institution (ECAI) by the Reserve Bank of India (RBI). CARE Ratings is proud of its rightful place in the Indian capital market built around investor confidence. CARE Ratings provides the entire spectrum of credit rating that helps the corporates to raise capital for their various requirements and assists the investors to form an informed investment decision based on the credit risk and their own risk-return expectations. Our rating and grading service offerings leverage our domain and analytical expertise backed by the methodologies congruent with the international best practices.

(This follows our Brief Rationale for entity published on September 8, 2020)

Disclaimer

CARE's ratings are opinions on the likelihood of timely payment of the obligations under the rated instrument and are not recommendations to sanction, renew, disburse or recall the concerned bank facilities or to buy, sell or hold any security. CARE's ratings do not convey suitability or price for the investor. CARE's ratings do not constitute an audit on the rated entity. CARE has based its ratings/outlooks on information obtained from sources believed by it to be accurate and reliable. CARE does not, however, guarantee the accuracy, adequacy or completeness of any information and is not responsible for any errors or omissions or for the results obtained from the use of such information. Most entities whose bank facilities/instruments are rated by CARE have paid a credit rating fee, based on the amount and type of bank facilities/instruments. CARE or its subsidiaries/associates may also have other commercial transactions with the entity. In case of partnership/proprietary concerns, the rating /outlook assigned by CARE is, inter-alia, based on the capital deployed by the partners/proprietor and the financial strength of the firm at present. The rating/outlook may undergo change in case of withdrawal of capital or the unsecured loans brought in by the partners/proprietor in addition to the financial performance and other relevant factors. CARE is not responsible for any errors and states that it has no financial liability whatsoever to the users of CARE's rating.

Our ratings do not factor in any rating related trigger clauses as per the terms of the facility/instrument, which may involve acceleration of payments in case of rating downgrades. However, if any such clauses are introduced and if triggered, the ratings may see volatility and sharp downgrades.

Annexure-1: Details of Instruments/Facilities

Name of the Instrument	Date of Issuance	Coupon Rate	Maturity Date	Size of the Issue (Rs. crore)	Rating assigned along with Rating Outlook
Fund-based - LT/ ST-Bills discounting/ Bills purchasing	•	1	•	109.00	CARE C / CARE A4
Fund-based - LT-Cash Credit	1	-	-	266.00	CARE C
Fund-based - ST-Term loan	-	-	-	70.00	CARE A4
Non-fund-based - ST- BG/LC	-	-	-	25.00	CARE A4
Fund-based - LT-Term Loan	-	-	Feb-25	45.50	CARE C
Debentures-Non Convertible Debentures INE220J07113	Sep 2017	9.95%	05-Sep-20	20.00	CARE D

Annexure-2: Rating History of last three years

Sr.	Name of the	Current Ratings			Rating history			
No.	Instrument/Bank Facilities	Type	Amount Outstanding (Rs. crore)	Rating	Date(s) & Rating(s) assigned in 2020-2021	Date(s) & Rating(s) assigned in 2019-2020	Date(s) & Rating(s) assigned in 2018-2019	Date(s) & Rating(s) assigned in 2017- 2018
	Fund-based - LT/ ST- Bills discounting/ Bills purchasing	LT/ST	109.00	/ CARE	CARE A4 (Under Credit watch with Developing Implications) (27-Jul-20)	(26-Mar-20)	1)CARE A; Stable / CARE A1 (11-Feb-19) 2)CARE A; Stable / CARE A1 (03-Oct-18)	1)CARE A; Stable / CARE A1 (04-Oct- 17)

^{**}For detailed Rationale Report and subscription information, please contact us at www.careratings.com

Sr.	Name of the		Current Rating	s		Rating hi	istory	
No.	Instrument/Bank Facilities	Туре	Amount Outstanding (Rs. crore)	Rating	Date(s) & Rating(s) assigned in 2020-2021	Date(s) & Rating(s) assigned in 2019-2020	Date(s) & Rating(s) assigned in 2018-2019	Date(s) & Rating(s) assigned in 2017- 2018
					watch with Negative Implications) (15-May-20)		3)CARE A; Stable / CARE A1 (19-Apr-18)	
	Debentures-Non Convertible Debentures	LT	-	-	-	-	1)Withdrawn (03-Oct-18)	1)CARE A; Stable (04-Oct- 17)
	Fund-based - LT-Cash Credit	LT	266.00	CARE C	1)CARE BB (Under Credit watch with Developing Implications) (27-Jul-20) 2)CARE A- (Under Credit watch with Negative Implications) (15-May-20)	1)CARE A (Under Credit watch with Negative Implications) (26-Mar-20) 2)CARE A; Stable (20-Sep-19)	1)CARE A; Stable (11-Feb-19) 2)CARE A; Stable (03-Oct-18) 3)CARE A; Stable (19-Apr-18)	1)CARE A; Stable (04-Oct- 17)
	Fund-based - ST-Term loan	ST	70.00	CARE A4	1)CARE A4 (Under Credit watch with Developing Implications) (27-Jul-20) 2)CARE A2+ (Under Credit watch with Negative Implications) (15-May-20)	1)CARE A1 (Under Credit watch with Negative Implications) (26-Mar-20) 2)CARE A1 (20-Sep-19)	1)CARE A1 (11-Feb-19) 2)CARE A1 (03-Oct-18) 3)CARE A1 (19-Apr-18)	1)CARE A1 (04-Oct- 17)
	Non-fund-based - ST- BG/LC	ST	25.00	CARE A4	1)CARE A4 (Under Credit watch with Developing Implications) (27-Jul-20) 2)CARE A2+ (Under Credit watch with Negative Implications) (15-May-20)	1)CARE A1 (Under Credit watch with Negative Implications) (26-Mar-20) 2)CARE A1 (20-Sep-19)	1)CARE A1 (11-Feb-19) 2)CARE A1 (03-Oct-18) 3)CARE A1 (19-Apr-18)	1)CARE A1 (04-Oct- 17)

Sr.	Name of the		Current Rating	s		Rating hi	story	
No.	Instrument/Bank Facilities	Type	Amount Outstanding (Rs. crore)	Rating	Date(s) & Rating(s) assigned in 2020-2021	Date(s) & Rating(s) assigned in 2019-2020	Date(s) & Rating(s) assigned in 2018-2019	Date(s) & Rating(s) assigned in 2017- 2018
6.	Commercial Paper	ST	-	-	1)Withdrawn (04-Sep-20) 2)CARE A4 (Under Credit watch with Developing Implications) (27-Jul-20) 3)CARE A2+ (Under Credit watch with Negative Implications) (15-May-20)	1)CARE A1 (Under Credit watch with Negative Implications) (26-Mar-20) 2)CARE A1 (20-Sep-19)	1)CARE A1 (03-Oct-18)	1)CARE A1 (04-Oct- 17) 2)CARE A1 (10-Jul-17)
7.	Fund-based - LT-Term Loan	LT	45.50	CARE C	1)CARE BB (Under Credit watch with Developing Implications) (27-Jul-20) 2)CARE A- (Under Credit watch with Negative Implications) (15-May-20)	1)CARE A (Under Credit watch with Negative Implications) (26-Mar-20) 2)CARE A; Stable (20-Sep-19)	1)CARE A; Stable (11-Feb-19) 2)CARE A; Stable (03-Oct-18) 3)CARE A; Stable (19-Apr-18)	1)CARE A; Stable (04-Oct- 17)
8.	Debentures-Non Convertible Debentures	LT	20.00		1)CARE BB (Under Credit watch with Developing Implications) (27-Jul-20) 2)CARE A- (Under Credit watch with Negative Implications) (15-May-20)	1)CARE A (Under Credit watch with Negative Implications) (26-Mar-20) 2)CARE A; Stable (20-Sep-19)	1)CARE A; Stable (03-Oct-18)	1)CARE A; Stable (04-Oct- 17)

Annexure 3 Details of Rated Facilities

1. Long-term facilities 1.A. Term Loan

Sr. No.	Name of the Bank	Amount (Rs crore)	Repayment Terms
1	RBL Bank Ltd.	45.50	Door to door tenor of 7 years till February 2025 with a moratorium not to exceed 12 months
	Total	45.50*	

^{*}o/s as on April 30, 2020

1.B. Fund-based limits (Cash Credit limits)

Sr. No.	Name of Bank	Amount (Rs.crore)
1	State Bank of India	160.00
2	Kotak Mahindra Bank	10.00
3	RBL Bank	36.00
4	Yes Bank	10.00
5	HDFC Bank	25.00
6	Indusind Bank	25.00
	Total	266.00

Total long-term facilities: Rs.301.50 crore

2. Short-term facilities

2.A. Rupee term loans

Sr. No.	Name of Bank	Rated Amount (Rs. Crore)	Remarks
1.	Yes Bank	20.00	Sanctioned
2.	Cooperative Rabobank U.A.	50.00	Sanctioned
	Total	70.00	

2.B. Non-fund-based limits (LC/BG*)

Sr. No.	Name of Bank	Amount (Rs. crore)
1	State Bank of India	25.00
	Total	25.00

^{*}LC=Letter of credit; BG=Bank guarantee

Total short-term facilities: Rs.95.00 crore

3. Long /Short-term Facilities (Bill Discounting)

Sr. No.	Name of Bank	Amount (Rs. Crore)
1	Kotak Mahindra Bank	35.00
2	RBL Bank	54.00
3	Indusind Bank	20.00
	Total	109.00

Total short-term/long-term facilities: Rs.109.00 crore