FUTURE CONSUMER LIMITED
Regd. Office : Knowledge House, Shyam Nagar, Off JVLR, Jogeshwari (East), Mumbai - 400 060
(T) +91 22 4055 2200 | (F) +91 22 4055 2201 | www.futureconsumer.in | CIN:L52602MH1996PLC192090

5th December, 2024

To,
Department of Corporate Services
BSE Limited
P. J. Towers, Dalal Street,
Mumbai-400 001.
Scrip Code: 533400

To,
Listing Department
National Stock Exchange of India Limited
Exchange Plaza,
Bandra Kurla Complex,
Bandra (East), Mumbai – 400 051
Scrip Code: FCONSUMER

Dear Sir/Madam,

Sub.: Annual Report for financial year 2023-24 and Notice of Annual General Meeting of the Members of the Company.

Please take note that the Twenty Eighth Annual General Meeting of the Members of Future Consumer Limited **("AGM")** is scheduled to be held on **Saturday, 28th December, 2024** at **11.00 a.m** through Video Conferencing **("VC")** / Other Audio Visual Means **("OAVM")**.

In terms of the provisions of Regulation 34 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, please find enclosed herewith Annual Report for the financial year 2023-24 together with Notice calling the aforesaid AGM.

The Annual Report for the financial year 2023-24 along with the Notice of AGM is also available on the website of the Company, www.futureconsumer.in.

Kindly take the same on record and acknowledge receipt of the same.

Thanking you,

Yours truly,
For **Future Consumer Limited**
Samson Charuvil Samuel
Digitally signed by Samson Charuvil Samuel
Date: 2024.12.05 17:52:36 +05'30'
Samson Samuel
Managing Director

Encl.: As above

FUTURE CONSUMER LIMITED

Corporate Identity Number (CIN): L52602MH1996PLC192090
Registered Office: Knowledge House, Shyam Nagar, Off. Jogeshwari - Vikhroli Link Road, Jogeshwari (East), Mumbai – 400 060
Tel. No: +91 22 4055 2200 **Fax:** +91 22 4055 2201
Email ID: investor.care@futureconsumer.in **Website:** www.futureconsumer.in

Notice is hereby given that the Twenty Eighth Annual General Meeting of the Members of Future Consumer Limited (the "**Company**") will be held on Saturday, 28th December, 2024 at 11:00 a.m. through Video Conferencing **("VC")** / Other Audio Visual Means **("OAVM")** to transact the following businesses:

ORDINARY BUSINESS:

1. To consider and adopt the audited Financial Statements of the Company for the year ended 31st March, 2024 together with the Reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Ms. Lynette Monteiro (DIN: 07901400), who retires by rotation and being eligible, offers herself for re-appointment.

SPECIAL BUSINESS:

3. **Appointment of Ms. Jayshree Prajapat (DIN: 08689330) as a Director (Non-Executive) of the Company**

   To consider and if thought fit to pass with or without modification(s), the following resolution as an **Ordinary Resolution**:

   "RESOLVED THAT pursuant to the provisions of Section 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and Rules framed thereunder (**"the Act"**) and the applicable provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any amendments, statutory modification(s) or re-enactments thereof for the time being in force), Ms. Jayshree Prajapat (DIN: 08689330) who was appointed as an Additional Director of the Company by the Board of Directors in terms of Section 161 of the Act and who holds office upto the date of the ensuing Annual General Meeting and in respect of whom the Company has received a notice in writing under Section 160 of the Act, from a Member, proposing the candidature of Ms. Jayshree Prajapat for the office of Director, be and is hereby appointed as a Director of the Company."

4. **Appointment of Ms. Jayshree Prajapat (DIN: 08689330) as an Independent Director of the Company**

   To consider and if thought fit to pass with or without modification(s), the following resolution as a **Special Resolution**:

   "RESOLVED THAT pursuant to the provisions of Section 149 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and Rules framed thereunder ("**the Act**") and the applicable provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any amendments, statutory modification(s) or re-enactments thereof for the time being in force), Ms. Jayshree Prajapat (DIN: 08689330), be and is hereby appointed as an 'Independent Director' of the Company for a period of 5 (Five) years with effect from 28th November, 2024 and she shall not be liable to retire by rotation."

By Order of the Board of Directors
For Future Consumer Limited

Samson Samuel
Managing Director
DIN: 07523995

Place: Mumbai
Date: 28th November, 2024

Registered Office:
Knowledge House, Shyam Nagar,
Off Jogeshwari Vikhroli Link Road,
Jogeshwari (East), Mumbai - 400 060

NOTES:

1) The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (**"the Act"**) in respect of the businesses to be transacted at the Annual General Meeting (**"AGM"**) is annexed hereto.

2) The Ministry of Corporate Affairs (**"MCA"**) has vide its General Circular No. 9/2024 dated 19th September, 2024 read with General Circular No. 9/2023 dated 25th September,2023 read with General Circular No. 10/2022 dated 28th December, 2022, General Circular No. 14/2020 dated 8th April, 2020, General Circular No. 17/2020 dated 13th April, 2020, General Circular No. 20/2020 dated 5th May, 2020, General Circular No. 02/2021 dated 13th January, 2021, General Circular No. 19/2021 dated 8th December, 2021 and General Circular No. 21/2021 dated 14th December, 2021 (collectively referred to as **"MCA Circulars"**) permitted the holding of AGM through VC/OAVM, without the physical presence of the Members at a common venue, subject to compliance of various conditions mentioned therein. In compliance with the provisions of the Act read with rules framed thereunder, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (**"SEBI Listing Regulations"**) and MCA Circulars, the AGM of the Company is being held through VC / OAVM. The Registered Office of the Company shall be deemed to be the venue for the AGM.

3) Pursuant to the provisions of the Act, a Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/ her behalf and the proxy need not be a Member of the Company. Since this AGM is being held through VC / OAVM pursuant to the MCA Circulars, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.

4) Corporate Members can authorize representative(s) to attend the AGM and are requested to send a certified copy of the Board Resolution authorizing their representative or the authority letter or power of attorney of the board of directors or other governing body of the body corporate authorizing their representative to attend and vote on their behalf at the AGM through email at investor.care@futureconsumer.in

5) In compliance with the aforesaid MCA Circulars and Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated 3rd October, 2024 issued by the Securities and Exchange Board of India, Notice of 28th AGM along with the Annual Report 2023-24 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories. Members may note that the Notice of 28th AGM and Annual Report 2023-24 will also be available on the Company's website www.futureconsumer.in, website of the Stock Exchanges i.e. BSE Limited (**"BSE"**) and National Stock Exchange of India Limited ("NSE") at www.bseindia.com and www.nseindia.com respectively, and on the website of National Securities Depository Limited www.evoting.nsdl.com.

6) Those Members, whose email address is not registered with the Company or with their respective Depository Participants, and who wish to receive the Notice of the 28th AGM and the Annual Report for the financial year 2023-24 and all other communication sent by the Company, from time to time, can get their email address registered with the Company. The process of registration of email ids is given in the instruction for e-voting.

7) The quorum of the Meeting of the Shareholders shall be 30 (thirty) shareholders of the Company and the Shareholders attending the AGM through VC/ OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.

8) Information as required to be provided pursuant to the requirements of Regulation 36 of SEBI Listing Regulations and Secretarial Standard on General Meetings (SS-2), in respect of the Director seeking re-appointment at this AGM is provided under Annexure 1 to this Notice.

9) The Members are requested to send all communications relating to shares to the Registrar and Share Transfer Agents of the Company (**"RTA"**) at the following address;

Link Intime India Private Limited
C-101, Embassy 247, 1st Floor, L.B.S. Marg, Vikhroli (W), Mumbai – 400 083
Tel. No. +91 22 4918 6000 Fax No. +91 22 4918 6060
Email ID: rnt.helpdesk@linkintime.co.in

10) The Securities and Exchange Board of India (**"SEBI"**) has mandated submission of Income Tax Permanent Account Number (**"PAN"**) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company or its RTA.

11) SEBI vide its Circular dated July 31, 2021, November 3, 2021 and December 14, 2021 had mandated the submission of PAN, KYC details and nomination by holders of physical securities by 31st March, 2023. Further, SEBI vide its circular No.SEBI/HO/MIRSD/MIRSD-PoD-1/P/CIR/2023/37 dated March 16, 2023, read with circular no. SEBI/HO/MIRSD/POD-1/P/CIR/2023/158 dated September 26, 2023 has extended the due date for submission of PAN, KYC details and nomination by holders of physical securities upto 31st December, 2023. Shareholders are requested to submit their PAN, KYC and nomination details to the RTA – Link Intime India Private Limited through email at rnt.helpdesk@linkintime.co.in

    The investor service requests forms for updating of PAN, KYC, Bank details and nomination are available on the website of RTA - www.linktime.co.in and are also available on Company's website - www.futureconsumer.in. In view of the same, we urge the shareholders to submit the required Investor Service Request form along with the supporting documents at the earliest. In case a holder of physical securities fails to furnish these details or link their PAN with Aadhaar before the due date, the respective folio shall be frozen in compliance with the circulars issued by SEBI from time to time.

    The RTA has also sent a communication(s) to the Shareholders of the Company holding shares in physical form in relation to the aforesaid requirements and for updating requisite details.

12) The provisions of Regulation 40 of SEBI Listing Regulations, mandates that transfer, transmission and transposition of securities of listed companies held in physical form shall be effected only in demat mode. In view of this and also to eliminate all risks associated with physical shares and to avail various benefits of dematerialisation, Members are advised to dematerialise shares held by them in physical form.

13) The Members are also requested to note that SEBI, vide its Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/8 dated 25th January, 2022, has mandated that listed companies shall issue the securities only in demat

mode while processing service requests viz. Issue of duplicate securities certificate, claim from Unclaimed Suspense Account, Renewal/Exchange of securities certificate, Endorsement, Sub-division/Splitting of securities certificate, Consolidation of securities certificates/folios, Transmission and Transposition. Accordingly, Members are requested to make the service requests by submitting a duly filled and signed Form ISR-4. The said form can be downloaded from the website of RTA - www.linkintime.co.in and is also available on Company's website – www.futureconsumer.in.

It may be noted that any service request can be processed only after the folio is KYC compliant.

14) Pursuant to Section 72 of the Act read with the Rules made thereunder, Members holding shares in single name may avail the facility of nomination in respect of shares held by them. Members holding shares in physical form may avail this facility by sending a nomination in the prescribed Form No. SH-13 duly filled, to the RTA - Link Intime India Private Limited. Members holding shares in electronic form may contact their respective Depository Participant(s) for availing this facility.

15) Since the AGM will be held through VC / OAVM, the Route Map is not annexed to this Notice.

16) Members seeking any information with regard to the accounts or any matter to be placed at the AGM, are requested to write to the Company on or before 28th December, 2024 through email on investor.care@futureconsumer.in. The same will be replied by the Company suitably.

17) The Register of Directors and Key Managerial Personnel and their shareholdings, maintained under Section 170 of the Act and the Register of Contracts or Arrangements in which Directors are interested, maintained under Section 189 of the Act and the Certificate from Secretarial Auditor of the Company in accordance with the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021, will be made available for inspection by the Members electronically during the AGM on the website of the Company www.futureconsumer.in.

18) All documents in respect of items referred to in the accompanying Notice and the Explanatory Statement shall be available for inspection electronically, upon request being sent by the Member on investor.care@futureconsumer.in. The aforesaid documents will also be available for inspection through electronic mode by Members during the AGM on the website of the Company www.futureconsumer.in.

19) The Members who would like to express their views or ask questions during the AGM may register themselves as a speaker by sending request at investor.care@futureconsumer.in mentioning their name, DP ID and Client ID/folio number, PAN and mobile number. Those Members who have registered themselves as a speaker will only be allowed to express their views/ask questions during the AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.

20) Instructions and other Information for Voting through Electronic Means:

a. The Shareholders can join the Meeting through VC/ OAVM mode 15 minutes before the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice and the Company may close the window for joining the VC/ OAVM facility 15 minutes after the scheduled time to start the Meeting. The facility of participation at the Meeting through VC/OAVM will be made available for 1000 members on first come first serve basis. The large shareholders (i.e. shareholders holding 2% or more shareholding), promoters, institutional investors, directors, key managerial personnel, the Chairperson of the Audit Committee, Nomination and Remuneration/ Compensation Committee and Stakeholders Relationship Committee, auditors etc. can attend the Meeting without any restriction on account of first-come first-served principle.

b. Pursuant to the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI Listing Regulations and the MCA Circulars, the Company has provided the facility for voting through electronic means (**"E-voting"**) so as to enable the Shareholders, to cast their votes on the Resolution(s) as set out in this Notice. The Members can cast their votes through E-voting from any place other than voting at the AGM (**"Remote E-voting"**).

Accordingly, the Remote E-voting facility will commence from Wednesday, 25th December, 2024 at 9:00 a.m. and will end on Friday, 27th December, 2024 at 5:00 p.m. The Company is also providing the facility of E-Voting during the AGM to the Shareholders attending the Meeting and who have not cast their votes through Remote E- Voting.

c. The Company has engaged the services of The National Securities Depository Limited (**"NSDL"**) for facilitating Remote E-voting and E-voting during the AGM to be held on Saturday, 28th December, 2024. The Members who have cast their vote by Remote E-voting may also attend the AGM but shall not be entitled to cast their vote again at the AGM. In case a Member votes by both the modes then the votes cast through Remote E-voting shall prevail and the votes cast during the AGM shall be considered invalid. The Shareholders are requested to follow the instructions mentioned in Note below.

d. Voting rights shall be reckoned on the paid-up value of shares registered in the name of the Member / beneficial owner as on the cut-off date i.e. 21st December, 2024. In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the AGM.

e. The Members whose names appear in the Register of Members / list of beneficial owners as on the cut-off date 21st December, 2024 only shall be entitled to cast their vote electronically on the Resolution(s) set out in this Notice. Any person who is not a Member as on the cutoff date should treat this Notice for information purposes only.

f. Any person who becomes a Member of the Company after dispatch of this Notice and holding shares as on the cut-off date i.e 21st December, 2024, may obtain the User ID and password for Remote E-voting by sending a request at evoting@nsdl.co.in or investor.care@ futureconsumer.in.

However, if you are already registered with NSDL for Remote E-voting, then you can use your existing user ID and password for casting your vote. If you have forgotten your password, you can reset your password by using "Forgot User Details/ Password" option available on www.evoting.nsdl.co.in or contact NSDL at the following toll free number 1800 1020 990 and 1800 22 44 30.

g. Mr. Nilesh Shah (having Membership No. FCS- 4554 and COP No. 2631) or failing him, Mr. Mahesh Darji (having Membership No. FCS-7175 and COP No. 7809) representing M/s. Nilesh Shah and Associates, Practising Company Secretaries, have been appointed as the Scrutinizer to scrutinize the Remote E-voting process and voting done at the AGM in a fair and transparent manner.

h. The Scrutinizer shall, after scrutinizing the votes cast by E-voting during the AGM and through Remote E-voting, not later than (2) two working days from the conclusion of the AGM make a consolidated Scrutinizer's report and submit the same to the Chairman.

The results declared along with the Scrutinizer's Report shall be placed on the website of the Company www.futureconsumer.in and on the website of NSDL and shall also be communicated to BSE and NSE.

i. Subject to receipt of requisite number of votes, the Resolutions shall be deemed to be passed on the date of the AGM, i.e. 28th December, 2024.

j. The instructions for Members for Remote E-voting and joining AGM are as under:

The Remote E-voting period begins on Wednesday, 25th December, 2024 at 9:00 a.m. and ends on Friday, 27th December, 2024 at 5:00 p.m. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cutoff date) i.e. 21st December, 2024 may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being 21st December, 2024.

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

Step 1: Access to NSDL e-Voting system

A. **Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode**

In terms of provisions of SEBI circular no. SEBI/HO/ CFD/CMD/CIR/P/2020/242 dated 9th December, 2020 on "e-Voting facility provided by Listed Companies", Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants.Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	1. Existing **IDeAS** user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the "**Beneficial Owner"** icon under **"Login"** which is available under **'IDeAS'** section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on **"Access to e-Voting"** under e-Voting services and you will be able to see e-Voting page. Click on company name or **e-Voting service provider i.e. NSDL** and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select **"Register Online for IDeAS Portal"** or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp

Type of shareholders	Login Method
	3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/ Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/ OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or **e-Voting service provider i.e. NSDL** and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 4. Shareholders/Members can also download NSDL Mobile App "**NSDL Speede**" facility by scanning the QR code mentioned below for seamless voting experience. NSDL Mobile App is available on App Store Google Play

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with CDSL	1. Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi. 2. After successful login the CDSL Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly 3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4. Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in www. cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. **NSDL** where the e-Voting is in progress.

Type of shareholders	Login Method
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/ CDSL for e-Voting facility. Upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a requestat evoting@nsdl.co.in or call at 022 - 4886 7000 and 022 - 2499 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

B. Login Method for E-voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl. com/ either on a Personal Computer or on a mobile.

2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/ Member' section.

3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

   Alternatively, if you are registered for NSDL eservices i.e. IDeAS, you can log-in at https://eservices.nsdl.com/ with your existing IDeAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12****** then your user ID is IN300***12******.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12************** then your user ID is 12**************
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:

a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.

b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.

c) How to retrieve your 'initial password'?

(i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdffile. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.

(ii) If your email ID is not registered, please follow steps mentioned below in process for those shareholders whose email ids are not registered.

6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:

a) Click on "**Forgot User Details/Password?**" (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.

b) "**Physical User Reset Password?**" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.

c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.

d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.

8. Now, you will have to click on "Login" button.

9. After you click on the "Login" button, Home page of e-Voting will open.

Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.

A. How to cast your vote electronically and join General Meeting on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.

2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join General Meeting".

3. Now you are ready for e-Voting as the Voting page opens.

4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.

5. Upon confirmation, the message "Vote cast successfully" will be displayed.

6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.

7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

B. Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to investor.care@futureconsumer.in

2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to investor.care@futureconsumer.in. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at step 1 (A) i.e. **Login method for e-Voting for Individual shareholders holding securities in demat mode**.

3. Alternatively shareholder/members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.

4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.

iii. In terms of provisions of SEBI circular no. SEBI/HO/ CFD/ CMD/CIR/P/2020/242 dated 9th December, 2020 on "e-Voting facility provided by Listed Companies", Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

j) **The instructions for Members for E-voting on the day of the AGM are as under:**

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.

2. Only those Members/ shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.

3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.

4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

k) **Instructions for Members for attending the AGM through VC/OAVM are as under:**

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of "VC/OAVM link" placed under **"Join General meeting"** menu against company name. You are requested to click on VC/OAVM link placed under Join General Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.

2. Members are encouraged to join the Meeting through Laptops for better experience.

3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.

4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.

l) **General Guidelines for shareholders**

i. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/ JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to nilesh@ngshah. com with a copy marked to evoting@ nsdl.co.in and investor.care@futureconsumer.in. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on **"Upload Board Resolution / Authority Letter"** displayed under **"e-Voting"** tab in their login

ii. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.

iii. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on call on: 022 – 48867000 and 022-2499 7000 or send a request to Mr. Rahul Rajbhar at evoting@nsdl.co.in

20. The Company is concerned about the environment and utilizes natural resources in a sustainable way. To support "Green Initiative", the Members are requested to update their email address, with their concerned Depository Participant to enable us to send you necessary documents/ communication via email. Members who hold shares in physical form are requested to register their e-mail address with the Company's RTA- Link Intime India Private Limited.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013.

Item No. 3 & 4

The Board of Directors of the Company (**"Board"**), on the basis of recommendation made by the Nomination and Remuneration / Compensation Committee, had at their meeting held on 28th November, 2024, appointed Ms. Jayshree Prajapat (DIN: 08689330) as an Additional Independent Director of the Company with effect from 28th November, 2024, to hold office upto the date of the next Annual General Meeting of the Company.

Further, the Board had at their meeting held on 28th November, 2024, on the basis of recommendation made by the Nomination and Remuneration/Compensation Committee also recommended appointment of Ms. Jayshree Prajapat as an Independent Director of the Company for a term of five years with effect from 28th November, 2024 for approval of the shareholders of the Company.

Pursuant to the provisions of Section 161(1) of the Companies Act, 2013 (**"the Act"**), Ms. Jayshree Prajapat shall hold office as an Additional Director upto the date of the forthcoming Annual General Meeting of the Company. Further, in terms of the provisions of Regulation 17(1C) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (**"SEBI Listing Regulations"**), the consent of the Shareholders of the Company for appointment of a person on the Board is to be taken at the next general meeting or within a period of three months from the date of appointment, whichever is earlier.

In view of the same, approval of the Shareholders of the Company is being sought for appointment of Ms. Jayshree Prajapat as Director of the Company within prescribed timelines.

Ms. Jayshree Prajapat has done post-graduation in commerce. She has also done advance diploma in office management. She was running a business of artificial flower and imitation jewellery at Jodhpur & Mumbai in past and presently she is actively involved in investment advisory services.

In terms of the provisions of Section 160 of the Companies Act, 2013 **("Act")**, the Company has received notice from Member of the Company, signifying the intention to propose the appointment of Ms. Jayshree Prajapat as an Independent Director of the Company.

The Company has received declaration from Ms. Jayshree Prajapat to the effect that she is not disqualified from being appointed as Director in terms of provisions of Section 164 of the Act. Further, Ms. Jayshree Prajapat has given her consent to act as an Independent Director of the Company and has further confirmed that she meets the criteria of independence as prescribed under Section 149(6) of the Act and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended **("SEBI LODR Regulations")**.

A copy of draft letter for appoitment of Ms. Jayshree Prajapat as an Independent Director, setting out broad terms and conditions relating to her appointment shall be open for inspection upon the request by any shareholder.

In the opinion of the Board, Ms. Jayshree Prajapat fulfills the conditions for being appointed as an Independent Director as specified in the Act and Rules framed thereunder and the SEBI Listing Regulations and is independent of the management.

Additional information as required to be provided pursuant to the requirements of the SEBI LODR Regulations and Secretarial Standard on General Meetings (SS-2) is provided as an Annexure to this Notice and forms part of the Explanatory Statement.

Ms. Jayshree Prajapat and her relatives, to the extent of their respective shareholding in the Company, if any, shall be deemed to be concerned or interested in the Resolution set out in this Notice. None of the other Directors and / or the Key Managerial Personnel of the Company and/or their respective relatives are in any way concerned or interested in the Resolution set out at Item No. 3 and at Item No. 4 of this Notice.

Your Directors recommend the Ordinary Resolution proposed at Item No. 3 of this Notice and Special Resolution at Item No. 4 of this Notice for your approval.

Annexure 1

Information pursuant to Regulation 36 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings (SS-2), in respect of Directors seeking re-appointment at the Annual General Meeting.

Name of Director(s)	**Lynette Monterio** (DIN: 07901400)	**Jayshree Prajapat**
Date of Birth	4th October, 1972	16th February, 1988
Age	52 years	36 years
Date of first appointment on the Board	5th August, 2023	28th November, 2024
Qualifications	Commerce graduate, LL.B (Gen)	Post-graduation in commerce and advance diploma in office management
Experience and Expertise in Specific Functional Area	She has over 20 years of work experience. She spent initial 2 years of her career with Thakker & Thakker, Advocates & Solicitors at Mumbai. Ms. Lynette Monteiro joined Future Group in 1999 and moved on to head Properties Division of the Group for North India. Her responsibilities include expanding footprint of various formats of the Group. She has been part of Future Group for over 20 years.	She was running a business of artificial flower and imitation jewellery at Jodhpur & Mumbai in past and presently she is actively involved in investment advisory services.
Terms and conditions of appointment	The Director shall be liable to retire by rotation	The Director shall not be liable to retire by rotation
Remuneration proposed to be paid	Payment of sitting fees for attending meeting of Board of Directors and Committees thereof	Payment of sitting fees for attending meeting of Board of Directors and Committees thereof
Remuneration last drawn (including sitting fees, if any) for financial year 2023-24	Rs. 5,25,000	Not Applicable
Number of Board meetings attended during the financial year 2023-24	8	Not Applicable
Directorships held in other listed companies (As on March 31, 2024)	Praxis Home Retail Limited	None
Listed entities from which the person has resigned in the past three years	None	None
Directorships of other companies (As on March 31, 2024)	• Apollo Design Apparel Parks Limited • FLFL Lifestyle Brands Limited	None
Chairmanship/ Membership of the Committees of the Board of Directors of other listed companies (As on March 31, 2024)	None	None
Chairmanship/ Membership of the Committees of other companies in India (As on March 31, 2024)	None	None
Shareholding of Director [including shareholding as beneficial owner] (As on March 31, 2024)	None	20,000 equity shares
Relationship with other Directors / Key Managerial Personnel	Not related to any Director / Key Managerial Personnel.	Not related to any Director / Key Managerial Personnel.

By Order of the Board of Directors
For Future Consumer Limited

Samson Samuel
Managing Director
DIN: 07523995

Place: Mumbai
Date: 28th November, 2024

Registered Office:
Knowledge House, Shyam Nagar,
Off Jogeshwari Vikhroli Link Road,
Jogeshwari (East), Mumbai-400060

FUTURE CONSUMER LIMITED

Annual Report
2023-24

What's Inside

GOVERNANCE

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CORPORATE INFORMATION

BOARD OF DIRECTORS

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

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

Kishore Biyani
Vice Chairman
(His position as Vice Chairman vacated w.e.f. 21st October, 2023)

Samson Samuel
Managing Director
(Appointed as Managing Director w.e.f. 4th November, 2023)

Preeti Singhal
Independent Director
(Appointed as Director w.e.f. 9th February, 2024)

Shivangi Sharma
Director
(Appointed as Director w.e.f. 9th February, 2024)

Neelam Chhiber
Independent Director
(Ceased w.e.f 30th December, 2023)

Amit Kumar Agrawal
Executive Director
(Ceased w.e.f. 15th January, 2024)

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

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

Rajnikant Sabnavis
Director
(Ceased w.e.f 17th November,2023)

Ravi Shrivastava
Independent Director
(Ceased w.e.f. 21st October, 2024)

CHIEF FINANCIAL OFFICER
Rajendra Bajaj

COMPANY SECRETARY
Manoj Gagvani
(Retired w.e.f. 16th September, 2024)

Megha Banthia
(Appointment will be effective from 2nd December, 2024)

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

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

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

WEBSITE
www.futureconsumer.in

CORPORATE IDENTIFICATION NUMBER
L52602MH1996PLC192090

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

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

DIRECTORS' REPORT

Dear Shareholders,

Your Directors are pleased to present the 28th Annual Report and the Audited Accounts for the year ended 31st March, 2024.

FINANCIAL HIGHLIGHTS

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

(₹ in Lakhs)

Particulars	Standalone		Consolidated	
	FY 2023-24	FY 2022-23	FY 2023-24	FY 2022-23
Total Income	1346.02	10,344.86	39,264.62	40,567.49
Profit / (Loss) before Exceptional Items	(8,562.48)	(8,308.01)	(7,700.30)	(13,952.00)
Share of loss in Associate Company and Joint Venture	NA	NA	(256.02)	(276.25)
Add/ (Less): Exceptional Items	(10,515.18)	(44,593.35)	(5,677.54)	(17,650.25)
Profit / (Loss) Before Tax	(19,077.66)	(52,901.36)	(13,633.86)	(31,878.50)
Profit / (Loss) After Tax	(19,077.66)	(52,855.59)	(13,468.26)	(32,194.84)
Profit / (Loss) After Share of Associates and Minority Interest	NA	NA	(13,520.58)	(32,168.88)

BUSINESS OPERATIONS

Future Consumer Limited **("FCL"/ "Company")** is a leading consumer goods company with a solid asset base, including a portfolio of well-known consumer brands, Supermarket Retail Formats, and Back-End Infrastructure, such as India Food Park, Aadhaar Wholesale & Retail, and Nilgiris Dairy Farm. FCL's strengths include its consumer brands portfolio, recognised and respected nationwide. Moreover, its presence in India's rural markets give it an edge over competitors.

With a commitment to innovation and quality, FCL has consistently delivered products that cater to our customers' evolving needs and preferences. Our portfolio of well-known retail Brands ensures a diverse and comprehensive range of offerings customer satisfaction has been a critical driver for us, resulting in continuous improvement of products and services. With a strong focus on sustainability and social responsibility, the Company works to impact society and the environment positively.

The setback with the Scheme of Arrangement with Reliance and its impact on Future Retail stores have been significant as they were our largest customer. Their subsequent admission into the IBC process jeopardised our receivables of INR 378.03 Crore from them.

Our unwavering focus remains on executing the scaled-down business plan which was formulated last year. This plan, with its key aspects of focusing on our Nilgiris and Aadhaar businesses, is designed to ensure our sustainability and provide a robust sales channel for our brand portfolio. We are also capitalising on the potential of Integrated Food Park Business and leveraging our well-known brands in the general trade markets. Our strategy to make the Aadhaar and Nilgiris Retail Business, along with India Foodpark, cashflow positive has been successful. We are gradually. expanding the General Trade channels with a limited set of Brands, a testament to our commitment to growth and innovation.

On the debt repayment plan, we continue to work with the lenders on the Non-Core Business Monetization plan that the Lenders approved during the last financial year. The efforts we made to reach out to potential buyers directly and engage a few Investment Bankers have resulted in the Company having binding offers for all the critical assets that formed the monetisation plan. But any project of this nature does take time and is likely to be completed in current financial year. The lenders continue to support our efforts and have allowed your Company to run its subsidiaries in a full-fledged manner while we curtail operations and optimise the costs of the holding Company, FCL.

We are putting all efforts required to resolving your Company's debt situation with the lenders in this financial year with the lenders settling their dues from the monetisation proceeds. Then, we focus on growing the Company from a smaller base with our portfolio of brands, and we are confident that we can get back to achieving the Company's vision.

Despite the challenging macro-environment, marked by geopolitical tensions, decadal-high inflation, monetary tightening, and rising interest rates, our Company's subsidiaries have demonstrated remarkable resilience. They have not only weathered these storms but also grown profitably, setting a strong foundation for our next phase of growth.

During the year under review, your Company has recorded consolidated revenue from operations of ₹ 36,980.48 Lakhs as against revenue from operations of ₹ 38,115.08 Lakhs in the previous year. EBITDA profit of the Company increased to ₹ 216.09 Lakhs as compared to previous year a loss of ₹ 5,385.51 Lakhs during the year under review. The loss after tax attributable to the Company reduced from ₹ 32,194.84 Lakhs in FY23 to ₹ 13,468.26 Lakhs in FY24.

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

FUTURE OUTLOOK

Your company believes India's medium to long-term consumption opportunity remains intact, and we have the platform to leverage it.

FCL is resolute in its conviction of the immense potential for brand growth within our existing network of Aadhaar and Nilgiris. These channels provide a distinct advantage, enabling us to establish controlled distribution across all our categories and brands. This strategic distribution will enhance our market presence and foster a robust data ecosystem, setting us apart in the industry.

Our focus is on maximizing the potential of our Integrated Food Park Business and leveraging our well-known brands in the general trade markets. Our strategic approach is to ensure that all these businesses remain cash-flow positive. We will work on expanding the distribution coverage with a few well-known brands and partnering with companies with strong distribution capabilities.

During the current financial year (2024-25), the company expects to resolve the debt situation with the banks and grow profitably through organically driven sales growth and operational efficiency. Brand-building efforts, back-end productivity improvements related to the workforce and third-party manufacturers, and leveraging our network will help achieve the profitable growth outlined in the business plan.

UNCLAIMED SHARES

In terms of the provisions of Schedule V of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (**"SEBI Listing Regulations"**), details about unclaimed shares in suspense account as on 31st March, 2024 are as under:

Description	No. of Shareholders	No. of Shares
Aggregate number of shareholders and outstanding shares in the suspense account as on 1st April, 2023	1	600
Aggregate number of shareholders who approached the Company for transfer from suspense account upto 31st March, 2024	-	-
Number of shareholders to whom shares were transferred from suspense account upto 31st March, 2024	-	-
Aggregate number of shareholders and outstanding shares in the suspense account as on 31st March, 2024	1	600

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

TRANSFER TO RESERVES

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

DIVIDEND

In view of losses incurred and with an objective to conserve the resources, your Directors have not recommended any dividend on equity shares for the financial year ended 31st March, 2024.

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

SCHEME OF ARRANGEMENT

The Scheme of Arrangement comprising of the merger of wholly-owned subsidiaries viz. Future Food and Products Limited and Future Food Processing Limited **("Transferor Companies")** with the Company **("Transferee Company") ("Scheme 1")**, filed with the Hon'ble NCLT during the financial year 2021-22, was approved by Hon'ble NCLT, Mumbai Bench vide its order dated 10th November, 2023 and the certified copy of order was received by the Company on 24th November, 2023. The required forms were filed with the Registrar of Companies on 30th November, 2023 and the Scheme has been made effective from the said date.

The draft Scheme of Arrangement comprising merger of Nilgiris Franchise Limited, Nilgiri's Mechanised Bakery Private Limited and Bloom Foods and Beverages Private Limited **("Transferor Companies")** the Company **("Transferee Company") ("Scheme 2")** filed with the Hon'ble NCLT, Mumbai Bench on 30th June, 2023. Subsequently, the Board of Directors had at their meeting held on 14th August, 2023, approved amendment to the draft Scheme 2 by changing the Appointed Date from 1st April, 2022 to 1st April, 2023. Further, the Board of Directors considering that presently the Company has been facing severe liquidity issues and due to funding constraints the Company is unable to pay fees of the legal counsels to carry out the completion of Scheme 2, had approved withdrawal of the Scheme 2 at their meeting held on 23rd May, 2024, subject to approval of the Hon'ble NCLT and other regulatory authorities as may be required.

The Transferor and Transferee companies are in the process of filing the application for withdrawal of the Scheme 2 with NCLT for approval.

INCREASE IN SHARE CAPITAL

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

SUBSIDIARIES, JOINT VENTURES AND ASSOCIATE COMPANIES

As on 31st March, 2024, your Company had following Subsidiary and Joint Venture companies:

Sr. No.	Name of the company	Category
1.	Aadhaar Wholesale Trading and Distribution Limited	Subsidiary
2.	Amar Chitra Katha Private Limited ("ACKPL")	Subsidiary (ceased with effect from 14th June,2023)
3.	Appu Nutritions Private Limited	Subsidiary
4.	Aussee Oats India Limited	Subsidiary of FCL Tradevest
5.	Aussee Oats Milling (Private) Limited	Subsidiary
6.	Bloom Foods and Beverages Private Limited	Subsidiary
7.	Delect Spices and Herbs Private Limited	Subsidiary of FCL Tradevest
8	FCEL Overseas FZCO	Subsidiary
9.	FCL Tradevest Private Limited ("FCL Tradevest")	Subsidiary
10.	Future Food and Products Limited	Subsidiary of FCL Tradevest (ceased with effect from 30th November, 2023)
11	Future Food Processing Limited	Subsidiary of FCL Tradevest (ceased with effect from 30th November, 2023)
12.	Fonterra Future Dairy Private Limited	Joint Venture (Joint Venture has been terminated)
13.	Hain Future Natural Products Private Limited	Joint Venture
14.	IBH Books & Magazines Distributors Limted	Subsidiary of ACKPL (ceased with effect from 14th June,2023)
15.	Ideas Box Entertainment Limited	Subsidiary of ACKPL (ceased with effect from 14th June,2023)
16.	Integrated Food Park Limited	Subsidiary of FCL Tradevest
17.	MNS Foods Limited	Associate of FCL Tradevest
18.	Nilgiris Franchise Limited	Subsidiary
19.	Nilgiri's Mechanised Bakery Private Limited	Subsidiary
20.	Sublime Foods Limited ("Sublime")	Subsidiary of FCL Tradevest
21.	The Nilgiri Dairy Farm Private Limited ("NDFPL")	Subsidiary
22.	FCL Speciality Foods Private Limited	Subsidiary of Sublime

During year under review,

1. Consequent to preferential allotment of shares by MNS Foods Limited done during the year, MNS Foods Limited has ceased to be a step- down subsidiary of the Company with effect from 18th December, 2023.
2. Consequent to sale of shares of Amar Chitra Katha Private Limited **("ACKPL")** by the Company, ACKPL has ceased to be the subsidiary of the Company with effect from 14th June, 2023.

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

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

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

As on 31st March, 2024, Aadhaar Wholesale Trading and Distribution Limited, Integrated Food Park Limited and The Nilgiri Dairy Farm Private Limited have been identified as material subsidiaries of the Company as per the thresholds laid down under the aforesaid policy.

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

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

FINANCIAL STATEMENTS

Pursuant to the Companies (Indian Accounting Standards) Rules, 2015 (**"IND AS"**) notified by the Ministry of Corporate Affairs, the Company has adopted the Indian Accounting Standards with effect from 1st April, 2016. Accordingly, the Standalone and Consolidated Financial Statements of the Company and its subsidiaries, for the year ended 31st March, 2024 have been prepared in accordance with IND AS.

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

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

Details of loans granted, guarantees provided and investments made by the Company under the provisions of Section 186 of the Companies Act, 2013, are provided under Note No. 38 to Standalone Financial Statements of the Company, forming part of this Annual Report.

RELATED PARTY TRANSACTIONS

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

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

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

INTERNAL AUDIT AND INTERNAL FINANCIAL CONTROLS

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

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

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

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

Based on the assessment carried out by the Company, the internal financial controls were adequate and effective and no reportable material weakness or significant deficiencies in the design or operation of internal financial controls were observed, during the financial year ended 31st March, 2024.

DIRECTORS AND KEY MANAGERIAL PERSONNEL

The Board of Directors of the Company **("Board")**, on the recommendation of the Nomination and Remuneration/ Compensation Committee **("NRC Committee")** had at their meeting held on 5th August, 2023, appointed Mr. Birendra Kumar Agrawal as an Additional Independent Director of the Company with effect from 5th August, 2023, for a term of five years, subject to approval of the shareholders of the Company. The Board, on the recommendation of the NRC Committee, had at the said meeting also appointed Ms. Lynette Monteiro as an Additional Non-Executive and Non-Independent Director of the Company with effect from 5th August, 2023, to hold office upto the date of the next Annual General Meeting of the Company. The approval of the Shareholders of the Company was subsequently obtained at the 27th AGM held on 4th November, 2023, for appointment of Mr. Birendra Kumar Agrawal as an Independent Director of the Company and Ms. Lynette Monteiro as Non-Executive and Non-Independent Director of the Company.

The Board, on the recommendation of the NRC Committee, had at their meeting held on 23rd October, 2023 appointed Mr. Samson Samuel as an Additional Director of the Company with effect from 23rd October, 2023 and had also designated him as a Managing Director of the Company for the period of 3 (three) years with effect from 23rd October, 2023. In terms of the provisions of Section 161 of the Companies Act, 2013, the office of directorship of Mr. Samson Samuel was vacated upon conclusion of the 27th Annual General Meeting of the Company held on 4th November, 2023. Thereafter, the Board, on the basis of recommendation made by the NRC Committee, had at their meeting held on 4th November, 2023 appointed Mr. Samson Samuel as an Additional Director of the Company with effect from 4th November, 2023. Further, the Board on the basis of recommendation made by the NRC Committee, had at the said meeting, subject to approval of the Shareholders of the Company and such other consents and approvals that may be required in terms of applicable laws, also designated Mr. Samson Samuel, as the Managing Director of the Company for a period of 3 (three) years with effect from 4th November, 2023. Subsequently, the approval of the Shareholders of the Company was obtained on 2nd February, 2024, by way of postal ballot, for appointment of Mr. Samson Samuel as a Director of the Company, whose term shall be liable to retire by rotation and also as Managing Director of the Company, for a period of three years with effect from 4th November, 2023.

Further, the Board, on the recommendation of the NRC Committee had at their meeting held on 29th December, 2023, appointed Mr. Ravi Shankar Shrivastava as an Additional Independent Director of the Company with effect from 29th December, 2023, for a term of five years, subject to approval of the shareholders of the Company. Subsequently, the approval of the Shareholders of the Company was obtained on 2nd February, 2024, by way of postal ballot, for appointment of Mr. Ravi Shankar Shrivastava as an Independent Director of the Company.

The Board, on the recommendation of the NRC Committee had at their meeting held on 9th February, 2024, appointed Ms. Preeti Singhal as an Additional Independent Director of the Company with effect from 9th February, 2024, for a term of five years, subject to approval of the shareholders of the Company. The Board, on the recommendation of the NRC Committee, had at the said meeting also appointed Ms. Shivangi Sharma as an Additional Non-Executive and Non-Independent Director of the Company with effect from 9th February, 2024, to hold office upto the date of the next Annual General Meeting of the Company. The approval of the Shareholders of the Company was subsequently obtained on 6th May, 2024, by way of postal ballot, for appointment of Ms. Preeti Singhal as an Independent Director of the Company and Ms. Shivangi Sharma as Non-Executive and Non- Independent Director of the Company.

The Company has received respective declaration(s) from Mr. Birendra Kumar Agrawal, Mr. Ravi Shankar Shrivastava and

Ms. Preeti Singhal confirming that they meet the criteria of independence as provided under sub-section (6) of Section 149 of the Companies Act, 2013 and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

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

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

As on 31st March, 2024, in terms of confirmation received from respective Director(s), none of the Directors are disqualified for appointment/re-appointment under Section 164 of the Companies Act, 2013. The Company has received individual declarations from following Independent Director(s) of the Company as on 31st March, 2024, stating that they meet the criteria of independence as provided under sub-section (6) of Section 149 of the Companies Act, 2013 and Regulation 16(1)(b) of the SEBI Listing Regulations:

a) Mr. Birendra Kumar Agrawal

b) Mr. Ravi Shankar Shrivastava

c) Ms. Preeti Singhal

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

During the year under review, Mr. G N Bajpai resigned as Independent Director of the Company with effect from 2nd June, 2023 due to his advancing age and Ms. Neelam Chhiber resigned as Independent Director of the Company with effect from 30th December, 2023 due to the reason for focusing on her personal matters. Further, Ms. Ashni Biyani, Mr. Rajnikant Sabnavis and Mr. Amit Kumar Agarwal resigned as Directors of the Company with effect from 5th June, 2023, 17th November, 2023 and 15th January, 2024 respectively.

Further, Mr. Kishore Biyani had incurred disqualification in terms of the provisions of Section 164(2) of the Companies Act, 2013 and accordingly, in terms of the provisions of Section 167(1)(a) of the Companies Act, 2013, his office of Directorship as Vice Chairman and Non-Executive Director of the Company was vacated with effect from 21st October, 2023.

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

Consequent to the appointment of Mr. Samson Samuel as the Managing Director of the Company, he ceased to be the Chief Executive Officer of the Company with effect from 23rd October, 2023.

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

i. Mr. Ravi Shankar Shrivastava resigned from the position of an Independent Director from Board of Directors of the Company with effect from 21st October, 2024.

ii. The Board on the recommendation of NRC Committee appointed Ms. Jayshree Prajapat as an Additional Independent Director at their meeting held on 28th November, 2024.

MEETINGS OF THE BOARD OF DIRECTORS

During the financial year 2023-24, 10 (Ten) meetings of the Board of Directors were held on the following dates:

30th May, 2023, 5th August, 2023, 14th August, 2023, 29th August, 2023, 23rd October, 2023, 4th November, 2023, 9th November, 2023, 29th December, 2023, 9th February, 2024 and 27th March, 2024.

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

AUDIT COMMITTEE

As on 31st March, 2024, the composition of Audit Committee has been as under:

a) Mr. Birendra Kumar Agrawal

b) Ms. Preeti Singhal

c) Ms. Shivangi Sharma

During the financial year 2023-24, four meetings of Audit Committee were held on the following dates: 30th May, 2023, 14th August, 2023, 9th November, 2023 and 9th February, 2024

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

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

CORPORATE SOCIAL RESPONSIBILITY COMMITTEE

As on 31st March, 2024, the composition of Corporate Social Responsibility Committee has been as under:

a) Ms. Shivangi Sharma

b) Mr. Samson Samuel

c) Ms. Preeti Singhal

RISK MANAGEMENT COMMITTEE

Pursuant to Section 134(3)(n) of the Companies Act, 2013 and Regulation 21 of SEBI Listing Regulations, Risk Management Committee is in place and as on 31st March, 2024, the composition of Risk Management Committee has been as under:

a. Ms. Preeti Singhal

b. Mr. Samson Samuel

c. Mr. Rajendra Bajaj

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

PERFORMANCE EVALUATION OF BOARD

The Board had carried out an annual evaluation of its own performance, committees and individual directors pursuant to the provisions of the Act and SEBI Listing Regulations for the financial year 2023-24. The evaluation process was carried out through a web based application in terms of a structured questionnaire in accordance to the Guidance Note on Board Evaluation issued by Securities and Exchange Board of India.

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

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

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

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

CORPORATE GOVERNANCE

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

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

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

BUSINESS RESPONSIBILITY AND SUSTAINABILITY REPORT

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

VIGIL MECHANISM AND WHISTLE BLOWER POLICY

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

NOMINATION AND REMUNERATION POLICY

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

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

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

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

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

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

CORPORATE SOCIAL RESPONSIBILITY STATEMENT

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

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

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

RISK MANAGEMENT POLICY AND INTERNAL ADEQUACY

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

It involves:

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

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

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

AUDITORS AND AUDITORS' REPORT

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

Based on the recommendation of the Audit Committee, the Board of Directors had at their meeting held on 14th August, 2023, approved appointment of M/s. Borkar and Muzumdar, Chartered Accountants, registered with the Institute of Chartered Accountants of India having Firm's Registration No. 101569W, as Statutory Auditors with effect from 14th August, 2023, to fill the casual vacancy in the office of Statutory Auditors due to resignation of existing Statutory Auditors of the Company. Further, based on the recommendation of the Audit Committee, the Board of Director had at their meeting held on 14th August, 2023, recommended the appointment of M/s. Borkar and Muzumdar, Chartered Accountants, as the Statutory Auditors of the Company for the approval of Members at the 27th Annual General Meeting ("AGM"), for a period of five years, to hold office from the conclusion of the 27th AGM till the conclusion of the 32nd AGM of the Company.

Subsequently, the Shareholders of the Company, at the 27th AGM of the Company held on 4th November, 2023 approved appointment of M/s. Borkar and Muzumdar, Chartered Accountants as Statutory Auditors of the Company for a term of 5 (five) years to hold office from the conclusion of the 27th AGM till the conclusion of the 32nd AGM of the Company to be held in the year 2028.

The notes on financial statements referred to in the Auditors Report are self-explanatory and do not call for any further comments and explanations. The Auditors' Report (on Standalone and Consolidated Financial Statements) for the financial year ended 31st March, 2024 have been qualified by the Statutory Auditors in respect of following:

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

The Audit Committee and Board of Directors at their respective meetings while approving the said Financial Statements reviewed such qualification made by the Statutory Auditors. In accordance to the provisions of Section 134(3)(f) of the Companies Act, 2013 and Regulation 34(2) of SEBI Listing Regulations, a statement containing the details of qualification, explanation by the Board and impact of the qualifications is provided under Note No. 49 and Note No. 50 to Standalone and Consolidated Financial Statements of the Company respectively, forming part of this Annual Report.

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

SECRETARIAL AUDITOR AND SECRETARIAL AUDIT REPORT

Your Company has undertaken Secretarial Audit for the financial year 2023-24 which, *inter alia,* includes audit of compliance with the Companies Act, 2013 and the Rules made under the Act, SEBI Listing Regulations and applicable Regulations prescribed by the Securities and Exchange Board of India and Secretarial Standards issued by the Institute of the Company Secretaries of India.

Pursuant to the provisions of Section 204 of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Board of Directors had appointed M/s. Sanjay Dholakia & Associates, Practicing Company Secretary (Membership No. 2655 / CP No.1798) to conduct the Secretarial Audit of the Company for financial year 2023-24.

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

SECRETARIAL AUDIT OF MATERIAL UNLISTED INDIAN SUBSIDIARY

Pursuant to provisions of Regulation 24A of SEBI Listing Regulations, Secretarial Audit was undertaken for the financial year ended 31st March, 2024 for material subsidiaries of the Company viz. –Aadhaar Wholesale Trading and Distribution Limited, Integrated Food Park Limited and The Nilgiri Dairy Farm Private Limited. The Secretarial Audit Report for aforesaid material unlisted subsidiaries is annexed to this Report as **Annexure IV-A, IV-B** and **IV-C** and the observation/remark of the Secretarial Auditor in their report is self-explanatory and therefore, the Board of the said material subsidiaries does not have any further comments on the same. The material subsidiaries would take necessary action to comply with the respective provisions of the regulations.

PUBLIC DEPOSITS

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

ANNUAL RETURN

The Annual Return as on 31st March, 2024 in terms of provisions of Section 92(3) read with Section 134(3)(a) of the Companies Act, 2013 and Rules thereto, is available on website of the Company - https://futureconsumer.in/investors.aspx#financials-id.

PARTICULARS OF EMPLOYEES

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

In terms of the provisions of first proviso to Section 136(1) of the Companies Act, 2013, the statement containing particulars of top ten employees and the employees drawing remuneration in excess of limits prescribed under Section 197 of the Companies Act, 2013 read with Rule 5(2) and 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel)

Rules, 2014, is excluded from the Annual Report being sent to the Members of the Company and will be available for inspection by the Members upto the date of forthcoming Annual General Meeting. If any Member is interested in obtaining a copy thereof or inspecting the same, such Member may write to the Company Secretary and the same shall be provided. The full Annual Report is being sent electronically to all those members who have registered their email addresses and is also available on the website of the Company and Stock Exchanges.

ANNUAL REPORT

In compliance with the circulars issued by the Ministry of Corporate Affairs (**"MCA"**) viz. General Circular No. 09/2024 dated 19th September, 2024 read with General Circular No.09/2023 dated 25th September, 2023, General Circular No.10/2022 dated 28th December, 2022, General Circular No. 14/2020 dated 8th April, 2020, General Circular No. 17/2020 dated 13th April, 2020, General Circular No. 20/2020 dated 5th May, 2020, General Circular No. 02/2021 dated 13th January, 2021, General Circular No. 19/2021 dated 8th December, 2021 and General Circular No. 21/2021 dated 14th December, 2021 and Circular No. SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated 5th January, 2023 issued by the Securities and Exchange Board of India, Notice of the AGM along with the Annual Report 2022-23 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories. Members may note that the Notice and Annual Report 2023-24 will also be available on the Company's website www.futureconsumer.in, website of the Stock Exchanges i.e. BSE Limited and The National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively and on the website of NSDL https://www.evoting.nsdl.com

PARTICULARS OF EMPLOYEE STOCK OPTION PLAN

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

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

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

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

Consequent to the approval granted by the Board of Directors at their meeting held on 23rd May, 2024, FVIL ESOP-2011 and FCEL ESOP-2014 Schemes have been cancelled. Further, the ESOP Trust formed for implementation of FCEL ESOP – 2014 Scheme through Secondary Route, is in the process of dissolution.

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

MAINTENANCE OF COST RECORDS

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

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

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

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

The business activities of the Company are not specific to any technology requirements. In the course of operations, processes are formed and implemented to achieve operational efficiencies in the Company and also at its subsidiaries which assist in maintaining product quality and cost control. In respect of the manufacturing units of the Company and its subsidiaries, the brief particulars in respect of various steps and initiatives taken regarding conservation of energy and technology absorption are as under:

(A) **Conservation of Energy**

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

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

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

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

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

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

(e) Decline on per unit rate due to higher EB usage

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

India Food Park at Tumkur has installed 3MW solar power generating units by third party and the company has been continuously trying to shift the power usage from renewable energy such as solar panels and to this effect the share of solar power usage has increased. Solar power usage increased from 42% in FY 2022-23 to 46% in FY 2023-24 thus using 33.38 Lakh units on overall consumption base of 72 Lakh units.

(iii) the capital investment on energy conservation equipments:

There was no capital investment on energy conservation equipment for FY 2023-24 across all the business verticals of the Company and its subsidiaries.

Conservation of Water

- Water mapping done with mass balance study.
- Water flow meters are installed from source to all the appropriate locations to monitor the water consumption.
- Digital flow meter is installed at KIADB, IFPL water inlet for monitor the actual receipt of inlet water.
- Reuse, Recycle, Reduce method used to optimize the water consumption.
- Rain water harvesting pond of 20L capacity has been activated that will help harvest rain water during season and also recharge ground water level. IFPL has plans to reuse this water in future by filtration in next 2-3 years.
- New ETP plant of 200KLD extra capacity has been commissioned which is providing much needed water recycling support

(B) Technology absorption

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

(C) Foreign exchange earnings and outgo

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

Foreign Exchange Earnings: NilForeign Exchange Outgo:

Nature of transaction	Amount (₹ In Lakhs)
Sitting Fees	1.50
Legal & Professional Fees	12.11
Total	**13.61**

GENERAL

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

there were no reported instances of cases filed pursuant to Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.

5. The Company has complied with Secretarial Standards issued by the Institute of Company Secretaries of India and notified by the Ministry of Corporate Affairs.

6. There is proceeding pending under the Insolvency and Bankruptcy Code, 2016. An interlocutory application was filed by Mr. Vijaykumar V Iyer, Resolution Professional of Future Retail Limited **("RP")** against the Company, before Hon'ble National Company Law Tribunal, Mumbai Bench **("NCLT")**, under the provisions of Insolvency and Bankruptcy Code, 2016 **("Code")** in the matter relating to Corporate Insolvency Resolution Process initiated by Bank of India **(the "Financial Creditor" therein)** against Future Retail Limited **("FRL" / "Debtor" therein)**. In the said interlocutory application filed, the RP has prayed to NCLT to declare payments made by FRL to the Company to the tune of ₹ 839.18 Crore, during the financial years 2020-21 and 2021-22 to be preferential in nature and has sought directions from NCLT for Company to refund the alleged preferential payments to FRL in accordance with Section 44 of the Code. The application is pending before NCLT as on March 31, 2024.

7. The Company has not availed any fresh loan from the Banks or Financial Institutions during the financial year 2023-24 and therefore there is no disclosure relating to difference between amount of the valuation done at the time of one time settlement and the valuation done while taking loan from the Banks or Financial Institutions.

8. During the year under review, the Company has been unable to service its obligations towards payment of amount of principal and interest due towards unlisted Non-Convertible Debentures issued by the Company to CDC Emerging Markets Limited. The amount due was partly paid-off during the current fiscal and presently an principal amount of ₹ 158.82 Crore and accrued interest of ₹ 58.01 Crore is outstanding to be paid by the Company.

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

DIRECTORS' RESPONSIBILITY STATEMENT

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

a. in the preparation of the annual accounts for the financial year ended 31st March, 2024, the applicable accounting standards have been followed along with proper explanation relating to material departures, if any;

b. the Directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at 31st March, 2024 and of the profit or loss of the Company for that period;

c. the Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2014 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;

d. the Directors have prepared the annual accounts for the financial year ended 31st March, 2024, on a going concern basis;

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

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

ACKNOWLEDGEMENT

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

On behalf of the Board of Directors

Birendra Kumar Agrawal
Chairman

Date: 28th November, 2024

Annexure I

Form AOC-2

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

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

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

The Company has not entered into any contracts or arrangements or transactions with its related parties which are not on arm's length basis during the financial year 2023-24.

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

Name of the Party	Nature of Relation	Nature of Contract	Duration	Salient Terms	Date Approved by Board	Amount (₹ In lakhs)
Aadhaar Wholesale Trading and Distribution Ltd	Subsidiary	Sales	On Going	As per purchase orders placed from time to time	13th February, 2023	13.27

On behalf of the Board of Directors
Of Future Consumer Limited

Birendra Kumar Agrawal
Chairman

Date: 28th November, 2024

Annexure II

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

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

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

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

3. The Composition of the CSR Committee as on 31st March, 2024 is as under:

Sl. No.	Name of Director	Designation / Nature of Directorship	Number of meetings of CSR Committee held during the year	Number of meetings of CSR Committee attended during the year
1	Ms. Shivangi Sharma@	Chairperson	1	-
2	Mr. Samson Samuel@@	Member	1	1
3	Ms. Preeti Singhal^	Member	1	-

@ Appointed as Chairperson w.e.f. 9th February, 2024

@@ Appointed as Member w.e.f. 4th November, 2023

^ Appointed as Member w.e.f. 9th February, 2024

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

   The Composition of CSR as on 31st March, 2024 is available on the website of the Company - https://futureconsumer.in/investors.aspx#statutory-documents

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

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

6. (a) Average net profit of the Company as per sub-section (5) of section 135 : **During the three immediately preceding**

   financial years, the Company has incurred Average Net Loss of ₹ (15,614.59) Lakhs.

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

○Yes ⊘No

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

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

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

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

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

Shivangi Sharma
Chairperson - CSR Committee

Annexure III

FORM NO. MR-3 SECRETARIAL AUDIT REPORT

For the financial year ended March 31, 2024

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

To,
The Members
Future Consumer Limited
Mumbai

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

Based on my verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit of the Company, I hereby report that in my opinion, the Company has, during the audit period covering the financial year ended on **March 31, 2024** complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter.

I have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on March 31, 2024 according to the provisions of:

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

- The Company has prepared standalone financial statement for the year ended 31st March 2023 without consolidating financials of Aussee Oats Milling(Private) Limited (joint venture) and Aussee Oats India Limited (step down subsidiary), which is a non-compliance of Ind AS 27 and Section 133 of the Companies Act 2013.
- The Company has prepared consolidated financial results for all the quarters during the financial Year ended 31.03.2023 without consolidating financials results of Aussee Oats Milling Private Limited (joint venture) and Aussee Oats India Limited (step down subsidiary), which is a non-compliance Regulation 33 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
- The Company has delayed in filing of Disclosure of share holding pattern under Regulation 31 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for the Quarter ended 30.06.2023.
- The Company has not paid listing fees to the Stock Exchanges for FY 2023-24 and the Company has received Notice for Non-Payment of Annual Listing Fees from the Stock Exchanges.
- The Company has not taken Directors and Officers Insurance for all their independent Directors of the Company under Regulation 25 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
- As per the SS-1 (Secretarial Standard On Meetings Of The Board Of Directors) issued by the ICSI, the Company has not maintained attendance Register of all the Meeting.
- As per the SS-1 (Secretarial Standard On Meetings Of The Board Of Directors) issued by the ICSI, Minutes are not Consequently Page Numbered and Date of Entry and Signing of Minutes are not mentioned.

Management Response:

- The Company has investments in Aussee Oats Milling Private Limited (joint venture) and Aussee Oats India Limited (step down joint venture) (together referred to as 'JV') of Rs. 9,164.90 lakhs including investments, loans and other assets (as on March 31, 2022: Rs. 9,311.50 lakhs) on standalone basis and Rs. 6,545.04 lakhs including investments, loans, and other assets (As on March 31, 2022 Rs. 6,650.53 lakhs) on consolidated basis.. 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, 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 year end date and consequent impact thereof on the financial results. However, the Management believe that it will not have a material impact on the standalone and consolidated financial results for the quarter and year ended March 31, 2023.
- Since the Company had not paid the Annual Custody fees to the Depositories, benpos were not received on time from the Depositories /RTA and therefore there was delay in submission of share holding pattern under Regulation 31 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for the Quarter ended 30.06.2023, is due to non receipt of benpos from the Depositories/RTA
- Due to cash flow/liquidity issue, the Company has not paid Listing fees to the Stock Exchanges.

I further report that:

- The Company has received through email a letter from SEBI 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.

- 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.
- State Bank of India (Lead Bank) has appointed M/s. G. D. Apte & Co., Chartered Accountants to undertake forensic audit of the Company. Subsequently, appointment of Mr G D Apte & Co. Chartered Accountants as forensic auditor was revoked and State Bank of India (Lead Bank) has appointedM/s. Amit Ray and Company, Chartered Accountants, to undertake forensic audit of the Company.

I further report and confirm that the Company has maintained Structured Digital Database in compliance with the Regulation 3(5) and 3(6) of Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 for the year ended 31.03.2024.

I further report that:

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. During the year under review,

- Mr. Birendra Kumar Agrawal appointed as an Additional (Independent) Director with effect from 5th August, 2023 for a term of five years and Subsequently, appointed as the Chairman of the Board of Directors with effect from 14th August, 2023 and appointed as an Independent Director at the Annual General Meeting held on 04th November, 2023.
- Ms. Lynette Monteiro, appointed as an Additional Director with effect from 5th August, 2023 and appointed as a Director at the Annual General Meeting held on 04th November, 2023.
- Mr. Ravi Shankar Shrivastava, appointed as an Additional (Independent) Director with effect from 29th December, 2023 and appointed as an Independent Director at the Extra Ordinary General Meeting held on 02nd February, 2024.
- Mr. Samson Samuel, appointed as an Additional Director with effect from 23rd October, 2023 and also appointed as Managing Director for a term of three years. In terms of the Companies Act, 2013 the office of Directorship of Mr. Samson Samuel has been vacated on the conclusion of the 27th Annual General Meeting of the Company held on 4th November, 2023. Thereafter Mr. Samson Samuel has been appointed as an Additional Director with effect from 4th November, 2023 and also appointed as Managing Director for a term of three years, at the Extra Ordinary General Meeting held on 02nd February, 2024.
- Ms. Preeti Singhal, appointed as an Additional (Independent) Director with effect from 9th February, 2024.
- Ms. Shivangi Sharma, appointed as an Additional Director with effect from 9th February, 2024.
- Mr. Ghyanendra Nath Bajpai, has resigned from the post of Independent Director and Chairman of the Company with effect from 02nd June, 2023.
- Ms. Neelam Chhiber, an Independent Director has resigned from Board of Directors of the Company with effect from 30th December, 2023.
- Mr. Amit Kumar Agrawal has resigned from the employment of the Company and also as an Executive Director of the Company with effect from 15th January,2024
- Mr. Rajnikant Sabnavis, Non-Executive and Non-Independent Director has resigned as Director of the Company with effect from 17th November, 2023.
- Ms. Ashni Biyani, Non Executive Director has resigned as Director of the Company with effect from 5th June,2023.

- Mr. Kishore Biyani has incurred disqualification in terms of the provisions of Section 164(2) of the Companies Act,2013 and consequently in terms of the provisions of Section 167(1)(a) of the Companies Act,2013 his office of Directorship As Vice – Chairman and Non Executive Director of the Company vacated with effect from 21st October,2023.

The Company received Hon'ble National Company Law Tribunal, Mumbai Bench ("NCLT") Order sanctioning the Composite Scheme of Arrangement of Future Food and Products Limited (Transferor Company No.1) and Future Food Processing Limited (Transferor Company No. 2) with Future Consumer Limited (Transferee Company) and their respective shareholders ("Scheme") dated 10th November, 2023. The Scheme has been made effective from 30th November,2023.

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

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

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

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

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

FOR SANJAY DHOLAKIA & ASSOCIATES

SANJAY R DHOLAKIA
Practicing Company Secretary
Proprietor

Membership No.: FCS 2655
CP No.: 1798
Peer Reviewed Firm No. 2036/2022

Date: 28th November, 2024
Place: Mumbai
UDIN: F002655F002983754

ANNEXURE I TO SECRETARIAL AUDIT REPORT

To,
The Members
Future Consumer Limited
Mumbai

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

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

FOR SANJAY DHOLAKIA & ASSOCIATES

SANJAY R DHOLAKIA
Practicing Company Secretary
Proprietor

Membership No.: FCS 2655
CP No.: 1798
Peer Reviewed Firm No. 2036/2022

Date: 28th November, 2024
Place: Mumbai
UDIN: F002655F002983754

Annexure IV-A

Form No. MR-3

SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED MARCH 31, 2024

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

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

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

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, We hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on March 31, 2024 complied with the statutory provisions listed hereunder and also that the Company has proper Board processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on March 31, 2024 according to the provisions of:

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

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

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

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

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

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

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

- **The Board has appointed M/s. Jyoti Kumar & Co., Chartered Accountants as the Internal Auditors for the financial year 2023-24. Internal Audit was carried out for the period from April 1, 2023 to December, 2023 and no Internal Audit was carried out for the period from January 1, 2024 to March 31, 2024.**

We further report that:

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

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

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

For Harsh Hiren Shah & Associates
Company Secretaries

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

Date : 18th May, 2024
Place : Mumbai
UDIN : A045112F000396441

ANNEXURE - 1

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

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

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

For Harsh Hiren Shah & Associates
Company Secretaries

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

Date : 18th May, 2024
Place : Mumbai
UDIN : A045112F000396441

Annexure IV-B

FORM NO. MR – 3
SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2024

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

To,
The Members,

Integrated Food Park Limited
Plot No. 666 KIADB Ph. Kempanadoderi & Baths,
Kora Hobli, Vasantha Narasapura,
Tumkur, Kempanadodderi, Koratagere, Karnataka - 572138

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

Based on my verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, I hereby report that in my opinion, the Company has, during the audit period covering the financial year ended on 31st March, 2024 complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31st March, 2024 according to the provisions of:

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

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

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

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

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

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

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

The Board of Directors of the Company is duly constituted with Non-Executive and Executive Directors as on 31st March, 2024. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

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

Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance except where the Board Meetings have been called at a shorter notice in compliance with the provisions of the Act and Secretarial Standards, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

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

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

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

- The Board of Directors approved grant of Short Term Loan in the form of Inter Corporate Deposit to The Nilgiri Dairy Farm Private Limited for an amount not exceeding Rs. 50 Lakhs.
- The Registered Office of the Company has been shifted outside the local limits from No. 22, VK Kalyani Commercial Complex, Sankey Road, Opp. B.D.A Office, Bangalore, Karnataka – 560020 to Plot No. 666 KIADB Ph. Kempanadoderi & Baths, Kora Hobli, Vasantha Narasapura, Tumkur, Kempanadodderi, Koratagere, Karnataka – 572138 with effect from 16th September, 2023.

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

Bhumika Desai
Company Secretary
ACS No.: 35550
C P No.: 22202
UDIN : A035550F000389970
Peer Review Certificate no. 3419/2023

Place : Mumbai
Date : 17th May, 2024

Annexure

To,
The Members,

Integrated Food Park Limited
Plot No. 666 KIADB Ph. Kempanadoderi & Baths,
Kora Hobli, Vasantha Narasapura,
Tumkur, Kempanadodderi, Koratagere, Karnataka - 572138

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

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

Bhumika Desai
Company Secretary
ACS No.: 35550
C P No.: 22202
UDIN : A035550F000389970
Peer Review Certificate no. 3419/2023

Place : Mumbai
Date : 17th May, 2024

Annexure IV-C

Form No. MR-3
SECRETARIAL AUDIT REPORT

For The Financial Year Ended 31st March, 2024

[Pursuant to Regulation 24A of SEBI (LODR) Regulations, 2015]

To,
The Members,

THE NILGIRI DAIRY FARM PRIVATE LIMITED
Knowledge House,Shyam Nagar,
Off Jogeshwari Vikhroli Link Road,
Jogeshwari(East), Mumbai City,
Mumbai - 400060

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

Based on my verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit and as per the explanations given to us and the representations made by the Management, I hereby report that in my opinion, the Company has, during the audit period covering the financial year ended on 31st March, 2024 **("Audit Period")** complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I have examined the books, papers, minute books, forms and returns filed and other records maintained by **M/s. THE NILGIRI DAIRY FARM PRIVATE LIMITED** wholly owned subsidiary of **M/s. FUTURE CONSUMER LIMITED** for the financial year ended on 31st March, 2024 according to the provisions of:

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

(ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder to the extent applicable to the Company;

(iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder; **(NOT APPLICABLE)**

(iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;

(v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act') to the extent applicable to the Company;

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

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

   (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;**(NOT APPLICABLE);**

   (d) The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021;**(NOT APPLICABLE);**

   (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities and Security Receipts) Regulations, 2008;**(NOT APPLICABLE);**

   (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client**(NOT APPLICABLE);**

   (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021**(NOT APPLICABLE);**

(h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018**(NOT APPLICABLE);**

(i) Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021**(NOT APPLICABLE);**

(j) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 **(NOT APPLICABLE)**

(vi) Food Safety and Standards Act, 2006 and Regulations thereunder.

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

I further report that, having regard to the compliance system prevailing in the company and on examination of the relevant documents and records in pursuance thereof, on test check basis, the company has generally complied with the laws applicable to the Company.

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

(i) The Secretarial Standards (SS-1 & SS-2) issued by The Institute of Company Secretaries of India complied generally.

During the Audit period under review and as per representations and clarifications provided by the management, I confirm that the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. as mentioned hereinabove.

I further report that compliance of applicable financial laws including Direct and Indirect Tax laws by the Company has not been reviewed in this Audit since the same has been subject to review by the Statutory Auditors and other designated professionals.

I further report that,

1. The Board of Directors of the Company is duly constituted and all the Director's as appointed were only the Non-Executive Directors. *There were changes in the composition of the Board of Directors, and KMP during the period under review period as per Annexure A attached. The Company does not have Company Secretary as on 31st March, 2024.*
2. Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, except where the Board Meetings have been called at a shorter notice in compliance with the provisions of the Act and Secretarial Standards, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting as checked on test check basis.
3. All decisions at the Board Meetings carried out unanimously as recorded in the minutes of the meetings of the Board of Directors.

I further report that as per the explanations given to us and the representations made by the Management and relied upon by us there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

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

- During the period the Board at their Meeting held on 29.08.2023 had approved for transfer of entire business undertaking of the Company by way of slump sale on a going concern basis to AVA Cholayil Healthcare Pvt Ltd be ("Transferee") in the manner and as per the terms and conditions more particularly as set out in the Business Transfer Agreement entered between the Company, Future Consumer Limited ("Holding Company") and Transferee dated 29.8.2023.

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

For Rasna Goyal
Practising Company Secretary

Place: Kolkata
Date: 17th May, 2024
UDIN: F009096F000391445

C.P No. 9209, FCS No. 9096
PRN No.: 2094/2024
FRN No.: I2010WB747300

Annexure - A

Sl No.	Name	Designation	Date of Appointment	Date of Resignation
1	NEELAM CHHIBER	Director	12/07/2023	18/03/2024
2	PREETI SINGHAL	Additional Director	18/03/2024	-----
3	NEETA ARVIND SINGH	Company Secretary	28/12/2022	26/06/2023
4	JUDE SAVIO LINHARES	Director	30/01/2019	26/04/2023
5	PANKAJ SOMANI	Additional Director	26/04/2023	-----
6	SAMBHAV DINESH SATRA	Manager and CFO	27/03/2023	31/12/2023

For Rasna Goyal
Practising Company Secretary

Place: Kolkata
Date: 17th May, 2024
UDIN: F009096F000391445

C.P No. 9209, FCS No. 9096
PRN No.: 2094/2024
FRN No.: I2010WB747300

'Annexure B'

To,
The Members,

THE NILGIRI DAIRY FARM PRIVATE LIMITED

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

1. Maintenance of Secretarial record is the responsibility of the management of the Company. My responsibilityis to express an opinion on these secretarial records based on our audit.
2. I have followed the audit practices and process as were appropriate to obtain reasonable assurance aboutthe correctness of the contents of the Secretarial records. The verification was done on test basis to ensure thatcorrect facts are reflected in Secretarial records. I believe that the process and practice, I followed providea reasonable basis for my opinion.
3. I have not verified the correctness and appropriateness of financial records and Books of Accounts of theCompany.
4. Where ever required, I have obtained the Management representation about the Compliance oflaws, rulesand regulations and happening of events etc.
5. The Compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is theresponsibility of management. My examination was limited to the verification of procedure on test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the Company nor of the efficacyor effectiveness with which the management has conducted the affairs of the Company.

For Rasna Goyal
Practising Company Secretary

Place: Kolkata
Date: 17th May, 2024
UDIN: F009096F000391445

C.P No. 9209, FCS No. 9096
PRN No.: 2094/2024
FRN No.: I2010WB747300

Annexure V

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

(i) **The percentage increase in remuneration of each Director, Chief Financial Officer, Chief Executive Officer, Company Secretary or Manager, during the financial year 2023-24, ratio of the remuneration of each Director to the median remuneration of the employees of the Company for the financial year 2023-24 are as under:**

Sr. No.	Name of Director/KMP and designation	% increase in Remuneration for financial Year 2023-24	Ratio of remuneration of each Director to median remuneration of employees
1	Amit Kumar Agrawal** Executive Director	16.48%	7.43%
2	Samson Samuel# Chief Executive Officer	0.00%	5.55%
3	Manoj Gagvani Company Secretary & Head-Legal	0.00%	5.54%
4	Rajendra Bajaj Chief Financial Officer	20.47%	11.99%

**ceased to be Executive Director with effect from 15th January, 2024

ceased to be Chief Executive Officer with effect from 23rd October, 2023

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

In the financial year 2023-24, there was an increase of 6% in the median remuneration of employees.

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

There were 18 permanent employees on the rolls of Company as on 31st March, 2024.

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

The average percentage increase made in the salaries of employees other than the managerial personnel for the financial year i.e. 2023-24 was 12% whereas the increase in the non-managerial remuneration for the same financial year was 7%. Justification for increase in managerial remuneration is due to change in roles, appointment/resignation and revision in case of few key managerial personnel as per industry norms.

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

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

Annexure VI

Disclosures relating to Employee Stock Option Scheme(s) in respect of Options granted till 31st March, 2024

Sr. No	Particulars	FVIL ESOP-2011	FCEL ESOP-2014
A	Disclosures in terms of the accounting standards prescribed by the Central Government in terms of Section 133 of the Companies Act, 2013 (18 of 2013) including the 'Guidance note on accounting for employee share-based payments' issued in that regard from time to time.	Refer Note 34 in Notes to Financial Statements	
B	Diluted Earnings Per Share (EPS) on issue of shares pursuant to all the schemes covered under the regulations shall be disclosed in accordance with Accounting Standard 20 – Earnings Per Share issued by ICAI or any other relevant accounting standards as prescribed from time to time	₹ (0.96)	
C	**Details related to ESOS**		
(i)	A description of each ESOS that existed at any time during the year including the general terms and conditions of each ESOS		
(a)	Date of Shareholders' Approval	10th August, 2010 and 16th January, 2012	12th January, 2015 and 12th May, 2015
(b)	Total Number of Options approved under ESOS	5,00,00,000	Primary Route: 3,19,50,000 Secondary Route: 7,98,00,000

(c)		Vesting Requirements	
At the end of two year from the date of Grant		30% of options granted	
At the end of three year from the date of Grant		50% of options granted	

		FVIL ESOP-2011		FCEL ESOP-2014	
		At the end of one year from the date of Grant	30% of options granted	At the end of one year from the date of Grant	20% of options granted
		At the end of two year from the date of Grant	30% of options Granted	At the end of two year from the date of Grant	30% of options granted
		At the end of three year from the date of Grant	40% of options granted	At the end of three year from the date of Grant	50% of options granted
(d)	Exercise price or Pricing formula	₹ 6/-		**Primary Route :** The exercise price per Option shall not be less than the face value of Equity Shares and shall not exceed market price of the Equity Share of the Company as on date of grant of Options, as may be decided by Nomination and Remuneration / Compensation Committee. **Secondary Route** : The exercise price per Option shall not exceed market price of the Equity Share of the Company as on date of grant of Options or the cost of acquisition of such shares to the Company applying FIFO basis, whichever is higher, as may be decided by Nomination and Remuneration / Compensation Committee.	

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

		FVIL ESOP-2011 (Primary Route)	FCEL ESOP-2014 (Secondary Market Route)	FCEL ESOP-2014 (Primary Route)
a)	Number of Options outstanding at the beginning of the Period	Nil	7,00,000	Nil
b)	Number of Options granted during the year	Nil	Nil	Nil
c)	Number of Options forfeited / lapsed during the year	Nil	Nil	Nil
d)	Number of Options vested during the year.	Nil	Nil	Nil
e)	Number of Options exercised during the year	Nil	Nil	Nil
f)	Number of shares arising as a result of exercise of Options	Nil	Nil	Nil
g)	Money realized by exercise of Options	Nil	Nil	Nil
h)	Loan repaid by the Trust during the year from exercise price received	Not Applicable	Nil	Not Applicable
i)	Number of options outstanding at the end of the year	Nil	7,00,000	Nil
j)	Number of Options exercisable at the end of the year.	Nil	3,50,000	Nil

Sr. No	Particulars	FVIL ESOP-2011	FCEL ESOP-2014
v)	Weighted-average exercise prices and weighted-average fair values of options shall be disclosed separately for options whose exercise price either equals or exceeds or is less than the market price of the stock.	Refer Note 34 in Notes to Financial Statements	
vi)	Employee wise details of options granted to:		
(a)	Senior Managerial Personnel (Directors and Key Managerial Personnel)	Nil	

Sr. No	Particulars	FVIL ESOP-2011	FCEL ESOP-2014
(b)	Any other employee who receives a grant in any one year of option amounting to 5% or more of option granted during that year.	Nil	
(c)	Identified employees who were granted option during any one year, equal to or exceeding 1% of the issued capital (excluding outstanding warrants and conversions) of the Company from the time of grant.	Nil	
vii)	A description of the method and significant assumptions used during the year to estimate the fair value of options including the following information:		
(a)	the weighted-average values of share price, exercise price, expected volatility, expected option life, expected dividends, the risk-free interest rate and any other inputs to the model;	Refer Note 34 in Notes to Financial Statements	
(b)	the method used and the assumptions made to incorporate the effects of expected early exercise;	The fair value of each Option is estimated using the Black Scholes Option Pricing model.	
(c)	how expected volatility was determined, including an explanation of the extent to which expected volatility was based on historical volatility; and	The volatility used in the Black Scholes Option Pricing model is the annualized standard deviation of the continuously compounded rates of return on the stock over a period of time. The period considered for the working is commensurate with the expected life of the Options and is based on the daily volatility of the Company's stock price on NSE. The Company has incorporated the early exercise of Options by calculating expected life on past exercise behaviour.	
(d)	whether and how any other features of the option grant were incorporated into the measurement of fair value, such as a market condition.	There are no market conditions attached to the grant and vest.	

Details related to Trust:

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

(i) General information on all schemes

Sr. No.	Particulars	Details
1	Name of the Trust	Future Consumer Enterprise Employees Welfare Trust
2	Details of the Trustee(s)	Vistra ITCL (India) Limited (formerly known as IL & FS Trust Company Limited)
3	Amount of loan disbursed by Company / any company in the group, during the year	Nil
4	Amount of loan outstanding (repayable to Company / any company in the group) as at the end of the year	₹ 3,844.34 lakhs
5	Amount of loan, if any, taken from any other source for which Company / any company in the group has provided any security or guarantee.	Nil
6	Any other contribution made to the Trust during the year	Nil

Statutory Report

FMCG 2.0

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

(a)	Number of shares held at the beginning of the year;	10,497,293
(b)	Number of shares acquired during the year through:	
	(i) primary issuance	Nil
	(ii) secondary acquisition, also as a percentage of paid up equity capital as at the end of the previous financial year, along with information on weighted average cost of acquisition per share	Nil
(c)	Number of shares transferred to the employees / sold along with the purpose thereof	72,80,000 equity shares. The excess shares held by Trust which were not backed by grant have been sold.
(d)	Number of shares held at the end of the year	32,17,293

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

Sr. No	Particulars	Number of shares	As a percentage of paid-up equity capital as at the end of the year immediately preceding the year in which shareholders' approval was obtained
a)	Held at the beginning of the year	10,497,293	0.63%
b)	Acquired during the year	Nil	-
c)	Sold during the year	72,80,000	0.44%
d)	Transferred to the employees during the year	Nil	-
e)	Held at the end of the year	32,17,293	0.44%

MANAGEMENT DISCUSSION AND ANALYSIS

COMPANY OVERVIEW

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

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

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

ECONOMIC & INDUSTRY OVERVIEW

The fiscal year 2023-24 has presented a mixed outlook for India's Fast-Moving Consumer Goods (FMCG) and retail sectors. The economic landscape for these companies is dynamic and evolving, characterized by persistent challenges of inflation and supply chain disruptions. However, significant opportunities exist, including digital transformation, changing consumer preferences, and supportive government initiatives. Companies strategically navigating these factors focusing on innovation, sustainability, and efficiency will be better positioned for growth and success in the coming years.

Consumer preferences have evolved considerably in the post-pandemic era. A greater awareness of health and wellness has led to an increased demand for organic, natural, and functional foods. Additionally, the preference for convenience and hygiene has fueled growth in categories such as ready-to-eat meals, personal care products, and home cleaning supplies.

While urban markets remain a significant growth driver, rural demand is becoming increasingly important. Government schemes aimed at rural development, improved agricultural incomes, and better connectivity enhance consumption in these areas. Companies focus on strategies to penetrate rural markets by offering tailored products and localized marketing campaigns.

Inflation continues to be a significant concern for FMCG and retail companies. Rising costs of raw materials, such as edible oils, grains, and packaging supplies, along with higher fuel prices, are squeezing profit margins. Companies will likely face challenges in balancing price increases with maintaining consumer demand. Therefore, strategic sourcing, cost optimization, and price management will be crucial in navigating this inflationary environment.

The digital revolution is transforming India's FMCG and retail sectors. E-commerce penetration has surged as more consumers prefer online shopping for convenience and safety. Companies are investing in digital platforms, enhancing their online presence, and using data analytics to understand consumer behaviour better. Omnichannel strategies that integrate online and offline channels are becoming essential for maintaining competitiveness.

The future outlook for India's FMCG and retail sectors appears favourable, with several growth drivers and opportunities on the horizon. Economic recovery, rising consumer demand, and digital transformation are driving growth. However, companies must also address inflation, supply chain disruptions, and changing consumer preferences. Strategic investments in innovation, sustainability, and technology will be vital for success.

India's FY 23-24 GDP growth is projected to be around 6-7%, following a robust recovery in the previous fiscal year. This growth is due to strong domestic consumption, increased government spending on infrastructure, and favourable monetary policies. The FMCG and retail sectors have benefited from this economic expansion, as higher disposable incomes and improved consumer sentiment drive demand.

Government policies and initiatives are critical in shaping India's economic landscape. The Production Linked Incentive (PLI) scheme, agriculture and labour laws reforms, and efforts to enhance digital infrastructure are among the initiatives that will impact the FMCG and retail sectors. Additionally, policies to improve the ease of doing business, logistics infrastructure, and rural connectivity will further support growth.

BUSINESS AND PERFORMANCE OVERVIEW

The Company runs well-known retail chains such as Aadhaar and Nilgiris. Aadhaar is a unique rural retail chain model with current operations in Punjab, Gujarat, Rajasthan, and Haryana and expansion plans to move into Uttar Pradesh. Nilgiris is a well-known neighbourhood chain of supermarkets operated in a franchisee model with stores in all Major South Indian Cities like Chennai, Bangalore, Mangalore, Madurai, Trichy, Trivandrum and Kochi. The Company owns and operates a 102-acre food park at Tumkur, Karnataka. This facility has a 22,000-tonne storage capacity and 5000 pallet Positions for cold storage, pulping, milling, flouring, and packing units. This facility also houses rice, combi, and spice mills, which the Company owns.

FCL as a company has also been engaged in the business of sourcing, manufacturing, branding, marketing, and Distribution of a broad portfolio of established food and fast-moving consumer goods ("FMCG") brands across categories like Food, Ready to Eat Meals, Snacks, Beverages, Personal Hygiene Care, Beauty, and Home Care. The Major Brands in the portfolio are Tasty Treat, Karmiq, Golden Harvest, Nilgiris, and Kara, amongst others. With all the Company's strengths in terms of assets and businesses, this year was about consolidating and protecting the businesses and operating in a manner that generates cash from operations.

The setback with the Scheme of Arrangement with Reliance and its impact on Future Retail stores have been significant. However, we are strategically focusing on our Nilgiris and Aadhaar businesses to ensure our sustainability and provide a robust sales channel for our brand portfolio. We are also maximizing the potential of our Integrated Food Park Business and leveraging our well-known brands in the general trade markets. Our strategy is to make all these businesses cashflow positive and gradually expand the General Trade channels with a limited set of Brands.

FCL firmly believes in the vast potential for brand growth within our existing network of Aadhaar& Nilgiris. These channels provide us with a unique opportunity to establish a Controlled Distribution across all the categories and brands we operate in. This controlled Distribution will not only enhance our market presence but also create a rich data eco-system, setting us apart in the industry.

While the current context is not favourable for sales growth, we want to assure all of you that FCL is built on strong fundamentals, and the Company will tide through these challenging times. Your Company will continue its journey to become debt-free and keep a scalable platform ready to grow when the opportunity presents itself. Achieving sustainable profitability and free cash flow are the key mantras for the Company Going forward.

HUMAN RESOURCES

FCL had 18 employees on 31st March, 2024 vis-à-vis 62 employees on 31st March 2023. FCL strongly believes employees are one of the organisation's most critical assets. We ensured a safe working place for employees physically present in our production units, warehouses, offices and other facilities.

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

RISK, THREATS INTERNAL CONTROLS AND ADEQUACY

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

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

ENTERPRISE RISK MANAGEMENT:

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

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

It involves:

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

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

INTERNAL AUDIT AND INTERNAL FINANCIAL CONTROLS

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

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

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

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

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

REVIEW OF CONSOLIDATED FINANCIALS

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

Turnover

The Company has recorded consolidated turnover of

₹ 36,980.48 Lakhs in the fiscal year 2024 as against

₹ 38,115.08 Lakhs in last fiscal, a decline of 3%. Our turnover consists of income from sale of products and other operating income by the Company and its subsidiaries.

Cost of Goods Sold

Our cost of goods sold primarily includes costs in relation to purchases of finished goods and raw materials and other cost. Our cost of goods sold accounted for 84.07% and 91.5% of our turnover for fiscal year 2024 and fiscal year 2023 respectively.

Employee Costs

Employee cost include salaries and bonuses to our employees, ESOP charges, contributions to provident funds and other funds as well as staff welfare expenses. During fiscal year 2024, employee benefit expenses amounted to 6.8% of turnover, as compared to 8.9% of turnover in fiscal 2023. Employee cost decreased by 27% compared to last year due to rationalization of employee costs during the year.

Other Expenses

Other Expenses primarily include expenses towards payment of rent and fuel, power, water, advertisement, publicity and selling expenses, travelling expenses, legal and professional charges and impairment loss on trade and other receivables etc. Other expenses accounted for 20% and 20.1% of turnover for fiscal year 2024 and fiscal year 2023, respectively. Our overall Other Expenses for fiscal year 2023 decreased by 17% over fiscal year 2024.

Interest and Financing Charges

Interest and financing cost primarily consist of interest on working capital loans, fixed loans and term loans. FCL incurred interest and financing charges of ₹ 6,131.22 Lakhs in fiscal year 2024, a increase of ₹ 785.25 Lakhs over the previous fiscal year. The increase is on account of increase in the interest on Loans. Interest and Financing Charges stood at ~15% on average borrowing balance.

Depreciation and Amortization

For the year, Depreciation and Amortization expense has decreased from ₹ 3,220. 52 Lakhs in fiscal year 2024 to ₹ 1785.17Lakhs in fiscal year 2024.

Profit before Tax

FCL incurred a loss of ₹ 13,633.86 Lakhs for fiscal year 2024 *vis-a-vis* loss of ₹ 31,878.50 Lakhs for the fiscal year 2023. Further the Company also reported Exceptional items in the fiscal year 2024 amounting to ₹ 5677.54 Lakhs.

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

Losses on account of JVs, Subsidiaries and Associates and minority interest stood at ₹ 256.02 Lakhs in fiscal year 2024 vs

₹ 276.25 Lakhs for fiscal year 2023. The losses are attributable to Aussee Oats Milling (Private) Limited, Hain Future Natural Products Private Limited and Fonterra Future Dairy Private Limited.

Profit after Tax

Loss for fiscal year 2024 was ₹ 13468.26 Lakhs, *vis-à-vis*

₹ 32,194.84 Lakhs in the fiscal year 2023.

Exceptional Items

The Company has always believed that prudence is one of its key business virtues and has worked towards enhancing corporate governance framework. Pursuant to the same, the Company has recognized a loss of ₹5944.25 Lakhs which is included in exceptional items of ₹5677.54 Lakhs for the year ended March 31, 2024.

Further, due to significant reductions in business operations, the Group intends to sell its net assets of subsidiaries. Accordingly, net assets having net book value of Rs. 23,708.85 lakhs has been classified as assets held for sale during the current year. Upon review, the recoverable amount of net assets classified as assets held for sale is Rs 34,784.99 lakhs and accordingly impairment loss of Rs. 4,458.21 lakhs is recognized during the year ended March 31, 2024 on these assets, which has been included in exceptional item. The Company has also recognized impairment loss of 386.67 lakhs on its on Property, Plant and Equipment. The Company has also recognised impairment loss on interest income of Rs. 20.96 lakhs on the advances given to MNS Foods Limited, Rs. 183.56 lakhs on its investment and Interest receivable in Hain Future Natural Products Private Limited (Hain), a joint venture company.

The Group has sold property, plants and equipments during the year and recognised gain of Rs. 12.81 lakhs. During the year, the Group has recognised write back of joint venture (JV) losses amounting to Rs. 253.90 lakhs. This is reversal of previously recognised losses in respect of investments in Joint Ventures

SUMMARY OF BALANCE SHEET FINANCIAL POSITION

Property, Plant & Equipment, Intangibles & Capital Work in

Progress (Fixed Assets)

Fixed Assets declined from ₹ 6,176.26 Lakhs at the end of fiscal year 2023 to ₹ 949.02 Lakhs at the end of fiscal 2024. This was mainly on account of depreciation and amortization of ₹ 1785.17 Lakhs and sale & impairment of Assets.

Other Non-Current Assets

Other Non-Current Assets increased to ₹ 1609.05 Lakhs for fiscal year 2024 from ₹ 1,698.52 Lakhs for fiscal year 2023 primarily due to increase in advance taxes paid.

Financial Assets (Non-Current)

Financial Assets decreased from ₹ 8335.46 Lakhs for fiscal year 2 0 2 3 to ₹ 8192.53 Lakhs primarily on account of conversion of loan into investments in various Joint Ventures.

Other Current Assets

Other Current Assets has decreased from ₹ 1,281.99 Lakhs for fiscal year 2023 to ₹ 824.33 Lakhs in fiscal year 2024 primarily due to reduction in security deposit and refund from the government authorities.

Cash and Bank Balances

Cash & Bank Balances stood at ₹ 947.19 Lakhs (fiscal year 2023: ₹ 1,544.68 Lakhs).

Shareholders' Funds

As on 31st March, 2024 (fiscal year 2024), Shareholder's Funds of the Company amounted to ₹ -30,579.11 Lakhs (fiscal year 2023:

₹ -17,127.29 Lakhs). Decrease is primarily on account of losses of ₹ (13,468.26) Lakhs incurred during the year.

Net Working Capital

As on 31st March, 2024, the Net Working Capital of the Company amounted to ₹ -3705.34 Lakhs (fiscal year 2023

₹ -1955.11 lakhs), this included ₹ 194.24 Lakhs (fiscal year 2023: ₹ 2.956.33 Lakhs) of Inventories, ₹ 8.56 Lakhs (fiscal year 2023: ₹ 254.47 Lakhs) of Trade Receivables and

₹ 3908.14 Lakhs (fiscal year 2023: ₹ 5,165.91 Lakhs) of Trade Payables. Net Working Capital Days increased at the end of fiscal year 2024 from 71 days at the end of fiscal year 2023, on account of limited operations during the year.

Borrowings

As on 31st March, 2024, the Company's Gross Debt stood at ₹ 41,004.19 Lakhs comprising of short-term borrowings (Including Current Maturities of Long Term Debt) ₹40,890.23 Lakhs, Lease Liabilities of ₹ 113.96 Lakhs (fiscal year 2023 Gross Debt: ₹ 42,820.57 Lakhs; Short-term borrowings (Including Current Maturities of Long Term Debt) ₹ 40949.25 Lakhs; Lease Liabilities ₹1871.32 Lakhs). FCL is split evenly over a tenure of five years providing necessary liquidity in the medium term. The decrease in borrowings was primarily on account of repayment of Term Loans, reduction in utilization of Working Capital facilities and CCDs converted during the year.

Details of Significant Changes in Key Financial Ratios

1. **Debtors Turnover**

   Debtors Turnover ratio reduced from 73 days at the end of fiscal year 2023 to 1 day at the end of fiscal year 2024.

2. **Inventory Turnover**

   Inventory Turnover ratio has increased from 57 days of Cost Of Goods Sold (COGS) at the end of fiscal year 2023 to 19 days of COGS at the end of fiscal year 2024.

3. **Payables Turnover**

   Payables Turnover ratio decreased from 34 days of COGS for fiscal year 2023 to 28 days for fiscal year 2024.

4. **Interest Coverage Ratio**

   Interest coverage ratio was at (0.99x) for fiscal year 2024 primarily on account of losses incurred during the year.

5. **Current Ratio**

   Current ratio decreases to 0.49 x for the fiscal year 2024 from 0.59 x for the fiscal year 2023, primarily on account of reduction in ECL on debtors.

6. **Debt to Equity Ratio**

   Debt to Equity ratio (calculated on net debt) stood at -1.3 x for the fiscal year 2024 as compared to -2.2 x for the fiscal year 2023. Increase in the ratio was due to reduction in losses incurred during the current year.

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

   EBITDA margin (EBITDA calculated as Earnings before Interest, Taxes, Depreciation and Amortisation, Exceptional Items and including Other Income {excluding interest income}) for the Company stood at 14.7% for the fiscal year 2024 vs. -13.5% for the fiscal year 2023.

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

   Net profit margin (attributable to owners of the Company) at (36.6%) for the fiscal year 2024 vs. (84.5%) for the fiscal year 2023 due to the reduction in losses incurred during the year on account of limited operations, and exceptional costs.

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

   Return on Net Worth reduced to 44% to for the fiscal year 2024 from 188% for the fiscal year 2023 as net losses have decreased during the current year on account of limited operations and exceptional costs.

Performance of Subsidiary, Joint Venture and Associate companies:

Subsidiary Companies:

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

   Aadhaar, a wholly owned subsidiary of the Company, is in the business of rural and semi-urban wholesale and distribution primarily of fast-moving consumer products of the Company. It is actively pursuing wholesale distribution and franchisee models in this segment. Aadhaar is also pursuing low cost general trade access via hub and spoke model in the states of Gujarat, Punjab and Rajasthan. General trade store operating in a 100-kilometre radius of a hub can become a member of Aadhaar Mitra Model ("Mitra"). These Mitras in turn will get an access to the Company's brands along with other FMCG products and shall also benefit from technology and systems expertise. These wholesale centers also cater to other businesses in the radius such as hotel, restaurants and canteens, FCL intends to improve its reach to rural India via this digital distribution model. Aadhaar has registered revenues of 31,108.47 Lakhs during the year (₹ 28,574.91 Lakhs in fiscal year 2023).

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

   With origin in 1905, Niligiris is a leading dairy and bakery brand in South India with a franchisee network of stores. The brand Nilgiris has grown to become a household name in the south India with consumers spanning successive generations. The brand has a unique portfolio, supported by manufacturing activities for dairy business. Nilgiris also has franchisee operated chain of convenience stores with a strong presence in urban centers across India's southern states. Nilgiris has registered consolidated revenues of 4,111.81 Lakhs for the fiscal year 2024 as compared to ₹ 3,994.37 Lakhs for the fiscal year 2023.

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

   Bloom, a wholly owned subsidiary of the Company, is predominantly engaged in the business of trading in all types of fruits and vegetables. Bloom has registered revenues of ₹ 0 Lakhs during the year (Fiscal year 2023: ₹ 1,566.38 Lakhs).

   *The Scheme of Amalgamation pursuant to Sections 230 to 232 and other applicable provisions of the Companies Act, 2013 for amalgamation between Bloom Foods and Beverages Private Limited ("BFBPL" or "Transferor Company No.1") and Nilgiris Franchise Limited ("NFL" or "Transferor Company No.2") and Nilgiri's Mechanised Bakery Private Limited ("NMBPL" or "Transferor Company No.3") and Future Consumer Limited ('FCL' or 'Transferee Company') and their respective shareholders filed during the last fiscal is presently pending with Hon'ble NCLT, Mumbai Bench for approval. The Board of Directors of respective companies have approved the withdrawal of the said Scheme.

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

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

   IFPL has registered revenues of ₹2,109.99 Lakhs during the fiscal year 2024 as compared to ₹1,872.32 Lakh in fiscal year 2023.

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

   Aussee Oats operates a state-of-the-art "oats based" breakfast cereals manufacturing facility (EOU - Export

Oriented Unit) in Sri Lanka through a Joint Venture initiative with SVA India Limited and the Company. The Company holds 50% plus one ordinary share of Aussee Oats. Aussee Oats predominantly focuses on manufacturing and sale of wide range of oats such as flavoured oats, steel cut oats etc.

The Company has not received financial statements of Aussee Oats for the financial year ended 31st March, 2024, due to ongoing dispute with the joint venture partner- SVA India Limited and hence the impact of the same cannot be consolidated with the accounts of the Company as on 31st March,2024.

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

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

The Company has not received financial statements of Aussee Oats India for the financial year ended 31st March, 2024, due to ongoing dispute with the joint venture partner- SVA India Limited.

8. Sublime Foods Limited ("Sublime")*

Sublime has been engaged in the business of manufacturing convenient food products such as sauces, chutneys, condiments, dressings and mayonnaise for Company's brand - "Sangi's Kitchen". The manufacturing unit has been set up by Sublime Foods at the India Food Park, Tumkur, which mainly produces dips and sauces such as sweet, chilli garlic, schezwan, mayonnaise, tamarind (imli), coriander & mint and Italian classic arrabiata and alfredo. During the financial year 2023-24, there were no business operations undertaken by Sublime. FCL Tradevest owns 51% stake in Sublime Foods.

9. FCL Speciality Foods Private Limited ("FCL Speciality")

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

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

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

During the year under review, FFPL and FFPRL have been amalgamated with the Company as per order passed by NCLT, Mumbai Bench.

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

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

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

12. FCEL Overseas FZCO ("FCEL Overseas")

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

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

FCL Tradevest is in the process of creating a culture of manufacturing excellence, reorganized the businesses and accordingly, certain investments in entities with manufacturing operations are held by this wholly owned subsidiary. FCL Tradevest recorded revenue of 164.77 Lakhs during fiscal 2024 and incurred loss of (10.21) Lakhs in fiscal year 2024.

14. Nilgiris Franchise Limited

Nilgiris Franchise Limited was subsidiary of Nilgiri Dairy Farm Private Limited till 30th March 2023. From 31st March 24 became a wholly owned subsidiary of Future Consumer Limited. Company drive revenue from franchise fees earned from giving right of usage of "Nilgiris" Brands. During the previous year the company not carrying any business operations.

15. Nilgiri's Merchandise Bakery Private Limited

Nilgiri's Mechanised Bakery Private Limited was subsidiary of Nilgiri Dairy Farm Private Limited till 30th March 2023. From 31st March 24 became a wholly owned subsidiary of Future Consumer Limited. During the previous year the company has terminated business conduct agreement with Galaxy due to non-recovery of dues and current not carrying any business operations.

16. Appu Nutritions Private Limited

Appu Nutritions Private Limited was subsidiary of Nilgiri Dairy Farm Private Limited till 30th March 2023. From 31st March 24 became a wholly owned subsidiary of Future Consumer Limited. During the previous year the company has terminated business conduct agreement with Galaxy due to non-recovery of dues and current not carrying any business operation operations.

Joint Venture Companies:

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

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

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

While the initial feedback from customers and trade on the launch of "Terra" products in India was very heartening, it did get impacted by the lockdowns and closure of modern retail networks. Initial sales were slow, but the brand started gathering traction towards the second half of the FY 24. Hain incurred a loss of ₹ (579.92) Lakhs in fiscal year 2024.

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

FCL and Fonterra Co-operative Group, a leading global dairy nutrition company have formed a 50:50 joint venture to meet the growing demand for high- quality dairy nutrition in India. The partnership intended to leverage Fonterra's global dairy expertise and Future Consumer's strong local consumer insights and distribution scale, to launch a full range of consumer and foodservice dairy products. Fonterra incurred a net loss of (4.10) Lakhs for fiscal year 2024.

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

Associate Companies:

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

MNS Foods, a subsidiary of FCL Tradevest is engaged in the business of manufacturing and trading of all kinds of wafer biscuits, chocolate enrobed wafer biscuits, confectionaries, bakery, cookies, pastries, cereals foods, canned foods, lemon drops, extruded foods, tinned fruits, preserved foods, nutrients, vegetables, fruits, jams, pickles, sausages, diet foods, toffees, chocolates and packaging activities. MNS Foods supports manufacturing of Tasty Treat wafer biscuits from its manufacturing facilities set up at India Food Park, Tumkur. MNS Foods has registered revenues of 2094.53 Lakhs for the fiscal year 2024.

During the year under review, MNS Foods has ceased to be subsidiary FCL Tradevest and has become an associate of FCL Tradevest. During the financial year 2023-24, MNS Foods had allotted 12,50,000 Equity shares with issue price of INR 10/- each on 18th December, 2024 by preferential allotment on private placement basis to KSL Kantoor Food Products LLP and consequent to the same, MNS Foods is also an associate of KSL Kantoor Food Products LLP.

BUSINESS RESPONSIBILITY AND SUSTAINABILITY REPORT (BRSR)

SECTION A: GENERAL DISCLOSURES

I. Details of the listed entity

1	**Corporate Identity Number (CIN) of the Company**	L52602MH1996PLC192090
2	**Name of the Listed Entity**	Future Consumer Limited
3	**Year of incorporation Date**	1996 10th July
4	**Registered office address**	Knowledge House, Shyam Nagar, Off. Jogeshwari Vikhroli Link Road, Jogeshwari (East), Mumbai – 400 060
5	**Corporate address**	Knowledge House, Shyam Nagar, Off. Jogeshwari Vikhroli Link Road, Jogeshwari (East), Mumbai – 400 060
6	**E-mail**	investor.care@futureconsumer.in
7	**Telephone**	022-40552200
8	**Website**	www.futureconsumer.in
9	**Financial year for which reporting is being done**	2023-24
10	**Name of the Stock Exchange(s) where shares are listed**	BSE Limited National Stock Exchange of India Limited
11	**Paid-up Capital**	Rs. 1,19,822.08 Lakhs
12	**Name and contact details (telephone, email address) of the person who may be contacted in case of any queries on the BRSR report**	Mr. Samson Samuel Managing Director samson.samuel@futureconsumer.in
13	**Reporting boundary**	Standalone basis

II. Products/services

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

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

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

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

III. Operations

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

Location	Number of plants	Number of offices	Total
National	4	Corporate Office -1 Distribution Centre-0	5
International	-	-	-

17. Markets served by the entity:

a. Number of locations

Locations	Number
National (No. of States)	**17**
International (No. of Countries)	**-**

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

Not Applicable

c. A brief type of customers

Future Consumer Limited serves a diverse customer base across all age groups and geographic locations, with operations in six states. By actively engaging with stakeholders, we gain valuable insights that enable us to offer superior products and services. Our business partners with e-commerce platforms, retail stores, and institutional clients, allowing us to meet varied needs and preferences. This diverse customer base ensures broad market coverage and tailored product offerings, positioning Future Consumer Limited as a leader in delivering quality and customer satisfaction.

IV. Employees

18. Details as at the end of Financial Year:

a. Employees and workers including differently abled

S. No.	Particulars	Total (A)	Male		Female	
			No. (B)	% (B / A)	No. (C)	% (C / A)
EMPLOYEES						
1.	Permanent (D)	15	9	60%	6	40%
2.	Other than Permanent (E)	-	-	-	-	-
3.	Total employees (D + E)	15	9	60%	6	40%
WORKERS						
4.	Permanent (F)	-	-	-	-	-
5.	Other than Permanent (G)	-	-	-	-	-
6.	Total workers (F + G)	-	-	-	-	-

c. Differently abled employees and workers

S. No.	Particulars	Total (A)	Male		Female	
			No. (B)	% (B / A)	No. (C)	% (C / A)
EMPLOYEES						
1.	Permanent (D)	1	1	100%	-	-
2.	Other than Permanent (E)	-	-	-	-	-
3.	Total employees (D + E)	1	1	100%	-	-
WORKERS						
4.	Permanent (F)	-	-	-	-	-
5.	Other than Permanent (G)	-	-	-	-	-
6.	Total workers (F + G)	-	-	-	-	-

19. Participation/Inclusion/Representation of women

	Total (A)	*No. and percentage of Females*	
		No. (B)	*% (B / A)*
Board of Directors	*6*	*3*	*50%*
Key Management Personnel	*2*	*0*	*0%*

20. Turnover rate for permanent employees and workers

	FY 2023-24 (Turnover rate in current FY)			FY 2022-23 (Turnover rate in current FY)			FY 2021-22 (Turnover rate in previous FY)		
	Male	**Female**	**Total**	**Male**	**Female**	**Total**	**Male**	**Female**	**Total**
Permanent Employees	1.21	0.74	1.1	1.20	0.63	1.11	2.27	1.97	0.01
Permanent Workers	-	-	-	-	-	-	-	-	-

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

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

Name of the holding / subsidiary / associate companies / joint ventures	Indicate whether holding/ Subsidiary/ Associate/ Joint Venture	% Of shares held by listed entity*	Does the entity indicated at column A, participate in the Business Responsibility initiatives of the listed entity? (Yes/No)
Aadhaar Wholesale Trading and Distribution Limited	Subsidiary	100	No
Appu Nutritions Private Limited	Subsidiary of NDFPL	76	No
Aussee Oats India Limited	Subsidiary of FCL Tradevest	50 + One equity share	No
Aussee Oats Milling (Private) Limited	Subsidiary	50 + One equity share	No
Bloom Foods and Beverages Private Limited	Subsidiary	100	No
Delect Spices and Herbs Private Limited	Subsidiary of FCL Tradevest	99.82	No
FCEL Overseas FZCO	Subsidiary	60	No
FCL Tradevest Private Limited ("FCL Tradevest")	Subsidiary	100	No
Fonterra Future Dairy Private Limited#	Joint Venture	50	No
Hain Future Natural Products Private Limited	Joint Venture	40.92	No
Integrated Food Park Limited	Subsidiary of FCL Tradevest	100	No
MNS Foods Limited	Associate	32.88	No
Nilgiris Franchise Limited	Subsidiary of NDFPL	100	No
Nilgiri's Mechanised Bakery Private Limited	Subsidiary of NDFPL	84.73	No
Sublime Foods Limited ("Sublime")	Subsidiary of FCL Tradevest	51	No
The Nilgiri Dairy Farm Private Limited ("NDFPL")	Subsidiary	100	No
FCL Speciality Foods Private Limited	Subsidiary of Sublime	100	No

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

Joint venture has been terminated

VI. CSR Details

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

(ii) Turnover: ₹ 217.48 Lakhs

(iii) Net worth: ₹ (29,542.87) Lakhs

* For FY 2023-24 CSR spending is not applicable in view of average net loss incurred during the three immediately preceding financial years.

VII. Transparency and Disclosure

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

Stakeholder group from whom complaint is received	Grievance Redressal Mechanism in Place (Yes/No)	FY 2023-24 Current Financial Year			FY 2022-23 Previous Financial Year		
	(If Yes, then provide web-link for grievance redress policy)	Number of complaints filed during the year	Number of complaints pending resolution at close of the year	Remarks	Number of complaints filed during the year	Number of complaints pending resolution at close of the year	Remarks
Communities	-	Nil	-	-	Nil	-	-
Investors (other than shareholders)	investor. care@ futureconsumer.in	Nil	-	-	Nil	-	-
Shareholder	-	3	Nil	-	2	0	-
Employees	https://futureconsumer.in/ investors. aspx#policies-code	Nil	-	-	Nil	-	-
Customers	care@futureconsumer.in	Nil	-	-	Nil	-	-
Value Chain Partners	-	Nil	-	-	Nil	-	-
Others (Regulatory Body)	-	Nil	-	-	Nil	-	-

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

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

S. No.	Material issue identified	Indicate whether risk or opportunity (R/O)	Rationale for identifying the risk / opportunity	In case of risk, approach to adapt or mitigate	Financial implications of the risk or opportunity (Indicate positive or negative implications)
1.	Sustainable Products	O	The products of the Company are focused on use of recyclable material as customers are preferring sustainable products to reduce carbon footprint and production waste.	-	Positive

S. No.	Material issue identified	Indicate whether risk or opportunity (R/O)	Rationale for identifying the risk / opportunity	In case of risk, approach to adapt or mitigate	Financial implications of the risk or opportunity (Indicate positive or negative implications)
2.	Renewable Energy	O	Transition to renewable sources of energy is considered to be key for an organisation's long-term sustainability. The Company is exploring various way to shift to renewable sources across its operations.	-	Positive
3.	Sustainable supply chain	O	The Company believes long term association with suppliers and consider them as long-term partners in growth. Sustainably procured raw materials preserve the environment's resources, business resources, and offer consumers ethical shopping options.	-	Positive
4.	Occupational Health & Safety	R	Failure to ensure health and safety may hamper the smooth running of operations, impact manpower availability and may lead to litigation. The Company endeavours to provide healthy work environment to all its employees.	The Company conducts various safety trainings and drills to ensure the safety of their workers.	Positive
5.	Training and Skill Development	O	The Company works towards upskilling their employees and providing trainings in order to enhance their skills and knowledge. This helps in enhanced productivity and turnover.	-	Positive

SECTION B: MANAGEMENT AND PROCESS DISCLOSURE

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

Disclosure Questions	P 1	P 2	P 3	P 4	P 5	P 6	P 7	P 8	P 9
Policy and Management Process									
1. (a) Whether your entity's policy/policies cover each principle and its core elements of the NGRBCs. (Yes/No)	Y	Y	Y	Y	Y	Y	Y	Y	Y
(b) Has the policy been approved by the Board? (Yes/No)	Y	Y	Y	Y	Y	Y	Y	Y	Y
(c) Web Link of the Policies, if available	https://futureconsumer.in/investors.aspx#policies-code								
2. Whether the entity has translated the policy into procedures	Y	Y	Y	Y	Y	Y	Y	Y	Y
3. Do the enlisted policies extend to your value chain partners? (Yes/No)	Y	Y	Y	Y	Y	Y	Y	Y	Y
4. Name of the national and international codes/certifications/ labels/ standards (e.g. Forest Stewardship Council, Fairtrade, Rainforest Alliance, Trustea) standards (e.g. SA 8000, OHSAS, ISO, BIS) adopted by your entity and mapped to each principle.	Nil								

5.	Specific commitments, goals, and targets set by the entity with defined timelines, if any.	No specific targets have been set by FCL.*
6.	Performance of the entity against the specific commitments, goals and targets along-with reasons in case the same are not met.	Not Applicable
Government Leadership and oversight		
7.	Statement by director responsible for the business responsibility report, highlighting ESG related challenges, targets and achievements (*listed entity has flexibility regarding the placement of this disclosure)*	
8.	Details of the highest authority responsible for implementation and oversight of the Business Responsibility policy (ies).	Mr. Samson Samuel Managing Director DIN No.: 07523995
9.	Does the entity have a specified Committee of the Board/ Director responsible for decision making on sustainability related issues? (Yes / No). If yes, provide details.	No, currently the Company does not have a specific Committee responsible for sustainability related issues, however may look forward to having the same in place in times to come.

10. Details of Review of NGRBCs by the Company:

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

11.	Has the entity carried out independent assessment/ evaluation of the working of its policies by an external agency? (Yes/No). If yes, provide the name of the agency.	During the reporting period, FCL did not conduct any independent assessment of its policies, but the Board periodically conducts internal assessments of the policies.

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

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

SECTION C: PRINCIPLE WISE PERFORMANCE DISCLOSURE

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

PRINCIPLE 1

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

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

Segment	Total number of training and awareness programs held	Topics / Principles covered under the training programs and its impact	% of persons in respective category covered by the awareness
Board of Directors	Although the Company did not conduct specific ESG trainings for its employees and Board of Directors, it remains committed to emphasizing the importance of sustainable operations through its ongoing initiatives and efforts.		
Key Managerial Person			
Employees			
Workers			

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

Monetary

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

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

Imprisonment Nil

Punishment

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

Monetary

Case Details Name of the regulatory/ enforcement agencies/ judicial institutions

Not Applicable

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

Yes.

Future Consumer Limited is committed to maintaining honest and ethical business practices, guided by our comprehensive Anti-Bribery and Anti-Corruption Policy, available on our website. This policy underscores our dedication to eliminating corruption and malpractices, ensuring full compliance with all applicable laws and regulations.

Key objectives of our policy include:

- Ensuring compliance with judicial laws and regulations.
- Providing guidelines for giving and receiving gifts, commercial courtesies, and hospitality.
- Mandating adherence to anti-corruption laws.

Our Human Resources Department plays a crucial role in this effort by training employees on anti-bribery and anti-corruption measures. The Head of Human Resources is responsible for monitoring and implementing the policy across the company. Additionally, the Board of Directors appoints officers or external agencies to investigate suspected corruption or bribery incidents and to take appropriate actions against wrongdoers.

Policy can be accessed at: https://futureconsumer.in/investors.aspx#policies-code

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

Particulars	FY 2023-24	FY 2022-23
Directors	Nil	Nil
KMPs		
Employees		
Workers		

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

	FY 2023-24		FY 2022-23	
	Number	Remark	Number	Remark
Number of complaints received in relation to issues of Conflict of Interest of the Directors Number of complaints received in relation to issues of Conflict of Interest of the KMPs Employees Workers	Nil			

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

   Nil

PRINCIPLE 2

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

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

	Current Financial YearFY 2023-24	Previous Financial YearFY 2022-23	Details of improvements in environmental and social impacts
R&D	Nil		
Capex			

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

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

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

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

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

Future Consumer Limited adheres to the Plastic Waste Management Rules, 2016, and complies with the Maharashtra Pollution Control Board regulations. The Company has processes in place to ensure the safe disposal of waste generated across its operations. a. To reclaim plastics safely for recycling, the Company collaborates with authorized vendors. Due to the nature of its operations, the Company does not generate hazardous waste. b. To reduce waste generation, FCL uses mono-layer film in its CareMate Tissue products. Additionally, the Company employs flexo printing technology with non-toluene, environmentally friendly, and consumer-safe inks. The Company also responsibly discards carton waste by sending it to authorized scrap vendors.

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

FCL is not registered under the Extended Producer Responsibility plan.

PRINCIPLE 3

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

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

% of Employees covered

Category	Total (A)	Health insurance care facilities		Accident insurance		Maternity Benefits		Paternity benefits		Day care facilities	
		No. (B)	(B/A)%	No. (C)	(C/A)%	No. (D)	(D/A)%	No. (E)	(E/A)%	No. (F)	(F/A)%
Permanent Employees											
Male	9	9	100%	0	0	0	0	9	100%	0	0
Female	6	6	100%	0	0	6	100%	0	0	0	0
Total	15	15	100%	0	0	6	40%	9	60%	0	0

Other than Permanent Employees Not Applicable

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

The Company currently does not employ workers.

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

Benefits	**FY 2023-24 Current Financial Year**		**FY 2022-23 Previous Financial Year**	
	No. of employees covered as a % of total employees	**Deducted and deposited with the authority (Y/N/N.A.)**	**No. of employees covered as a % of total employees**	**Deducted and deposited with the authority (Y/N/N.A.)**
PF	100%	Yes	100%	Yes
Gratuity	100%	No	100%	No
ESI	100%	Yes	100%	Yes
Others (please Specify)	NA	NA	NA	NA

4. **Accessibility of Workplace-**

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

5. The Company recognizes the importance of making its premises accessible to differently-abled individuals. Currently, FCL's office is equipped with ramps and handrails to ensure smooth and convenient access for everyone.

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

   The organization values the rights of all individuals and promotes equal opportunities. The Company's Equal Opportunity Policy is available with the Human Resource department of the Company.

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

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

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

   Yes/No (If Yes, then give details of the mechanism in brief)

Permanent Employees	Yes. Future Consumer Limited prioritizes ethical and transparent business practices, encouraging stakeholders to voice concerns freely. The Company implements policies like the Code of Conduct, Whistle Blower Policy, and POSH Policy to facilitate employees in reporting issues. An Internal Complaints Committee (ICC) addresses grievance through a structured mechanism, enabling complaints via physical or electronic means. This ensures prompt reporting of any violations or incidents that may affect the Company's reputation.
Other than Permanent Employees	
Permanent Workers	
Other than Permanent Workers	

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

Category	FY 2023-24			FY 2022-23		
	Total Employees/ Workers In respective category (A)	Number of employees/workers In respective category who are a Part of association(s) Or unions (B)	Percentage % (B/A)	Total Employees/ Workers In respective category (C)	Number of employees/workers In respective category who are a Part of association(s) Or unions (D)	Percentage % (D/C)
Total Permanent Employees	15	-	-	62	-	-
Male	9	-	-	49	-	-
Female	6	-	-	13	-	-

12. Details of training given to employees and workers:

Category	Total FY 23 (A)	Health and safety (B)	% (B / A)	Skill development (C)	% (C / A)	Total FY22 (D)	Health and safety (E)	% (E/D)	skill development (F)	% (F/D)
Employees **Male** **Female** **Total**	FCL is committed to optimizing employee performance and enhancing their knowledge and skills through comprehensive training programs. These initiatives cover key areas such as skill development, health and safety, policy adherence, and quality management. Specialized trainings like Total Productive Maintenance (TPM) are designed to boost team efficiency, improve overall productivity, and reduce operational costs, ultimately driving the organization towards greater success.									

14. Details of performance and career development reviews of employees and worker:

Category	FY 2024			FY 2023		
	Total (A)	No. (B)	(B/A) %	Total (A)	No. (B)	(B/A) %
Employees						
Male	9	1	11%	49	4	8.16%
Female	6	0	0%	13	1	7.69%
Total	15	1	7%	62	5	8.06%

16. Health and safety management system:

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

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

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

(c) The Company is committed to achieve accident-free operations. It also has in place EHS processes for identifying work-related hazards, assessing risks, and resolving EHS issues through meetings, internal audits, and improvement initiatives.

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

(e) Yes. The company maintains an incident response register to document work-related hazards. Employees receive periodic safety training to ensure a safe and secure working environment.

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

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

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

Safety Incident / Number	Category	FY 2023-24 Current Financial Year	FY 2022-23 Previous Financial Year
Lost Time Injury Frequency Rate (LTIFR) (per one million-person hours worked)	Employees	Nil	Nil
	Workers		
Total recordable work-related injuries	Employees	Nil	Nil
	Workers		
No. of fatalities	Employees	Nil	Nil
	Workers		
High consequence work-related injury or ill-health (excluding fatalities)	Employees	Nil	Nil
	Workers		

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

FCL is dedicated to providing a safe and healthy workplace for all employees. The Company conducts periodic meetings and audit to ensure compliance with environmental and sustainability management systems (ESMS) and identifies areas for improvement. The EHS processes help in identifying and addressing material issues. Emergency response frameworks are implemented across manufacturing units and corporate offices. Regular Hazard Identification and Risk Assessments (HIRA) are conducted, ensuring compliance with safety and environmental standards. The Company uses signboards to effectively communicate and warn about risk areas.

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

	FY 2023-24 (Current Financial Year)			FY 2022-23 (Previous Financial Year)		
	Filed during the year	Pending resolution at the end of year	Remarks	Filed during the year	Pending resolution at the end of year	Remarks
Working Conditions	Nil					
Health and Safety						

20. Assessments for the year:

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

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

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

Principle 4

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

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

   Future Consumer Limited uses the power-interest matrix to classify stakeholders based on their influence and engagement with the company. This tool helps to manage relationships by understanding stakeholders' levels of impact and involvement.

   The stakeholders are categorized as:

   High Power-High Interest: These key stakeholders require close collaboration and engagement due to their significant impact and high interest in the company. Strategies focus on meeting their needs, including lenders and investors.

   High Power-Low Interest Stakeholders with considerable power but limited interest needs to be kept informed about major developments to mitigate risks. This group includes government officials and customers.

   Low Power-High Interest Although they have limited influence, stakeholders with high interest, such as vendors and employees, should be engaged and informed to enhance the company's reputation and success.

   Low Power-Low Interest: Stakeholders with minimal power and interest, like employees' families and the local community, require basic awareness and responsiveness to address potential issues.

   This categorization helps Future Consumer Limited tailor its communication and engagement strategies effectively across different stakeholder groups.

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

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

PRINCIPLE 5

Businesses should respect and promote human rights Essential Indicators

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

Category	FY 2023-24 Current Financial Year			FY 2022-23 Previous Financial Year		
	Total (A)	No. of employees/ worker s covered (B)	% (B / A)	Total (C)	No. of employees/ worker s covered (B)	% (D / C)
Employees						
Permanent	The Company did not undertake any specific Human Rights related trainings during the reporting period.			62	20	-32.25
Other permanent				-	-	-
Total Employees				62	20	32.25
Workers						
Permanent	-	-	-	-	-	-
Other than permanent	-	-	-	-	-	-
Total Workers	-	-	-	-	-	-

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

Category	FY 2023-24 Current Financial Year					FY 2022-23 Previous Financial Year				
	Total (A)	Equal to Minimum Wage		More than Minimum Wage		Total (D)	Equal to Minimum Wage		More than Minimum Wage	
		No. (B)	% (B / A)	No. (C)	% (C / A)		No. (E)	% (E / D)	No. (F)	
Employees Permanent										
Male	9	1	11%	8	89%	49	-	-	49	100%
Female	6	-	-	6	100%	13	-	-	13	100%
Other than Permanent										
Male	-	-	-	-	-	-	-	-	-	-
Female	-	-	-	-	-	-	-	-	-	-
Workers Permanent										
Male	-	-	-	-	-	-	-	-	-	-
Female	-	-	-	-	-	-	-	-	-	-
Other than Permanent										
Male	-	-	-	-	-	-	-	-	-	-
Female	-	-	-	-	-	-	-	-	-	-

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

Category	Male		Female	
	Number	Median remuneration/ salary/ wages of respective category	Number	Median remuneration/ salary/ wages of respective category
Board of Directors (BoD)	4	1,21,86,152	2	-
Key Managerial Personnel	2	89,24,378	0	0
Employees other than BoD and KMP	9	11,75,197	6	9,16,225
Workers	0	0	0	

*Board of Directors included Independent Directors who are eligible for only sitting fees

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

The Internal Complaints Committee (ICC) is entrusted with addressing matters and impacts concerning human rights issues.

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

Future Consumer Limited is committed to protecting human rights throughout its value chain, including communities, consumers, and vulnerable groups. The Company ensures that its Joint Ventures and Subsidiaries also uphold this commitment. Grievance mechanisms are accessible to all individuals affected by the Company's operations. This policy is overseen by departmental heads and reviewed by senior management. The Board of Directors or its Committee is promptly informed of relevant instances as needed.

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

	FY 2023-24 Current Financial Year			FY 2022-23 Previous Financial Year		
	Filed during the year	Pending resolution at the end of year	Remarks	Filed during the year	Pending resolution at the end of year	Remarks
Sexual Harassment Discrimination at workplace Child Labour Forced Labour/Involuntary Labour Wages	Nil			Nil		
Other Human Rights related issues	**1**	**1**	**Nil**			

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

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

12. Do human rights requirements form part of your business agreements and contracts? (Yes/No) Yes, all business agreements and contracts of FCL ensures Human Right requirements.

13. Assessments for the year:

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

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

    Not Applicable

Principle 6

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

Essential Indicators

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

The Company did not conduct any major production during the reporting period, hence there was no material consumption.

Parameter	FY 2023-24 (Current Financial Year)	FY 2022-23 (Previous Financial Year)
Total electricity consumption (A)	-	16507.98
Total fuel consumption (B)	-	396.30
Energy consumption through other sources (C)	-	11970
Total energy consumption (A+B+C)	-	28874.28
From non-renewable sources		
Total electricity consumption (D)		-
Total fuel consumption (E)		-
Energy consumption through other sources (F)		-
Total energy consumed from non-renewable sources (D+E+F)		-
Total energy consumed (A+B+C+D+E+F)		-
Energy intensity per rupee of turnover (Total energy consumption/ turnover in rupees)		-
Energy intensity per rupee of turnover adjusted for Purchasing Power Parity (PPP) (Total energy consumed/ Revenue from operations adjusted for PPP)		-
Energy intensity in terms of physical output		-
Energy intensity (optional)- the relevant metric may be selected by the entity		-

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

No

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

   Not Applicable

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

The Company did not conduct any major production during the reporting period, hence there was no material consumption.

Parameter	FY 2024	FY 2023
Water withdrawal by source (in kilolitres)		
(i) Surface Water	-	
(ii) Ground Water	-	84800
(iii) Third Party Water	-	129550
(iv) Seawater / desalinated water	-	
(v) Others	-	
Total volume of water withdrawal (in kilolitres) (i + ii + iii + iv + v)	-	207400
Total volume of water consumption (in kilolitres)	-	
Water intensity per rupee of turnover (Total Water consumption / Revenue from operations)	-	-
Water intensity per rupee of turnover adjusted for Purchasing Power Parity (PPP) (Total water consumption/ Revenue from operations adjusted for PPP)	-	-
Water intensity in terms of physical output	-	-
Water intensity (optional) – the relevant metric may be selected by the entity	-	-

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

No

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

No

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

The Company did not conduct any major production during the reporting period, hence there was no material consumption

Parameter	**Please specify unit**	FY 2023-24 **(Current FY)**	FY 2022-23 **(Previous FY)**
NOx	Microgram /M.cub	-	19
SOx	Microgram /M.cub	-	16.2
Particulate matter (PM)	Microgram /M.cub	-	64
Persistent organic Pollutants (POP)	NA	-	NA
Volatile organic Compounds (VOC)	NA	-	NA
Hazardous air Pollutants (HAP)	Nil	-	Nil
Others – please specify			

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

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

The Company did not conduct any major production during the reporting period, hence there was no material consumption.

Parameter	Unit	FY 2023-24 (Current Financial Year)	FY 2022-23 (Previous Financial Year)
Total Scope 1 emissions (Break-up of the GHG into CO2, CH4, N2O, HFCs, PFCs, SF6, NF3, if available)	*Metric tonnes of CO2 equivalent*	-	56.82
Total Scope 2 emissions (Break-up of the GHG into CO2, CH4, N2O, HFCs, PFCs, SF6, NF3, if available)	*Metric tonnes of CO2 equivalent*	-	-
Total Scope 1 and Scope 2 emissions per rupee of turnover		-	-
Total Scope 1 and Scope 2 emission intensity *(optional)* – the relevant metric may be selected by the entity		-	-

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

Currently, the company's operations are paused but will resume in the near future

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

Currently, the Company's operations are paused so, it has not undertaken any projects related to reduce the greenhouse gas emissions.

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

The Company did not conduct any major production during the reporting period, hence there was no material consumption.

Parameter	FY 2023-24 (Current Financial Year)	FY 2022-23 (Previous Financial Year)
Total Waste generated (in metric tonnes)		
Plastic waste **(A)**	-	-
E-waste **(B)**	-	-
Bio-medical waste **(C)**	-	-
Construction and demolition waste **(D)**	-	-
Battery waste **(E)**	-	-
Radioactive waste **(F)**	-	-
Other Hazardous waste. Please specify, if any. **(G)**	-	-
Other Non-hazardous waste generated **(H).** *Please specify, if any.* (Break-up by composition i.e. by materials relevant to the sector)	-	616884.3
Total (A+B + C + D + E + F + G+ H)	-	616964.3
Waste intensity per rupee of turnover (Total waste generated / Revenue from operations)	-	-
Waste intensity per rupee of turnover adjusted for Purchasing Power Parity (PPP) (Total waste generated / Revenue from operations adjusted for PPP)	-	-
Waste intensity in terms of physical output	-	-
Waste intensity (optional) – the relevant metric may be selected by the entity	-	-

For each category of waste generated, total waste recovered through recycling, re-using or other recovery operations (in metric tonnes)

Category of waste

(i) Recycled	Not applicable
(ii) Re-used	
(iii) Other recovery operations	
Total	

For each category of waste generated, total waste disposed by nature of disposal method (in metric tonnes)

Category of waste	
(i) Incineration	80
(ii) Landfilling	NA
(iii) Other disposal operations	NA
Total	NA

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

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

   Future Consumer Limited complies with the Plastic Waste Management Rule 2016 mandated by the Maharashtra Pollution Control Board (MPCB). Additionally, the company has collaborated with local Producer Responsible Organizations (PRO) across the country to recycle plastic waste at the end of its life cycle. FCL ensures that all plastic used in its products is recyclable.

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

    The company's operations are not situated in or around ecologically sensitive areas.

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

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

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

S. No.	Specify the law / regulation / guidelines which was not complied with	Provide details of the non-compliance	Any fines / penalties / action taken by regulatory agencies such as pollution control boards or by courts	Corrective action taken, if any

PRINCIPLE 7

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

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

None

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

Not Applicable

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

No adverse orders were received from any authority requiring corrective action by the company.

PRINCIPLE 8:

Businesses should promote inclusive growth and equitable development

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

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

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

SL NO	Name of Project for which R&R is Ongoing	State	District	No. of Project Affected Families (PAFs)	% of PAFs covered by R&R	Amounts paid to PAFs in the FY (In INR)

None

4. Describe the mechanisms to receive and redress grievances of the community.

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

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

	FY 2023-24	**FY 2022-23**
	Amount in lakhs	*Amount in lakhs*
Directly sourced from MSMEs/ small producers	-	-
Sourced directly from within the district and neighbouring districts	-	-

Principle 9

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

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

The Company has a mechanism to address consumer complaints and feedback. It operates through a dedicated email ID where complaints are received and promptly forwarded to relevant internal stakeholders for effective resolution

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

	As percentage of total turnover
Environmental and social parameters relevant to the product	0%
Safe and responsible usage	0%

Recycling and/or safe disposal	0%

4. **Number of consumer complaints in respect of the following:**

No consumer complaints were registered during the year 2023-2024.

	FY 2024		Remarks	FY 2023		Remarks
	Received during the year	Pending resolution at end of year		Received during the year	Pending resolution at end of year	
Data privacy	-	-	-	-	-	-
Advertising	-	-	-	-	-	-
Cyber-security	-	-	-	-	-	-
Delivery of essential services	-	-	-	-	-	-
Restrictive Trade Practices	-	-	-	-	-	-
Unfair Trade Practices	-	-	-	-	-	-
Other	-	-	-	-	-	-

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

There were no product recalls during the reporting period.

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

FCL has a separate framework for monitoring and reviewing cybersecurity risks overseen by its Risk Management Committee, integral to its Risk Policy.

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

Not Applicable as there were no instances reported.

CORPORATE GOVERNANCE REPORT

This Corporate Governance Report as on 31st March, 2024 outlines the governance practice followed by Future Consumer Limited **("the Company")** in compliance with the requirements prescribed under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time **("SEBI Listing Regulations")**.

COMPANY'S PHILOSOPHY ON THE CODE OF GOVERNANCE

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

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

BOARD OF DIRECTORS

Composition

The Board has an optimum combination of Executive and Non-Executive Directors including Independent Directors in compliance with the provisions of the Companies Act, 2013 ('the Act') and SEBI Listing Regulations. As on 31st March, 2024 the Board comprises of more than fifty percent Non- Executive Directors, one-third Independent Directors and two women Directors. Mr. Birendra Kumar Agrawal held the position of Non-Executive Chairman of the Board.

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

As on 31st March, 2024, the number of directorship / committee membership / chairmanship of all the Directors is within the respective limits prescribed under the Companies Act, 2013 and SEBI Listing Regulations.

None of the Directors are related *inter-se* to each other.

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

During the financial year 2023-24:

1. Mr. G. N. Bajpai resigned as Chairman and Independent Director with effect from 2nd June, 2023, In terms of his resignation letter, Mr. G. N, Bajpai has provided the reason for his resignation is due to his advancing age, he has decided to steadily reduce from commitments.
2. Ms. Neelam Chhiber resigned as an Independent Director with effect from 30th December, 2023. In terms of her resignation letter, Ms. Neelam Chhiber has provided the reason for her resignation as due to the reason for focusing on her personal matters.

Mr. G. N. Bajpai and Ms. Neelam Chhiber, both have confirmed that there is no other material reason other than what is stated in their respective resignation letter(s).

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

During the financial year 2023-24, 10 (Ten) meetings of the Board of Directors were held on the following dates:

30th May, 2023, 5th August, 2023, 14th August, 2023, 29th August, 2023, 23rd October, 2023, 4th November, 2023, 9th November, 2023, 29th December, 2023, 9th February, 2024 and 27th March, 2024.

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

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

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

The details of Directorship and Membership/Chairmanship of the Committees of the Board held by the Directors as on 31st March, 2024 and their attendance at the meetings (including meetings attended through electronic mode) during the financial year 2023-24 are as follows:

Name of the Director	Category	No. of Board Meetings held during the financial year 2023-24	No. of Board Meetings attended by the Director during the financial year 2023-24	Attendance at the last AGM	No. of Directorships in other public limited companies#	No. of Committee positions held including the Company*		Directorships in other listed companies
						Chairman of the Committee	Member	
Mr. Birendra Kumar Agrawal[1]	Chairman, Independent Director & Non-Executive Director	10	8	Yes	-	1	1	None
Mr. Ravi Shrivastava[2]	Independent Director & Non-Executive Director	10	2	Not applicable	-	-	-	None
Mr. Samson Samuel[3]	Managing Director	10	4	Yes	2	1	-	• Praxis Home Retail Limited
Ms. Lynette Monteiro[4]	Non-Executive Director	10	8	No	2	1	1	• Praxis Home Retail Limited
Ms. Shivangi Sharma[5]	Non-Executive Director	10	2	Not applicable	-	0	2	None
Mr. Preeti Singhal[6]	Independent Director & Non-Executive Director	10	2	Not applicable	2	-	1	None
Mr. G. N. Bajpai[7]	Chairman, Independent Director & Non-Executive Director	10	1	Not applicable	-	-	-	-
Ms. Ashni Biyani[8]	Non-Executive Director	10	0	Not applicable	-	-	-	-
Mr. Rajnikant Sabnavis[9]	Non-Executive Director	10	5	Yes	-	-	-	-
Mr. Amit Kumar Agrawal[10]	Executive Director	10	8	Yes	-	-	-	-
Mr. Kishore Biyani[11]	Promoter, Vice-Chairman & Non-Executive Director	10	4	Not applicable	-	-	-	-
Ms. Neelam Chhiber[12]	Independent Director & Non-Executive Director	10	6	Not applicable	-	-	-	-

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

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

1 Appointed as Director w.e.f. 5th August, 2023 and as Chairman w.e.f. 14th August, 2023;

2 Appointed as Director w.e.f. 29th December, 2023;

3 Appointed as Managing Director w.e.f. 4th November, 2023;

4 Appointed as Director w.e.f. 5th August, 2023 ;

5 Appointed as Director w.e.f. 9th February, 2024 ;

6 Appointed as Director w.e.f. 9th February, 2024;

7 Ceased to be Chairman and Director w.e.f. 2nd June, 2023;

8 Ceased to be Director w.e.f. 5th June, 2023;

9 Ceased to be Director w.e.f. 17th November, 2023;

10 Ceased to be Director w.e.f. 15th January, 2024;

11 Vacated the office of Director w.e.f. 21st October, 2024 pursuant to the provisions of Section 164c of the Companies Act, 2013;

12 Ceased to be Director w.e.f. 30th December, 2023

FAMILIARIZATION PROGRAMME FOR INDEPENDENT DIRECTORS

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

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

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

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

MEETING OF INDEPENDENT DIRECTORS

During the financial year 2023-24, a separate meeting of the Independent Directors of the Company was held on 27th March, 2024, without the presence of Executive Directors.

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

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

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

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

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

The eligibility of a person to be appointed as a Director of the Company is dependent on whether the person possesses the requisite skill sets identified by the Board as above. The Directors so appointed are drawn from diverse backgrounds and possess special skills in their respective areas. The skills, competence and core expertise of the Directors as on 31st March, 2024 is given below:

Name of Director	Skills/Expertise/Competencies					
	Business Strategies and Planning	Financial and Accounting Understanding	Understanding of Consumer Insights in varied conditions	Stakeholder Value Creation	Experience and Understanding of Regulatory Landscape	Board Cohesion
Mr. Birendra Kumar Agrawal##	✓	✓	-	✓	✓	✓
Mr. Ravi Shrivastava@	✓	✓	✓	✓	✓	✓
Mr. Samson Samuel**	✓	✓	✓	✓	✓	✓
Ms. Lynette Monteiro@@	-	-	-	✓	✓	✓
Ms. Shivangi Sharma***	✓	✓	-	✓	✓	✓
Ms. Preeti Singhal$	✓	✓	✓	✓	✓	✓

Appointed as Director w.e.f. 5th August, 2023 and as Chairman w.e.f. 14th August, 2023

@ Appointed as Director w.e.f. 29th December, 2023

** Appointed as Managing Director w.e.f. 4th November, 2023

@@ Appointed as Director w.e.f. 5th August, 2023

*** Appointed as Director w.e.f. 9th February, 2024

$ Appointed as Director w.e.f. 9th February, 2024

COMMITTEES OF THE BOARD

In terms of applicable provisions of the Act and the SEBI Listing Regulations, the terms of reference of the Committees of Board are determined by the Board from time to time. The role and composition of these Committees, including the number of meetings held during the financial year 2023-24 and attendance thereof is provided below.

AUDIT COMMITTEE

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

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

Terms of Reference

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

Composition and Attendance at Meetings

As on 31st March, 2024, the composition of the Audit Committee has been as under:

a) Mr. Birendra Kumar Agrawal

b) Ms. Preeti Singhal

c) Ms. Shivangi Sharma

During the financial year 2023-24, four meetings of Audit Committee were held on the following dates: 30th May, 2023, 14th August, 2023, 9th November, 2023 and 9th February, 2024

Attendance of the Directors at the Audit Committee Meetings

held during the financial year 2023-24 is as under:

Name of Directors	Designation	Category	No. of Meeting(s) Attended
Mr. Birendra Kumar Agrawal#	Chairman	Independent & Non-Executive Director	3
Ms. Preeti Singhal$	Member	Independent & Non-Executive Director	1
Ms. Shivangi Sharma*	Member	Non-Executive Director	1
Mr. G. N. Bajpai##	Chairman	Independent & Non-Executive Director	1
Mr. Amit Kumar Agrawal$$	Member	Executive Director	3
Ms. Neelam Chhiber**	Member	Independent & Non-Executive Director	3

appointed as Chairman and Member of Audit Committee with effect from 5th August, 2023

$ appointed as Member of Audit Committee with effect from 9th February, 2024

* appointed as Member of Audit Committee with effect from 9th February, 2024

##ceased to be Chairman and Member of Audit Committee with effect from 2nd June, 2023.

$$ceased to be Member of Audit Committee with effect from 15th January, 2024.

** ceased to be Member of Audit Committee with effect from 30th December, 2023.

Mr. Birendra Kumar Agrawal Chairman of the Audit Committee was present at the last Annual General Meeting held on 4th November, 2023.

NOMINATION AND REMUNERATION/ COMPENSATION COMMITTEE

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

Terms of Reference

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

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

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

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

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

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

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

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

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

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

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

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

j. Devising a policy on Board diversity;

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

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

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

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

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

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

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

   iii) consider the time commitments of the candidates

Composition and Attendance at Meetings

As on 31st March, 2024, the composition of Nomination and Remuneration /Compensation Committee has been as under:

a) Mr. Ravi Shrivastava

b) Mr. Birendra Kumar Agrawal

c) Ms. Lynette Monteiro

During the financial year 2023-24, four meetings of Nomination and Remuneration/Compensation Committee were held on the following dates:

30th May, 2023, 5th August, 2023, 23rd October, 2023, 4th November, 2023, 29th December, 2023 and 9th February, 2024.

Attendance of the Directors at the Nomination and Remuneration/ Compensation Committee meetings held during the financial year 2023-24 is as under:

Name of Directors	Designation	Category	No. of Meeting(s) Attended
Mr. Ravi Shrivastava$	Chairman	Independent & Non- Executive Director	1
Mr. Birendra Kumar Agrawal##	Member	Independent & Non- Executive Director	4
Ms. Lynette Monteiro$$	Member	Non- Executive Director	4
Ms. Neelam Chhiber#	Chairperson	Independent & Non- Executive Director	4
Mr. G. N. Bajpai*	Member	Independent & Non- Executive Director	1
Mr. Kishore Biyani**	Member	Promoter, Vice-Chairman & Non-Executive Director	2

$appointed as Chairman and Member of the Nomination and Remuneration/Compensation Committee with effect from 9th February, 2024

##appointed as Member of the Nomination and Remuneration/ Compensation Committee with effect from 5th August, 2023

$$ appointed as Member of the Nomination and Remuneration/ Compensation Committee with effect from 21st October, 2023

ceased to be Chairperson of the Nomination and Remuneration/ Compensation Committee with effect from 30th December, 2023

* ceased to be member of the Nomination and Remuneration/ Compensation Committee with effect from 2nd June, 2023

** ceased to be member of the Nomination and Remuneration/ Compensation Committee with effect from 21st October, 2023

Ms. Neelam Chhiber Chairperson of the Nomination and Remuneration / Compensation Committee had authorized Mr. Birendra Kumar Agrawal to attend the last Annual General Meeting held on 4th November, 2023. Accordingly, Mr. Birendra Kumar Agrawal, Member of Nomination and Remuneration/ Compensation Committee was present at the last Annual General Meeting held on 4th November, 2023.

Performance Evaluation of Board

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

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

Remuneration of Directors

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

Details of remuneration paid to the Directors during the Financial Year 2023-24:

Name of Director	Sitting Fees* (₹)	Remuneration (₹)	Total (₹)	No of Stock Options outstanding as on March 31, 2024
Ms. Lynette Monteiro%%	5,25,000	Nil	5,25,000	Nil
Mr. G N Bajpai@	1,00,000	Nil	1,00,000	Nil
Ms. Ashni Biayni##	Nil	Nil	Nil	Nil
Mr. Amit Kumar Agrawal@@	Nil	85,03,170	Nil	Nil
Mr. Rajnikant Sabnavis$$	2,50,000	Nil	2,50,000	Nil
Ms. Neelam Chhiber**	5,00,000	Nil	5,00,000	Nil
Mr. Kishore Biyani#	2,50,000	Nil	2,50,000	Nil
Mr. Ravi Shrivastava^	1,50,000	Nil	1,50,000	Nil
Ms. Preeti Singhal^^	75,000	Nil	75,000	Nil
Ms. Shivangi Sharma@@@	75,000	Nil	75,000	Nil

@ ceased as Chairman and Independent Director with effect from 2nd June, 2023

ceased as Non-Executive and Non-Independent Director with effect from 5th June, 2023

@@ ceased as Executive Director with effect from 15th January, 2024

@@@ appointed as Non-Executive Director w.e.f 9th February, 2024

$$ ceased as Non-Executive and Non-Independent Director with effect from 17th November, 2023

** ceased as Non-Executive and Independent Director with effect from 30th December, 2023

Vacated the office of Non-Executive and Non-Independent with effect from 21st October, 2023

*Fees paid for Board, Committee and Independent Directors Meetings.

$ appointed as a Non-Executive and Independent Director with effect from 5th A ugust, 2023

^ appointed as a Non-Executive and Independent Director with effect from 29th December, 2023

^^ appointed as a Non-Executive and Independent Director with effect from 9th February, 2024

% appointed as a Non-Executive and Non-Independent Director with effect from 9th February, 2024

%% appointed as a Non-Executive and Non-Independent Director with effect from 5th August, 2023

Remuneration paid by way of salary (plus permissible contribution to provident fund, other funds and payment of gratuity, which are not included in computation of the ceiling on perquisites) plus other allowances and reimbursements payable as per Company policy.

In terms of the Agreement entered into by the Company with Mr. Amit Kumar Agrawal, notice period is six months and severance fees is equal to remuneration payable for six months.

Non-Executive Directors

The Non-Executive Directors of the Company are not paid any remuneration except by way of sitting fees for attending meetings of Board of Directors and its Committee(s). The Non-Executive Independent Directors of the Company are also paid sitting fees for attending the Meeting(s) of Independent Directors. The Company did not have any pecuniary relationship or transactions with the Non-Executive Directors during the financial year 2023-24.

STAKEHOLDERS' RELATIONSHIP AND SHARE TRANSFER COMMITTEE

The Stakeholders' Relationship and Share Transfer Committee has been constituted in accordance with the provisions of Section 178(5) of the Act and Regulation 20 of the SEBI Listing Regulations. The Stakeholders' Relationship and Share Transfer Committee oversees redressal of shareholder and investor grievances and *inter-alia*, approves matters relating to transmission of shares, sub-division / consolidation / renewal of share certificates, issue of duplicate share certificates etc and other matters as may be required from time to time.

Terms of Reference

The terms of reference of Stakeholders' Relationship and Share Transfer Committee includes the following:

a. To approve Transfer / Transmission / Dematerialisation of Equity Shares of the Company;

b. To approve issue of Duplicate/Consolidated/Split Share Certificate(s);

c. To do all necessary acts, deeds and things, as may be required, including authorizing any person(s) to endorse the Share Certificate(s), affixing Common Seal of the Company on Share Certificate(s) as per Article of Association of the Company etc;

d. To do all acts, deeds and things as may be required for admission of Equity Shares of the Company with National Securities Depository Limited [NSDL] and Central Depository Services (India) Limited [CDSL];

e. To decide and approve matters relating to Equity Shares and /or any other securities issued by the Company and any other matters as may be specifically authorized by the Board of Directors;

f. To oversee and resolve grievances of shareholders and other security holders of the Company;

g. To do all acts, deeds and things as may be required to be undertaken in terms of the provisions of Companies Act, 2013 and rules made there under.

h. Resolving the grievances of the security holders of the Company including complaints related to transfer/ transmission of shares, non-receipt of annual report, non-receipt of declared dividends, issue of new/duplicate certificates, general meetings etc.

i. Proactively communicate and engage with stockholders including engaging with the institutional shareholders at least once a year along with members of the Committee/ Board/KMPs, as may be required and identifying actionable points for implementation.

j. Review of measures taken for effective exercise of voting rights by shareholders.

k. Review of adherence to the service standards adopted by the Company in respect of various services being rendered by the Registrar & Share Transfer Agent.

l. Review of the various measures and initiatives taken by the Company for reducing the quantum of unclaimed dividends and ensuring timely receipt of dividend warrants/ annual reports/statutory notices by the shareholders of the Company.

Composition and Attendance at Meetings

As on 31st March, 2024, the composition of Stakeholders' Relationship and Share Transfer Committee has been as under:

a) Ms. Lynette Monteiro

b) Mr. Birendra Kumar Agrawal

c) Ms. Shivangi Sharma

During the financial year 2023-24, one meeting of Stakeholders' Relationship and Share Transfer Committee was held on 27th March, 2024.

Attendance of the Directors at the Stakeholders' Relationship and Share Transfer Committee Meeting held during the financial year 2023-24 is as under:

Name of Directors	Designation	Category	No. of Meeting(s) Attended
Ms. Lynette Monteiro*	Chairperson	Non-Independent & Non-Executive Director	1
Mr. Birendra Kumar Agrawal**	Member	Independent & Non-Executive Director	1
Ms. Shivangi Sharma^^	Member	Non-Independent & Non-Executive Director	1
Mr. Kishore Biyani#	Chairman	Promoter, Vice-Chairman & Non-Executive Director	0
Ms. Ashni Biyani##	Member	Non- Executive Director	0
Ms. Neelam Chhiber^	Member	Independent & Non-Executive Director	0

*appointed as a Chairperson of Stakeholders' Relationship and Share Transfer Committee with effect from 21st October, 2023.

**appointed as member of Stakeholders' Relationship and Share Transfer Committee with effect from 5th August, 2023

^^appointed as Member of Stakeholders' Relationship and Share Transfer Committee with effect from 9th February, 2024.

#ceased to be Chairman of Stakeholders' Relationship and Share Transfer Committee with effect from 21st October, 2023.

##ceased to be Member of Stakeholders' Relationship and Share Transfer Committee with effect from 5th June, 2023.

^ceased to be Member of Stakeholders' Relationship and Share Transfer Committee with effect from 30th December, 2023.

Ms. Lynette Monteiro Chairperson of the Stake Stakeholders' Relationship and Share Transfer Committee had authorized Mr. Birendra Kumar Agrawal to attend the last Annual General Meeting held on 4th November, 2023. Accordingly, Mr. Birendra Kumar Agrawal, Member of Stake Stakeholders' Relationship and Share Transfer Committee was present at the last Annual General Meeting held on 4th November, 2023.

During the year under review, 3 (Three) complaints/ correspondences were received by the Company and Link Intime India Private Limited, Registrar and Share Transfer Agent. The shareholder's complaints / correspondences were resolved and there were no pending complaints or unattended correspondences as on 31st March, 2024.

Name, Designation and Address of Compliance Officer [as on March 31, 2024]

Mr. Manoj Gagvani - Company Secretary & Head - Legal

Future Consumer Limited

Knowledge House, Shyam Nagar,
Off. Jogeshwari Vikhroli Link Road,
Jogeshwari (East), Mumbai – 400 060

RISK MANAGEMENT COMMITTEE

The Company has constituted Risk Management Committee to oversee and monitor risk management plan of the Company.

Terms of Reference

The terms of reference of Risk Management Committee includes the following:

a. Identifying, monitoring and managing the strategic risk, financial and reporting risk, credit risk, operational risk, reputation risk, compliance/ legal/ regulatory risks and other risks of the Company.

b. Provide a strategic framework to identify, assess, quantify and manage risk exposures.

c. Providing an integrated view of the risks to the Company and issue specific directives to the respective departments or the business groups for necessary action.

d. Designing Risk Management Policies and MIS framework for integrated risk management in the Company, after taking into account following:

   i) The Company's overall business strategy, lines and changes in the business and operating environment;

   ii) Appropriateness to the size, nature and complexity of the transactions entered into by the Company;

   iii) Changes in the organisation structure;

   iv) The risk tolerance of the Company;

   v) Issues relating to safety, liquidity, exposure limits;

   vi) Quality of internal control procedures;

   vii) The sophistication of the Company's risk monitoring capability, risk management systems and processes;

   viii) Frame limit structure in line with Company's risk appetite and monitor compliance with the limit structure. This limit framework shall be laid down in the policies and monitored by Treasury & Risk Department.

   ix) Framework for identification of internal and external risks, including financial, operational, sectoral, sustainability (particularly, ESG related risks), information, cyber security risks or any other risk

   x) Measures for risk mitigation,

   xi) Business continuity plan.

e. Overseeing the execution / implementation of the Risk Management Practices by various executives outlined in the policies approved by the Committee.

f. Ensure that adequate documented internal controls are in place and are complied with.

g. Ensure reliability of the Management Information System.

h. Provide a framework for the Internal Audit that will provide independent assurance to the Audit Committee of the Board on issues relating to operations, risk management and compliance.

i. Provide a framework for risk self-assessment.

j. Provide a framework for management of various risks involved in the business of the Company and report to the Board of Directors on crucial matters.

k. Monitoring and reviewing of the risk management plan to the committee and such other functions as it may deem fit. Such function shall specifically cover cyber security.

l. Ensure that appropriate methodology, processes and systems are in place to monitor and evaluate risks;

m. Monitor and oversee implementation of the risk management policy;

n. Periodically review the risk management policy, at least once in two years;

o. Keep the Board of Directors informed about the nature and content of its discussions, recommendations and actions to be taken;

p. Review and recommend appointment, removal and terms of remuneration of the Chief Risk Officer

q. To seek information from any employee;

r. Obtain outside legal or other professional advice and secure attendance of outsiders with relevant expertise, if it considers necessary.

s. To coordinate its activities with other committees, in instances where there is any overlap with activities of such committees, as per the framework laid down by the Board of Directors.

COMPOSITION AND ATTENDANCE AT MEETINGS

As on 31st March, 2024, the composition of Risk Management Committee has been as under:

a) Ms. Preeti Singhal

b) Mr. Samson Samuel

c) Mr. Rajendra Bajaj

During the financial year 2023-24, two meetings of the Risk Management Committee were held on following dates: 2nd May, 2023 and 28th October, 2023.

Attendance of the Directors/Members at the Risk Management Committee meetings held during the financial year 2023-24 is as under:

Name of Directors / Members	Designation	Category	No. of Meeting(s) Attended
Ms. Preeti Singhal$	Chairperson	Independent & Non-Executive Director	0
Mr. Samson Samuel$$	Member	Executive Director	0
Mr. Rajendra Bajaj	Member	Chief Financial Officer	2
Ms. Neelam Chhiber##	Chairperson	Independent & Non-Executive Director	1
Ms. Ashni Biyani*	Member	Non-Executive Director	1

$ appointed as a Chairperson of Risk Management Committee with effect from 9th February, 2024.

$$ appointed as a Member of Risk Management Committee with effect from 9th February, 2024.

ceased to be Chairperson and Member of Risk Management Committee with effect from 30th December, 2023.

* ceased to be Member of Risk Management Committee with effect from 5th June, 2023.

CORPORATE SOCIAL RESPONSIBILITY COMMITTEE

The Company has constituted a Corporate Social Responsibility Committee in accordance with Section 135 of the Companies Act, 2013. The Board has also adopted Corporate Social Responsibility Policy, the salient features of which inter-alia comprises of framing of guidelines to make Corporate Social Responsibility a key business process for sustainable development of the society to directly/indirectly undertake projects/programs which will enhance the quality of life and economic well-being of the communities in and around our operations and society and to generate goodwill and recognition among all stakeholders of the Company.

Composition and Attendance at Meetings

As on 31st March, 2024, the composition of Corporate Social Responsibility Committee has been as under:

a) Ms. Shivangi Sharma

b) Mr. Samson Samuel

c) Ms. Preeti Singhal

During the financial year 2023-24, one meeting of the Corporate Social Responsibility Committee was held on 9th November, 2023.

Attendance of the Directors at the Corporate Social Responsibility Committee meeting held during the financial year 2023-24 is as under:

Name of Directors	Designation	Category	No. of Meeting(s) Attended
Ms. Shivangi Sharma$	Chairperson	Non- Executive Director	0
Mr. Samson Samuel^	Member	Executive Director	1
Ms. Preeti Singhal$$	Member	Independent & Non- Executive Director	0
Ms. Ashni Biyani**	Chairperson	Non- Executive Director	0
Mr. Kishore Biyani^^	Member	Promoter, Vice-Chairman & Non-Executive Director	0
Ms. Neelam Chhiber@	Member	Independent & Non- Executive Director	1

$appointed as a Chairperson and Member of Corporate Social Responsibility Committee with effect from 9th February, 2024.

^appointed as a Member of Corporate Social Responsibility Committee with effect from 4th November, 2024.

$$appointed as a Member of Corporate Social Responsibility Committee with effect from 9th February, 2024.

**ceased as a Chairperson of Corporate Social Responsibility Committee with effect from 5th June, 2023.

^^ceased as a Member of Corporate Social Responsibility Committee with effect from 21st October, 2023.

^ceased as a Member of Corporate Social Responsibility Committee with effect from 30th December, 2023.

COMMITTEE OF DIRECTORS

The Company has constituted a Committee of Directors to undertake certain activities in the regular course of business and to further perform such other functions pursuant to the powers granted by the Board of Directors from time to time.

Composition and Attendance at the Meetings

As on 31st March, 2024, the composition of Committee of Directors has been as under:

a) Mr. Samson Samuel

b) Ms. Shivangi Sharma

c) Ms. Preeti Singhal

During the financial year 2023-24, no meetings of the Committee of Directors were held. However, various matter(s) have also been approved by the Committee of Directors by way of resolution passed through circulation during the financial year 2023-24.

During the financial year 2023-24, the Board of Directors have accepted all recommendation(s) made by Committee(s) as provided from time to time.

GENERAL BODY MEETINGS

Year	Day, Date and Time	Venue
2020-21	Wednesday, 29th September, 2021 at 11.00 a.m.	Meeting conducted through VC / OAVM
2021-22	Thursday, 29th September, 2022 at 11.00 a.m.	Meeting conducted through VC / OAVM
2022-23	Saturday, 4th November, 2023 at 11.00 a.m.	Meeting conducted through VC / OAVM

POSTAL BALLOT

Special Resolution(s) passed through Postal Ballot:

During the financial year 2023-24, no Special Resolution(s) were approved by the Shareholders of the Company through postal ballot process. Further, no special resolution(s) are proposed to be passed by postal ballot at the 28th Annual General Meeting.

DISCLOSURES

Vigil Mechanism and Whistle Blower Policy

The Company believes in honesty, integrity and highest morals from its employees and stakeholders and has framed and adopted 'Vigil Mechanism and Whistle Blower Policy' **("Policy")** for its Directors, Employees and other stakeholders. The Policy promotes openness and encourages reporting of any sort of misconduct. While providing adequate protection to Employees and other Stakeholders it encourages them to raise concerns and provides them opportunity to receive feedback in relation to the actions taken in that regard. It also plays a vital role in the investigation of cases pertaining to suspected misconduct, unethical behavior, misuse of power, violation of any legal or regulatory requirements.

The Company adheres to the highest standards of ethical, moral and legal conduct of business operations. In order to maintain these standards, the Company encourages its employees and other stakeholders who have concerns about suspected misconduct to come forward and express their concerns without fear of punishment or unfair treatment. A Vigil (Whistle Blower) mechanism provides a channel to the Employees, Directors and other stakeholders to report to the management concerns about unethical behavior, actual or suspected fraud

or violation of the Policy. The Policy also provides for adequate safeguards against victimization of Employees, Directors and other stakeholders in availing the mechanism and also provide for direct access to the CEO/Chairman of the Audit Committee in exceptional cases. No personnel have been denied access to the Audit Committee under the Policy.

The Policy is in line with the vision and objectives of the Company and should be read in conjunction with applicable regulations and existing policies and procedures of the Company.

Related Party Transactions

Policy for dealing with Related Party Transactions **("RPT Policy")** is placed on the website of the Company - https://futureconsumer.in/investors.aspx#policies-code.

During the financial year 2023-24, there were no materially significant related party transactions that may have potential conflict with the interest of Company at large.

Policy on Material Subsidiary

The Company had adopted a Policy for determining material subsidiary in line with the requirements prescribed under the SEBI Listing Regulations, as amended from time to time. The Policy for determining material subsidiary is available on the website of the Company https://futureconsumer.in/investors.aspx#policies-code.

Statutory Compliance, Penalties and Strictures

The Company has complied with requirements of Stock Exchanges, the Securities and Exchange Board of India and other statutory authorities to the extent applicable and accordingly no

penalties have been levied or strictures have been imposed on the Company on any matter related to capital markets during the last three years.

Details of Material Subsidiaries of the Company, including the date and place of incorporation and the name and date of appointment of the Statutory Auditors of such Subsidiaries:

Sr. No.	Name of the Material Subsidiary	Date of Incorporation	Place of Incorporation	Name of Statutory Auditors	Date of appointment of Statutory Auditors
1	Aadhaar Wholesale Trading and Distribution Limited	10/03/2006	Mumbai	P R A & Co.	28/09/2022
2	Integrated Food Park Limited	08/08/2007	Mumbai	A P Sanzgiri & Co.	25/12/2020
3	The Nilgiri Dairy Farm Private Limited	21/08/1970	Bangalore	Borkar & Mazumdar	28/08/2023

Total fees for all services paid by the Company and its material subsidiaries, on a consolidated basis, to the statutory auditor and all entities in the network firm/network entity of which the statutory auditor is a part.

The details of total fees for all services paid by the Company and its material subsidiaries, on a consolidated basis, to M/s. Borkar & Mazumdar , Chartered Accountants, Statutory Auditors of the Company and all the entities in the network firm/network entity of which Statutory Auditor is a part is as under:

Company Name	Relationship	Name of the Auditor	Remuneration (₹ In Lakhs)
Future Consumer Limited	–	Borker & Mazumdar	45.00
Aadhar Wholesale Trading and Distribution Limited	Subsidiary	P R A & Co.	6.50
The Nilgiri Dairy Farm Private Limited	Subsidiary	Borker & Mazumdar	13.00
Integrated Food Park Limited	Subsidiary	A P Sanzgiri & Co.	3.98

CONFIRMATION AND AFFIRMATIONS

Details of utilization of funds raised through preferential allotment or qualified institutions placement during the financial year 2023-24

During the financial year 2023-24, the Company has not raised any funds through preferential allotment of securities.

Disclosure of Loans and advances (in the nature of loans) to firms/companies in which directors are interested by name and amount.

During the financial year 2023-24, the Company has not provided loans and advances (being in the nature of loans) to firms / companies in which any of the Directors of the Company are interested.

Disclosures in relation to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013

The Company has zero tolerance towards any kind of harassment, including sexual harassment, or discrimination. Your Company has constituted an Internal Complaints Committee **("ICC")** to investigate and resolve sexual harassment complaints. Employees are encouraged to speak up and report any such incidences to the ICC. Your Company has also implemented a Policy on Prevention of Sexual Harassment which is reviewed by the ICC at regular intervals. Any complaint made to the ICC is treated fairly and confidentially. The details as required in respect of Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 is provided below:

a.	number of complaints filed during the financial year	:	Nil
b.	number of complaints disposed of during the financial year	:	Nil
c.	number of complaints pending as on end of the financial year	:	Nil

Disclosures of the compliance with Corporate Governance requirements as specified in Regulation 17 to 27 and clauses to (i) of sub-regulation (2) of Regulation 46 of SEBI Listing Regulations.

Your Company has made adequate disclosures with respect to the compliance with the Corporate Governance requirements specified in Regulation 17 to 27 and clauses (b) to (i) of sub-regulation (2) of Regulation 46 of SEBI Listing Regulations.

Certificate from Practising Company Secretary

The Company has obtained a certificate from Practicing Company Secretary, confirming that none of the Directors on the Board of the Company have been debarred or disqualified from being appointed or continuing as Director of companies by the Securities and Exchange Board of India and Ministry of Corporate Affairs or any such authority and the same forms part of this Report.

Insider Trading

The Company has adopted 'The Code of Conduct for Regulating, Monitoring and Reporting of Trading by Designated Persons' **("Code of Conduct")** in accordance with the SEBI (Prohibition of Insider Trading) Regulations, 2015, as amended from time to time **("SEBI Insider Regulations")**. The Code of Conduct is applicable to Designated Persons and Connected Persons as defined therein.

The Company has also formulated 'The Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information' **("the Code")** in compliance with the SEBI Insider Regulations. This Code is uploaded on the website of the Company - www.futureconsumer.in.

The Company has also formulated "Policy and Procedure for Dealing with leak of Unpublished Price Sensitive Information".

The Company's Code of Conduct *inter-alia* prohibits dealing in securities of the Company by the designated persons defined therein, while in possession of unpublished price sensitive information.

The Company regularly monitors the trading of the equity shares of the Company by the Designated Persons covered under the Code and the deviations from the Code are periodically reported to the Board of Directors of the Company and the Securities and Exchange Board of India **("SEBI")**. In compliance with the SEBI Insider Regulations, the Company also monitors the flow of the Unpublished Price Sensitive Information **("UPSI")** and has maintained a Structural Digital Database to record the sharing of UPSI for legitimate purposes.

Code of Conduct

The Company has framed and adopted the Code of Conduct for all its Board Members and Senior Management personnel. The Code of Conduct for the employees as well as the Board Members is posted on the website of the Company www.futureconsumer.in

The Board Members and Senior Management personnel have affirmed compliance with the Code of Conduct for the financial year 2023-24. A declaration to this effect in terms of Regulation 26 of the SEBI Listing Regulations, forms part of the Annual Report.

Management Discussion and Analysis Report

The Management Discussion and Analysis Report forms part of the Annual Report and includes discussion on various matters specified under Schedule V of SEBI Listing Regulations.

MEANS OF COMMUNICATION AND SHAREHOLDER INFORMATION

The financial results are regularly submitted to the BSE Limited **("BSE")** and the National Stock Exchange of India Limited **("NSE")** in accordance witkh the SEBI Listing Regulations. The extract of financial results of the Company is published in newspapers viz. The Free Press Journal and Navshakti. The financial results are also uploaded on the website of the Company - www.futureconsumer.in.

The Company announcements, news, press releases and presentations made to institutional investors or analysts are submitted to BSE and NSE and are also displayed on the website of the Company www.futureconsumer.in, from time to time.

General Shareholder Information Annual General Meeting

Date and Time	30th September, 2024 11.00 a.m.
Mode	The Company is conducting meeting through Video Conferencing ("VC") or Other Audio Visual Means ("OAVM") and as such there is no requirement to have a venue for the AGM. For further details please refer to the Notice of this AGM.
Financial Year	The financial year of the Company is from April 1 to March 31 of the following year.
First Quarter Results	By second week of August, 2024
Second Quarter Results	By second week of November, 2024
Third Quarter Results	By second week of February, 2025
Fourth Quarter / Annual Results	By end of May, 2025
Dividend Payment Date	Not Applicable

Corporate Identity Number (CIN): L52602MH1996PLC192090

Listing on Stock Exchange: The Company's Equity Shares are listed on the following Stock Exchange(s):

1. BSE Limited **("BSE")** - Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai - 400 001
2. National Stock Exchange of India Limited **("NSE")** Exchange Plaza, Bandra –Kurla Complex, Bandra (E), Mumbai - 400 051

Stock Code:

BSE Limited : 533400

National Stock Exchange of India Limited : FCONSUMER

International Securities Identification Number **("ISIN")** : INE220J01025

Listing Fees

The Company has not paid Listing fees for both the Stock Exchange(s) for the year 2023-24, due to liquidity issues being faced by the Company.

Debentures

The Company had issued 1,500 Senior, Redeemable, Secured, Non-Convertible Debentures **("NCDs 1")** having face value of ₹ 10,00,000/- each and 500 Senior, Redeemable, Secured, Non-Convertible Debentures **("NCDs 2")** having face value of

₹ 10,00,000/- each on 15th February, 2018 and 12th October, 2018 respectively. NCDs 1 and NCDs 2 are redeemable in seventeen installments within seven years from the first date of allotment i.e. 15th February, 2018.

Security Code and ISIN for outstanding NCDs and NCDs 1:

NCDs		Security Code	ISIN
NCDs 1	1500 NCDs	Unlisted	INE220J07121
NCDs 2	500 NCDs	Unlisted	INE220J07139

Debenture Trustee(s) For NCDs 1 and NCDs 2

Catalyst Trusteeship Limited

GDA House, Plot No 85, Bhusari Colony (Right), Paud Road, Pune – 411 038

CREDIT RATING

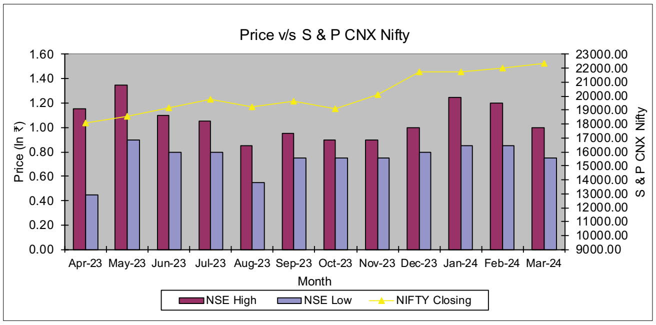
The Credit Rating assigned to the Company by CARE Rating Limited **("CARE")** in respect of Bank Facilities is as under:

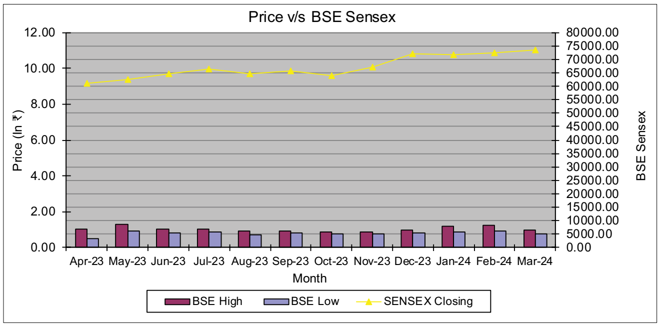
Facilities / Instrument	**Name of the Agency**	**Amount (₹ In Crore)**	**Rating**
Long-term Bank Facilities	CARE	102.20	CARE D (Single D)
Long/ Short-term Bank Facilities	CARE	305.75	CARE D (Single D)
Short-term Bank Facilities	CARE	1.70	CARE D (Single D)

Market Price Data during Financial Year 2023-24:

Month	BSE		NSE	
	High (₹)	Low (₹)	High (₹)	Low (₹)
April, 2023	1.01	0.49	1.15	0.45
May, 2023	1.27	0.93	1.35	0.90
June, 2023	1.05	0.83	1.10	0.80
July, 2023	1.02	0.85	1.05	0.80
August, 2023	0.93	0.70	0.85	0.55
September, 2023	0.93	0.80	0.95	0.75
October, 2023	0.88	0.74	0.90	0.75
November, 2023	0.87	0.77	0.90	0.75
December, 2023	0.96	0.81	1.00	0.80
January, 2024	1.21	0.86	1.25	0.85
February, 2024	1.22	0.92	1.20	0.85
March, 2024	1.00	0.78	1.00	0.75

Performance of share price in comparison with the board - based indices viz. BSE Sensex and NSE Nifty





Registrar and Share Transfer Agents

LINK INTIME INDIA PRIVATE LIMITED

C 101, Embassy 247, L.B.S. Marg, Vikhroli (West),
Mumbai – 400083.
Tel: + 91 22 4918 6000
Fax: +91 22 4918 6060
Email: rnt.helpdesk@linkintime.co.in

Share Transfer System

Shares held in physical form are processed by the Registrar and Share Transfer Agents in the prescribed manner and if the documents are complete in all respects, are transferred within the timeframe under the applicable provisions of law.

Distribution of Shareholding as on 31st March, 2024

Share holding (Number of Shares)	Number of Shareholders	% to total	No. of Shares	% to total
1 – 500	258809	56.108	39174903	1.9617
501 – 1000	63537	13.7744	54116318	2.7098
1001 – 2000	47824	10.3679	74467818	3.7289
2001 – 3000	21237	4.604	54861556	2.7472
3001 – 4000	11594	2.5135	41942014	2.1002
4001 – 5000	12323	2.6715	58781771	2.9435
5001 – 10000	21951	4.7588	168512311	8.4381
10001 and above	23994	5.2017	1505177952	75.3706
Total	**461269**	**100.00**	**1997034643**	**100.00**

Categories of Shareholding as on 31st March, 2024

Category	No. of Shares	Shareholding %
Promoters and their relatives/Promoter Group Companies	6,96,86,451	3.49
Non Nationalised Banks	250	0.00
NBFCs registered with RBI	1	0.00
Foreign Portfolio Investors Category I	16,19,01,580	8.11
State Government / Governor	1,000	0.00
Directors and their relatives (excluding Independent Directors and nominee Directors)	50,000	0.00
Key Managerial Personnel	2,600	0.00
Trusts	500	0.00
Public	1,52,51,22,613	76.37
Non Resident Indians	3,51,54,583	1.76
Foreign Companies	10,78,19,921	5.40
Bodies Corporate	6,72,74,749	3.37
Body Corp-Ltd Liability Partnership	13,15,180	0.07
Office Bearers	2,32,280	0.01
Hindu Undivided Family	2,52,45,829	1.26
Clearing Member	9,813	0.00
Employee Benefit Trust / Employee Welfare Trust	32,17,293	0.16
Total	**1,99,70,34,643**	**100.00**

Compliance of Share Transfer formalities

The Board has delegated the authority for approving transfer, transmission, etc. of the Company's equity shares to a Stakeholders' Relationship and Share Transfer Committee comprising of Mr. Kishore Biyani, Ms. Ashni Biyani and Ms. Neelam Chhiber. The share certificates in physical form are generally processed and returned within 15 days from the date of receipt, if the documents are clear in all respects.

The Certificate of Compliance obtained from the Company Secretary in practice as required under Regulation 40(9) of the SEBI Listing Regulations, confirms the compliance with the share transfer formalities within the timelines prescribed.

Dematerialization of Shares and Liquidity

As on 31st March, 2024, a total of 1,99,68,83,723 equity shares aggregating to 99.99% of the total issued, subscribed and paid-up equity share capital of the Company are in dematerialised form.

SEBI has mandated the transfer of securities of the listed entities, only in demat form with effect from 1st April, 2019. Members are therefore requested to dematarialise their physical share certificates as soon as possible in order to avoid inconvenience in future.

The Company's Equity Shares are regularly traded on BSE Limited and on National Stock Exchange of India Limited.

Norms for furnishing of PAN, KYC, Bank details and Nomination

SEBI vide its Circular dated July 31, 2021, November 3, 2021 and December 14, 2021 had mandated the submission of PAN, KYC details and nomination by holders of physical securities by 31st March, 2023. Further, SEBI vide its circular No.SEBI/HO/MIRSD/MIRSD-PoD-1/P/CIR/2023/37 dated March 16, 2023, read with circular no. SEBI/HO/MIRSD/POD-1/P/CIR/2023/158 dated September 26, 2023 has extended the due date for submission of PAN, KYC details and nomination by holders of physical securities upto 31st December, 2023. Shareholders are requested to submit their PAN, KYC and nomination details to the RTA – Link Intime India Private Limited through email at rnt.helpdesk@linkintime.co.in The investor service requests forms for updating of PAN, KYC, Bank details and nomination are available on the website of RTA - www.linktime.co.in and are also available on Company's website - www.futureconsumer.in. In view of the same, we urge the shareholders to submit the required Investor Service Request form along with the supporting documents at the earliest. In case a holder of physical securities fails to furnish these details or link their PAN with Aadhaar before the due date, the respective folio shall be frozen in compliance with the circulars issued by SEBI from time to time.

The RTA has also sent a communication(s) to the Shareholders of the Company holding shares in physical form in relation to the aforesaid requirements and for updating requisite details.

In respect of shareholders who hold shares in the dematerialized form and wish to update their PAN, KYC, Bank Details and Nomination are requested to contact their respective Depository Participants.

Outstanding GDRs/ADRs/Warrants or any Convertible Instruments: NIL.

As on 31st March, 2024, the Company does not have any outstanding GDRs /ADRs/Warrants or Convertible Securities.

Plant Location:

1) Plot no. 1280, Sector -38, Ph-I, HSIIDC, Industrial Estate Rai, Haryana

Address for Correspondence:

Registrar and Share Transfer Agents
Link Intime India Private Limited C 101, Embassy 247,
L.B.S. Marg, Vikhroli (West), Mumbai - 400083
Tel: + 91 22 4918 6000
Fax: +91 22 4918 6060
E mail: rnt.helpdesk@linkintime.co.in

Company
Future Consumer Limited

Registered Office:
Knowledge House, Shyam Nagar, Off. Jogeshwari Vikhroli Link Road, Jogeshwari (East), Mumbai - 400 060
Tel: +91 22 4055 2200 Fax: + 91 22 4055 2201
Website: www.futureconsumer.in
Designated Email ID: investor.care@futureconsumer.in

Compliance with Mandatory and Non-Mandatory requirements of the SEBI Listing Regulations

The Company has complied with mandatory requirements of the SEBI Listing Regulations to the extent applicable.

The status of compliance with the non-mandatory requirements is as under:

1. **The Board**

   No separate office for the Chairman is maintained and hence no reimbursement of expenses is made towards the same.

2. **Shareholders' Rights**

   Quarterly and Half Yearly financial results are furnished to the Stock Exchanges and published in prescribed newspaper and also uploaded on website of the Company. The same are not separately sent to each household of the Shareholders. Significant events are posted on Company's website from time to time.

3. **Modified Opinion(s) in Audit Report**

   For the financial year ended 31st March, 2024, the statutory auditors have issued their report with modified opinion. In accordance to the provisions of Section 134(3)(f) of the Companies Act, 2013 and Regulation 34(2) of SEBI Listing Regulations a statement containing the details of qualification, explanation by the Board and impact of the qualifications is provided under Note No. 50 to Standalone and Consolidated Financial Statements of the Company respectively, forming part of this Annual Report.

4. **Separate Posts of Chairman and CEO**

   The Company has held separate post for Chairman and CEO. As on 31st March, 2024, the Chairman of the Board is an Independent Director.

5. **Reporting of Internal Auditor**

   The Internal Auditor reports to the Audit Committee.

DECLARATION

I, Samson Samuel- Managing Director of Future Consumer Limited, hereby declare that all the members of the Board of Directors and the Senior Management Personnel of the Company have affirmed compliance with the Code of Conduct applicable to them as laid down by the Company in terms of Regulation 17(5) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended for the financial year ended 31st March, 2024.

For Future Consumer Limited

Place: Mumbai
Date: 28th November, 2024

Samson Samuel
Managing Director

CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS

(Pursuant to Regulation 34(3) and Schedule V Para C clause (10)(i) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015), as amended

To,
The Members of

FUTURE CONSUMER LIMITED
Knowledge House, Shyam Nagar, Off. Jogeshwari Vikhroli Link Road,
Jogeshwari (East), Mumbai-400060

I have examined the relevant registers, records, forms, returns and disclosures received from the Directors **FUTURE CONSUMER LIMITED** having **CIN L52602MH1996PLC192090** and having registered office at Knowledge House, Shyam Nagar, Off. Jogeshwari Vikhroli Link Road, Jogeshwari (East), Mumbai 400060 (hereinafter referred to as 'the Company'), for the purpose of issuing this certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub clause 10(i) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In my opinion and to the best of my information and according to the verifications (including Directors Identification Number (DIN) status at the portal www.mca.gov.in) as considered necessary and based on the disclosures of the Directors, I hereby certify that none of the Board of Directors have been debarred or disqualified from being appointed or continuing as Directors of the Companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs or any such other Statutory Authority for the period ended as on 31st March, 2024.

Ensuring the eligibility for the appointment / continuity of every Director on the Board is the responsibility of the management of the Company. Our responsibility is to express an opinion on these based on our verification. This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

FOR SANJAY DHOLAKIA & ASSOCIATES

SANJAY R DHOLAKIA
Practicing Company Secretary
Proprietor

Membership No.: FCS 2655
CP No.: 1798
Peer Reviewed Firm No. 2036/2022

Date: 28th November, 2024
Place: Mumbai

UDIN: F002655F002982775

Practicing Company Secretary Certificate on compliance with the conditions of Corporate Governance as per provisions of Chapter IV of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended

To,
The Members of

FUTURE CONSUMER LIMITED

1. I, Sanjay Dholakia, Practicing Company Secretary, the Secretarial Auditor of Future Consumer Limited ("the Company"), have examined the compliance of conditions of Corporate Governance by the Company, for the year ended on **31st March, 2024** as stipulated in regulations 17 to 27 and clauses (b) to (i) and (t) of regulation 46(2) and para C, D and E of Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("the Listing Regulations").

Managements' Responsibility

2. The compliance of conditions of Corporate Governance is the responsibility of the Management. This responsibility includes the design, implementation and maintenance of internal control and procedures to ensure the compliance with the conditions of the Corporate Governance stipulated in Listing Regulations.

Auditor's Responsibility

3. Our responsibility is limited to examining the procedures and implementation thereof, adopted by the Company for ensuring compliance with the conditions of the Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

4. We have examined relevant records and documents maintained by the Company for the purposes of providing reasonable assurance on the compliance with Corporate Governance requirements by the Company.

Opinion

5. Based on our examination of the relevant records and according to the information and explanations provided to us and the representations provided by the Management, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in regulations 17 to 27 and clauses (b) to (i) and (t) of Regulation 46(2) and para C and D of Schedule V of the Listing Regulations during the year ended **31st March, 2024**.

6. We state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the Management has conducted the affairs of the Company.

FOR SANJAY DHOLAKIA & ASSOCIATES

SANJAY R DHOLAKIA
Practicing Company Secretary
Proprietor

Membership No.: FCS 2655
CP No.: 1798
Peer Reviewed Firm No. 2036/2022

Date: 28th November, 2024
Place: Mumbai
UDIN: F002655F002983039

STANDALONE FINANCIAL STATEMENTS

INDEPENDENT AUDITOR'S REPORT

To the Members of Future Consumer Limited

Report on the Audit of the Standalone Financial Statements

Qualified Opinion

1. We have audited the accompanying standalone financial statements of Future Consumer Limited ("the Company"), which comprise the Balance sheet as at March 31, 2024, the Statement of Profit and Loss, including the statement of Other Comprehensive Income, the Cash Flow Statement and the Statement of Changes in Equity for the year then ended, and notes to the standalone financial statements, including a summary of material accounting policies and other explanatory information.

2. In our opinion and to the best of our information and according to the explanations given to us, except for the effects of the matter described in the 'Basis for Qualified Opinion' section of our report, the aforesaid standalone financial statements give the information required by the Companies Act, 2013, as amended ("the Act") in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2024, its loss including other comprehensive income, its cash flows and the changes in equity for the year ended on that date.

Basis for Qualified Opinion

3. As described in Note 49 to the standalone financial statements, due to non-availability of financial information and ongoing dispute with the Joint Venture partner, the Company is unable to determine the fair valueof Company's investments in Aussee Oats Milling Private Limited (joint venture) and Aussee Oats IndiaPrivate Limited (step down joint venture) as at March 31, 2024. In absence of sufficient and appropriate evidence, we are unable to comment on the carrying value of above investments (including investments, loans and other assets) amounting to Rs. 9,564.13 lakhs and the consequent impact thereof.

4. We conducted our audit of the standalone financial statements in accordance with the Standards on Auditing (SAs), as specified under section 143(10) of the Act. Our responsibilities under those Standards are further described in the 'Auditor's Responsibilities for the Audit of the Standalone Financial Statements' section of our report. We are independent of the Company in accordance with the 'Code of Ethics' issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Act and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our qualified audit opinion on the standalone financial statements.

Material Uncertainty Related to Going Concern

5. We refer to Note 47 to the standalone financial statements, the Company has incurred a loss before tax of Rs. 19,077.66 lakhs (including exceptional items) for the year ended March 31, 2024 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 it's ability to raise funds and substantially curtailing normal business operations. Furthermore, the Company has defaulted on repayment of loan and interest thereon to banks and consequently the lenders have classified 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 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 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 48 to the standalone financial statements, which more fully describes that forensic audits have been initiated on the Company, by SEBI and by lenders, which are currently in progress.

7. We draw attention to Note 47 to the standalone financial statements 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 30, 2024.

8. We draw attention to Note 40(b) to standalone financial statements 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's standalone financial statements for the previous year i.e. March 31, 2023, restated in accordance with the Scheme of Amalgamation between Future Food and Products Limited, Future Food Processing Limited, and Future Consumer Limited ('the Company')."

9. We draw attention to Note 47 to standalone financial statements towards the Company has outstanding 11.07% Non-Convertible Debentures of Rs. 21,683.32 (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.

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

Key Audit Matters

10. Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the standalone financial statements for the financial year ended March 31, 2024. These matters were addressed in the context of our audit of the standalone financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. In addition to the matter described in the 'Basis for Qualified Opinion' section and in the 'Material Uncertainty Related to Going Concern' section, we have determined the matters described below to be the key audit matters to be communicated in our report. For each matter below, our description of how our audit addressed the matter is provided in that context.

11. We have fulfilled the responsibilities described in the Auditor's responsibilities for the audit of the standalone financial statements section of our report, including in relation to these matters. Accordingly,our audit included the performance of procedures designed to respond to our assessment of the risks ofmaterial misstatement of the standalone financial statements. The results of our audit procedures, including the procedures performed to address the matters below, provide the basis for our audit opinion on the accompanying standalone financial statements.

Key audit matters	How to audit addressed the key audit matter
Impairment of Investment (As described in Note 5, 41 and 42 of the standalone financial statements)	
During the year, impairment indicators were identified by the management on certain investments wherein net worth of the investee company is negative or the carrying value of the investments is higher than the Company's share in net worth. As a result, an impairment assessment was required to be performed by the Company by comparing the carrying value of these investments to their recoverable amount to determine whether an impairment loss was required to be recognised. For the purpose of the above impairment assessment, recoverable value has been determined on the basis of the open offer available in market for the investment which submitted to banks for monetising or net asset method by using revenue multiple of comparable companies to future sales, as appropriate to the respective investment. Furthermore, the recoverable value is highly sensitive to changes in some of the inputs used for forecasting the future cash flows/enterprise value. The determination of the recoverable amount of the investments involved judgment due to inherent uncertainty in the assumptions supporting the recoverable amount of these investments. Accordingly, the impairment of investments was determined to be a key audit matter in our audit of the standalone financial statements.	Our audit procedures included and were not limited to the following: • We obtained an understanding, evaluated the design and tested the operating effectiveness of controls that the Company has in relation to impairment assessment processes; • We assessed the Company's valuation methodology applied in determining the recoverable amount. In making this assessment, we evaluated the competence and objectivity of Company's internal and external specialists involved in the process; • We assessed the projections submitted to banks for recoverable value of its investments; • We discussed potential changes in key drivers as compared to previous year / actual performance with management to evaluate the inputs and assumptions used in the cash flow forecasts; • Compared the amounts quoted by potential buyer/investor for assets / business and compared the proposed values with the estimated sales values considered by the Company. • Obtained management assessment and evaluated assumptions considered for investments classified as asset held for sale. • We assessed the adequacy of disclosures made in the standalone financial statements as per Ind AS 36 and Ind AS 105.
Carrying Value of Trade and Other Receivables (as described in Note 7 and Note 11 of the standalone financial statements)	
As at March 31, 2024, Trade and Other Receivables (net of expected credit loss) constitutes approximately 0.41% of total assets of the Company. The Company is required to regularly assess the recoverability of its Trade and Other receivables. Recoverability of Trade and Other receivables was significant to our audit due to the value of amounts which also represents significant portion of the Company's working capital. Further, on July 20, 2022, the Hon'ble National Company Law Tribunal, Mumbai bench ("NCLT") has ordered commencement of the corporate insolvency resolution process of Future Retail Limited, one of the major customer of the Company (Corporate Debtor) in terms of the provisions of Insolvency and Bankruptcy Code, 2016 (the 'Code'). In light of the same, the Company has recorded an expected credit loss of Rs. 37,803.97 lakhs in earlier years on the entirety of the amount receivable from the said customer. Creation of expected credit loss involves judgement as the expected credit losses must reflect information about past events, current conditions and forecasts of future conditions, as well as the time value of money. Accordingly, the recoverability of Trade and Other Receivables is a key audit matter in our audit of the standalone financial statements.	Our audit procedures included and were not limited to the following: • We obtained an understanding, evaluated the design, and tested the operating effectiveness of the controls that the Company has for review of credit loss allowance process; • We evaluated the Management's assessment of the financial circumstances and ability to pay of relevant entities with receivable balances. These considerations include whether there are regular receipts from the customers, past collection history as well as an assessment of the customers' credit ability to make payments; • We tested the aging of trade and other receivables and receipts subsequent to the year-end; • We assessed the legal process followed by the Company for recover of the said receivables. • We assessed the adequacy of Company's disclosures in relation to Trade and Other receivables included in the standalone financial statements as per Ind AS 109.

Other Information

12. The Company's Board of Directors is responsible for the other information. The other information comprises the Director's Report and it's annexure, Business Responsibility and Sustainability report and Management Discussion and Analysis Report, but does not include the standalone financial statements and our auditor's report thereon.
13. Our opinion on the standalone financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.
14. In connection with our audit of the standalone financial statements, our responsibility is to read the other information and, in doing so, consider whether such other information is materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Responsibilities of the Management for the Standalone Financial Statements

15. The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these standalone financial statements that give a true and fair view of the financial position, financial performance including other comprehensive income, cash flows and changes in equity of the Company in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) specified under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the standalone financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.
16. In preparing the standalone financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so. Those Board of Directors are also responsible for overseeing the Company's financial reporting process.

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

17. Our objectives are to obtain reasonable assurance about whether the standalone financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of thesestandalone financial statements.
18. As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:
    - Identify and assess the risks of material misstatement of the standalone financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, andobtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
    - Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls with reference to standalone financial statements in place and the operating effectiveness of such controls.
    - Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
    - Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the standalone financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
    - Evaluate the overall presentation, structure and content of the standalone financial statements, including the disclosures, and whether the standalone financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
19. 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.
20. 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.
21. From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the standalone financial statements for the financial year ended March 31, 2024 and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Other Matters

22. The comparative Ind AS standalone financial statements of the Group, its associates and joint ventures for the corresponding quarter and year ended March 31, 2023, were audited by predecessor auditor i.e. S R B C & CO LLP, Chartered Accountants who expressed qualified opinion on those consolidated financial statement on May 30, 2023.

Report on other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2020 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the **"Annexure 1"**

a statement on the matters specified in paragraphs 3 and 4 of the Order.

2. As required by Section 143(3) of the Act, we report that:

(a) We have sought and except for the matter described in the Basis for Qualified Opinion paragraph, obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit;

(b) Except for the matter described in the Basis for Qualified Opinion paragraph, in our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;

(c) The Balance Sheet, the Statement of Profit and Loss including the Statement of Other Comprehensive Income, the Cash Flow Statement and Statement of Changes in Equity dealt with by this Report are in agreement with the books of account;

(d) Except for the effects of the matter described in the Basis for Qualified Opinion paragraph above, in our opinion, the aforesaid financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Companies (Indian Accounting Standards) 2015, as amended;

(e) The going concern matter described in Material Uncertainty Related to Going Concern paragraph above, the matter described in the Basis for Qualified Opinion paragraph above, in our opinion, may have an adverse effect on the functioning of the Company;

(f) On the basis of the written representations received from the directors as on March 31, 2024 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2024 from being appointed as a director in terms of Section 164 (2) of the Act;

(g) The qualification relating to the maintenance of accounts and other matters connected therewith are as stated in the Basis for Qualified Opinion paragraph and paragraph (b) above;

(h) With respect to the adequacy of the internal financial controls with reference to standalone financial statements and the operating effectiveness of such controls, refer to our separate Report in **"Annexure 2"** to this report;

(i) In our opinion, the managerial remuneration for the year ended March 31, 2024 has been paid/ provided by the Company to its directors in accordance with the provisions of section 197 readwith Schedule V to the Act.

(j) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended in our opinion and to the best of our information and according to the explanations given to us:

i. The Company has disclosed the impact of pending litigations on its financial position in its standalone financial statements - Refer Note 36 to the standalone financial statements;

ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses;

iii. There are no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.

iv. a) The management has represented that, to the best of its knowledge and belief, other than as disclosed in the note 50 (v) to the standalone financial statements, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person or entity, including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;

b) The management has represented that, to the best of its knowledge and belief, other than as disclosed in the note 50 (vi) to the standalone financial statements, no funds have beenreceived by the Company from any person or entity, including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries; and

c) Based on such audit procedures performed that have been considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (a) and (b) contain any material misstatement.

v. No dividend has been declared or paid during the year by the Company.

vi. Based on our examination which included test checks, the company has used an accounting software for maintaining its books of account which has a feature of recording audit trail (edit log) facility and the same has operated throughout the year for all relevant transactions recorded in the software. Further, during the course of our audit we did not come across any instance of audit trail feature being tampered with.

As proviso to Rule 3(1) of the Companies (Accounts) Rule 2014 is applicable from April 1, 2023, reporting under Rule 11(g) of the Companies (Audit and Auditor) Rules, 2014 on preservation of audit trail as per the statutory requirements for record retention is not applicable for the financial year ended March 31, 2024.

For Borkar & Muzumdar
Chartered Accountants
Firm Registration Number: 101569W

Deepak Kumar Jain
Partner
Membership No.:154390
UDIN: 24154390BKAVVI7957

Place: Mumbai
Date: May 23,2024

ANNEXURE 1 TO THE INDEPENDENT AUDITOR'S REPORT

ANNEXURE 1 TO THE INDEPENDENT AUDITOR'S REPORT OF EVEN DATE ON THE FINANCIAL STATEMENTS OF THE FUTURE CONSUMER LIMITED.

(Referred to in paragraph 1, under 'Report on Other Legal and Regulatory Requirements' section of our Report of even date)

(i) (a) (A) The Company has maintained proper records showing full particulars, including quantitative details and situation of Property, Plant and Equipment.

(B) The Company has maintained proper records showing full particulars of the intangible assets.

(b) Property, Plant and Equipment were physically verified by the management during the year in accordance with a planned programme of verifying them once in three years which is reasonable having regard to the size of the Company and the nature of its assets.

(c) The title deeds of all the immovable properties (other than properties where the Company is the lessee and the lease agreements are duly executed in favor of the lessee} are held in the name of the Company.

(d) The Company has not revalued its Property, Plant and Equipment (including Right of use assets) or intangible assets during the year ended March 31, 2024.

(e) There are no proceedings initiated or are pending against the Company for holding any benami property under the Prohibition of Benami Property Transactions Act, 1988 and rules made thereunder.

(ii) (a) The inventory has been physically verified by the management during the year. In our opinion, the frequency of verification by the management is reasonable and the coverage and procedure for such verification is appropriate. Discrepancies of 10% or more in aggregate for each class of inventory were not noticed on such physical verification.

(b) The working capital limits sanctioned to the company was in excess of five crore rupees, in aggregate, from banks or financial institutions on the basis of security of current assets. However, due to the default in repayment those have already been classified as NPA. The company has not filled quarterly returns or statements with such banks or financial institutions during the year.

(iii) (a) During the year the Company has provided loan to others which are as follows:

Particulars	Loans (Rs in lakhs)
To Others	
Aggregate amount granted/ provided during the year	5.00
Balance outstanding as at balance sheet date	26.30

(b) During the year the Company has not made investments, provided guarantees, provided security and granted loans and advances in the nature of loans to companies, firms, Limited Liability Partnerships or any other parties. Accordingly, the requirement to report on clause 3(iii)(b) of the Order is not applicable to the Company.

(c) The Company has granted loan and advances in nature of loans during the year to employees where the schedule of repayment of principal has been stipulated and repayments or receipts are regular. Further, principal amount on loans given to companies in earlier years and which has fallen due during the year have been extended for a period of one year (Refer clause (iii)(e) below). Interest on loans given to subsidiaries (FCL Tradevest Private Limited, Integrated Food Park Limited, Aadhaar Wholesale Trading and Distribution Limited, The Niligiri Dairy Farm Private Limited and Bloom Food and Beverages Private Limited) for the period from April 01, 2023 to March 31, 2024 has been waived by the Company.

(d) There are no amounts of loans granted to companies, firms, limited liability partnerships or any other parties which are overdue for more than ninety days.

(e) The loan or advance in the nature of loan granted which has fallen due during the year amounting to Rs. 25,741.74 Lakhs has been extended for the period of 1 year. The company has converted loan and advances in the nature of loans granted into Optionally convertible debenture (OCD) amounting to Rs.7,47.40 Lakh which has fall due during the year to settle the over dues of existing loans given to the same parties amounting.

Name of the parties	Aggregate amount of loans or advances in the nature of loan granted during the year.	Aggregate amount of overdues of existing loans renewed or extended	Percentage of the aggregate to the total loans or advances in the nature of loans granted during the year
Integreted Food Park Limited	15138.61	15138.61	100%
Aadhaar Wholesale Trading and Distribution limited	8789.16	8789.16	100%
Bloom Foods and Beverages Pvt Ltd	396.68	396.68	100%
The Nilgiri Dairy Farm Pvt Limited	1341.59	1341.59	100%
FCL Tradevest Private Limited	75.70	75.70	100%

(Rs in Lakhs)

Name of the parties	Aggregate amount of loans or advances in the nature of loan due during the year.	Aggregate amount of overdues of settled by Optionally convertible Debenture (ODC)	Percentage of the aggregate to the total loans or advances in the nature of loans granted during the year
MNS Foods Limited	747.2	747.2	100%

* Existing loans renewed/extended during the year are considered as loans granted during the year.

(Rs in Lakhs)

(f) The Company has not granted any loans or advances in the nature of loans, either repayable on demand or without specifying any terms or period of repayment to companies, firms, Limited Liability Partnerships or any other parties. Accordingly, the requirement to report on clause 3(iii)(f} of the Order is not applicable to the Company.

(iv) There are no loans, investments, guarantees and security in respect of which provisions of section 185 of the Companies Act, 2013 are applicable and hence its compliance is not commented upon. The Company has made investments and given loans, which is in compliance to the provisions of Section 186 of the Companies Act, 2013.

(v) The Company has neither accepted any deposits from the public nor accepted any amounts which are deemed to be deposits within the meaning of sections 73 to 76 of the Act and the rules made thereunder, to the extent applicable. Accordingly, the requirement to report on clause 3(v) of the Order is not applicable to the Company.

(vi) The Central Government has not specified the maintenance of cost records under Section 148(1) of the Companies Act, 2013, for the products/ services of the Company.

(vii) (a) The Company is regular in depositing with appropriate authorities undisputed statutory dues including goods and services tax, provident fund, employees' state insurance, income-tax, duty of customs, cess and other statutory dues applicable to it. According to the information and explanations given to us and based on audit procedures performed by us, no undisputed amounts payable in respect of these statutory dues were outstanding, at the year end, for a period of more than six months from the date they became payable.

(b) According to the records of the Company, the dues of income-tax, sales-tax, goods and services tax, service tax, duty of custom, duty of excise, value added tax and cess which have not been deposited on March 31, 2024 on account of any dispute, are as follows:

(Rs. in lakhs)

Name of the Statue	Nature of Dues	Amount (Rs in Lakhs) net of Deposits	Financial Year to which the amount relates	Forum where the dispute is Pending
Uttar Pradesh Value Added Tax Rules, 2008	Sales Tax	9.94	2015-16	Commercial Tax Tribunal, Lucknow
Gujarat VAT	Sales Tax	65.22	2016-17	Deputy Commissioner of Sales Tax (Appeals)
Harayana Goods and Service Tax Act 2017/ Central Goods and Service Tax Act, 2017	Goods & Service Tax	357.79	2017-18	First Appellate Authority
Central Goods and Services Tax Act, 2017	Goods & Service Tax	163.53	2018-19	Office Of The Commissioner of Central Tax, GST Commissionerate
Central Goods and Services Tax Act, 2017	Goods & Service Tax	2.72	2017-18	Office Of The Commissioner of Central Tax, GST Commissionerate
Central Goods and Services Tax Act, 2017	Goods & Service Tax	1534.53	2018-19	Office Of The Commissioner of Central Tax, GST Commissionerate
Central Goods and Services Tax Act, 2017	Goods & Service Tax	49.05	2018-19	Office Of The Commissioner of Central Tax, GST Commissionerate
Central Goods and Services Tax Act, 2017	Goods & Service Tax	45.89	2018-19	Office Of The Commissioner of Central Tax, GST Commissionerate
Central Goods and Services Tax Act, 2017	Goods & Service Tax	8159.13	2018-19	Office Of The Commissioner of Central Tax, GST Commissionerate
Central Goods and Services Tax Act, 2017	Goods & Service Tax	121644.37	2017-18	Office Of The Commissioner of Central Tax, GST Commissionerate
Central Goods and Services Tax Act, 2017	Goods & Service Tax	855.28	2018-19	Office Of The Commissioner of Central Tax, GST Commissionerate
Central Goods and Services Tax Act, 2017	Goods & Service Tax	119.60	2021-22	Office Of The Commissioner of Central Tax, GST Commissionerate
Central Goods and Services Tax Act, 2017	Goods & Service Tax	55.79	2022-23	Office Of The Commissioner of Central Tax, GST Commissionerate

(viii) The Company has not surrendered or disclosed any transaction, previously unrecorded in the books of account, in the tax assessments under the Income Tax Act, 1961 as income during the year. Accordingly, the requirement to report on clause 3(viii) of the Order is not applicable to the Company.

(ix) (a) The Company has defaulted in repayment of dues to a debenture holder and banks during the year as stated below:

(Rs. in lakhs)

Nature of borrowing, including debt securities	**Name of lender**	**Amount not paid on due date**	**Whether principal or interest**	**No. of days delay or unpaid**
Debentures	CDC Emerging Markets Limited	21,683.32	Both	746
Term Loans, Working Capital Demand Loan, Funded Interest Term Loan	RBL Bank	6,652.96	Both	700
Working Capital Term Loan, Funded Interest Term Loan	Union Bank of India	957.47	Both	700
Working Capital Term Loan, Funded Interest Term Loan	Bank of India	498.73	Both	700
Working Capital Term Loan, Funded Interest Term Loan	Bank of Baroda	468.46	Both	700
Working Capital Demand Loan, Cash Credit	State Bank of India	11,602.66	Both	700
Working Capital Demand Loan, Funded Interest Term Loan	Rabo Bank	4,610.07	Both	700
Cash Credit, Funded-Interest Term Loan	HDFC Bank	2,199.44	Both	700
Cash Credit, Funded-Interest Term Loan	Kotak Mahindra Bank	688.01	Both	700

(b) The Company has not been declared willful defaulter by any bank or financial institution or government or any government authority.

(c) According to the information and explanations given to us by the management, the Company has not obtained any term loans during the year. Accordingly, clause 3(ix)(c) of the Order is not applicable.

(d) On an overall examination of the standalone financial statements of the Company, no funds raised on short-term basis have been used for long-term purposes by the Company.

(e) On an overall examination of the standalone financial statements of the Company, the Company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiaries and joint ventures.

(f) The Company has not raised loans during the year on the pledge of securities held in its subsidiaries and joint ventures. Hence, the requirement to report on clause (ix)(f) of the Order is not applicable to the Company.

(x) (a) The Company has not raised any money during the year by way of initial public offer / further public offer (including debt instruments) hence, the requirement to report on clause 3(x)(a) of the Order is not applicable to the Company.

(b) The Company has not made any preferential allotment or private placement of shares /fully or partially or optionally convertible debentures during the year under audit and hence, the requirement to report on clause 3(x)(b) of the order is not applicable to the Company.

(xi) (a) Based upon the audit procedures performed for the purpose of reporting the true and fair view of the standalone financial statements and according to the information and explanations given by the management, we report that no fraud by the Company or no material fraud on the Company has been noticed or reported during the year.

(b) During the year, no report under sub-section (12) of section 143 of the Act has been filed by cost auditor/ secretarial auditor or by us in Form ADT – 4 as prescribed under Rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government.

(c) As represented to us by the management, there are no whistle blower complaints received by the Company during the year.

(xii) The Company is not a Nidhi Company as per the provisions of the Act. Therefore, the requirement to report on clause 3(xii)(a), (b) and (c) of the Order is not applicable to the Company.

(xiii) Transactions with the related parties are in compliance with sections 177 and 188 of Companies Act, 2013 where applicable and the details have been disclosed in the notes to the financial statements, as required by the applicable accounting standards.

(xiv) (a) The Company has an Internal audit system commensurate with the size and nature of its business.

(b) The internal audit reports of the Company issued till the date of the audit report, for the period under audit have been considered by us

(xv) The Company has not entered into any non-cash transactions with its directors or persons connected with its directors and hence requirement to report on clause 3(xv) of the Order is not applicable to the Company.

(xvi) (a) The provisions of section 45-IA of the Reserve Bank of India Act, 1934 (2 of 1934) are not applicable to the Company. Accordingly, the requirement to report on clause (xvi)(a) of the Order is not applicable to the Company.

(b) The Company is not engaged in any Non-Banking Financial or Housing Finance activities. Accordingly, the requirement to report on clause (xvi)(b) of the Order is not applicable to the Company.

(c) The Company is not a Core Investment Company as defined in the regulations made by Reserve Bank of India. Accordingly, the requirement to report on clause 3(xvi) of the Order is not applicable to the Company.

(d) There is no Core Investment Company as a part of the Group, hence, the requirement to report on clause 3(xvi)(d) of the Order is not applicable to the Company.

(xvii) The Company has incurred cash losses amounting to Rs. 5,820.59 lakhs in the current year and amounting to Rs. 7,264.76 lakhs in the immediately preceding financial year.

(xviii) During the year, the previous auditor, SRBC & Co LLP, has resigned. The reasons for the resignation have been duly considered and documented.

(xix) As referred to in 'Material uncertainty related to Going concern' paragraph in our main audit report and as disclosed in Note 47 to the standalone financial statements, and considering the financial ratios and ageing and expected dates of realization of financial assets and payment of financial liabilities, other information accompanying the financial statements, our knowledge of the Board of Directors and management plans and based on our examination of the evidence supporting the assumptions, there exists a material uncertainty that the Company may not be capable of meeting its liabilities, existing at the date of balance sheet, as and when they fall due within a period of one year from the balance sheet date.

We, further state that this is not an assurance as to the future viability of the Company and our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.

(xx) (a) In respect of other than ongoing projects, there are no unspent amounts that are required to be transferred to a fund specified in Schedule VII of the Companies Act (the Act), in compliance with second proviso to sub section (5) of section 135 of the Act. This matter has been disclosed in Note 47 to the standalone financial statements.

(b) There are no unspent amounts in respect of ongoing projects, that are required to be transferred to a special account in compliance of provision of sub section (6) of section 135 of Companies Act. This matter has been disclosed in Note 47 to the standalone financial statements

For Borkar & Muzumdar
Chartered Accountants
Firm Registration Number: 101569W

Deepak Kumar Jain
Partner
Membership No.:154390
UDIN: 24154390BKAVVI7957

Place: Mumbai
Date: May 23,2024

ANNEXURE 2 TO THE INDEPENDENT AUDITOR'S REPORT

ANNEXURE 2 TO THE INDEPENDENT AUDITOR'S REPORT OF EVEN DATE ON THE STANDALONE FINANCIAL STATEMENTS OF FUTURE CONSUMER LIMITED

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

We have audited the internal financial controls with reference to standalone financial statements of Future Consumer Limited ("the Company") as of March 31, 2024 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The Company's Management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India ("ICAI"). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to the Company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act. 2013.

Auditor's Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls with reference to these standalone financial statements based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") and the Standards on Auditing, as specified under section 143(10) of the Act, to the extent applicable to an audit of internal financial controls, both issued by ICAI. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls with reference to these standalone financial statements was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls with reference to these standalone financial statements and their operating effectiveness. Our audit of internal financial controls with reference to standalone financial statements included obtaining an understanding of internal financial controls with reference to these standalone financial statements, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement. including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls with reference to these standalone financial statements.

Meaning of Internal Financial Controls with Reference to these Standalone Financial Statements

A company's internal financial controls with reference to financial statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial controls with reference to financial statements includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls with Reference to Standalone Financial Statements

Because of the inherent limitations of internal financial controls with reference to standalone financial statements, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls with reference to financial statements to future periods are subject to the risk that the internal financial control with reference to standalone financial statements may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, the Company has, in all material respects, adequate internal financial controls with reference to standalone financial statements and such internal financial controls with reference to standalone financial statements were operating effectively as at March 31, 2024, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note issued by the ICAI.

For Borkar & Muzumdar
Chartered Accountants
Firm Registration Number: 101569W

Deepak Kumar Jain
Partner
Membership No.:154390
UDIN: 24154390BKAVVI7957

Place: Mumbai
Date: May 23,2024

STANDALONE BALANCE SHEET

as at 31st March 2024

(₹ in lakhs)

	Particulars	Note	As at 31st March 2024	As at 31st March 2023
	Assets			
1	**Non current assets**			
	(a) Property, plant and equipment	4	380.01	1,552.02
	(b) Other intangible assets	4	1.38	160.99
	(c) Right-of-use assets	4	81.03	250.70
	(d) Financial assets			
	(i) Investments	5	7,771.28	6,968.26
	(ii) Loans	6	17,533.01	24,729.47
	(iii) Other financial assets	7	2,816.21	4,749.80
	(e) Deferred tax assets (net)	8	-	-
	(f) Other assets	9	540.40	677.44
	Total non-current assets		**29,123.32**	**39,088.68**
2	**Current assets**			
	(a) Inventories	10	-	118.08
	(b) Financial assets			
	(i) Trade receivables	11	139.42	2,823.59
	(ii) Cash and cash equivalents	12	428.34	934.58
	(iii) Bank balances other than (ii) above	12	161.43	151.74
	(iv) Loans	6	-	122.84
	(v) Other financial assets	7	27.94	133.00
	(c) Other assets	9	759.48	628.47
			1,516.61	**4,912.30**
	Asset held for Sale	41	3,165.43	4,780.57
	Total current assets		**4,682.04**	**9,692.87**
	Total assets		**33,805.36**	**48,781.55**
	Equity and liabilities			
1	**Equity**			
	(a) Equity share capital	13	119,629.04	119,192.24
	(b) Other equity	14	(149,171.91)	(129,725.76)
	Total equity		**(29,542.87)**	**(10,533.52)**
	Liabilities			
2	**Non-current liabilities**			
	(a) Financial liabilities			
	(i) Borrowings	15	-	-
	(ii) Lease Liabilities	31.2	60.42	208.58
	(b) Provisions	16	29.43	77.43
	Total non-current liabilities		**89.85**	**286.01**
3	**Current liabilities**			
	(a) Financial liabilities			
	(i) Borrowings	17	40,890.23	40,859.25
	(ii) Lease Liabilities	31.2	53.54	91.60
	(iii) Trade payables	18		
	(a) Total outstanding dues of micro enterprises and small enterprises		413.78	397.37
	(b) Total outstanding dues of trade payables other than micro enterprises and small enterprises		3,105.58	2,895.23
	(iv) Other financial liabilities	19	9,022.28	4,893.72
	(b) Provisions	16	144.00	239.69
	(c) Other current liabilities	20	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**
	Summary of significant accounting policies	2		
	The accompanying notes are an integral part of the financial statements (Refer Note 1 - 52)			

As per our report of even date
For Borkar & Muzumdar
Chartered Accountants
ICAI Firm Registration number : 101569W

Deepak Kumar Jain
Partner
Membership No : 154390

For and on behalf of the Board of Directors of Future Consumer Limited

Samson Samuel
Managing Director
Place: Mumbai

Birendra Agrawal
Chairman
Place: Mumbai

Manoj Gagvani
Company Secretary
& Head - Legal
Place: Mumbai

Rajendra Bajaj
Chief Financial Officer
Place: Mumbai

Place : Mumbai
Date : 23-05-2024

Date : 23-05-2024

Corporate Identity Number of Future Consumer Limited is L52602MH1996PLC192090

STANDALONE STATEMENT OF PROFIT AND LOSS
for the year ended 31st March 2024

(₹ in lakhs)

	Particulars	Note	Year ended 31st March 2024	Year ended 31st March 2023
1	**Revenue**			
	(a) Revenue from operations	21	217.48	5,173.27
	(b) Other income	22	1,128.54	5,171.59
	Total income		**1,346.02**	**10,344.86**
2	**Expenses**			
	(a) Cost of materials consumed	23	-	649.13
	(b) Purchases of stock-in-trade (traded goods)		5.96	2,176.48
	(c) Changes in inventories of finished goods and stock-in-trade	24	118.08	3,381.49
	(d) Employee benefits expense	25	561.25	1,779.15
	(e) Finance costs	26	5,735.12	5,000.04
	(f) Depreciation and Amortisation expense	27	251.40	1,769.99
	(g) Other expenses	28	3,236.69	3,896.59
	Total expenses		**9,908.50**	**18,652.87**
3	**(Loss) / Profit before exceptional items and tax (1-2)**		**(8,562.48)**	**(8,308.01)**
4	**Exceptional items (Refer Note 42)**	42	**(10,515.18)**	**(44,593.35)**
5	**(Loss) / Profit before tax (3+4)**		**(19,077.66)**	**(52,901.36)**
6	**Tax expense / (benefit)**			
	(a) Current tax	8	-	-
	(b) Tax relating to prior years	8	-	(45.77)
	(c) Deferred tax	8	-	-
	Net tax expense / (benefit)		**-**	**(45.77)**
7	**(Loss) / Profit for the year (5-6)**		**(19,077.66)**	**(52,855.59)**
8	**Other comprehensive income (OCI)**			
	(a) (i) Items that will not be reclassified to statement of profit or loss			
	Remeasurement gains on defined benefit plans		(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 and loss			
	Exchange differences in translating the financial statements of ' foreign operations		-	-
	Total other comprehensive income		**(0.32)**	**81.89**
9	**Total comprehensive loss for the year, net of tax (7+8)**		**(19,077.98)**	**(52,773.70)**
	Earnings per share after exceptional item (face value Rs. 6 each)	31		
	(a) Basic (Rs.)		(0.96)	(2.66)
	(b) Diluted (Rs.)		(0.96)	(2.66)
	Earnings per share before exceptional item (face value Rs. 6 each)	31		
	(a) Basic (Rs.)		(0.43)	(0.42)
	(b) Diluted (Rs.)		(0.43)	(0.42)
	Summary of significant accounting policies	2		
	The accompanying notes are an integral part of the financial statements (Refer Note 1 - 52)			

As per our report of even date
For Borkar & Muzumdar
Chartered Accountants
ICAI Firm Registration number : 101569W

Deepak Kumar Jain
Partner
Membership No : 154390

Place : Mumbai
Date : 23-05-2024

For and on behalf of the Board of Directors of Future Consumer Limited

Samson Samuel
Managing Director
Place: Mumbai

Birendra Agrawal
Chairman
Place: Mumbai

Manoj Gagvani
Company Secretary
& Head - Legal
Place: Mumbai

Rajendra Bajaj
Chief Financial Officer
Place: Mumbai

Date : 23-05-2024

Corporate Identity Number of Future Consumer Limited is L52602MH1996PLC192090

STANDALONE STATEMENT OF CHANGES IN EQUITY
for the year ended 31st March 2024

(a) Share Capital (Refer Note 13)

(₹ In Lakhs)

Particulars	Amount
Balance as at 31st March 2022	**119,014.91**
Changes in Equity Share capital during the Year :	
Add: Equity shares issued and allotted during the year	177.33
As at 31st March 2023	**119,192.24**
Changes in Equity Share capital during the Year :	
Add : Shares sold by ESOP trust treated as treasury shares	436.80
As at 31st March 2024	**119,629.04**

(b) Other Equity (Refer Note 14)

(₹ In Lakhs)

Particulars	Reserves & Surplus						Other comprehensive income		Total Other Equity
	Capital Reserve	Securities Premium Account	General Reserve	Share Options Outstanding Account	Capital Redemption Reserve	Retained Earnings	Foreign Currency Translation Reserve	Remeasurement gain on defined benefit plans	
As at 31st March 2022	**9,222.94**	**38,316.72**	**0.59**	**713.41**	**5.20**	**(125,157.06)**	**(4.37)**	**104.13**	**(76,798.44)**
Loss for the year	-	-	-	-	-	(52,855.60)	-	-	**(52,855.60)**
Other comprehensive income for the year, net of income tax	-	-	-	-	-	-	-	81.89	**81.89**
Total comprehensive income for the year	**-**	**-**	**-**	**-**	**-**	**(52,855.60)**	**-**	**81.89**	**(52,773.71)**
Recognition of share-based payments	-	-	-	13.12	-	-	-	-	**13.12**
Shares held by ESOP Trust treated as treasury shares	-	-	-	-	-	(166.73)	-	-	**(166.73)**
Transfer to retained earnings on cancellation of ESOP	-	-	-	(723.25)	-	723.25	-	-	**-**
Issue of Shares	-	-	-	-	-	-	-	-	**-**
As at 31st March 2023	**9,222.94**	**38,316.72**	**0.59**	**3.28**	**5.20**	**(177,456.14)**	**(4.37)**	**186.02**	**(129,725.76)**
Transfer from Shares option o/s on exercise						(370.25)			**(370.25)**
Loss for the year	-	-	-	-	-	(19,077.66)	-	-	**(19,077.66)**
Other comprehensive income for the year, net of income tax	-	-	-	-	-	-	-	(0.32)	**(0.32)**
Total comprehensive income for the year	**-**	**-**	**-**	**-**	**-**	**(19,447.91)**	**-**	**(0.32)**	**(19,448.23)**

STANDALONE STATEMENT OF CHANGES IN EQUITY

for the year ended 31st March 2024

(₹ In Lakhs)

Particulars	Reserves & Surplus						Other comprehensive income		Total Other Equity
	Capital Reserve	Securities Premium Account	General Reserve	Share Options Outstanding Account	Capital Redemption Reserve	Retained Earnings	Foreign Currency Translation Reserve	Remeasurement gain on defined benefit plans	
Recognition of share-based payments	-	-	-	2.08	-	-	-	-	**2.08**
Shares held by ESOP Trust treated as treasury shares	-	-	-	-	-	-	-	-	**-**
Transfer to retained earnings on cancellation of ESOP	-	-	-	-	-	-	-	-	**-**
As at 31st March 2024	**9,222.94**	**38,316.72**	**0.59**	**5.36**	**5.20**	**(196,904.05)**	**(4.37)**	**185.70**	**(149,171.91)**

Summary of significant accounting policies (Refer note 2)

The accompanying notes are an integral part of the financial statements (Refer Note 1 - 52)

As per our report of even date
For Borkar & Muzumdar
Chartered Accountants
ICAI Firm Registration number : 101569W

Deepak Kumar Jain
Partner
Membership No : 154390

Place : Mumbai
Date : 23-05-2024

For and on behalf of the Board of Directors of Future Consumer Limited

Samson Samuel
Managing Director
Place: Mumbai

Birendra Agrawal
Chairman
Place: Mumbai

Manoj Gagvani
Company Secretary
& Head - Legal
Place: Mumbai

Rajendra Bajaj
Chief Financial Officer
Place: Mumbai

Date : 23-05-2024

Corporate Identity Number of Future Consumer Limited is L52602MH1996PLC192090

Financial Statements

FMCG

STANDALONE STATEMENT OF CASH FLOWS

for the year ended 31st March 2024

(₹ in lakhs)

Particulars	Year ended 31st March 2024		Year ended 31st March 2023	
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 42)	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	
Net gain on financial guarantees contract	8.44		-	
Gain on termination of Lease Assets	(8.13)	17,960.61	(863.36)	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	611.04	(9,039.22)	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
Loans 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**

STANDALONE STATEMENT OF CASH FLOWS

for the year ended 31st March 2024

(₹ in lakhs)

Particulars	Year ended 31st March 2024	Year ended 31st March 2023
Cash flows from financing activities		
Proceeds from sale of treasury shares	66.55	10.59
Repayment of long term borrowings	-	(5,657.91)
Repayment 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 (Refer Note 12)	**428.34**	**934.58**

Non-cash investing and financing activities (Refer Note 12)

Summary of significant accounting policies (Refer note 2)

The accompanying notes are an integral part of the financial statements (Refer Note 1 - 52)

As per our report of even date
For Borkar & Muzumdar
Chartered Accountants
ICAI Firm Registration number : 101569W

Deepak Kumar Jain
Partner
Membership No : 154390

Place : Mumbai
Date : 23-05-2024

For and on behalf of the Board of Directors of Future Consumer Limited

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Rajendra Bajaj
Chief Financial Officer
Place: Mumbai

Date : 23-05-2024

Corporate Identity Number of Future Consumer Limited is L52602MH1996PLC192090

NOTES TO THE STANDALONE FINANCIAL STATEMENTS

for the year ended 31st March 2024

1. General Information about the Company

Future Consumer Limited (the "Company") is a Company incorporated in India on 10th July 1996, under the name "Subhikshith Finance and Investments Limited". The name of the Company was changed to "Future Ventures India Private Limited" with effect from 9th August 2007 and it became a Public Limited Company with effect from 7th September 2007 as "Future Ventures India Limited". The shares of the Company are listed on the National Stock Exchange Limited and BSE Limited since 10th May 2011. The name of the Company was changed to "Future Consumer Enterprise Limited" w.e.f. 30th September and then to "Future Consumer Limited" effective from 13th October 2016. The Company is engaged in the business of sourcing, manufacturing, branding, marketing and distribution of fast moving consumer goods ("FMCG"), Food and Processed Food Products in Urban and Rural India. Earlier the Company was regulated by the Reserve Bank of India (the "RBI") as a non-deposit taking Non-Banking Financial Company ("NBFC"). The RBI in terms of application made by the Company has vide its order passed on 21st July 2015 cancelled the Certificate of Registration granted to the Company. Consequently, the Company ceased to be an NBFC.

The registered office of the Company is located at Knowledge House, Shyam Nagar, Off. Jogeshwari Vikhroli Link Road, Jogeshwari (East), Mumbai 400 060.

The financial statements were approved for issue in accordance with a resolution of the Board of directors passed on 23th May, 2024.

2. Material Accounting policies

2.1 Basis of preparation

The financial statements of the Company have been prepared in accordance with Indian Accounting Standards (Ind AS) notified pursuant to section 133 of the Companies Act 2013 read with Rule 3 of the Companies (Indian Accounting Standards) Rules, 2015 and Companies (Indian Accounting Standards) Amendment Rules, 2016(as amended from time to time) and presentation requirements of Division II of Schedule III to the Companies Act, 2013, (Ind AS compliant Schedule III), as applicable to the Financial statements ('Standalone INDAS Financial Statements').

The financial statements have been prepared on the historical cost basis except for certain financial instruments that are measured at fair values at the end of each reporting period, as explained in the accounting policies below.

- Derivative financial instruments
- Certain financial assets and liabilities measured at fair value (refer accounting policy regarding financial instruments)
- Defined benefit planned – plan assets measured at fair value

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date, regardless of whether that price is directly observable or estimated using another valuation technique. In estimating the fair value of an asset or a liability, the Company takes into account the characteristics of the asset or liability if market participants would take those characteristics into account when pricing the asset or liability at the measurement date.

The fair value measurement is based on the presumption that the trsansaction to sell the asset or transfer the liability takes place either:

- In the principal market for the asset or liability, or
- In the absence of a principal market, in the most advantageous market for the asset or liability

The principal or the most advantageous market must be accessible by the Group.

Fair value for measurement and/or disclosure purposes in these financial statements is determined on such a basis, except for share-based payment transactions that are within the scope of Ind AS 102, leasing transactions that are within the scope of Ind AS 17 'Leases' ("Ind AS17") and in the scope of Ind AS 116 'Leases' ("Ind AS 116") from 01 April, 2019, and that have some similarities to fair value but are not fair value, such as net realisable value in Ind AS 2 'Inventories' ("Ind AS 2") or value in use in Ind AS 36 'Impairment of Assets' ("Ind AS 36").

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorised within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

- Level 1 — Quoted (unadjusted) market prices in active markets for identical assets or liabilities
- Level 2 — Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable
- Level 3 — Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable

The principal accounting policies are set out below.

The financial statements are presented in RS., which is the functional currency and all values are rounded up to two decimal points to the nearest lakh (Rs. 00,000), except when otherwise indicated.

2.2 Basis of measurement

The standalone Ind AS Financial Statements have been prepared on a going concern basis using historical cost convention and on an accrual method of accounting, except for certain financial assets and liabilities which are measured at fair value as explained in the accounting policies below.

2.3 Current versus non-current classification

The Company presents assets and liabilities in the balance sheet based on current/ non-current classification. An asset is treated as current when it is:

- Expected to be realised or intended to be sold or consumed in normal operating cycle
- Held primarily for the purpose of trading
- Expected to be realised within twelve months after the reporting period, or

NOTES TO THE STANDALONE FINANCIAL STATEMENTS

for the year ended 31st March 2024

- Cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period

All other assets are classified as non-current.

A liability is current when:

- It is expected to be settled in normal operating cycle
- It is held primarily for the purpose of trading
- It is due to be settled within twelve months after the reporting period, or
- There is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period

The Company classifies all other liabilities as non-current.

Deferred tax assets and liabilities are classified as non-current assets and liabilities.

The operating cycle is the time between the acquisition of assets for processing and their realisation in cash and cash equivalents. The Company has identified twelve months as its operating cycle

2.4 Business combinations

Business combinations are accounted for using the acquisition method. The consideration transferred in a business combination is measured at fair value, which is calculated as the sum of the acquisition-date fair values of the assets transferred by the Company, liabilities incurred by the Company to the former owners of the acquiree and the equity interests issued by the Company in exchange for control of the acquiree. Acquisition-related costs are generally recognised in statement of profit and loss as incurred.

The Company determines that it has acquired a business when the acquired set of activities and assets include an input and a substantive process that together significantly contribute to the ability to create outputs. The acquired process is considered substantive if it is critical to the ability to continue producing outputs, and the inputs acquired include an organised workforce with the necessary skills, knowledge, or experience to perform that process or it significantly contributes to the ability to continue producing outputs and is considered unique or scarce or cannot be replaced without significant cost, effort, or delay in the ability to continue producing outputs

At the acquisition date, the identifiable assets acquired, and the liabilities assumed are recognised at their acquisition date fair values. For this purpose, the liabilities assumed include contingent liabilities representing present obligation and they are measured at their acquisition fair values irrespective of the fact that outflow of resources embodying economic benefits is not probable. However, the following assets and liabilities acquired in a business combination are measured at the basis indicated below:

- Deferred tax assets or liabilities, and the liabilities or assets related to employee benefit arrangements are recognised and measured in accordance with Ind AS 12 Income Tax and Ind AS 19 Employee Benefits respectively.
- Potential tax effects of temporary differences and carry forwards of an acquiree that exist at the acquisition date or arise as a result of the acquisition are accounted in accordance with Ind AS 12.
- Liabilities or equity instruments related to share based payment arrangements of the acquiree or share–based payments arrangements of the Group entered into to replace share-based payment arrangements of the acquiree are measured in accordance with Ind AS 102 Share-based Payments at the acquisition date.
- Assets (or disposal groups) that are classified as held for sale in accordance with Ind AS 105 Non-current Assets Held for Sale and Discontinued Operations are measured in accordance with that Standard.
- Reacquired rights are measured at a value determined on the basis of the remaining contractual term of the related contract. Such valuation does not consider potential renewal of the reacquired right.

Goodwill is measured as the excess of the sum of the consideration transferred, the amount of any non-controlling interests in the acquiree, and the fair value of the acquirer's previously held equity interest in the acquiree (if any) over the net of the acquisition-date amounts of the identifiable assets acquired and the liabilities assumed.

In case of a bargain purchase, before recognizing a gain in respect thereof, the Company determines where there exists clear evidence of the underlying reasons for classifying the business combination as a bargain purchase. Thereafter, the Company reassesses whether it has correctly identified all of the assets acquired and all of the liabilities assumed and recognises any additional assets or liabilities that are identified in that reassessment. The Company then reviews the procedures used to measure the amounts that Ind AS requires for the purposes of calculating the bargain purchase. If the gain remains after this reassessment and review, the Company recognizes it in other comprehensive income and accumulates the same in equity as capital reserve. If there does not exist clear evidence of the underlying reasons for classifying the business combination as a bargain purchase, the Company recognizes the gain, after reassessing and reviewing (as described above), directly in equity as capital reserve.

When a business combination is achieved in stages, the Company's previously held equity interest in the acquiree is remeasured to its acquisition-date fair value and the resulting gain or loss, if any, is recognised in statement of profit or loss or OCI, as appropriate . Amounts arising from interests in the acquiree prior to the acquisition date that have previously been recognised in other comprehensive income are reclassified to statement of profit and loss where such treatment would be appropriate if that interest were disposed off.

Contingent liabilities acquired in a business combination are initially measured at fair value at the acquisition date. At the end of subsequent reporting periods, such contingent liabilities are measured at the higher of the amount that would be recognised in accordance with Ind AS 37 'Provisions, Contingent Liabilities and Contingent Assets' ("Ind AS 37") and the amount initially recognised less cumulative amortisation recognised in accordance with Ind AS 115 'Revenue from contract with customers' ("Ind AS 115").

NOTES TO THE STANDALONE FINANCIAL STATEMENTS

for the year ended 31st March 2024

2.5 Goodwill and impairment of goodwill

Goodwill arising on acquisition of a business is carried at cost as established at date of acquisition of the business less accumulated impairment losses, if any.

For the purpose of impairment testing, goodwill is allocated to each of the Company's cash generating units (or groups of cash-generating units, "CGU") that are expected to benefit from the combination, irrespective of whether other assets or liabilities of the acquiree are assigned to those units.

A CGU to which goodwill has been allocated is tested for impairment annually, or more frequently when there is an indication that the unit may be impaired. The date of annual impairment assessment of goodwill considered by the Company is March 31, 2024. If the recoverable amount of the cash generating unit is less than its carrying amount, the impa irment loss is allocated first to reduce the carrying amount of any goodwill allocated to the unit and then to the other assets of the unit pro rata based on the carrying amount of each asset in the unit. Any impairment loss for goodwill is recognised directly in statement of profit and loss. An impairment loss recognised for goodwill is not reversed in subsequent periods.

On disposal of the relevant CGU, the attributable amount of goodwill is included in the determination of the profit or loss on disposal.

2.6 Revenue from contract with customers

Revenues from contracts with customers are recognised when control has been transferred at an amount that reflects the consideration to which the Company expects to be entitled in exchange for those goods. The Company acts as the principal in all of its revenue arrangements since it is the primary obligor in all the revenue arrangements as it has pricing latitude and is also exposed to inventory and credit risks.

An entity collects Goods and Services Tax ("GST") on behalf of the government and not on its own account. Hence, it is excluded from revenue i.e. revenue is net of GST

Following are major sources of revenue:

- Sale of consumer product
- Other operating revenue

Sale of consumer product

The Company sells fast moving consumer goods ("FMCG"), Food and Processed Food Products.

The Company recognizes revenue on the sale of goods, net of discounts, sales incentives, estimated customer returns and rebates granted, if any, when control of the goods is transferred to the customer.

Nature, timing of satisfaction of performance obligation and transaction price (Fixed and variable)

The Company recognises revenue when it transfers control of a product or service to a customer.

The control of goods is transferred to the customer depending upon the terms or as agreed with customer or delivery basis (i.e. at the point in time when goods are delivered to the customer or when the customer purchases the goods from the Company warehouse). Control is considered to be transferred to customer when customer has ability to direct the use of such goods and obtain substantially all the benefits from it such as following delivery, the customer has full discretion over the manner of distribution and price to sell the goods, has the primary responsibility when onselling the goods and bears the risks of obsolescence and loss in relation to the goods.

At inception of the contract, Company assesses the goods or services promised in a contract with a customer and identifies each promise to transfer to the customer as a performance obligation which is either:

(a) a good or service that is distinct; or

(b) a series of distinct goods or services that are substantially the same and that have the same pattern of transfer to the customer.

Based on the terms of the contract and as per business practice, the Company determines the transaction price considering the amount it expects to be entitled in exchange of transferring promised goods or services to the customer. It excluded amount collected on behalf of third parties such as taxes.

The Company provides volume discount and rebate schemes, to its customers on certain goods purchased by the customer once the quantity of goods purchased during the period exceeds a threshold specified in the contract. Volume discount and rebate schemes give rise to variable consideration. To estimate the variable consideration to which it will be entitled, the Company considers that either the expected value method or the most likely amount method, depending on which of them better predicts the amount of variable consideration for the particular type of contract.

In case where the customer gives non-cash consideration for the goods and services transferred or where customer provides the Company certain materials, equipment, etc. for carrying out the scope of work and the Company obtains control of those contributed goods or service, the fair value of such non-cash consideration given /materials supplied by customer is considered as part of the transaction price.

For allocating the transaction price, the Company has measured the revenue in respect of each performance obligation of a contract at its relative standalone selling price. The price that is regularly charged for an item when sold separately is the best evidence of its standalone selling price.

Rendering of services

Revenue from rendering of services is recognised over time considering the time elapsed. The transaction price of these services is recognised as a contract liability upon receipt of advance from the customer, if any, and is released on a straight line basis over the period of service (monthly basis)

Contract assets, contract liabilities and trade receivables

Revenues in excess of invoicing are classified as contract assets (which we refer as unbilled revenue) while invoicing in excess of revenues (which we refer to as unearned revenues) and advance from customers are classified as contract liabilities. A receivable

NOTES TO THE STANDALONE FINANCIAL STATEMENTS
for the year ended 31st March 2024

is recognised by the Company when the control over the goods is transferred to the customer such as when goods are delivered as this represents the point in time at which the right to consideration becomes unconditional, as only the passage of time is required before payment is due. The average credit period on sale of goods is 7 to 90 days.

Dividend and Interest income

Dividend income from investments is recognised when the Company's right to receive payment has been established (provided that it is probable that the economic benefits will flow to the Company and the amount of income can be measured reliably).

Interest income from a financial asset is recognised when it is probable that the economic benefits will flow to the Company and the amount of income can be measured reliably. Interest income is accrued on a time basis, by reference to the principal outstanding and at the effective interest rate applicable, which is the rate that exactly discounts estimated future cash receipts through the expected life of the financial asset to that asset's net carrying amount on initial recognition.

2.7 Leasing

The Company assesses at contract inception whether a contract is, or contains, a lease. That is, if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration.

a) Leases

Company as a lessee

The Company applies a single recognition and measurement approach for all leases, except for short-term leases and leases of low-value assets. The Group recognises lease liabilities to make lease payments and right-of-use assets representing the right to use the underlying assets.

i) Right-of-use assets

The Company recognises right-of-use assets at the commencement date of the lease (i.e., the date the underlying asset is available for use). Right-of-use assets are measured at cost, less any accumulated depreciation and impairment losses, and adjusted for any remeasurement of lease liabilities. The cost of right-of-use assets includes the amount of lease liabilities recognised, initial direct costs incurred, and lease payments made at or before the commencement date less any lease incentives received. Right-of-use assets are depreciated on a straight-line basis over the shorter of the lease term and the estimated useful lives of the assets, as follows:

- Building 3 to 30 years
- Plant and machinery 3 to 15 years
- Vehicles 3 to 5 years

If ownership of the leased asset transfers to the Company at the end of the lease term or the cost reflects the exercise of a purchase option, depreciation is calculated using the estimated useful life of the asset.

The right-of-use assets are also subject to impairment. Refer to the accounting policies in section 2.15 Impairment of non-financial assets.

ii) Lease liabilities

At the commencement date of the lease, the Company recognises lease liabilities measured at the present value of lease payments to be made over the lease term. The lease payments include fixed payments (including in-substance fixed payments) less any lease incentives receivable, variable lease payments that depend on an index or a rate, and amounts expected to be paid under residual value guarantees. The lease payments also include the exercise price of a purchase option reasonably certain to be exercised by the Company and payments of penalties for terminating the lease, if the lease term reflects the Company exercising the option to terminate. Variable lease payments that do not depend on an index or a rate are recognised as expenses (unless they are incurred to produce inventories) in the period in which the event or condition that triggers the payment occurs.

In calculating the present value of lease payments, the Company uses its incremental borrowing rate at the lease commencement date because the interest rate implicit in the lease is not readily determinable. After the commencement date, the amount of lease liabilities is increased to reflect the accretion of interest and reduced for the lease payments made. In addition, the carrying amount of lease liabilities is remeasured if there is a modification, a change in the lease term, a change in the lease payments (e.g., changes to future payments resulting from a change in an index or rate used to determine such lease payments) or a change in the assessment of an option to purchase the underlying asset.

The Company lease liabilities are disclosed on the face of Balance sheet under Financial Liabilities.

iii) Short-term leases and leases of low-value assets

The Company applies the short-term lease recognition exemption to its short-term leases of machinery and equipment (i.e., those leases that have a lease term of 12 months or less from the commencement date and do not contain a purchase option). It also applies the lease of low-value assets recognition exemption to leases of office equipment that are considered to be low value. Lease payments on short-term leases and leases of low-value assets are recognised as expense on a straight-line basis over the lease term.

Company as a lessor

Leases in which the Company does not transfer substantially all the risks and rewards incidental to ownership of an asset are classified as operating leases. Rental income arising is accounted for on a straight-line basis over the lease terms. Initial direct costs incurred in negotiating and arranging an operating lease are added to the carrying amount of the leased asset and recognised over the lease term on the same basis as rental income. Contingent rents are recognised as revenue in the period in which they are earned.

2.8 Foreign Currency Transactions and Translation

The management of the Company has determined Indian rupee ("RS.") as the functional currency of the Company. In preparing the financial statements of the Company, transactions in currencies other than the Company's functional currency ("foreign currencies") are recognised at the rates of exchange prevailing at the dates of the transactions. At the end of each reporting period, monetary items denominated in foreign currencies are retranslated at the rates prevailing at that date. Non-monetary items carried at fair value that are denominated in foreign currencies are retranslated at the rates prevailing at the date when the fair value was determined. Non-monetary items that are measured in terms of historical cost in a foreign currency are translated using the exchange rates at the dates of the initial transactions.

Exchange differences on monetary items are recognised in statement of profit and loss in the period in which they arise except for:

- exchange differences on foreign currency borrowings relating to assets under construction for future productive use, which are included in the cost of those assets when they are regarded as an adjustment to interest costs on those foreign currency borrowings; and
- exchange differences for long term foreign currency monetary items recognized in the financial statements for the year ended 31 March, 2016 prepared under previous GAAP, the exchange difference arising on settlement / restatement of long term foreign currency monetary items are capitalised as part of depreciable property, plant and equipment to which the monetary items relates and depreciated over the remaining useful life of such assets.

2.9 Borrowing costs

Borrowing costs directly attributable to the acquisition, construction or production of qualifying assets, which are assets that necessarily take a substantial period of time to get ready for their intended use or sale, are added to the cost of those assets, until such time as the assets are substantially ready for their intended use or sale. Interest income earned on the temporary investment of specific borrowings pending their expenditure on qualifying assets is deducted from the borrowing costs eligible for capitalisation.

All other borrowing costs are recognised in the statement of profit and loss in the period in which they are incurred.

The Company may incur borrowing costs during an extended period in which it suspends the activities necessary to prepare an asset for its intended use or sale. Such costs are costs of holding partially completed assets and do not qualify for capitalisation. However, an entity does not normally suspend capitalising borrowing costs during a period when it carries out substantial technical and administrative work. The Company also does not suspend capitalising borrowing costs when a temporary delay is a necessary part of the process of getting an asset ready for its intended use or sale.

The Company shall cease capitalising borrowing costs when substantially all the activities necessary to prepare the qualifying asset for its intended use or sale are complete.

2.10 Employee benefits

Post-employment benefits

- Payments to defined contribution benefit plans are recognised as an expense when employees have rendered service entitling them to the contributions. If the contribution payable to the scheme for service received before the balance sheet date exceeds the contribution already paid, the deficit payable to the scheme is recognized as a liability after deducting the contribution already paid. If the contribution already paid exceeds the contribution due for services received before the balance sheet date, then excess is recognized as an asset to the extent that the pre-payment will lead to, for example, a reduction in future payment or a cash refund.
- For defined benefit retirement plans, the cost of providing benefits is determined using the projected unit credit method, with actuarial valuations being carried out at the end of each annual reporting period. Remeasurement, comprising actuarial gains and losses, the effect of the changes to the asset ceiling (if applicable) and the return on plan assets (excluding net interest), is reflected immediately in the balance sheet with a charge or credit recognised in other comprehensive income in the period in which they occur. Remeasurement is immediately recognised in other comprehensive income in Other Equity and is not reclassified to statement of profit and loss. Past service cost is recognised in statement of profit and loss in the period of a plan amendment. Net interest is calculated by applying the discount rate at the end of the period to the net defined benefit liability or asset. Defined benefit costs are categorised as follows:
    - Service cost (including current service cost, past service cost, as well as gains and losses on curtailments and settlements);
    - Net interest expense or income; and
    - Re-measurement.

The Company presents the first two components of defined benefit costs in statement of profit and loss in the line item "Employee benefits expense", and the last component in Other Comprehensive Income which is immediately reflected in Other Equity and is not reflected in statement of profit and loss account. Curtailment gains and losses are accounted for as past service costs.

The retirement benefit obligation recognised in the balance sheet represents the actual deficit or surplus in the Company's defined benefit plans. Any surplus resulting from this calculation is limited to the present value of any economic benefits available in the form of refunds from the plans or reductions in future contributions to the plans.

Terminal benefits

A liability for a termination benefit is recognised at the earlier of when the entity can no longer withdraw the offer of the termination

NOTES TO THE STANDALONE FINANCIAL STATEMENTS
for the year ended 31st March 2024

benefit and when the entity recognises any related restructuring costs.

Short-term and other long-term employee benefits

A liability is recognised for benefits accruing to employees in respect of wages and salaries, performance incentives and similar benefits other than compensated absences in the period the related service is rendered at the undiscounted amount of the benefits expected to be paid in exchange for that service.

The obligations are presented as current liabilities in the balance sheet if the entity does not have an unconditional right to defer settlement for at least twelve months after the reporting period, regardless of when the actual settlement is expected to occur.

Accumulated leaves, which are expected to be utilised within the next 12 months, are treated as current employee benefit. The Company treats the entire leave as current liability in the balance sheet, since it does not have an unconditional right to defer its settlement for 12 months after the reporting date. It is measured based on an actuarial valuation done by an independent actuary on the projected unit credit method at the end of each financial year.Liabilities recognised in respect of other long-term employee benefits are measured at the present value of the estimated future cash outflows expected to be made by the Company in respect of services provided by employees up to the reporting date.

2.11 Earnings per share

Basic earnings per share is calculated by dividing the profit/ loss attributable to the owners of the Company by the weighted average number of equity shares outstanding during the financial year (net of treasury shares).

Diluted earnings per share adjusts the figure used in determination of basic earnings per share to take into account the after income tax effect of interest and other financing costs associated with dilutive potential equity shares, and the weighted average number of additional equity shares that would have been outstanding assuming the conversion of all dilutive potential equity shares.

2.12 Share-based payment arrangements

Employees (including senior executives) of the Company receive remuneration in the form of share-based payment, whereby employees render services as consideration for equity instruments (equity-settled transactions).

Equity-settled transactions

Equity-settled share-based payments to employees and others providing similar services are measured at the fair value of the equity instruments at the grant date.

The fair value determined at the grant date of the equity-settled share-based payments is expensed over the vesting period, based on the Company's estimate of equity instruments that will eventually vest, with a corresponding increase in equity. At the end of each reporting period, the Company revises its estimate of the number of equity instruments expected to vest. The impact of the revision of the original estimates, if any, is recognised in statement of profit and loss such that the cumulative expense reflects the revised estimate, with a corresponding adjustment to the share – based payment (SBP)reserve in equity.

Share-based payment transactions among group entities

The cost of equity-settled transactions pertaining to group entities is recognised as debit to investment in those group companies, together with a corresponding increase in equity (SBP reserve) over the vesting period. The cumulative amount recognised for equity-settled transactions at each reporting date until the vesting date reflects the extent to which the vesting period has expired and the Company's best estimate of the number of equity instruments that will ultimately vest. Company does not recover the cost of employee stock options from its subsidiaries.

2.13 Taxation

Current tax

The tax currently payable is based on taxable profit for the year. Taxable profit differs from 'profit before tax' as reported in the statement of profit and loss because of items of income or expense that are taxable or deductible in other years and items that are never taxable or deductible. The Company's current tax is calculated using tax rates that have been enacted by the end of the reporting period.

Deferred tax

Deferred tax is recognised on temporary differences between the carrying amounts of assets and liabilities in the Ind AS financial statements and the corresponding tax bases used in the computation of taxable profit. While preparing standalone Ind AS financial statements, temporary differences are calculated using the carrying amount as per standalone Ind AS financial statements and tax bases as determined by reference to the method of tax computation.

Deferred tax liabilities are recognised for all taxable temporary differences, except:

- When the deferred tax liability arises from the initial recognition of goodwill or an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss
- In respect of taxable temporary differences associated with investments in subsidiaries, associates and interests in joint ventures, when the timing of the reversal of the temporary differences can be controlled and it is probable that the temporary differences will not reverse in the foreseeable future

Deferred tax assets are generally recognised for all deductible temporary differences, the carry forward of unused tax credits and unused tax losses to the extent that it is probable that taxable profits will be available against which deductible temporary differences and the carry forward of unused tax losses can be utilised. Such deferred tax assets and liabilities are not recognised if the temporary difference arises from the initial recognition (other than in a business combination) of assets and liabilities in a transaction that affects neither the taxable profit nor the accounting profit. In addition, deferred tax liabilities are not recognised if the temporary difference arises from the initial recognition of goodwill.

The carrying amount of deferred tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilised. Unrecognised deferred tax assets are re-assessed at each reporting date and are recognised to the extent that it has become probable that future taxable profits will allow the deferred tax asset to be recovered.

Deferred tax liabilities and assets are measured at the tax rates that are expected to apply in the period in which the liability is settled or the asset realised, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period.

The measurement of deferred tax liabilities and assets reflects the tax consequences that would follow from the manner in which the Company expects, at the end of the reporting period, to recover or settle the carrying amount of its assets and liabilities.

<u>Current and deferred tax for the year</u>

Current and deferred tax are recognised in statement of profit and loss, except when they relate to items that are recognised in other comprehensive income or directly in equity, in which case, the current and deferred tax are also recognised in other comprehensive income or directly in equity respectively. Where current tax or deferred tax arises from the initial accounting for a business combination, the tax effect is included in the accounting for the business combination.

2.14 Property, plant and equipment

Land and buildings held for use in the production or supply of goods or services, for rental to others or for administrative purposes, are stated in the standalone balance sheet at cost less accumulated depreciation and accumulated impairment losses. Freehold land is not depreciated, however, it is subject to impairment.

Properties in the course of construction for production, supply or administrative purposes are carried at cost, less any recognised impairment loss. Cost includes professional fees and, for qualifying assets, borrowing costs capitalised in accordance with the Company's accounting policy. Such properties are classified to the appropriate categories of property, plant and equipment when completed and ready for intended use.

Likewise, when a major inspection is performed, its cost is recognised in the carrying amount of the plant and equipment as a replacement if the recognition criteria are satisfied. The carrying amount of any component accounted for as a separate asset is derecognised when replaced. All other repairs and maintenance are charged to statement of profit and loss during the reporting period in which they are incurred.

An item of property, plant and equipment is derecognised upon disposal or when no future economic benefits are expected to arise from the continued use of the asset. Any gain or loss arising on the disposal or retirement of an item of property, plant and equipment is determined as the difference between the sales proceeds and the carrying amount of the asset and is recognised in statement of profit and loss.

Depreciation of these assets, on the same basis as other property assets, commences when the assets are ready for their intended use. An asset is normally ready for its intended use or sale when the physical construction of the asset is complete even though routine administrative work might still continue.

Fixtures and equipment are stated at cost less accumulated depreciation and accumulated impairment losses, if any.

Depreciation is recognised so as to write off the cost of assets (other than freehold land) less their residual values over their useful lives, using the straight-line method. The estimated useful lives, residual values and depreciation method are reviewed at the end of each reporting period, with the effect of any changes in estimate accounted for on a prospective basis. Depreciation on tangible property, plant and equipment has been provided on straight line method as per the useful life prescribed in Schedule II of the Company's Act, 2013, except in case of vehicle, leasehold improvements and moulds.

Estimated useful lives of the assets are as follows:

Asset	Useful Life	Asset	Useful Life
Buildings	60 Years	Computers	3 Years
Plant and Machinery	15 Years	Furniture and Fixtures	10 Years
Leasehold improvements	Note "a"	Office Equipment	5 Years
Moulds*	2 Years	Motor Vehicles*	10 Years
Roads	5 Years	Hydraullic Works & Pipeline	15 Years

***The Company, based on technical assessment, depreciates Moulds and Motor Vehicles over estimated useful lives which are different from the useful life as prescribed in Schedule II to the Companies Act, 2013. The management believes that these estimated useful lives are realistic and reflect fair approximation of the period over which the asset are likely to be used.

Note "a"- Lease term or estimated useful lives of assets whichever is lower.

Deemed cost on transition to Ind AS

While measuring the property, plant and equipment in accordance with Ind AS, the Company has selected to measure certain items of property, plant and equipment at the date of transition to Ind AS at their fair values and used those fair values as their deemed costs at transition date.

2.15 Intangible assets

<u>Intangible assets acquired separately</u>

Intangible assets with finite useful lives that are acquired separately are carried at cost less accumulated amortisation and accumulated impairment losses. Amortisation is recognised on a straight-line basis over their estimated useful lives. The amortisation period and amortisation method are reviewed at the end of each reporting period, with the effect of any changes in estimate being accounted for on a prospective basis.

Intangible assets with indefinite useful lives are not amortised, but are tested for impairment annually, either individually or at

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the cash-generating unit level. The assessment of indefinite life is reviewed annually to determine whether the indefinite life continues to be supportable. If not, the change in useful life from indefinite to finite is made on a prospective basis.

Intangible assets acquired in a business combination

Intangible assets acquired in a business combination and recognised separately from goodwill are initially recognised at their fair value at the acquisition date (which is regarded as their cost).

Subsequent to initial recognition, intangible assets acquired in a business combination are reported on the same basis as intangible assets that are acquired separately.

Derecognition of intangible assets

An intangible asset is derecognised on disposal, or when no future economic benefits are expected from use or disposal. Any gain or loss arising from derecognition of an intangible asset, measured as the difference between the net disposal proceeds and the carrying amount of the asset are recognised in statement of profit and loss when the asset is derecognised.

Useful lives of intangible assets

Estimated useful lives of the intangible assets are as follows:

Asset	Useful Life	Asset	Useful Life
Trademark	5 Years	Brand*	5 Years
Software#	3 -6 Years	Brand Usage Rights	25 Years

* Kara Brand has an indefinite useful life.

#The Company, based on technical assessment amortise Software over estimated useful life which are different from the useful life as prescribed in Schedule II to the Companies Act, 2013. The management believes that the estimated useful life is realistic and reflect fair approximation of the period over which the asset is likely to be used.

Deemed cost on transition to Ind AS

The Company has elected to continue with the carrying value of all of its intangible assets recognised as of the transition date measured as per the previous GAAP and used that carrying value as its deemed cost as of the transition date.

2.16 Impairment of non-financial assets

At the end of each reporting period, the Company reviews the carrying amounts of its Property, Plant and Equipment and intangible assets to determine whether there is any indication that those assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment loss, if any. When it is not possible to estimate the recoverable amount of an individual asset, the Company estimates the recoverable amount of the cash-generating unit to which the asset belongs. When a reasonable and consistent basis of allocation can be identified, corporate assets are also allocated to individual cash-generating units, or otherwise they are allocated to the smallest group of cash-generating units for which a reasonable and consistent allocation basis can be identified.

Intangible assets with indefinite useful lives and intangible assets not yet available for use are tested for impairment at least annually, and whenever there is an indication that the asset may be impaired.

Recoverable amount is the higher of fair value less costs of disposal and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset for which the estimates of future cash flows have not been adjusted.

If the recoverable amount of an asset (or cash-generating unit) is estimated to be less than its carrying amount, the carrying amount of the asset (or cash-generating unit) is reduced to its recoverable amount. An impairment loss is recognised immediately in statement of profit and loss.

When an impairment loss subsequently reverses, the carrying amount of the asset (or a cash-generating unit) is increased to the revised estimate of its recoverable amount, but so that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognised for the asset (or cash-generating unit) in prior years. A reversal of an impairment loss is recognised immediately in statement of profit and loss.

2.1 Inventories

Finished goods and traded goods are stated at the lower of cost and net realisable value. Raw material goods are stated at cost. Net realisable value represents the estimated selling price for inventories less all estimated costs of completion and costs necessary to make the sale.

Costs incurred in bringing each product to its present location and condition are accounted for as follows:

- Raw materials and Packing materials: cost includes cost of purchase and other costs incurred in bringing the inventories to their present location and condition. Cost is determined on weighted average basis.
- Finished goods and work in progress: cost includes cost of direct materials and labour and a proportion of manufacturing overheads based on the normal operating capacity, but excluding borrowing costs. Cost is determined on weighted average basis.
- Traded goods: cost includes cost of purchase and other costs incurred in bringing the inventories to their present location and condition. Cost is determined on weighted average basis.

2.18 Provisions

Provisions are recognised when the Company has a present obligation (legal or constructive) as a result of a past event, it is probable that the Company will be required to settle the obligation, and a reliable estimate can be made of the amount of the obligation.

The amount recognised as a provision is the best estimate of the consideration required to settle the present obligation at the end of the reporting period, taking into account the risks and uncertainties surrounding the obligation. When a provision is measured using the cash flows estimated to settle the present obligation, its carrying amount is the present value of those cash flows (when the effect of the time value of money is material). When discounting is used, the increase in the provision due to the passage of time is recognised as a finance cost.

When some or all of the economic benefits required to settle a provision are expected to be recovered from a third party, a receivable is recognised as an asset if it is virtually certain that reimbursement will be received and the amount of the receivable can be measured reliably.

2.19 Financial instruments

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity.

Financial assets and financial liabilities are recognised when the Company becomes a party to the contractual provisions of the instruments.

Financial assets and financial liabilities are initially measured at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets and financial liabilities at fair value through profit or loss ("FVTPL")) are added to or deducted from the fair value of the financial assets or financial liabilities, as appropriate, on initial recognition. Transaction costs directly attributable to the acquisition of financial assets or financial liabilities at fair value through profit or loss are recognised immediately in statement of profit and loss.

2.20 Financial assets

All regular way purchases or sales of financial assets are recognised and derecognised on a trade date basis. Regular way purchases or sales are purchases or sales of financial assets that require delivery of assets within the time frame established by regulation or convention in the marketplace.

All recognised financial assets are subsequently measured in their entirety at either amortised cost or fair value, depending on the classification of the financial assets

<u>Classification of financial assets</u>

Debt instruments that meet the following conditions are subsequently measured at amortised cost (except for debt investments that are designated as at fair value through profit or loss on initial recognition):

- The asset is held within a business model whose objective is to hold assets for collecting contractual cash flows; and
- Contractual terms of the asset give rise on specified dates to cash flows that are solely payments of principal and interest (SPPI) on the principal amount outstanding.

Debt instruments that meet the following conditions are subsequently measured at fair value through other comprehensive income (except for debt investments that are designated as at fair value through profit or loss on initial recognition):

- The objective of the business model is achieved both by collecting contractual cash flows and selling the financial assets, andThe asset's contractual cash flows represent SPPI.

Interest income is recognised in statement of profit and loss for fair value through other comprehensive income ("FVTOCI") debt instruments. For the purposes of recognising foreign exchange revaluation and impairment losses or reversals, FVTOCI debt instruments are treated as financial assets measured at amortised cost. Thus, the exchange differences on the amortised cost are recognised in statement of profit and loss and other changes in the fair value of FVTOCI financial assets are recognised in other comprehensive income and accumulated under the heading of 'Reserve for debt instruments through other comprehensive income'. When the investment is disposed of, the cumulative gain or loss previously accumulated in this reserve is reclassified to statement of profit and loss.

All other financial assets are subsequently measured at fair value.

<u>Effective interest method</u>

The effective interest method is a method of calculating the amortised cost of a debt instrument and of allocating interest income over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash receipts (including all fees paid or received that form an integral part of the effective interest rate, transaction costs and other premiums or discounts) through the expected life of the debt instrument, or, where appropriate, a shorter period, to the net carrying amount on initial recognition.

Income is recognised on an effective interest basis for debt instruments other than those financial assets classified as at FVTPL. Interest income is recognised in statement of profit and loss and is included in the "Other Income" line item.

<u>Investments in equity instruments at FVTOCI</u>

On initial recognition, the Company can make an irrevocable election (on an instrument-by-instrument basis) to present the subsequent changes in fair value in other comprehensive income for investments in equity instruments. This election is not permitted if the equity investment is held for trading. These elected investments are initially measured at fair value plus transaction costs. Subsequently, they are measured at fair value with gains and losses arising from changes in fair value recognised in other comprehensive income and accumulated in the 'Reserve for equity instruments through other comprehensive income'. The cumulative gain or loss is not reclassified to statement of profit and loss on disposal of the investments.

A financial asset is held for trading if:

- it has been acquired principally for the purpose of selling it in the near term; or
- on initial recognition it is part of a portfolio of identified financial instruments that the Company manages together and has a recent actual pattern of short-term profit-taking; or
- it is a derivative that is not designated and effective as a hedging instrument or a financial guarantee.

<u>Financial assets at fair value through profit or loss (FVTPL)</u>

Investments in equity instruments are classified as at FVTPL, unless the Company irrevocably elects on initial recognition to present subsequent changes in fair value in other comprehensive

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income for investments in equity instruments which are not held for trading (see note above).

Debt instruments that do not meet the amortised cost criteria or FVTOCI criteria (see above) are measured at FVTPL.

A financial asset that meets the amortised cost criteria or debt instruments that meet the FVTOCI criteria may be designated as at FVTPL upon initial recognition if such designation eliminates or significantly reduces a measurement or recognition inconsistency that would arise from measuring assets or liabilities or recognising the gains and losses on them on different bases. The Company has not designated any debt instrument as at FVTPL.

Financial assets at FVTPL are measured at fair value at the end of each reporting period, with any gains or losses arising on remeasurement recognised in statement of profit and loss. The net gain or loss recognised in statement of profit and loss incorporates any dividend or interest earned on the financial asset and is included in the 'Other income' line item.

Investments in subsidiaries, associates and joint ventures

The Company has elected to account for its equity investments in subsidiaries, associates and joint ventures under IND AS 27 on Separate Financials Statements, at cost except Investment in Preference shares which is measured at FVTPL. At the end of each reporting period the Company assesses whether there are indicators of diminution in the value of its investments and provides for impairment loss, where necessary.

Impairment of financial assets

The Company applies the expected credit loss model for recognising impairment loss on financial assets measured at amortised cost, debt instruments at FVTOCI, lease receivables, trade receivables and other contractual rights to receive cash or other financial asset, and financial guarantees not designated as at FVTPL.

Expected credit losses are the weighted average of credit losses with the respective risks of default occurring as the weights. Credit loss is the difference between all contractual cash flows that are due to the Company in accordance with the contract and all the cash flows that the Company expects to receive (i.e. all cash shortfalls), discounted at the original effective interest rate.

In accordance with Ind AS 109, the Company assesses on a forward-looking basis the expected credit loss associated with its assets carried at amortised cost and FVTOCI debt instruments. ECLs are based on the difference between the contractual cash flows due in accordance with the contract and all the cash flows that the Company expects to receive, discounted at an approximation of the original effective interest rate. The expected cash flows will include cash flows from the sale of collateral held or other credit enhancements that are integral to the contractual terms.

For trade receivables, the Company applies a simplified approach in calculating ECLs. Therefore, the Company does not track changes in credit risk, but instead recognises a loss allowance based on lifetime ECLs at each reporting date.

ECLs are recognised in two stages. For credit exposures for which there has not been a significant increase in credit risk since initial recognition, ECLs are provided for credit losses that result from default events that are possible within the next 12-months (a 12-month ECL). For those credit exposures for which there has been a significant increase in credit risk since initial recognition, a loss allowance is required for credit losses expected over the remaining life of the exposure, irrespective of the timing of the default (a lifetime ECL).

The Company considers that there has been a significant increase in credit risk when contractual payments are more than 30 days past due.

The Company considers a financial asset in default when contractual payments are 90 days past due. However, in certain cases, the Company may also consider a financial asset to be in default when internal or external information indicates that the Company is unlikely to receive the outstanding contractual amounts in full before taking into account any credit enhancements held by the Company. A financial asset is written off when there is no reasonable expectation of recovering the contractual cash flows.

Derecognition of financial assets

The Company derecognises a financial asset when the contractual rights to the cash flows from the asset expire, or when it transfers the financial asset and substantially all the risks and rewards of ownership of the asset to another party. If the Company neither transfers nor retains substantially all the risks and rewards of ownership and continues to control the transferred asset, the Company recognises its retained interest in the asset and an associated liability for amounts it may have to pay. If the Company retains substantially all the risks and rewards of ownership of a transferred financial asset, the Company continues to recognise the financial asset and also recognises a collateralised borrowing for the proceeds received.

Foreign exchange gains and losses

The fair value of financial assets denominated in a foreign currency is determined in that foreign currency and translated at the spot rate at the end of each reporting period.

For foreign currency denominated financial assets measured at amortised cost and FVTPL, the exchange differences are recognised in statement of profit and loss.

For the purposes of recognising foreign exchange gains and losses, FVTOCI debt instruments are treated as financial assets measured at amortised cost. Thus, the exchange differences on the amortised cost are recognised in statement of profit and loss and other changes in the fair value of FVTOCI financial assets are recognised in other comprehensive income.

Cash and cash equivalents

Cash and cash equivalent in the balance sheet comprise cash at banks and on hand and short-term deposits with an original maturity of three months or less, that are readily convertible to a known amount of cash and subject to an insignificant risk of changes in value**2.21 Financial liabilities and equity instruments**

Classification as debt or equity

Debt and equity instruments issued by the Company are classified as either financial liabilities or as equity in accordance with the substance of the contractual arrangements and the definitions of a financial liability and an equity instrument.

Equity instruments

An equity instrument is any contract that evidences a residual interest in the assets of an entity after deducting all of its liabilities. Equity instruments issued by the Company are recognised at the proceeds received, net of direct issue costs.

Repurchase of the Company's own equity instruments is recognised and deducted directly in equity. No gain or loss is recognised in statement of profit and loss on the purchase, sale, issue or cancellation of the Company's own equity instruments.

Compound instruments

The component parts of compound instruments (convertible debentures) issued by the Company are classified separately as financial liabilities and equity in accordance with the substance of the contractual arrangements and the definitions of a financial liability and an equity instrument. A conversion option that will be settled by the exchange of a fixed amount of cash or another financial asset for a fixed number of the Company's own equity instruments is an equity instrument.

At the date of issue, the fair value of the liability component is estimated using the prevailing market interest rate for similar non-convertible instruments. This amount is recorded as a liability on an amortised cost basis using the effective interest method until extinguished upon conversion or at the instrument's maturity date.

The conversion option classified as equity is determined by deducting the amount of the liability component from the fair value of the compound instrument as a whole. This is recognised and included in equity, net of income tax effects, and is not subsequently remeasured. In addition, the conversion option classified as equity will remain in equity until the conversion option is exercised, in which case, the balance recognised in equity will be transferred to other component of equity. When the conversion option remains unexercised at the maturity date of the convertible instrument, the balance recognised in equity will be transferred to retained earnings. No gain or loss is recognised in statement of profit and loss upon conversion or expiration of the conversion option.

Transaction costs that relate to the issue of the convertible instruments are allocated to the liability and equity components in proportion to the allocation of the gross proceeds. Transaction costs relating to the equity component are recognised directly in equity. Transaction costs relating to the liability component are included in the carrying amount of the liability component and are amortised over the lives of the convertible instrument using the effective interest method.

Financial liabilities

All financial liabilities are subsequently measured at amortised cost using the effective interest method. However, financial guarantee contracts issued by the Company are measured in accordance with the specific accounting policies set out below.

Financial liabilities subsequently measured at amortised cost

Financial liabilities that are not held-for-trading and are not designated as at FVTPL are measured at amortised cost at the end of subsequent accounting periods. The carrying amounts of financial liabilities that are subsequently measured at amortised cost are determined based on the effective interest method. Interest expense are included in the 'Finance costs' line item.

The effective interest method is a method of calculating the amortised cost of a financial liability and of allocating interest expense over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash payments (including all fees and points paid or received that form an integral part of the effective interest rate, transaction costs and other premiums or discounts) through the expected life of the financial liability, or (where appropriate) a shorter period, to the net carrying amount on initial recognition.

Financial guarantee contracts

A financial guarantee contract is a contract that requires the issuer to make specified payments to reimburse the holder for a loss it incurs because a specified debtor fails to make payments when due in accordance with the terms of a debt instrument.

Financial guarantee contracts issued by the Company are initially measured at their fair values and are subsequently measured at the higher of:

- the amount of loss allowance determined in accordance with impairment requirements of Ind AS 109; and
- the amount initially recognised less, when appropriate, the cumulative amount of income recognised in accordance with the principles of Ind AS 115.

When guarantee in relation to loans or other payables of subsidiaries are provided for no compensation, the fair values are accounted for as contributions and recognised as cost of investment.

Foreign exchange gains and losses

For financial liabilities that are denominated in a foreign currency and are measured at amortised cost at the end of each reporting period, the foreign exchange gains and losses are determined based on the amortised cost of the instruments and are recognised in 'Other income'/'Other expenses'.

Derecognition of financial liabilities

The Company derecognises financial liabilities when, and only when, the Company's obligations are discharged, cancelled or have expired. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the derecognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognised in the statement of profit and loss.

Offsetting of financial instruments

Financial assets and financial liabilities are offset and the net amount is reported in the balance sheet if there is a enforceable legal right to offset the recognised amounts and there is an intention to settle on a net basis, to realise the assets and settle the liabilities simultaneously.

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for the year ended 31st March 2024

2.22 Derivative financial instruments

Derivatives are initially recognised at fair value at the date the derivative contracts are entered into and are subsequently re-measured to their fair value at the end of each reporting period. The resulting gain or loss is recognised in statement of profit and loss immediately. The Company does not designate the derivative instrument as a hedging instrument.

2.23 Treasury Shares

The Company has created an Employee Benefit Trust (EBT) for providing share-based payment to its employees. The Company uses EBT as a vehicle for distributing shares to employees under the employee remuneration schemes. The EBT buys shares of the Company from the market, for giving shares to employees. The Company treats EBT as its extension and shares held by EBT are treated as treasury shares.

Own equity instruments that are reacquired (treasury shares) are recognised at cost and deducted from equity. No gain or loss is recognised in profit or loss on the purchase, sale, issue or cancellation of the Company's own equity instruments. Any difference between the carrying amount and the consideration, if reissued, is recognised in capital reserve. Share options exercised during the reporting period are satisfied with treasury shares.

2.24 Contingent liabilities

A contingent liability is:-

a) a possible obligation that arises from past events and whose existence will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the entity; or

b) a present obligation that arises from past events but is not recognised because:-

   i) it is not probable that an outflow of resources embodying economic benefits will be required to settle the obligation; or

   ii) the amount of the obligation cannot be measured with sufficient reliability.

Contingent liability is disclosed in the case of:

- a present obligation arising from past events, when it is not probable that an outflow of resources will be required to settle the obligation;
- a present obligation arising from past events, when no reliable estimate is possible;
- a possible obligation arising from past events, unless the probability of outflow of resources is remote.

A contingent asset is disclosed where an inflow of economic benefits is probable.

Provisions, contingent liabilities and contingent assets are reviewed at each balance sheet date.

2.25 Operating segment

Identification of segment - Operating segments are reported in the manner consistent with the internal reporting provided to the Chief Operating Decision Maker (CODM) of the Company.

Segment accounting policies - The Board of Directors of the Company have been identified as the Chief Operating Decision Maker (CODM) as defined under Ind AS 108. CODM reviews overall financial information of the Company together for performance evaluation and allocation of resources and does not review any discrete information to evaluate performance of any individual product or geography.

The Company prepares its segment information in conformity with accounting policies adopted for preparing and presenting the financial statements of the Company as a whole.

2.26 Non- Current Asset held for sale

The Company classifies non current - assets as held for sale if their carrying amounts will be recovered principally through a sale rather than through continuing use.

Assets classified as held for sale are measured at the lower of their carrying amount and fair value less costs to sell. Costs to sell are the incremental costs directly attributable to the disposal of an asset, excluding finance costs and income tax expense.

The criteria for held for sale classification is regarded as met only when the sale is highly probable, and the asset or disposal group is available for immediate sale in its present condition. Actions required to complete the sale/ distribution should indicate that it is unlikely that significant changes to the sale will be made or that the decision to sell will be withdrawn. Management must be committed to the sale and the sale expected within one year from the date of classification.

For these purposes, sale transactions include exchanges of non-current assets for other non-current assets when the exchange has commercial substance. The criteria for held for sale classification is regarded met only when the assets are available for immediate sale in its present condition, subject only to terms that are usual and customary for sales of such assets, its sale is highly probable; and it will genuinely be sold, not abandoned. The Company treats sale of the asset to be highly probable when:

- The appropriate level of management is committed to a plan to sell the asset,
- An active programme to locate a buyer and complete the plan has been initiated (if applicable),
- The asset (or disposal group) is being actively marketed for sale at a price that is reasonable in relation to its current fair value
- The sale is expected to qualify for recognition as a completed sale within one year from the date of classification, and
- Actions required to complete the plan indicate that it is unlikely that significant changes to the plan will be made or that the plan will be withdrawn.

Property, plant and equipment and intangible are not depreciated, or amortised assets once classified as held for sale.

Assets and liabilities classified as held for sale are presented separately from other items in the balance sheet.

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2.27 Onerous contracts

If the Company has a contract that is onerous, the present obligation under the contract is recognised and measured as a provision. However, before a separate provision for an onerous contract is established, the Company recognises any impairment loss that has occurred on assets dedicated to that contract.

An onerous contract is a contract under which the unavoidable costs (i.e., the costs that the Company cannot avoid because it has the contract) of meeting the obligations under the contract exceed the economic benefits expected to be received under it. The unavoidable costs under a contract reflect the least net cost of exiting from the contract, which is the lower of the cost of fulfilling it and any compensation or penalties arising from failure to fulfil it. The cost of fulfilling a contract comprises the costs that relate directly to the contract (i.e., both incremental costs and an allocation of costs directly related to contract activities).

3. Key sources of estimation uncertainty and critical accounting judgements

Significant Estimates

Going Concern

Considering the significant liquidity crunch which has impacted the operations of the Company and default 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 prepared future cash flow forecasts taking into cognizance the developments such as Asset Monetisation Plan with the lenders of the Company in a Joint-lender's meeting and transfer of business undertaking of material wholly owned subsidiaries of the Company (Refer Note 47 of standalone financial statements) which involves judgement and estimation of key variables and market conditions. Based on such an analysis, the Company continues to prepare its financial statements on a going concern basis.

In the course of applying the accounting policies, the Company is required to make judgements, estimates and assumptions about the carrying amount of assets and liabilities that are not readily apparent from other sources. The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized in the period in which the estimate is revised if the revision affects only that period, or in the period of the revision and future period, if the revision affects current and future periods.

Key sources of estimation uncertainty

a) Useful lives of property, plant and equipment

Management reviews the useful lives of property, plant and equipment at least once a year. Such lives are dependent upon an assessment of both the technical lives of the assets and also their likely economic lives based on various internal and external factors including relative efficiency and operating costs. Accordingly, depreciable lives are reviewed annually using the best information available to the Management. Refer Note 4 for further disclosure.

b) Impairment of property plant and equipment and intangible assets

Determining whether the property, plant and equipment are impaired requires an estimate in the value in use of cash generating units and estimate of recoverable amount (Higher of FV and Value in Use). It requires to estimate the future cash flows expected to arise from the cash generating units and a suitable discount rate in order to calculate present value. When the actual cash flows are less than expected, a material impairment loss may arise. Refer Note 4 for further disclosure.

c) Impairment of investments in subsidiaries, joint ventures and associate and impairment of goodwill

Determining whether the goodwill or investments in subsidiaries, joint ventures and associate are impaired requires an estimate in the value in use. In considering the value in use, the Management have anticipated the future cash flows, discount rates and other factors of the underlying businesses/companies. In estimating the fair value of an asset or a liability, the Company uses market-observable data to the extent it is available. In certain cases, the Company engages third party qualified valuers to perform the valuation. The management works closely with the qualified external valuers to establish the appropriate valuation techniques and inputs to the model. A degree of judgment is required in establishing fair values. Judgements include consideration of inputs such as liquidity risk, credit risk and volatility. Any subsequent changes to the cash flows could impact the carrying value of investments/goodwill. Refer Note 4 and 5 for further disclosure.

d) Provisions, liabilities and contingencies

Provisions and liabilities are recognized in the period when it becomes probable that there will be a future outflow of funds resulting from past events that can reasonably be estimated. The timing of recognition requires application of judgement to existing facts and circumstances which may be subject to change.

In the normal course of business, contingent liabilities may arise from litigation and other claims against the Company. Potential liabilities that are possible but not probable of an outflow of resources embodying economic benefits are treated as contingent liabilities. Such liabilities are disclosed in the notes but are not recognized. Refer Note 36 for further disclosure.

e) Taxes

Deferred tax assets are recognized for unused tax losses to the extent that it is probable that taxable profit will be available against which the losses can be utilized. Significant management judgement is required to determine the amount of deferred tax assets that can be recognised, based upon the likely timing and the level of future taxable profits together with future tax planning strategies. Refer Note 8 for further disclosure.

NOTES TO THE STANDALONE FINANCIAL STATEMENTS
for the year ended 31st March 2024

f) Employee benefit plans

The cost of defined benefit gratuity plan and other post-employment benefits are determined using actuarial valuations. An actuarial valuation involves making various assumptions that may differ from actual developments in the future. These include the determination of the discount rate, future salary increases and mortality rates. Due to the complexities involved in the valuation and its long-term nature, a defined benefit obligation is highly sensitive to changes in these assumptions. All assumptions are reviewed at each reporting date.

The mortality rate is based on publicly available mortality tables for India. Those mortality tables tend to change only at interval in response to demographic changes. Future salary increases and gratuity increases are based on expected future inflation rates. Refer Note 26 and 33 for further disclosure.

g) Share based payments

The Company initially measures the cost of equity-settled transactions with employees using an appropriate valuation model to determine the fair value of the liability incurred. Estimating fair value for share-based payment transactions requires determination of the most appropriate valuation model, which is dependent on the terms and conditions of the grant. This estimate also requires determination of the most appropriate inputs to the valuation model including the expected life of the share option, volatility and dividend yield and making assumptions about them. The assumptions and models used for estimating fair value for share-based payment transactions are disclosed in Note no 35.

h) Lease

The application of Ind AS 116 requires company to make judgements and estimates that affect the measurement of right-of-use assets and liabilities. In determining the lease term, we must consider all facts and circumstances that create an economic incentive to exercise renewal options (or not exercise termination options). Assessing whether a contract includes a lease also requires judgement. Estimates are required to determine the appropriate discount rate used to measure lease liabilities.

The Company cannot readily determine the interest rate implicit in the lease, therefore, it uses its incremental borrowing rate (IBR) to measure lease liabilities. The IBR is the rate of interest that the Company would have to pay to borrow over a similar term, and with a similar security, the funds necessary to obtain an asset of a similar value to the right-of-use asset in a similar economic environment. The IBR therefore reflects what the Company 'would have to pay', which requires estimation when no observable rates are available or when they need to be adjusted to reflect the terms and conditions of the lease. The Company estimates the IBR using observable inputs (such as market interest rates) when available and is required to make certain entity-specific estimates.

i) Impairment of Financial Assets:

The impairment provision for financial assets is based on assumptions about risk of default and expected loss rates. The Company uses judgement in making these assumptions and selecting the inputs to the impairment calculation, based on the Company's history, existing market conditions as well as forward looking estimates at the end of each reporting period. Estimated impairment allowance on financial assets is based on the aging of the receivable balances and historical experience. Individual receivable balances are written off when management deems them not to be collectible. The information about the impairment provision on the Company's trade and other receivables is disclosed in Note 34.8.

3.1 Change in material accounting policies and disclosures

a. Deferred tax related to assets and liabilities arising from a single transaction The Group has adopted Deferred Tax related to Assets and Liabilities arising from a Single Transaction (Amendments to Ind AS 12) from 1 April 2023. The amendments narrow the scope of the initial recognition exemption to exclude transactions that give rise to equal and offsetting differences - e.g., leases and decommissioning liabilities. For leases and decommissioning liabilities, an entity is required to recognise the associated deferred tax assets and liabilities from the beginning of the earliest comparative period presented, with any cumulative effect recognised as an adjustment to retained earnings or other components of equity at that date. For all other transactions, an entity applies the amendments to transactions that occur on or after the beginning of the earliest period presented.

The Company previously accounted for deferred tax on leases and decommissioning liabilities by applying the 'integrally linked' approach, resulting in a similar outcome as under the amendments, except that the deferred tax asset or liability was recognised on a net basis. Following the amendments, the Company has recognised a separate deferred tax asset in relation to its lease liabilities and a deferred tax liability in relation to its right-to-use assets as at 1 April 22 and thereafter. However, there was no impact on the balance sheet because the balances qualify for offset under paragraph 74 of Ind AS 12. There was also no impact on the opening retained earnings as at 1 April 2022 as a result of the change. The key impact for the Company relates to disclosure of the deferred tax assets and liabilities recognized.

b. Material accounting policy information

The Company adopted Disclosure of Accounting Policies (Amendments to Ind AS 1) from 1 April 2023. Although the amendments did not result in any changes in the accounting policies themselves, they impacted the accounting policy information disclosed in the financial statements.

The amendments require the disclosure of 'material' rather than 'significant accounting policies. The amendments also provide guidance on the application of materiality to disclosure of accounting policies, assisting entities to provide useful, entity-specific accounting policy information that users need to understand other information in the financial statements.

These amendments had no impact on the accounting policies and disclosures made in the standalone financial statements of the Company.

4. Property, plant and equipment, goodwill, other intangible assets and Right-of-use assets

(Rs. In lakhs)

Description of Assets	Gross Block (At cost / deemed cost)					Depreciation / Amortisation					Impairments					Net Block
	As at 1st April 2023	Additions	Deletions	Transfer to Asset Held for Sale	As at 31st March 2024	As at 1st April 2023	For the Period	Deletions	Transfer to Asset Held for Sale	As at 31st March 2024	As at 1st April 2023	For the Period (Refer note 42)	Deletions	Transfer to Asset Held for Sale	As at 31st March 2024	As at 31st March 2024
A. Property, plant and equipment																
Freehold land	443.13	-	-	443.13	-	-	-	-	-	-	-	28.12	-	28.12	-	-
Building	549.47	-	150.11	-	399.36	174.77	1.52	121.05	-	55.24	52.02	321.15	29.05	-	344.12	-
Office equipments	117.51	-	25.08	6.40	86.03	65.30	2.16	19.43	3.41	44.62	36.51	0.75	5.28	1.92	30.06	11.35
Computers	294.19	-	89.25	6.88	198.06	274.25	2.14	84.20	6.40	185.79	-	0.47	0.21	-	0.26	12.01
Furniture & fixtures	640.67	-	457.00	27.47	156.20	434.50	7.85	331.77	15.09	95.49	140.95	11.56	106.30	6.63	39.58	21.13
Vehicles	26.16	-	23.23	-	2.93	24.04	0.12	21.55	-	2.61	0.05	-	0.05	-	-	0.32
Plant & machinery	3,117.67	-	584.57	460.83	2,072.27	1,410.53	62.64	307.90	94.53	1,070.74	1,025.36	75.90	215.00	219.88	666.38	335.15
Leasehold improvements	450.57	-	11.71	128.72	310.14	191.51	-	6.48	29.43	155.60	257.56	1.44	5.22	99.29	154.49	0.05
Subtotal (A)	**5,639.37**	**-**	**1,340.95**	**1,073.43**	**3,224.99**	**2,574.90**	**76.43**	**892.38**	**148.86**	**1,610.09**	**1,512.45**	**439.39**	**361.11**	**355.84**	**1,234.89**	**380.01**
B. Other intangible assets																
Brands, brand usage rights and trademarks	17,154.34	-	-	-	17,154.34	7,991.00	-	-	-	7,991.00	9,163.34	-	-	-	9,163.34	-
Software	2,932.77	-	150.83	-	2,781.94	2,771.77	122.02	113.23	-	2,780.56	-	-	-	-	-	1.38
Subtotal (B)	**20,087.11**	**-**	**150.83**	**-**	**19,936.28**	**10,762.77**	**122.02**	**113.23**	**-**	**10,771.56**	**9,163.34**	**-**	**-**	**-**	**9,163.34**	**1.38**
C. Right-of-use assets																
Building	1,886.01	-	116.72	-	1,769.29	1,635.31	52.95	-	-	1,688.26	-	-	-	-	-	81.03
Subtotal (C)	**1,886.01**	**-**	**116.72**	**-**	**1,769.29**	**1,635.31**	**52.95**	**-**	**-**	**1,688.26**	**-**	**-**	**-**	**-**	**-**	**81.03**
Total (A+B+C)	**27,612.49**	**-**	**1,608.50**	**1,073.43**	**24,930.56**	**14,972.98**	**251.40**	**1,005.61**	**148.86**	**14,069.91**	**10,675.79**	**439.39**	**361.11**	**355.84**	**10,398.23**	**462.42**

NOTES TO THE STANDALONE FINANCIAL STATEMENTS
for the year ended 31st March 2024

Description of Assets	Gross Block (At cost / deemed cost)				Depreciation / Amortisation					Impairments					Net Block
	As at 1st April 2022	Additions	Deletions	Transfer to Asset Held for Sale	As at 31st March 2023	As at 1st April 2022	For the Period	Deletions	Transfer to Asset Held for Sale	As at 31st March 2023	As at 1st April 2022	For the Period (Refer note 42)	Deletions	Transfer to Asset Held for Sale	As at 31st March 2023	As at 31st March 2023
A. Property, plant and equipment																
Freehold land	443.13	-	-	-	443.13	-	-	-	-	-	-	-	-	-	-	**443.13**
Building	3,654.96	-	13.52	3,091.97	549.47	505.67	63.52	1.72	392.70	174.77	-	1,414.57	5.07	1,357.48	52.02	**322.68**
Office equipments	182.81	0.88	16.50	49.68	117.51	81.77	13.56	12.99	17.04	65.30	-	48.99	0.09	12.39	36.51	**15.70**
Computers	411.51	-	112.89	4.43	294.19	376.47	5.93	106.23	1.92	274.25	-	0.88	-	0.88	-	**19.94**
Furniture & fixtures	921.34	-	234.47	46.20	640.67	528.11	47.72	128.63	12.70	434.50	-	184.84	32.02	11.87	140.95	**65.22**
Vehicles	31.22	-	5.06	-	26.16	26.40	1.76	4.12	-	24.04	-	0.05	-	-	0.05	**2.07**
Plant & machinery	10,666.03	45.32	880.81	6,712.87	3,117.67	3,064.92	479.17	351.84	1,781.72	1,410.53	-	3,333.94	28.69	2,279.89	1,025.36	**681.78**
Leasehold improvements	962.96	-	81.07	431.32	450.57	344.71	55.57	44.00	164.77	191.51	-	351.11	0.26	93.29	257.56	**1.50**
Hydraulic works and pipelines	60.07	-	-	60.06	-	14.21	1.46	-	15.67	-	-	17.39	-	17.39	-	**-**
Roads	283.86	-	-	283.88	-	198.93	13.45	-	212.38	-	-	57.28	-	57.28	-	**-**
Subtotal (A)	**17,617.89**	**46.20**	**1,344.32**	**10,680.41**	**5,639.37**	**5,141.19**	**682.14**	**649.53**	**2,598.90**	**2,574.90**	**-**	**5,409.05**	**66.13**	**3,830.47**	**1,512.45**	**1,552.02**
B. Other intangible assets																
Brands, brand usage rights and trademarks	17,154.34	-	-	-	17,154.34	7,702.41	288.59	-	-	7,991.00	1,495.78	7,667.56	-	-	9,163.34	**-**
Software	2,955.43	-	22.66	-	2,932.77	2,299.49	491.70	19.42	-	2,771.77	-	-	-	-	-	**161.00**
Subtotal (B)	**20,109.77**	**-**	**22.66**	**-**	**20,087.11**	**10,001.90**	**780.29**	**19.42**	**-**	**10,762.77**	**1,495.78**	**7,667.56**	**-**	**-**	**9,163.34**	**161.00**
C. Right-of-use assets																
Building	4,188.77	-	2,302.76	-	1,886.01	1,348.82	286.49	-	-	1,635.31	-	-	-	-	-	**250.70**
Vehicles	8.62	-	8.62	-	-	7.51	1.11	8.62	-	-	-	-	-	-	-	**-**
Plant and Machinery	742.13	-	742.13	-	-	78.87	19.96	98.83	-	-	-	-	-	-	-	**-**
Subtotal (C)	**4,939.52**	**-**	**3,053.51**	**-**	**1,886.01**	**1,435.20**	**307.56**	**107.45**	**-**	**1,635.31**	**-**	**-**	**-**	**-**	**-**	**250.70**
Total (A+B+C)	**42,667.18**	**46.20**	**4,420.49**	**10,680.41**	**27,612.49**	**16,578.29**	**1,769.99**	**776.40**	**2,598.90**	**14,972.98**	**1,495.78**	**13,076.61**	**66.13**	**3,830.47**	**10,675.79**	**1,963.72**

Notes:
(i) For Property, plant and equipment and other intangible assets pledged as security (Refer note 15 & 17)

NOTES TO THE STANDALONE FINANCIAL STATEMENTS

for the year ended 31st March 2024

5. NON CURRENT INVESTMENTS

Unquoted **(Rs. In lakhs)**

Particulars		Number of Units		Amount	
		As at 31st March 2024	As at 31st March 2023	As at 31st March 2024	As at 31st March 2023
Investment in equity shares (net of impairment)					
i)	**Subsidiaries (At cost, fully paid up)**				
	Aadhaar Wholesale Trading and Distribution Limited *	77,400,000	77,400,000	-	-
	The Nilgiri Dairy Farm Private Limited *	241,435	241,435	-	-
	Appu Nutritions Private Limited	1,000	1,000	1,143.93	1,143.93
	Nilgiri's Mechanised Bakery Private Limited *	141,429	141,429	37.70	37.70
	Nilgiris Franchise Limited * (formerly known as Nilgiris Franchise Private Limited)	425,000	425,000	550.52	550.52
	Bloom Foods and Beverages Private Limited * (Formerly known as Bloom Fruit and Vegetables Private Limited)	1,000,000	1,000,000	-	-
	FCEL Overseas FZCO (A company incorporated in UAE, face value DHS 1000 each)	60	60	-	-
	FCL Tradevest Private Limited *	131,536,200	127,686,200	-	-
		210,745,124	206,895,124	1,732.15	1,732.15
ii)	**Joint Ventures (At cost, fully paid up)**				
	Aussee Oats Milling (Private) Limited (Refer Note 50) (a company incorporated in Sri Lanka, face value LKR 10 each)	29,453,180	29,453,180	1,841.26	1,841.26
	Illusie Trading Co. (formerly Mibelle Future Consumer Products AG, a company incorporated in Switzerland, face value CHF 1000 each) till 11 April 2022	-	400	-	-
	Hain Future Natural Products Private Limited *	24,350,000	24,350,000	-	-
	Fonterra Future Dairy Private Limited *	29,650,000	29,650,000	-	-
		83,453,180	83,453,580	1,841.26	1,841.26
iii)	**Others (At cost, fully paid up)**				
	Saraswat Co-operative Bank Limited	50	50	0.01	0.01
		50	50	0.01	0.01
Investment in preference shares (net of impairment)					
i)	**Subsidiaries (At FVTPL, fully paid up)**				
	1% non cumulative redeemable preference shares of The Nilgiri Dairy Farm Private Limited	4,684,270	4,684,270	3,263.32	2,836.58
	0.01% redeemable non cumulative preference shares of Nilgiri's Mechanised Bakery Private Limited	1,000,000	1,000,000	92.26	92.26
		5,684,270	5,684,270	3,355.58	2,928.84
ii)	**Joint venture (At FVTPL, fully paid up)**				
	Cumulative redeemable preference shares of Aussee Oats Milling (Private) Limited (a company incorporated in Sri Lanka, face value LKR 10 each) (Refer Note 50)	11,380,155	11,380,155	466.00	466.00
Other Investments					
(i)	**Investment in debentures (AT FVTPL)**				
	0.001% Compulsory Convertible Debentures of MNS Foods Private Limited	1,140,000	-	376.28	-
		12,520,155	11,380,155	842.28	466.00
Total		**312,402,779.00**	**307,413,179.00**	**7,771.28**	**6,968.26**

The above investments are net of impairment, if any.

* Refer Note 42.1 for Impairment of Investments in Exceptional Items.

The list of subsidiaries and joint ventures along with proportion of ownership interest held are disclosed in note 43.

NOTES TO THE STANDALONE FINANCIAL STATEMENTS
for the year ended 31st March 2024

6. LOANS

(Rs. In lakhs)

Particulars	As at 31st March 2024	As at 31st March 2023
Non-current (Unsecured)		
Loans to related parties (Refer Note 35)		
(a) Considered good	6,208.68	19,319.05
(b) Significant increase in Credit Risk	24,088.55	11,937.42
(c) Credit impaired	2,179.56	2,179.56
Less: Impairment allowance (Refer Note 42.1)		
(a) Significant increase in Credit Risk	(12,764.22)	(6,527.00)
(b) Credit impaired	(2,179.56)	(2,179.56)
Total	**17,533.01**	**24,729.47**
Current (Unsecured)		
Loans to related parties (Refer Note 35)		
Considered good	-	122.84
Total	**-**	**122.84**

7. OTHER FINANCIAL ASSETS

(Rs. In lakhs)

Particulars	As at 31st March 2024	As at 31st March 2023
Non-current (Unsecured)		
Considered good		
Security deposits	2.37	5.55
Interest accrued on deposits*	2,780.78	3,008.22
Bank deposits with more than 12 months maturity	33.06	35.87
	2,816.21	**3,049.64**
Significant increase in Credit Risk		
Security and Other Deposits	5.64	5.64
Interest accrued on deposits*	-	5,110.93
Other receivables*	904.50	904.50
	910.14	**6,021.07**
Credit Impaired		
Interest accrued on deposits*	8,670.82	3,338.28
	8,670.82	**3,338.28**
Impairment allowance		
Significant increase in Credit Risk		
Security and Other Deposits	(5.64)	(5.64)
Interest accrued on deposits*	-	(3,410.78)
Other receivables*	(904.50)	(904.50)
	(910.14)	(4,320.92)
Credit impaired		
Interest accrued on deposits*	(8,670.82)	(3,338.28)
Total	**2,816.21**	**4,749.80**

NOTES TO THE STANDALONE FINANCIAL STATEMENTS
for the year ended 31st March 2024

(Rs. In lakhs)

Particulars	As at 31st March 2024	As at 31st March 2023
Current (Unsecured)		
Considered good		
Interest accrued on deposits*	22.38	21.88
Other receivables*	-	121.11
	22.38	142.99
Significant increase in credit risk		
Other receivables*	6,112.74	7,051.29
	6,112.74	7,051.29
Impairment allowance, Significant increase in credit risk		
Less: Other Receivables	(6,107.18)	(7,061.29)
Total	**27.94**	**132.99**

* For transactions with related parties, Refer Note 35.

8. Deferred tax assets (net)

(Rs. In lakhs)

Particulars	As at 31st March 2024	As at 31st March 2023
Deferred tax liabilities:		
Accelerated depreciation for tax purposes	-	-
Taxable temporary differences on financial liability measured at amortised cost	-	-
Total deferred tax liabilities (A)	**-**	**-**
Deferred tax assets:		
Accelerated depreciation for tax purposes	2,631.16	2,741.40
Provision for doubtful debts	18,191.39	15,883.91
Provisions for employee benefits	43.65	79.82
Taxable temporary differences on lease accounting	8.29	12.45
Total deferred tax assets (B)	**20,874.49**	**18,717.58**
Net Deferred Tax Liability / (Asset) (A-B)	**(20,874.49)**	**(18,717.58)**
Deferred Tax Asset not recognised	**20,874.49**	**18,717.58**
Net Deferred Tax Asset	**-**	**-**

Note: The Company has re-assessed the recognition of Deferred Tax assets (DTA), based on the management's business plan and accordingly determined that there is no reasonable certainty that these deferred tax assets will be utilised in near future. On the basis of such assessment, the Company has recognised deferred tax assets only to the extent of deferred tax liabilities.

8.1 Deductible temporary differences and unused tax losses for which no deferred tax assets have been recognised are attributable to the following:

(Rs. In lakhs)

Particulars	As at 31st March 2024	As at 31st March 2023
Tax losses (revenue in nature) (Refer Note a)	61,825.99	52,572.69
Tax losses (capital in nature) (Refer Note b)	12,522.15	12,522.15
Other Temporary differences	72,480.47	63,473.13
Total	**146,828.61**	**128,567.97**

NOTES TO THE STANDALONE FINANCIAL STATEMENTS

for the year ended 31st March 2024

a) Unused tax losses of revenue nature includes losses of Rs. 31,222,49 lakhs (Previous year Rs. 24,324.79 lakhs) that are available for offsetting for eight years against future taxable profits of the Company in which the losses arose.

(Rs. In lakhs)

Assessment Year	As at 31st March 2024	As at 31st March 2023
2015-16	-	2,150.78
2016-17	3,655.82	3,655.82
2017-18	382.07	240.29
2021-22	11,195.86	10,550.92
2022-23	3,295.16	3,294.82
2023-24	6,442.88	4,432.16
2024-25	6,250.71	
Total	**31,222.49**	**24,324.79**

Further unutilised tax losses of revenue nature include losses of Rs. 30,603.49 lakhs (Previous year Rs. 28,247.90 lakhs) which are available for set off against future taxable profits indefinitely.

b) Unused tax losses of capital include losses that are available for offsetting for eight years against future capital gain of the Company in which the losses arose.

(Rs. In lakhs)

Assessment Year	As at 31st March 2024	As at 31st March 2023
2018-19	2,455.69	2,455.69
2019-20	9,469.38	9,469.38
2021-22	597.08	597.08
Total	**12,522.15**	**12,522.15**

8 .2 The current tax expense for the year can be reconciled to the accounting profit as follows:

(Rs. In lakhs)

Particulars	Year ended 31st March 2024	Year ended 31st March 2023
Profit before tax	(19,077.66)	(54,770.40)
Other Comprehensive Income before tax	(0.32)	81.89
Total	**(19,077.98)**	**(54,688.51)**
Income tax expense calculated at 25.17% (Previous year 25.17%)	(4,801.93)	(13,765.10)
Effect of expenses not allowed for income tax purposes (net)	2,778.90	12,121.78
Effect of additional allowance for tax purpose, limited to net taxable income for the year	2,023.03	1,643.32
Total	**-**	**-**
Tax expense relating to earlier years	-	(45.77)
Total	**-**	**(45.77)**

NOTES TO THE STANDALONE FINANCIAL STATEMENTS

for the year ended 31st March 2024

9. OTHER ASSETS

(Rs. In lakhs)

Particulars	As at 31st March 2024	As at 31st March 2023
Non-current (Unsecured)		
Advance taxes (net)	540.40	677.44
Total	**540.40**	**677.44**
Current (Unsecured)		
Considered Goods		
Advance taxes (net)		
Advances to employees	26.30	21.55
Advances given to suppliers	-	19.59
Other advances		7.29
Advance taxes (net)	154.58	-
Balances with government authorities	565.87	580.04
Considered doubtful		
Advances given to suppliers	128.35	181.60
Balances with government authorities	-	463.50
Less: Impairment allowance on Advance given to suppliers	(115.62)	(181.60)
Less: Impairment allowance on Balances with government authorities	-	(463.50)
Total	**759.48**	**628.47**

10. INVENTORIES

(Rs. In lakhs)

Particulars	As at 31st March 2024	As at 31st March 2023
Stock - in - trade (at lower of cost and net realisable value)	-	118.08
Total (at lower of cost and net realisable value)	**-**	**118.08**

Notes:-

i) For Inventory hypothecated as security, Refer Note 17

ii) The amount of write down of inventories recognised as an expense during the year is Rs. Nil (Previous year: Rs. 641.08 lakhs).

11. TRADE RECEIVABLES

(Rs. In lakhs)

Particulars	As at 31st March 2024	As at 31st March 2023
Receivables from related parties (Refer Note 35)	118.54	2,653.39
Others	20.88	170.20
Total	**139.42**	**2,823.59**

NOTES TO THE STANDALONE FINANCIAL STATEMENTS
for the year ended 31st March 2024

Trade Receivables (Unsecured)

Particulars	As at 31st March 2024	As at 31st March 2023
Considered good	25.92	233.26
Significant increase in credit risk	3,230.53	3,432.80
Credit impaired	38,377.19	38,201.90
Total Gross trade receivables	**41,633.64**	**41,867.96**
Impairment allowance		
Considered good	(5.44)	(33.30)
Significant increase in credit risk	(3,111.59)	(809.17)
Credit impaired	(38,377.19)	(38,201.90)
Total Impairment allowance	**(41,494.23)**	**(39,044.37)**
Net trade receivables	**139.42**	**2,823.59**

As at 31st March, 2024 **(Rs. In lakhs)**

Particulars	Outstanding for following periods from due date of payment [Note (iii)]						Total
	Current but not due	Less than 6 months	6 months to 1 year	1 to 2 years	2 to 3 years	More than 3 years	
Undisputed Trade Receivables considered good	2.16	23.76	-	-	-	-	25.92
Undisputed Trade Receivables - which have significant increase in credit risk	-	-	150.78	2,831.72	178.33	69.70	3,230.53
Undisputed Trade Receivables - credit impaired	-	-	4.51	150.92	28,105.56	10,116.20	38,377.19
Disputed Trade Receivables considered good	-	-	-	-	-	-	-
Disputed Trade Receivables - which have significant increase in credit risk	-	-	-	-	-	-	-
Disputed Trade Receivables - credit impaired	-	-	-	-	-	-	-
Total	**2.16**	**23.76**	**155.29**	**2,982.64**	**28,283.90**	**10,185.90**	**41,633.64**

As at 31st March, 2023 **(Rs. In lakhs)**

Particulars	Outstanding for following periods from due date of payment [Note (iii)]						Total
	Current but not due	Less than 6 months	6 months to 1 year	1 to 2 years	2 to 3 years	More than 3 years	
Undisputed Trade Receivables considered good	85.89	147.37	-	-	-	-	233.27
Undisputed Trade Receivables - which have significant increase in credit risk	-	1,329.63	1,744.59	288.88	3.11	66.59	3,432.80
Undisputed Trade Receivables - credit impaired	-	-	40.71	28,044.99	9,918.91	197.29	38,201.90
Disputed Trade Receivables considered good	-	-	-	-	-	-	-
Disputed Trade Receivables - which have significant increase in credit risk	-	-	-	-	-	-	-
Disputed Trade Receivables - credit impaired	-	-	-	-	-	-	-
Total	**85.89**	**1,477.00**	**1,785.30**	**28,333.87**	**9,922.02**	**263.88**	**41,867.96**

NOTES TO THE STANDALONE FINANCIAL STATEMENTS
for the year ended 31st March 2024

Notes:

(i) For trade receivables hypothecated as security (Refer Note 17)

(ii) No trade or other receivable are due from directors or other officers of the Company either severally or jointly with any other person. Nor any trade or other receivable are due from firms or private companies respectively in which any director is a partner, a director or a member.

(iii) Gross of Impairment Allowance

12. CASH AND CASH EQUIVALENTS

(Rs. In lakhs)

Particulars	As at 31st March 2024	As at 31st March 2023
Cash and cash equivalents		
On current accounts	428.13	934.18
Cash on hand	0.21	0.40
Total	**428.34**	**934.58**
Bank balances other than cash and cash equivalents		
As margin money	161.43	151.74
Total	**161.43**	**151.74**

Notes:

(i) Due to default in repayment of borrowings including interest thereof, Banks have restrained the use of bank balance available with the Company. Further, approval of bank authorities is required for any payment to be made from the bank accounts of the Company.

Changes in liability due to financial activities (Rs. In lakhs)

Particulars	As at 1st April 2023	Cash flows	Changes in fair value of financial instruments	Financial Liabilities Reclassified*	As at 31st March 2024
Current borrowings (Refer Note 17)	40,859.25	-	30.98	-	40,890.23
Non- current borrowings, including current maturities (Refer Note 15)	-	-	-	-	-
Interest Accrued on current borrowings	4,483.64	(1,716.90)	5,704.15	-	8,470.89
Interest Accrued on non-current borrowings	-	-	-	-	-
Lease liabilities (Refer Note 31)	300.18	(61.36)	(124.86)	-	113.96
Total	**45,643.07**	**(1,778.26)**	**5,610.27**	**-**	**49,475.08**

* Refer Note 47 for reclassification of borrowings

Particulars	As at 1st April 2022	Cash flows	Changes in fair value of financial instruments	Financial Liabilities Reclassified	As at 31st March 2023
Current borrowings (Refer Note 17)	24,651.06	(4,474.69)	357.84	20,325.04	40,859.25
Non- current borrowings, including current maturities (Refer Note 15)	26,575.79	(6,250.75)	-	(20,325.04)	-
Interest Accrued on current borrowings	1,330.96	(2,523.53)	4,642.21	1,034.00	4,483.64
Interest Accrued on non-current borrowings	1,034.00	-	-	(1,034.00)	-
Lease liabilities (Refer Note 31)	4,283.89	(174.30)	(3,809.41)	-	300.18
Total	**57,875.70**	**(13,423.27)**	**1,190.64**	**-**	**45,643.07**

NOTES TO THE STANDALONE FINANCIAL STATEMENTS
for the year ended 31st March 2024

13. EQUITY SHARE CAPITAL

a) **Share capital**

(Rs. In lakhs)

Particulars	As at 31st March 2024		As at 31st March 2023	
	No of shares	Amount	No of shares	Amount
Authorised				
Equity shares of Rs.6 each	5,650,000,000	339,000.00	5,650,000,000	339,000.00
Unclassified shares of Rs.10 each	1,670,000,000	167,000.00	1,670,000,000	167,000.00
Total		**506,000.00**		**506,000.00**
Issued, subscribed and fully paid-up capital				
Equity shares of Rs.6 each	1,997,034,643	119,822.08	1,997,034,643	119,822.08
Less : Shares held by ESOP trust treated as treasury shares	(3,217,293)	(193.04)	(10,497,293)	(629.84)
Total	**1,993,817,350**	**119,629.04**	**1,986,537,350**	**119,192.24**

b) **Reconciliation of the number of shares and amount outstanding at the beginning and at the end of the reporting period:**

Particulars	As at 31st March 2024		As at 31st March 2023	
	No of shares	Amount	No of shares	Amount
Equity shares at the beginning of the year	1,986,537,350	119,192.24	1,983,581,850	119,014.91
Add : Shares sold by ESOP trust treated as treasury shares	7,280,000	436.80	2,955,500	177.33
Equity shares at the end of the year	**1,993,817,350**	**119,629.04**	**1,986,537,350**	**119,192.24**

c) **Details of shareholders holding more than 5% shares in the Company.**

Particulars	As at 31st March 2024		As at 31st March 2023	
	No of Shares	% of Holding	No of Shares	% of Holding
Verlinvest SA	156,929,569	7.86	156,929,569	7.86
International Finance Corporation	107,819,921	5.40	107,819,921	5.40

d) **Shares held by promoters at the end of the year as on March 31, 2024**

Promoter Name	No of shares	% of total shares	% change during the year
Future Enterprises Limited	100	0.00001	-
Future Capital Investment Private Limited	25,715,599	1.29	-
Promoter Group			
Central Departmental Stores Pvt Ltd	100	0.00001	-
Ryka Commercial Ventures Private Limited	100	0.00001	-
Future Corporate Resources Private Limited	14,327,002	0.72	-
Future Ideas Company Limited	29,476,462	1.48	-
Avni Kishorkumar Biyani	99,619	0.01	-
Ashni Kishore Biyani	67,169	0.003	-
Total	**69,686,151**	**3.51**	

NOTES TO THE STANDALONE FINANCIAL STATEMENTS

for the year ended 31st March 2024

Shares held by promoters at the end of the year as on March 31, 2023

Promoter Name	No of shares	% of total shares	% change during the year
Future Enterprises Limited	100	0.00001	-
Future Capital Investment Private Limited	25,715,599	1.29	4.90
Promoter Group			
Central Departmental Stores Pvt Ltd	100	0.00001	-
Ryka Commercial Ventures Private Limited	100	0.00001	-
Future Corporate Resources Private Limited	14,327,302	0.72	-
Future Ideas Company Limited	29,476,462	1.48	-
Avni Kishorkumar Biyani	99,619	0.01	-
Ashni Kishore Biyani	67,169	0.003	-
Total	**69,686,451**	**3.50**	

e) Share options granted under the Company's employee share option plan

Share options granted under the Company's employee share option plan carry no rights to dividends and no voting rights. Further details of the employee share option plan are provided in Refer Note 34.

f) Rights, Preferences and Restrictions attached to equity shares:

i) The Company has one class of equity shares having a par value of Rs.6 per share. Each holder of equity share is entitled to one vote per share.

ii) Right to receive dividend as may be approved by the Board of Directors / Annual General Meeting.

iii) The equity shares are not repayable except in the case of a buy back, reduction of capital or winding up in terms of the provisions of the Companies Act, 2013.

iv) Every member of the Company holding equity shares has a right to attend the General Meeting of the Company and has a right to vote in proportion to his share of the paid-up capital of the Company.

g) In the event of liquidation of the Company, the holders of equity shares will be entitled to receive remaining assets of the Company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.

14. OTHER EQUITY

(Rs. In lakhs)

Particulars	As at 31st March 2024	As at 31st March 2023
Capital reserve	9,222.94	9,222.94
Securities premium account	38,316.72	38,316.72
General reserve	0.59	0.59
Share options outstanding account	5.36	3.28
Capital redemption reserve	5.20	5.20
Foreign Currency Translation reserve	(4.37)	(4.37)
Retained earnings	(196,904.05)	(177,456.14)
Other comprehensive income	185.70	186.02
Total	**(149,171.91)**	**(129,725.76)**

Description of reserves

Capital reserve

Capital reserve is created for excess of net book value of assets taken and liabilities assumed over the consideration transferred for various business combinations in earlier years. The same will be utilized as per the provisions of Companies Act 2013 (as amended from time to time) and any other law guiding the utilization of the same, for the time being in force.

NOTES TO THE STANDALONE FINANCIAL STATEMENTS

for the year ended 31st March 2024

Securities premium account

Where the Company issued shares at a premium, a sum equal to the aggregate amount of the premium received on those shares was transferred to a "securities premium account" as per the provisions of the Companies Act, 2013. The reserve can be utilised only for limited purposes such as issuance of bonus shares in accordance with the provisions of the Companies Act, 2013.

General reserve

General Reserve is created out of profits earned by the Company by way of transfer from surplus in the statement of profit and loss. The same will be utilized as per the provisions of Companies Act 2013 (as amended from time to time) and any other law guiding the utilization of the same, for the time being in force.

Share options outstanding account

This reserve relates to share options granted by the Company to its employees under its employee share option plan. Further information about share-based payments to employees is set out in note 34.

Capital redemption reserve

As per the provisions of the Companies Act, 2013 capital redemption reserve is created out of the general reserve for the amount of share capital reduction in earlier years. The reserve can be utilized for issuing fully paid up equity shares.

Foreign Currency Translation reserve

When preparing financial statements, differences arising on translation of the financial statements of foreign operations is transferred to the Foreign Currency Translation Reserve (FCTR), which forms part of Other Comprehensive Income. The same will be utilized as per the provisions of Companies Act 2013 (as amended from time to time) and any other law guiding the utilization of the same, for the time being in force.

Retained earnings

This represents the surplus/ (deficit) of the statement of profit or loss. The amount that can be distributed by the Company as dividends to its equity shareholders is determined based on the separate financial statements of the Company and also considering the requirements of the Companies Act, 2013.

Other Comprehensive Income

This relates to the remeasurement impact of defined benefit plans, exchange differences in translating the financial statements of foreign operations and income tax effect of the same.

15. NON CURRENT BORROWINGS

(Rs. In lakhs)

Particulars	As at 31st March 2024		As at 31st March 2023	
	Non-Current	Current (Refer note 17)	Non-Current	Current (Refer note 17)
Secured - at amortised cost				
Term loans from banks:				
Term Loan Facility	-	1,512.50	-	1,512.50
Funded Interest Term Loans	-	1,353.39	-	1,287.61
Debentures :				
11.07% Redeemable non convertible debentures of Rs. 10 lakh each	-	15,882.35	-	15,882.35
Unsecured - at amortised cost				
Term loans from banks:				
Funded Interest Term Loans	-	73.19	-	87.69
Working Capital Term Loans from Bank	-	1,633.27	-	1,649.74
Total	**-**	**20,454.70**	**-**	**20,419.89**

NOTES TO THE STANDALONE FINANCIAL STATEMENTS

for the year ended 31st March 2024

Details of security and repayment terms for secured and unsecured Non Current borrowings

(Rs. In lakhs)

Sr. No.	Nature of security	Terms of Interest and Repayment #	As at 31st March 2024	As at 31st March 2023
1	**Secured Term Loan from bank:** a) Secured by exclusive first charge on specific fixed assets of the Company and its subsidiaries to be maintained at a minimum of 1.25 times of outstanding borrowing. b) Personal guarantee of Mr. Kishore Biyani for principal and its interest thereon. c) Post dated cheques covering facility amount. d) Senior first ranking pari passu charge / hypothecation over the "Golden Harvest" brand owned by the Company. e) First Pari Passu charge over land and building owned Appu Nutritions Private Limited. (Veerasandra, Bangalore)	The facility has been restructured as part of the OTR Scheme. Interest is fixed @ 10.50% p.a.	1,512.50	1,512.50

(Rs. In lakhs)

Sr. No.	Nature of security	Terms of Interest and Repayment #	As at 31st March 2024	As at 31st March 2023
2	**11.07 % NCD:** a) Secured by exclusive first charge on specific fixed assets of the subsidiaries to be maintained at a minimum of 1.25 times of outstanding borrowing. b) Personal guarantee of Mr. Kishore Biyani for principal and its interest thereon. c) Post dated cheques covering Interest as well as principal in favour of Debenture Trustee. d) Senior first ranking pari passu charge / hypothecation over the "Golden Harvest" brand owned by the Company. e) Second charge over land and buildings at Veerasandra in Bangalore owned by Appu Nutritions Private Limited.	The NCDs is redeemable in 17 equal quarterly installments which commenced from February 2021. Interest on the facility will be charged @ 11.07% p.a. Interest will be paid in cash in arrear and on a quarterly basis, inclusive of a cash coupon as follows: year 1 @ 8.00% p.a., year 2 @10.00% p.a. & year 3 @ 11.07% p a. All accrued and unpaid Interest, on the facility will be capitalised quarterly and paid on the final maturity date, or the date on which the facility has been repaid in full.	15,882.35	15,882.35
3	**Secured Fixed Instalment Term Loan from Banks** a) First pari passu hypothecation charge on all existing and future current assets of the Company b) Second Charge on fixed assets of the Company c) Unconditional and irrevocable personal guarantee of Mr. Kishore Biyani	Repayable in four quarterly instalments, continuing from June 2022 interest at rates varying from 8.10% to 10.50% p.a	1,353.39	1,287.61
4	**Unsecured Working Capital Term Loans from Banks**	Repayable on various repayment dates (as per individual facilities). Interest at rates varying from 7.90% to 8.15% p.a	1,633.27	1,649.74
5	**Unsecured Funded Interest Term Loans from Banks**	Repayable in four quarterly instalments, continuing from June 2022, interest at rates interest rate 8.10% p.a.	73.19	87.69
			20,454.70	**20,419.89**
	Less: Current maturities of long term debt (Refer Note 17)		**(20,454.70)**	**(20,419.89)**
Total			-	-

The Company has defaulted on payment of interest/repayment of principal amount on loans from banks and unlisted debts securities as on March 31, 2024, amounting to Rs. 49,361.12 lakhs (March 31, 2023 Rs. 45,342.89 lakhs) including interest and penal interest of Rs. 8,470.89 lakhs (March 31, 2023 Rs. 4,483.64 lakhs). During the previous year ended March 31, 2023, the banks have classified the loans given to the Company as non-performing assets (NPA).

NOTES TO THE STANDALONE FINANCIAL STATEMENTS
for the year ended 31st March 2024

16. PROVISIONS

(Rs. In lakhs)

Particulars	As at 31st March 2024	As at 31st March 2023
Non-current		
Provision for employee benefits:		
Provision for gratuity (Refer Note 32.2)	29.43	77.43
Total	**29.43**	**77.43**
Current		
Provision for employee benefits:		
Provision for gratuity (Refer Note 32.2)	19.91	35.02
Provision for compensated absences (Refer Note 32.3)	16.44	46.71
Provision for Bonus	107.65	157.96
Total	**144.00**	**239.69**

17. CURRENT BORROWINGS

(Rs. In lakhs)

Particulars	As at 31st March 2024	As at 31st March 2023
Secured - at amortised cost		
Loans repayable on demand from banks	6,559.12	6,590.78
Other loans from bank	13,876.40	13,848.58
Current Maturities of Long Term Debt (Refer Note 15)	18,748.25	18,682.46
	39,183.77	**39,121.82**
Less :- Unamortised cost	-	-
	39,183.77	**39,121.82**
Unsecured - at amortised cost		
Current Maturities of Long Term Debt (Refer Note 15)	1,706.46	1,737.43
Total	**40,890.23**	**40,859.25**

Details of security and repayment terms for secured current borrowings

Nature of Security	Terms of Interest and repayment #
Loans repayable on demand from banks (Cash Credit)	
Loan is secured by a) First pari passu hypothecation charge on all existing and future current assets of the Company b) Second Charge on fixed assets of the Company c) Unconditional and irrevocable personal guarantee of Mr. Kishore Biyani	The cash credit is repayable on demand and carries interest at rates varying from 7.80% to 24.00% p.a.
Other Loans from Bank (Working capital loan)	
Loan is secured by a) First and/or pari passu charge on all existing and future current assets of the Company b) Second charge on fixed assets of the Company c) Unconditional and irrevocable personal guarantee of Mr. Kishore Biyani.	The other loans from Bank is repayable on due dates within a period of 1 year and carries interest at rates varying from 8.05 % to 12.15% p.a.

The Company has defaulted on payment of interest/repayment of principal amount on loans from banks and unlisted debts securities as on March 31, 2024, amounting to Rs. 49,361.12 lakhs (March 31, 2023 Rs. 45,342.89 lakhs) including interest and penal interest of Rs. 8,470.89 lakhs (March 31, 2023 Rs. 4,483.64 lakhs). During the previous year ended March 31, 2023, the banks have classified the loans given to the Company as non-performing assets (NPA).

NOTES TO THE STANDALONE FINANCIAL STATEMENTS
for the year ended 31st March 2024

18. TRADE PAYABLES

(Rs. In lakhs)

Particulars	As at 31st March 2024	As at 31st March 2023
Total outstanding dues of micro enterprises and small enterprises (Refer Note 39)	413.78	397.37
Total outstanding dues of trade payables other than micro enterprises and small enterprises (for related party, Refer Note 35)	3,105.58	2,895.24
Total	**3,519.36**	**3,292.61**

Trade Payable Ageing Schedule As at 31 March 2024

(Rs. In lakhs)

Particulars	Outstanding for following period from due date				
	Less than 1 year	1 to 2 years	2 to 3 years	More than 3 years	Total
MSME	30.23	252.21	82.45	48.89	413.78
Others	1,451.71	349.21	835.77	468.89	3,105.58
Disputed dues (MSME)	-	-	-	-	-
Disputed dues (Other)	-	-	-	-	-
Total	**1,481.94**	**601.42**	**918.22**	**517.78**	**3,519.36**

Trade Payable Ageing Schedule As at 31 March 2023

(Rs. In lakhs)

Particulars	Outstanding for following period from due date				
	Less than 1 year	1 to 2 years	2 to 3 years	More than 3 years	Total
MSME	274.86	73.62	23.92	24.97	397.36
Others	1,022.88	1,403.48	182.87	286.02	2,895.25
Disputed dues (MSME)	-	-	-	-	-
Disputed dues (Other)	-	-	-	-	-
Total	**1,297.74**	**1,477.10**	**206.79**	**310.99**	**3,292.61**

19. OTHER CURRENT FINANCIAL LIABILITIES

(Rs. In lakhs)

Particulars	As at 31st March 2024	As at 31st March 2023
Interest accrued and due on borrowings	8,470.89	4,483.64
Security and other deposits	22.50	22.50
Payable on purchase of capital goods	71.66	71.66
Salary Payables	457.23	315.93
Total	**9,022.28**	**4,893.73**

20. OTHER CURRENT LIABILITIES

(Rs. In lakhs)

Particulars	As at 31st March 2024	As at 31st March 2023
Statutory dues payable (includes TDS, PF, GST etc)	6.94	25.28
Other liabilities	940.00	940.00
Contract liabilities	8,682.03	8,686.92
Total	**9,628.97**	**9,652.20**

NOTES TO THE STANDALONE FINANCIAL STATEMENTS
for the year ended 31st March 2024

21. REVENUE FROM OPERATIONS

(Rs. In lakhs)

Particulars	Year ended 31st March 2024	Year ended 31st March 2023
Revenue from Contracts with Customers :		
Sale of products	97.12	4,985.21
Sale of services	80.41	157.38
Other operating revenue	39.95	30.68
Total	**217.48**	**5,173.27**

21.1 Details of revenue from contracts with customers recognised by the Company, net of indirect taxes, in its Statement of Profit and loss. The table below presents disaggregated revenues from contracts with customers.

Type of Goods or Services

(Rs. In lakhs)

Particulars	Year ended 31st March 2024	Year ended 31st March 2023
Sale of consumer products	97.12	4,985.21
Job work Income	80.41	157.38
Scrap sales	39.95	30.68
Total revenue from contracts with customers	**217.48**	**5,173.27**

Revenue based on Geography (Rs. In lakhs)

Particulars	Year ended 31st March 2024	Year ended 31st March 2023
India	217.48	5,173.27
Outside India	-	-
Total revenue from contracts with customers	**217.48**	**5,173.27**

Timing of revenue recognition (Rs. In lakhs)

Particulars	Year ended 31st March 2024	Year ended 31st March 2023
Goods transferred at a point in time	137.07	5,015.89
Services transferred over time	80.41	157.38
Total revenue from contracts with customers	**217.48**	**5,173.27**

21.2 The Company derives its revenue from the business of Branding, Manufacturing, Processing, Selling and Distribution of "Consumer Products" which constitutes a single service line. This is consistent with the revenue information that is disclosed for each reportable segment under Ind AS 108. (Refer Note 30 on Operating segment information.)

21.3 Contract balances

The following table provides information about receivables and contract liabilities from contracts with customers:

Particulars	As at 31st March 2024	As at 31st March 2023
Trade receivables (Net) (Refer Note 11)	139.42	2,823.59
Contract liabilities (Refer Note 20)	8,682.03	8,686.92

Trade receivables are non interest bearing and are generally on terms of 0 to 60 days. The Company receives payments from customers based upon contractual billing schedules. Trade receivables are recorded when the right to consideration becomes unconditional.

Contract assets includes amounts related to our contractual right to consideration for completed performance objectives not yet invoiced.

Contract liabilities include payments received in advance of performance under the contract, and are realised with the associated revenue recognised under the contract.

Set out below is the amount of revenue recognised from: **(Rs. In lakhs)**

Particulars	As at 31st March 2024	As at 31st March 2023
Amounts included in contract liabilities at the beginning of the year	8,686.92	17,916.87
Revenue recognised in the reporting period that was included in the contract liability balance at the beginning of the period	4.89	70.95
Revenue recognised from performance obligations satisfied in previous years	-	9,159.00

21.4 Reconciliation of revenue recognised in the statement of profit and loss with the contracted price

(Rs. In lakhs)

Particulars	Year ended 31st March 2024	Year ended 31st March 2023
Revenue as per contracted price	217.48	5,183.58
Less: Discounts, rebates, refunds, credits, price concessions	-	(10.31)
Revenue from contracts with customers	**217.48**	**5,173.27**

21.5 Performance Obligation

Remaining unsatisfied performance obligations represent the transaction price for goods and services for which the Company has a material right but either not yet transferred control of a product or performing services over the period of time to customers. Transaction price includes the price agreed with customer, variable consideration and changes in transaction price. The transaction price of order related to unfilled, confirmed customer orders is estimated at each reporting date and payment is generally due within 0 to 60 days from delivery.

The transaction price allocated to the remaining performance obligations (unsatisfied or partially unsatisfied) is as follows:

(Rs. In lakhs)

Particulars	As at 31st March 2024	As at 31st March 2023
Within one year	-	-
More than one year	8,682.03	8,686.92

Open sales order as on 31 March 2024 is Rs. Nil (31 March 2023 is Rs. Nil)

22. OTHER INCOME

(Rs. In lakhs)

Particulars	Year ended 31st March 2024	Year ended 31st March 2023
Interest income		
Inter corporate deposits	541.35	3,166.43
Others	13.03	59.42
Gain on termination of Lease Asset	8.13	863.36
Net gain on financial assets measured at FVTPL	426.74	369.99
Net Profit on foreign currency transactions and translation	95.43	506.54
Provision no longer required written back	10.00	-
Operating lease rent	33.86	68.83
Miscellaneous income	-	137.02
Total	**1,128.54**	**5,171.59**

NOTES TO THE STANDALONE FINANCIAL STATEMENTS
for the year ended 31st March 2024

23. COST OF MATERIALS CONSUMED

(Rs. In lakhs)

Particulars	Year ended 31st March 2024	Year ended 31st March 2023
Opening stock of raw materials and others (Refer Note 10)	-	417.68
Add: Purchases	-	231.45
Closing stock of raw materials and others (Refer Note 10)	-	-
Total	**-**	**649.13**

24. CHANGES IN INVENTORIES OF FINISHED GOODS AND STOCK IN TRADE

(Rs. In lakhs)

Particulars	Year ended 31st March 2024	Year ended 31st March 2023
Opening stock:		
Finished goods (Refer Note 10)	-	152.51
Stock in trade (Refer Note 10)	118.08	4,102.04
Total (A)	118.08	4,254.55
Closing stock:		
Finished goods (Refer Note 10)	-	-
Stock in trade (Refer Note 10)	-	118.08
Total (B)	-	118.08
Provision:		
Provision for inventory (Refer Exceptional Item Note 42)	-	754.98
Total (C)	-	754.98
Decrease/ (Increase) during the year (A - B - C)	**118.08**	**3,381.49**

25. EMPLOYEE BENEFITS EXPENSE

(Rs. In lakhs)

Particulars	Year ended 31st March 2024	Year ended 31st March 2023
Salaries wages & bonus	534.62	1,656.04
Contribution to provident and other funds (Refer Note 33.1)	17.52	77.17
Expenses / (Reversal) on employee stock option (ESOP) scheme (Refer Note 34.6)	2.08	13.12
Staff welfare expenses	7.03	32.82
Total	**561.25**	**1,779.15**

26. FINANCE COSTS

(Rs. In lakhs)

Particulars	Year ended 31st March 2024	Year ended 31st March 2023
Interest expense on:		
Loans	5,648.05	4,736.77
Lease expenses (Refer Note 31.4)	14.96	232.06
Others	72.11	23.54
Other borrowing costs	-	7.67
Total	**5,735.12**	**5,000.04**

NOTES TO THE STANDALONE FINANCIAL STATEMENTS

for the year ended 31st March 2024

27. DEPRECIATION AND AMORTISATION EXPENSE (REFER NOTE 4)

(Rs. In lakhs)

Particulars	Year ended 31st March 2024	Year ended 31st March 2023
Depreciation of property, plant & equipment	76.43	682.14
Amortisation of intangible assets	122.02	780.29
Depreciation of right-of-use assets	52.95	307.56
Total	**251.40**	**1,769.99**

28. OTHER EXPENSES

(Rs. In lakhs)

Particulars	Year ended 31st March 2024	Year ended 31st March 2023
Rent expenses (Refer Note 31)	127.30	508.61
Warehousing and distribution expenses	18.12	527.63
Labour contract charges	6.49	178.15
Electricity expenses	18.91	170.74
Advertisement, publicity & selling expenses	1.53	3.77
Repairs and maintenance :		
On plant and machinery	1.36	45.40
On buildings	0.02	4.17
On others	52.81	13.80
Legal And Professional Charges	270.02	473.93
Consumables and Packing materials	-	2.37
Impairment allowance on trade and other receivables (Refer Note 11 and 7 respectively)	2,490.49	268.20
Bad debts written off (net)	35.76	334.50
Rates and taxes	68.60	407.78
Insurance	8.49	37.29
Auditor's remuneration (Refer Note 1 below)	56.09	92.57
Directors sitting fees	26.78	34.55
Loss on sale/retirement of property, plant and equipment (Net)	16.82	352.40
Loss on Written Off ICDs	8.44	-
Brand royalty	-	7.64
Miscellaneous expenses	28.66	433.09
Total	**3,236.69**	**3,896.59**

Note :

1. **Auditor's remuneration included in "Other Expenses"**

(Rs. In lakhs)

Particulars	Year ended 31st March 2024	Year ended 31st March 2023
Audit fees	40.30	49.60
Other services	15.36	39.95
Out of pocket expenses	0.43	3.02
Total	**56.09**	**92.57**

NOTES TO THE STANDALONE FINANCIAL STATEMENTS

for the year ended 31st March 2024

29 SEGMENT INFORMATION

The Company is engaged in the business of Branding, Manufacturing, Processing, Selling and Distribution of "Consumer Products" which constitutes a single reporting segment. Hence there is no separate reportable segment under Indian Accounting Standard on Ind AS 108 'Operating Segment '.

The Chief Operating Decision Maker (CODM) monitors the operating results at the Company level for the purpose of making decisions about resource allocation and performance assessment.

29.1 Geographic Information

(Rs. In lakhs)

Particulars	Year ended 31st March 2024	Year ended 31st March 2023
Revenue from operations from customers within India	217.48	5,173.26
Revenue from operations from customers outside India	-	-
	217.48	5,173.26

29.2 Asset Information

(Rs. In lakhs)

Particulars	Year ended 31st March 2024	Year ended 31st March 2023
Non Current Asset within India	19,644.10	36,979.90
Non Current Asset outside India	9,479.22	9,091.50
	29,123.32	46,071.40

29.3 Major Customer

Top customer which individually contributes more than 10% of Company's total revenue.

(Rs. In lakhs)

Particulars	Year ended 31st March 2024	Year ended 31st March 2023
Reliance Retail Limited	-	81.35
FCL Tradevest Private Limited	69.54	101.32

30. EARNINGS PER SHARE (EPS)

The earnings and weighted average number of equity shares used in the calculation of basic and diluted earnings per share are as follows:

(Rs. In lakhs)

Particulars	Year ended 31st March 2024	Year ended 31st March 2023
Profit for the year attributable to equity holders of Company after exceptional items (Rs. in lakhs)	(19,077.66)	(52,901.36)
Profit for the year attributable to equity holders of Company before exceptional item (Rs. in lakhs)	(8,562.48)	(8,308.01)
Weighted average number of equity shares outstanding for Basic EPS	1,98,73,72,216	1,98,36,06,138
Add : Weighted average number of potential equity shares on account of employee stock options outstanding	-	-
Weighted average number of equity shares outstanding for diluted EPS	1,98,73,72,216	1,98,36,06,138
Earnings per share after exceptional item (Rs.)		
Basic	(0.96)	(2.66)
Diluted	(0.96)	(2.66)
Earnings per share before exceptional item (Rs.)		
Basic	(0.43)	(0.42)
Diluted	(0.43)	(0.42)

NOTES TO THE STANDALONE FINANCIAL STATEMENTS
for the year ended 31st March 2024

31 LEASING ARRANGEMENT

Company as a lessee

The Company has lease contracts for various items of plant and machinery, vehicles, warehouse, office premises and buildings used in its operations. As at year ended March 31, 2024 Company has Lease contracts for warehouses and buildings with lease terms between 3 and 9 years. The Company's obligations under its leases are secured by the lessor's title to the leased assets. Generally, the Company is restricted from assigning and subleasing the leased assets and some contracts require the Company to maintain certain financial ratios. There are several lease contracts that include extension and termination options and variable lease payments, which are further discussed below

31.1 Set out below are the carrying amounts of right-of-use assets recognised and the movements during the period:

(Rs. In lakhs)

Particulars	Plant & Machinery	Vehicles	Buildings	Total
As at 1st April 2023	**-**	**-**	**250.70**	**250.70**
Additions/Deletions	-	-	(116.72)	(116.72)
Depreciation Expenses	-	-	(52.95)	(52.95)
As at 31st March 2024	**-**	**-**	**81.03**	**81.03**

(Rs. In lakhs)

Particulars	Plant & Machinery	Vehicles	Buildings	Total
As at 1st April 2022	663.26	1.11	2,839.95	3,504.32
Additions/Deletions	(643.30)	-	(2,302.76)	(2,946.06)
Depreciation Expenses	(19.96)	(1.11)	(286.49)	(307.56)
As at 31st March 2023	**-**	**-**	**250.70**	**250.70**

31.2 Set out below are the carrying amounts of lease liabilities (on the face of Balance sheet under Financial Liabilities) and the movements during the period:

(Rs. In lakhs)

Particulars	Year ended 31st March 2024	Year ended 31st March 2023
Opening balance	300.18	4,283.89
Additions/Deletions	(124.85)	(3,809.41)
Accretion of Interest	14.96	232.06
Less: Payments	(76.32)	(406.36)
Closing Balance	**113.97**	**300.18**
Current Lease Liabilities	**53.54**	**91.60**
Non-Current Lease Liabilities	**60.43**	**208.58**

31.3 The maturity analysis of lease liabilities are disclosed as below:

(Rs. In lakhs)

Maturity analysis of contractual undiscounted cash flow	Upto 3 months	3 months to 6 months	6 months to 12 months	12 months to 2 years	2 years to 5 years	more than 5 years
As of 31 March 2024	19.08	19.08	23.77	18.77	54.43	-
As of 31 March 2023	29.58	29.58	59.16	103.93	123.51	16.19

Weighted average lessee's incremental borrowing rate for lease liabilities is 11.07%.

NOTES TO THE STANDALONE FINANCIAL STATEMENTS
for the year ended 31st March 2024

31.4 The following are the amounts recognised in statement of profit and loss: IND AS 116

(Rs. In lakhs)

Particulars	March 31, 2024	March 31, 2023
Depreciation expense of right-of-use assets	52.95	307.56
Interest expense on lease liabilities	14.96	232.06
Variable Lease payments (included in other expenses)	127.30	508.61
Loss/(Gain) on termination of lease	(8.13)	(863.36)
Total amount recognised in statement of profit and loss	**187.08**	**184.87**

The Company had total cash outflows for principle payment of leases is Rs. 61.36 lakhs in 31 March 2024 (Previous Year: Rs 174.30 lakhs).

31.5 Additional information on termination option

Some leases of building contain termination options exercisable by the Company after the end of the non-cancellable contract period. Where practicable, the Company seeks to include termination options in new leases to provide economic viability. The termination options held are exercisable only by the Company and not by the lessors. The Company assesses at lease commencement whether it is reasonably certain to exercise the termination options. The Company reassesses whether it is reasonably certain to exercise the options if there is a significant event or significant change in circumstances within its control.

32. EMPLOYEE BENEFIT

32.1 Defined Contribution Plans

The Company's contribution to provident fund, employee state insurance are determined under the relevant schemes and / or statutes and charged to the statement of profit and loss.

The Company's contribution to Provident Fund for the year 2023-2024 aggregating to Rs. 17.16 lakhs (Previous Year: Rs.72.32 lakhs), Rs. 0.18 lakhs (Previous Year: Rs. 3.73 lakhs) for ESIC and Rs.0.18 lakhs for New Pension Scheme (Previous year: Rs 1.04 lakhs) has been recognised in the statement of profit and loss under the head employee benefits expense. (Refer Note 25).

32.2 Defined Benefit Plans

Gratuity

The Company operates a gratuity plan covering qualifying employees. The benefit payable is the greater of the amount calculated as per the Payment of Gratuity Act, 1972 or the Company scheme applicable to the employee. The benefit vests upon completion of five years of continuous service and once vested it is payable to employees on retirement or on termination of employment. The gratuity benefits payable to the employees are based on the employee's service and last drawn basic salary at the time of leaving. The employees do not contribute towards this plan and the full cost of providing these benefits are met by the Company. In case of death while in service, the gratuity is payable irrespective of vesting. The Company's obligation towards Gratuity is a Defined Benefit plan which is not funded.

The plans typically expose the Company to actuarial risks such as: interest rate risk, longevity risk and salary risk.

Interest risk

A increase in the government bond interest rate will decrease the plan liability.

Longevity risk

The present value of the defined benefit plan liability is calculated by reference to the best estimate of the mortality of plan participants both during and after their employment. An increase in the life expectancy of the plan participants will increase the plan's liability.

Salary risk

The present value of the defined benefit plan liability is calculated by reference to the future salaries of plan participants. As such, an increase in the salary of the plan participants will increase the plan's liability.

The most recent actuarial valuation of the plan assets and the present value of the defined benefit obligation were carried out at March 31, 2024 by M/s Universal Actuaries and Benefit Consultants. The present value of the defined benefit obligation, and the related current service cost and past service cost, were measured using the projected unit credit method.

NOTES TO THE STANDALONE FINANCIAL STATEMENTS
for the year ended 31st March 2024

Principal assumptions

The principal assumptions used for the purposes of the actuarial valuations were as follows.

Particulars		Year ended 31st March 2024	Year ended 31st March 2023
1.	Discount rate	7.19%	7.31%
2.	Salary escalation	10% for current year, 5% thereafter	0% for Current year, 5% thereafter
3.	Mortality rate	Indian Assured Lives Mortality (2012-04) Ultimate	Indian Assured Lives Mortality (2012-04) Ultimate
4.	Withdrawal rate	10%	20%
5.	Retirement age	58 years	58 years

The amount included in the balance sheet arising from the Company's obligation in respect of its defined benefit plans is as follows:

Balances of defined benefit plan **(Rs. In lakhs)**

Particulars	Year ended 31st March 2024	Year ended 31st March 2023
Present value of unfunded defined benefit obligation	49.34	112.45
Fair value of plan assets	-	-
Net liability arising from gratuity	49.34	112.45

Expenses recognised for defined benefit plan and movement of plan assets and liabilities

Following is the amount recognised in statement of profit and loss, other comprehensive income.

(Rs. In lakhs)

Particulars	Year ended 31st March 2024	Year ended 31st March 2023
A. Components of expense recognised in the statement of profit and loss (in employee benefit expenses)		
Current service cost	9.32	50.83
Net interest expenses	6.94	21.22
Total	**16.26**	**72.05**

(Rs. In lakhs)

Particulars	Year ended 31st March 2024	Year ended 31st March 2023
B. Components of defined benefit costs recognised in other comprehensive income		
Remeasurement on the net defined benefit liability:		
Actuarial (gains) and losses arising from changes in demographic assumptions	(1.63)	(3.89)
Actuarial (gains) and losses arising from changes in financial assumptions	2.52	(13.83)
Actuarial (gains) and losses arising from experience adjustments	(0.57)	(64.17)
Total	**0.32**	**(81.89)**

NOTES TO THE STANDALONE FINANCIAL STATEMENTS
for the year ended 31st March 2024

Following is movement in the present value of the defined benefit obligation

(Rs. In lakhs)

Particulars	Year ended 31st March 2024	Year ended 31st March 2023
Opening defined benefit obligation	112.45	300.01
Current service cost	9.32	50.83
Interest cost	6.94	21.22
Remeasurement (gains)/losses:	-	
Actuarial (Gain) / Loss - Demographic Assumptions	(1.63)	(3.89)
Actuarial (Gain) / Loss arising from changes in financial assumptions	2.52	(13.83)
Actuarial (Gain) / Loss arising from experience adjustments	(0.57)	(64.17)
Benefits paid including transfer to employee full and final settlement liability	(79.68)	(177.72)
Closing defined benefit obligation	**49.34**	**112.45**

Significant actuarial assumptions for the determination of the defined obligation are discount rate and expected salary increase. The sensitivity analyses below have been determined based on reasonably possible changes of the respective assumptions occurring at the end of the reporting period, while holding all other assumptions constant.

The result of Sensitivity Analysis on Defined Benefit Obligation due to increase or decrease in discount and salary escalation rate:

(Rs. In lakhs)

Assumptions	Year ended 31st March 2024	Year ended 31st March 2023
Impact on discount rate for 100 basis points increase in defined benefit obligation of gratuity	47.44	109.29
Impact on discount rate for 100 basis points decrease in defined benefit obligation of gratuity	51.44	115.82
Impact on salary escalation rate for 100 basis points increase in defined benefit obligation of gratuity	51.36	115.89
Impact on salary escalation rate for 100 basis points decrease in defined benefit obligation of gratuity	47.39	109.66

The rate of mortality and attrition do not have a significant impact on the liability, and hence are not considered for the purpose of sensitivity analysis. The sensitivity analysis presented above may not be representative of the actual change in the defined benefit obligation as it is unlikely that the change in assumptions would occur in isolation of one another as some of the assumptions may be correlated.

Furthermore, in presenting the above sensitivity analysis, the present value of the defined benefit obligation has been calculated using the projected unit credit method at the end of the reporting period, which is the same as that applied in calculating the defined benefit obligation liability recognised in the balance sheet. There was no change in methods and assumptions used in preparing the sensitivity analysis from prior years. The weighted average duration of the gratuity plan is 6.60 years (Previous Year: 4.49 years).

Expected Future Cash Flows

(Rs. In lakhs)

Year	Year ended 31st March 2024	Year ended 31st March 2023
Year 1	19.91	35.02
Year 2	3.82	27.89
Year 3	3.61	13.48
Year 4	5.18	11.85
Year 5	3.06	10.89
Year 6 to 10	19.12	31.85
Above 10 years	15.80	13.39

32.3 The Company has recognised an expense of Rs. 7.07 lakhs (Previous Year income/reversal of provision of Rs. 58.22 lakhs) for long term compensated absences in the statement of profit and loss. Actuarial Assumption for long-term compensated absences are :

Particulars	Year ended 31st March 2024	Year ended 31st March 2023
Discounted rate	7.19%	7.31%
Salary increase	10% for Current year, 5% thereafter	0% for Current year, 5% thereafter
Attrition rate	10%	20%
Retirement age	58 Years	58 Years
Mortality tables	Indian Assured Lives Mortality (2012-04) Ultimate	Indian Assured Lives Mortality (2012-04) Ultimate

33 FINANCIAL INSTRUMENTS AND RISK REVIEW

33.1 Capital Management

The Company being in a working capital intensive industry, its objective is to maintain a strong credit rating, healthy ratios and establish a capital structure that would maximise the return to stakeholders through optimum mix of debt and equity.

The Company's capital requirement is mainly to fund its capex, working capital, repayment of principal and interest on its borrowings and strategic acquisitions. The principal source of funding of the Company has been, and is expected to continue to be, cash generated from its operations supplemented by funding from bank borrowings and the capital markets. The Company is not subject to any externally imposed capital requirements.

The Company regularly considers other financing and refinancing opportunities to diversify its debt profile, reduce interest cost and closely monitors its judicious allocation amongst competing capex, to capture market opportunities at minimum risk.

The Company monitors its capital using gearing ratio, which is net debt divided to total equity. Net debt includes, interest bearing loans and borrowings less cash and cash equivalents, bank balances other than cash and cash equivalents and current investments. The Company manages its capital structure and makes adjustments in light of changes in economic condition and the requirements of the financial covenants.

Gearing ratio

The gearing ratio at end of the reporting period was as follows:

(Rs. In lakhs)

Particulars	Year ended 31st March 2024	Year ended 31st March 2023
Debt (i)	41,004.19	41,159.43
Less:- Cash and cash equivalent (iii)	589.77	1,086.32
Net debt	40,414.42	40,073.11
Equity (ii)	(29,542.87)	(10,533.52)
Net debt to equity ratio	(1.37)	(3.80)

(i) Debt is defined as long and short-term borrowings, and Lease Liabilities.

(ii) Equity includes all capital and reserves of the Company that are managed as capital.

(iii) Cash and cash equivalent includes bank deposits with more than 12 months maturity shown under other financial assets.

NOTES TO THE STANDALONE FINANCIAL STATEMENTS

for the year ended 31st March 2024

33.2 Categories of financial instruments

(Rs. In lakhs)

Particulars	Year ended 31st March 2024	Year ended 31st March 2023
Financial assets		
Measured at Amortised Cost		
Cash and cash equivalent	589.77	1,086.32
Trade receivables	139.42	2,823.59
Loans	17,533.01	24,852.31
Other financial assets	2,844.15	4,882.80
Investments	3,573.41	3,573.41
Measured at fair value through profit and loss (FVTPL)		
Investment in preference shares	3,821.58	3,394.84
Investment in Debentures	376.28	-
Financial liabilities		
Measured at Amortised Cost		
Borrowing	40,890.23	40,859.25
Lease Liabilities	113.96	300.18
Trade payable	3,519.36	3,292.60
Other financial liabilities	9,022.28	4,893.72

At the end of the reporting period, there are no significant concentrations of credit risk for financial assets measured at FVTPL. The carrying amount reflected above represents the Company's maximum exposure to credit risk for such Financial assets.

Fair Value Measurement and related disclosures

Fair value of the Company's financial assets and financial liabilities that are measured at fair value on a recurring basis:

Some of the Company's financial assets are measured at fair value at the end of each reporting period. The following table gives information about how the fair values of these financial assets and financial liabilities are determined (in particular, the valuation technique(s) and inputs used).

(Rs. In lakhs)

Financial assets	Carrying Value / Fair value		Fair value hierarchy
	Year ended 31st March 2024	Year ended 31st March 2023	
Financial assets at Fair Value Through Profit and Loss (FVTPL)			
1% non cumulative redeemable preference share of The Nilgiri Dairy Farm Private Limited (Refer Note 5)	3,263.32	2,836.58	Level 2
0.01% redeemable non cumulative preference shares of Nilgiri's Mechanised Bakery Private Limited (Refer Note 5)	92.26	92.26	Level 2
Cumulative redeemable preference shares of Aussee Oats Milling (Private) Limited (a company incorporated in Sri Lanka, face value LKR 10 each) (Refer Note 5)	466.00	466.00	Level 2

The Company uses the following hierarchy for determining and/or disclosing the fair value of financial instrument by valuation technique:

(i) Level 1 — Quoted (unadjusted) market prices in active markets for identical assets or liabilities;

(ii) Level 2 — Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly bservable;

(iii) Level 3 — Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable.

There were no transfers between Level 1 and 2 during the period.

Financial assets and financial liabilities that are not measured at fair values (but fair values disclosures are required)

The Company considers that the carrying amounts of financial assets and financial liabilities recognised in the balance sheet approximates their fair values.

The management assessed that carrying values of financial assets and liabilities other than those disclosed above such as trade receivable, loans, finance lease obligations, cash and cash equivalents, other bank balances and trade payables are reasonable approximations of their fair values.

The fair value of the financial assets and liabilities is included at the amount at which the instrument could be exchanged in a current transaction between willing parties.

33.3 Financial risk management objectives

The Company has a Risk Management Committee established by its Board of Directors for overseeing the Risk Management Framework and developing and monitoring the Company's risk management policies. The risk management policies are established to ensure timely identification and evaluation of risks, setting acceptable risk thresholds, identifying and mapping controls against these risks, monitor the risks and their limits, improve risk awareness and transparency. Risk management policies and systems are reviewed regularly to reflect changes in the market conditions and the Company's activities to provide reliable information to the Management and the Board to evaluate the adequacy of the risk management framework in relation to the risk faced by the Company.

33.4 Market Risks

Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in the market prices. The Company is exposed in the ordinary course of its business to risks related to changes in foreign currency exchange rates, interest rates and other price risk.

The Company seeks to minimize the effects of these risks by using derivative financial instruments to hedge risk exposures. The use of financial derivatives is governed by the Company's policies approved by the Board of Directors, which provide principles on foreign exchange risk and interest rate risk. Compliance with policies and exposure limits is reviewed by the Management and the internal auditors on a continuous basis. The Company does not enter into or trade financial instruments, including derivatives for speculative purposes.

33.5 Foreign Currency Risk Management

The Company's functional currency is Indian Rupees (INR). The Company undertakes transactions denominated in foreign currencies; consequently, exposure to exchange rate fluctuations arise. Volatility in exchange rates affects the Company's revenue from export markets and the costs of imports. The Company is exposed to exchange rate risk under its trade and debt portfolio.

Adverse movements in the exchange rate between the Rupee and any relevant foreign currency result's in increase in the Company's overall debt position in Rupee terms without the Company having incurred additional debt and favourable movements in the exchange rates will conversely result in reduction in the Company's receivables in foreign currency. In order to hedge exchange rate risk, the Company has a Forex policy approved by the Board of Directors.

All hedging activities are carried out in accordance with the Company's internal risk management policies, as approved by the Board of Directors, and in accordance with the applicable regulations where the Company operates. When a derivative is entered into for the purpose of being a hedge, the Company negotiates the terms of those derivatives to match the terms of the hedged exposure. For hedges of forecast transactions the derivatives cover the period of exposure from the point the cash flows of the transactions are forecasted up to the point of settlement of the resulting receivable or payable that is denominated in the foreign currency.

The Year end foreign currency forward contracts and unhedged foreign currency exposures are given below :-

a) **No Derivatives (forward contracts) are outstanding as at the reporting date and in previous year.**

b) **Particulars of unhedged foreign currency exposure as at the reporting date (in respective currency):-**

(Amounts In lakhs)

Particulars	Foreign Currency	As at 31st March 2024		As at 31st March 2023	
		Amount (Foreign Currency)	Amount (INR)	Amount (Foreign Currency)	Amount (INR)
Receivables :					
Loans given (including Interest accrued)	USD	86.02	7,171.95	82.49	6,781.90

NOTES TO THE STANDALONE FINANCIAL STATEMENTS
for the year ended 31st March 2024

Foreign exchange risk sensitivity:

10% is the sensitivity rate used when reporting foreign currency risk internally to key management personnel and represents management's assessment of the reasonably possible change in foreign exchange rates. The sensitivity analysis includes only outstanding foreign currency denominated monetary items and adjusts their translation at the period end for a 10% change in foreign currency rates. The sensitivity analysis includes external loans as well as loans to foreign operations within the Group where the denomination of the loan is in a currency other than the functional currency of the lender or the borrower. A positive number below indicates an increase in profit and negative number below indicates a decrease in profit.

Following is the analysis of change in profit and pre tax equity where the Indian Rupee strengthens and weakens by 10% against the relevant currency:

(Rs. In lakhs)

Foreign currency	As at 31st March 2024		As at 31st March 2023	
	10% strengthen	10% weakening	10% strengthen	10% weakening
USD	(717.19)	717.19	(678.19)	678.19

In management's opinion, the sensitivity analysis is not representative of the inherent foreign exchange risk because the exposure at the end of the reporting period does not reflect the exposure during the year.

33.6 **Interest rate risk**

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Company is exposed to interest rate risk because funds are borrowed at both fixed and floating interest rates. Interest rate risk is measured by using the cash flow sensitivity for changes in variable interest rate. The borrowings of the Company are principally denominated in rupees with a mix of fixed and floating rates of interest. The Company has exposure to interest rate risk, arising principally on changes in base lending rate. The Company uses a mix of interest rate sensitive financial instruments to manage the liquidity and fund requirements for its day to day operations like short term and long term loans. The risk is managed by the Company by maintaining an appropriate mix between fixed and floating rate borrowings. Hedging activities, if any are evaluated regularly to align with interest rate views and defined risk appetite, ensuring the most cost-effective hedging strategies are applied.

The following table provides break-up of Company's fixed and floating rate borrowings:

(Rs. In lakhs)

Particulars	As at 31st March 2024	As at 31st March 2023
Variable interest rate borrowings	22,068.80	16,536.06
Fixed interest rate borrowings	18,821.43	24,323.19
Total	**40,890.23**	**40,859.25**
Of the above hedged by currency swaps	-	-

Interest rate risk sensitivity:

The sensitivity analyses below have been determined based on the exposure to interest rates for both derivatives and non-derivative instruments at the end of the reporting period. For floating rate liabilities, the analysis is prepared assuming the amount of the liability outstanding at the end of the reporting period was outstanding for the whole year. A 50 basis point increase or decrease is used when reporting interest rate risk internally to key management personnel and represents management's assessment of the reasonably possible change in interest rates.

If interest rates had been 50 basis points higher/lower and all other variables were held constant, following is the impact on profit and pre-tax equity. A positive is increase in profit and negative is decrease in profit.

(Rs. In lakhs)

Particulars	As at 31st March 2024		As at 31st March 2023	
	50 basis points increase	50 basis points decrease	50 basis points increase	50 basis points decrease
Impact on profit	(110.34)	110.34	(82.68)	82.68

33.7 Other price risks

The Company's exposure to other risks arises from investments in preference shares amounting to Rs. 3,821.58 Lakhs (Previous Year Rs. 3,394.84 Lakhs). The investments are held for strategic rather than trading purpose.

The sensitivity analysis has been determined based on the exposure to price risk at the end of the reporting period. If the prices of the above instruments had been 5% higher/lower, profit for the year ended 31st March 2024 would increase/decrease by Rs. 191.07 Lakhs (Previous year by Rs.169.74 Lakhs).

33.8 Credit risk

Credit risk refers to the risk that a counterparty will default on its contractual obligations resulting in financial loss to the Company. Credit risk arises from deposits with banks and financial institutions, other deposits, other receivables, security deposits and from credit exposures to customers, including outstanding receivables.

The Company has limited credit risk arising from cash and cash equivalents as the deposits are maintained with banks and financial institutions with high credit rating. The Company has a policy in place whereby it evaluates the recoverability of these financial assets at each quarter ended date and wherever required, a provision is created against the same.

Since most of Company's transactions are done on credit, the Company is exposed to credit risk on trade and other receivable. Any delay, default or inability on the part of the other party to pay on time will expose the Company to credit risk and can impact profitability. Company's maximum credit exposure is in respect of trade receivables of Rs. 41,633.64 lakhs and Rs. 41,867.96 lakhs as at March 31, 2024 and March 31, 2023, respectively and other receivables of Rs. 8,007.24 lakhs and Rs. 8,076.90 lakhs as at March 31, 2024 and March 31, 2023, respectively. The Company adopted an effective receivable management system to control the Days' Sales Outstanding. Refer below note for the age wise analysis of trade receivables that are not due as well as past due and allowance for the doubtful receivables. The Company does not have significant credit risk exposure to any single counterparty. Majority of trade receivable are from related parties which are disclosed in Note 35 including related parties accounted for more than 10% of gross trade receivables. The average credit period on sales of goods is 0 to 60 days. No interest is charged on trade receivables.

Further, the Hon'ble National Company Law Tribunal, Mumbai bench ("NCLT") has pronounced an order dated July 20, 2022 admitting application under Section 7 of the Insolvency and Bankruptcy Code, 2016 against one of the major customer of the Company, Future Retail Limited. The Company has significant amount of receivables from the said customer amounting to 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).

For trade receivables and other receivables, as a practical expedient, the Company computes credit loss allowance based on a provision matrix. The provision matrix is prepared based on historically observed default and delay rates over the expected life of trade and other receivables and is adjusted for forward-looking estimates.

For intercorporate deposits, the Company has received request from related parties for extension of repayment of outstanding and waiver of interest on inter-corporate deposits. On the approval of the Board of Directors, extention and waiver has been granted to such related parties.

Age of Trade receivables **(Rs. In lakhs)**

Particulars	As at 31st March 2024	As at 31st March 2023
less than 60 days	25.92	296.08
61 to 90 days	-	170.19
91 to 180 days	-	1,096.99
more than 180 days	41,607.73	40,304.70
Less: Expected credit loss allowance	(41,494.23)	(39,044.37)
Total	**139.42**	**2,823.59**

Credit risk from balances with banks is managed by Company's treasury in accordance with the Board approved policy.

33.9 Liquidity risk

Liquidity risk refers to the risk of financial distress or extraordinary high financing costs arising due to shortage of liquid funds in a situation where business conditions unexpectedly deteriorate and requiring financing. The Company requires funds both for short term operational needs as well as for long term capital expenditure for capex. The Company has established an appropriate liquidity risk management framework for the management of the Company's short, medium and long-term funding and liquidity management requirements. The Company manages liquidity risk by maintaining adequate reserves, banking facilities and reserve borrowing facilities, by continuously monitoring forecast and actual cash flows, and by matching the maturity profiles of financial assets and liabilities.

In Previous year 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 interest accrued) aggregating to Rs. 49,361.12 lakhs as at March 31, 2024.

NOTES TO THE STANDALONE FINANCIAL STATEMENTS
for the year ended 31st March 2024

Further, 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 it's 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.

The following tables detail the Company's remaining contractual maturity for its non-derivative financial liabilities with agreed repayment periods. The tables have been drawn up based on the undiscounted cash flows of financial liabilities based on the earliest date on which the Company can be required to pay. The tables include both interest and principal cash flows.

To the extent that interest flows are floating rate, the undiscounted amount is derived from interest rate curves at the end of the reporting period. The contractual maturity is based on the earliest date on which the Company may be required to pay.

(Rs. In lakhs)

Particulars	Weighted average effective interest rate	Less than 1 year	1 to 5 years	5 years and above	Total	Carrying amount
As at 31st March 2024						
Variable interest rate borrowings						
Principal	11.34%	22,068.80	-	-	22,068.80	22,068.80
Interest		2,502.60	-	-	2,502.60	2,502.60
Fixed interest rate borrowings						
Principal	10.92%	18,821.43	-	-	18,821.43	18,821.43
Interest		5,968.29	-	-	5,968.29	5,968.29
Lease Liability		61.93	73.20	-	135.13	113.96
Financial Guarantee Obligation		40.24	-	-	40.24	-
Non interest bearing (Trade payable, deposits etc.)		3,591.02	-	-	3,591.02	3,591.02

Particulars	Weighted average effective interest rate	Less than 1 year	1 to 5 years	5 years and above	Total	Carrying amount
As at 31st March 2023						
Variable interest rate borrowings						
Principal	9.00%	16,536.06	-	-	16,536.06	16,536.06
Interest		1,488.25	-	-	1,488.25	1,488.25
Fixed interest rate borrowings						
Principal	12.31%	24,323.19	-	-	24,323.19	24,323.19
Interest		2,995.39	-	-	2,995.39	2,995.39
Lease Liability		118.32	227.44	16.19	361.95	300.18
Financial Guarantee Obligation		99.13	-	-	99.13	-
Non interest bearing (Trade payable, deposits etc.)		3,355.52	-	-	3,355.52	3,355.52

The amounts included above for financial guarantee contracts are the maximum amounts the Company could be forced to settle under the arrangement for the full guaranteed amount if that amount is claimed by the counterparty to the guarantee. Based on expectations at the end of the reporting period, the Company considers that it is more likely than not that such an amount will not be payable under the arrangement. However, this estimate is subject to change depending on the probability of the counterparty claiming under the guarantee which is a function of the likelihood that the financial receivables held by the counterparty which are guaranteed suffer credit losses.

33.9 (a)Details of Quarterly Statements to Banking Lenders

The Company has not submitted the quarterly statements (DP filings) to banking lenders as the Banks had classified the Company account as Non Performing Asset (NPA) (Refer Note 18).

NOTES TO THE STANDALONE FINANCIAL STATEMENTS

for the year ended 31st March 2024

34 SHARE BASED PAYMENTS

34.1 Details of the employee share based plan of the Company

a) The ESOP scheme titled "FVIL Employees Stock Option Plan 2011" (ESOP 2011) was approved by the shareholders at the Annual General Meeting held on 10th August 2010. 5,00,00,000 options are covered under the ESOP 2011 for 5,00,00,000 shares. Post listing of equity shares on the stock exchanges, the Shareholders have ratified the pre-IPO scheme.

In the previous years, the Nomination and Remuneration / Compensation Committee of the Company has granted 3,45,35,000 options under ESOP 2011 to certain directors and employees of the Company and some of its Subsidiaries. The options allotted under ESOP 2011 are convertible into equal number of equity shares. The exercise price of each option is Rs. 6/-.

The options granted vest over a period of 3 years from the date of the grant in proportions specified in the Scheme. Options may be exercised within 3 years from date of vesting.

b) The ESOP scheme titled "Future Consumer Enterprise Limited - Employee Stock Option Plan 2014" was approved by the Shareholders vide resolution passed at the Extra Ordinary General Meeting held on 12th January, 2015 and through postal ballot on 12th May 2015 in respect of grant of 3,19,50,000 options under primary route (ESOP 2014-Primary) and 7,98,00,000 options under secondary market route (ESOP 2014-Secondary). ESOP 2014 has been implemented through a trust route whereby Vistra ITCL India Limited (Formerly IL&FS Trust Company Limited) has been appointed as the Trustee who monitors and administers the operations of the Trust.

In the previous year, the Nomination and Remuneration / Compensation Committee has i) at its meeting held on 2nd February, 2022, granted 58,89,500 options under secondary market route (ESOP 2014-Secondary) to certain employees of the Company. The options allotted under ESOP 2014-Secondary are convertible into equal number of equity shares. The exercise price per Option for shares granted under the secondary market route shall not exceed market price of the Equity Share of the Company as on date of grant of Option or the cost of acquisition of such equity shares to the Trust applying FIFO basis, whichever is higher. The exercise price per Option for shares granted under the primary route shall not exceed market price of the Equity Share of the Company as on date of grant of Option, which may be decided by the Nomination and Remuneration / Compensation Committee.

The options granted vest over a period of 3 years from the date of the grant in proportions specified in the Scheme. Options may be exercised within 3 years from date of vesting.

The following share-based payment arrangements were in existence during the current and prior years:

Option scheme	Number of Options Granted	Grant date	Expiry date	Exercise price (Rs.)	Share Price at Grant date	Fair value at grant date (Rs.)
ESOP 2011	1,50,00,000	26.12.2015	Note-1 below	6.00	26.15	22.49
ESOP 2014-Secondary (Grant 1)	1,59,50,000	15.05.2015		Note-2 below	11.20	7.05
ESOP 2014-Secondary (Grant 2)	35,00,000	14.08.2017		Note-2 below	41.25	17.71
ESOP 2014-Secondary (Grant 3)	49,00,000	08.11.2017		Note-2 below	60.95	31.03
ESOP 2014-Primary (Grant1)	1,00,00,000	12.08.2016		21.4	21.50	11.42
ESOP 2014-Secondary (Grant 4)	10,00,000	12.11.2019		Note-2 below	25.20	5.91
ESOP 2014-Secondary (Grant 5)	18,00,000	31.01.2020		Note-2 below	23.95	6.97
ESOP 2014-Secondary (Grant 6)	11,30,000	25.03.2020		Note-2 below	8.85	1.19
ESOP 2014-Secondary (Grant 7)	7,27,793	22.03.2021		Note-2 below	6.40	0.91
ESOP 2014-Secondary (Grant 8)	58,89,500	02.02.2022		Note-2 below	7.50	0.93

Note-1 The options granted vest over a period of 3 years from the date of the grant in proportions specified in the Scheme. Options may be exercised within 3 years from date of vesting.

Note-2 Market price of the Equity Share of the Company as on date of grant of Option or the cost of acquisition of such shares to the Company applying FIFO basis, whichever is higher.

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34.2 Options were priced using a Black Scholes option pricing model. Expected volatility is based on the historical share price volatility over the past 1 year.

Inputs into the model	ESOP 2011	ESOP 2014-Secondary Grant 1	ESOP 2014-Primary	ESOP 2014-Secondary Grant 2	ESOP 2014-Secondary Grant 3
Expected volatility (%)	56.55%	64.18%	48.88%	38.68%	44.85%
Option life (Years)	4-6	4-6	4-6	4-6	4-6
Dividend yield (%)	0%	0%	0%	0%	0%
Risk-free interest rate (Average)	7.82% - 8.09%	7.55% - 7.91%	7.12%-7.25%	6.43% - 6.64%	6.67% - 6.88%

	ESOP 2014-Secondary Grant 4	ESOP 2014-Secondary Grant 5	ESOP 2014-Secondary Grant 6	ESOP 2014-Secondary Grant 7	ESOP 2014-Secondary Grant 8
Expected volatility (%)	44.08%	47.01%	55.91%	56.50%	62.00%
Option life (Years)	4-6	4-6	4-6	4-6	4-6
Dividend yield (%)	0%	0%	0%	0%	0%
Risk-free interest rate (Average)	5.86% - 6.33%	5.94% - 6.38%	5.56% - 6.04%	4.82% - 5.67%	5.08% - 6.00%

34.3 Movement in share options during the year

The following reconciles the share options outstanding at the beginning and end of the period:

Particulars	Year ended 31st March 2024		Year ended 31st March 2023	
	Number of options	Weighted average exercise price (Rs.)	Number of options	Weighted average exercise price (Rs.)
Balance at beginning of period				
ESOP 2011	-	-	-	-
ESOP 2014 secondary	7,00,000	Refer Note-2 above	1,04,97,293	Refer Note-2 above
ESOP 2014 primary	-	-	2,57,500	21.40
Granted during the period				
Forfeited during the period				
ESOP 2014 secondary	-	Refer Note-2 above	97,97,293	Refer Note-2 above
ESOP 2014 primary	-	-	2,57,500	-
Exercised during the period	-	-	-	-
Expired during the period	-	-	-	-
Balance at end of period				
ESOP 2011	-	-	-	-
ESOP 2014 secondary	7,00,000	Refer Note-2 above	7,00,000	Refer Note-2 above
ESOP 2014 primary	-	-	-	-

34.4 Share options exercised during the year

No options were exercised during the financial year 2023-24 (Previous Year: Nil).

34.5 Share options outstanding at the end of the year

The share options outstanding at the end of the year had a weighted average remaining contractual life of 1,148 days (Previous year: 1,514 days).

Out of the ESOPs outstanding, the number of options exercisable are as under :-

Particulars	Year ended 31st March 2024	Year ended 31st March 2023
ESOP 2011	-	-
ESOP 2014 secondary	3,50,000	1,40,000
ESOP 2014 primary	-	-

34.6 The expense recognised for employee services received during the year is shown in the following table:

(Rs. In lakhs)

Particulars	Year ended 31st March 2024	Year ended 31st March 2023
Expenses arising from equity settled share based payment transactions	2.08	13.12

35 RELATED PARTY TRANSACTION

35.1 Name of Related Party and Nature of Relationship

a) Subsidiary Companies

Aadhaar Wholesale Trading and Distribution Limited
Appu Nutritions Private Limited
Bloom Foods and Beverages Private Limited
Delect Spices and Herbs Private Limited
FCEL Overseas FZCO
FCL Tradevest Private Limited
Future Food and Products Limited (upto 30th November 2023)
Future Food Processing Limited (upto 30th November 2023)
Integrated Food Park Limited
Nilgiri's Mechanised Bakery Private Limited
Nilgiris Franchise Limited
The Nilgiri Dairy Farm Private Limited

b) Associate

MNS Foods Limited (w.e.f 22nd December 2023)

c) Joint Venture

Aussee Oats India Limited
Aussee Oats Milling (Private) Limited
Fonterra Future Dairy Private Limited
Hain Future Natural Products Private Limited
Illusie Trading Company (Formerly Known as Mibelle Future Consumer Products AG) (upto 11th April, 2022)
Cosmolift Consumer Products Private Limited (Formerly Known as Mibelle India Consumer Product Private Limited) (upto 11th April, 2022)
MNS Foods Limited (upto 22nd December 2023)
Sublime Foods Limited
FCL Speciality Foods Private Limited

d) Key Management Personnel (KMP) and their relatives

Executive Directors

Ms. Ashni Biyani (upto 12th May 2022)

NOTES TO THE STANDALONE FINANCIAL STATEMENTS
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Mr. Amit Kumar Agarwal (upto 15th January 2024)

Mr. Samson Charuvil Samuel (from 04th November 2023)

Non Executive Directors

Mr. Kishore Biyani (upto 21st October 2023)

Mr. Ghyanendra Nath Bajpai (Upto 2nd June, 2023)

Mr. Adhiraj Harish (Upto 3rd May, 2022)

Mr. Rajnikant Sabnavis (Upto 17th November 2023)

Ms. Neelam Chhiber (upto 30th December 2023)

Mr. Deepak Malik (Upto 21st December, 2022)

Mr. Fredric De Mevius (Upto 16th June, 2022)

Mr. Krishan Kant Rathi (Upto 29th September, 2022)

Mr. Harminder Sahni (Upto 13th May, 2022)

Ms. Ashni Biyani (Upto 5th June, 2023)

Mr. Birendra Kumar Agrawal (From 5th August 2023)

Mrs. Lynette Monteiro (From 5th August 2023)

Mr. Ravi Shankar Shrivastava (From 29th December 2023)

Mrs. Shivangi Sharma (From 9th February 2024)

Mrs. Preeti Singhal (From 9th February 2024)

KMP's

Mr. Manoj Gagvani

Mr. Samson Charuvil Samuel (from 12th May 2022, Executive director w.e.f 04th November 2023)

Mr. Jude Linhares (from 29th April 2021 to 15th April 2022)

Mr. Rajendra Bajaj (from 15th February 2022)

Relatives of KMP

Mrs. Ambika Agarwal (From 15th February 2022)

Mrs. Shilpa Gagvani

Mrs. Sonu Bajaj (From 15th February 2022)

Mrs. Purnima Samson Charuvil

e) Entities controlled / having significant influence by KMP and their relatives / person or entity forming a part of the promoter or promoter group

Future Corporate Resources Private Limited

Future Enterprises Limited

Future Lifestyle Fashion Limited

Future Retail Limited

Future Supply Chain Solutions Limited

Future Media (India) Ltd

Bidada Foods Private Limited

Galaxy Cloud Kitchens Limited

Kaizen Dairy Foodworks Private Ltd

Leanbox Logistics Solutions Pvt Ltd

Petunt Food Processors Private Limited

TNSI Retail Private Limited

Travel News Services (India) Pvt Ltd

Jeremia Real Estate Private Limited

Mr. Avinit Bagri

Mrs. Leena Ashutosh Dighe (upto 11 September 2023)

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for the year ended 31st March 2024

Mr. Madhusudan Baheti

Mrs. Neeta Singh

Mr. Nikunj Biyani from 1st April, 2022 Upto 30th October 2022

Mr. Pankaj Somani

from 29th june, 2022

Mr. Rajesh Dwarka Prasad Baheti from 1st April, 2022 Upto 15th April, 2022

Mr. Dayaram Matadeen Soni

Mr. Ramanaidu Daggubati

Mr. Tara Prakash Singh

35.2 Transactions with Related Party

(Rs. In lakhs)

Nature of transactions	Subsidiary	Associate	Joint Venture	Key Management Personnel (KMP) and their relatives	Entities controlled / having significant influence by KMP and their relatives
Investments in Equity/Debentures	385.00	-	1,140.00	-	-
	(1,624.83)	-	-	-	-
Advance Given to Employee	-	-	-	5.00	-
	-	-	-	(20.00)	-
Sale of Investments	-	-	-	-	-
	-	-	-	-	(150.00)
Inter corporate deposits given	-	-	-	-	-
	(2,152.44)	-	-	-	-
Inter corporate deposits received back #	460.14	-	-	-	-
	(7,131.42)	-	-	-	-
Job Work Charges	11.53	-	-	-	-
	(6.25)	-	-	-	-
Sale of products	92.74	-	-	-	-
	(2,542.46)	-	-	-	(4.02)
Interest income	215.33	-	324.34	-	-
	(2,778.44)	-	(387.98)	-	-
Purchase of goods	0.45	-	-	-	
	-	-	(70.93)	-	(5.76)
Managerial remuneration*	-	-	-	319.62	100.51
	-	-	-	(357.07)	(222.19)
Sale of Services	48.00	-	-	-	-
	(12.27)	-	-	-	-
Rent expenses	59.90	-	-	-	18.00
	(428.92)	-	-	-	(142.90)
Warehousing Distribution and Transportation charges	-	-	-	-	-
	-	-	-	-	(380.28)
Sitting fees	-	-	-	26.40	0.50
	-	-	-	(32.75)	-
Sale of fixed assets	103.16	-	-	-	-
	(96.64)	-	-	-	-
Car Lease Rent	-	-	-	11.67	-
	-	-	-	(13.30)	-
Impairment allowances recognised as investments, Inter Corporate Deposits and Other Receivables	8,986.39	-	20.96	-	-
	(27,177.96)	(2,113.92)	(2,190.65)	-	-

NOTES TO THE STANDALONE FINANCIAL STATEMENTS

for the year ended 31st March 2024

Balance as at 31st March, 2024 (Rs. In lakhs)

Nature of transactions	Subsidiary	Associate	Joint Venture	Key Management Personnel (KMP) and their relatives	Entities controlled / having significant influence by KMP and their relatives
Gross Trade and other receivable	3,494.64		904.50		43,693.24
	(3,593.47)	-	(904.50)	-	(44,799.01)
Advance from Customer	-	-	-	-	8.78
	-	-	-	-	(3.28)
Advance given to Supplier	-		7.51	-	-
	(8.74)	-	(71.24)	-	-
Gross Interest receivable	9,048.32	-	2,403.30	-	-
	(9,020.15)	(20.98)	(2,416.82)	-	-
Gross Inter corporate deposits outstanding #	25,741.53	-	4,867.10	-	-
	(27,163.21)	-	(6,395.66)	-	-
Trade payables outstanding	-	-	98.48	20.48	115.60
	-	-	(75.66)	(4.28)	(107.50)
Corporate guarantees outstanding	-	-	40.24	-	-
		-	(99.13)	-	-
Advance Given to Employee	-	-	-	25.00	-
	-	-	-	(20.00)	-
Other Payables	-	-	-	51.93	9.10
	-	-	-	-	(15.47)

Figures in bracket represent previous year's figures.

Particulars	Aadhaar Wholesale Trading and Distribution Limited	Bloom Foods and Beverages Private Limited	The Nilgiri Dairy Farm Private Limited	Integrated Food Park Limited	FCL Tradevest Private Limited	Total
Adjusted Against Loans including Interest Accrued	137.84	41.32	-	230.98	-	**410.14**
	(127.13)	(132.11)	(1,260.00)	(204.00)	(47.44)	**(1,770.68)**
Adjusted Against Trade Receivables	295.77	-	26.45	-	209.91	**532.13**
	(1,158.00)	-	-	-	(410.00)	**(1,568.00)**
Converted to Investments	-	-	-	-	285.28	**285.28**
	-	-	-	-	-	**-**

Figures in bracket represent previous year's figures.

NOTES TO THE STANDALONE FINANCIAL STATEMENTS
for the year ended 31st March 2024

35.3 Disclosure in respect of Material Transactions with Related Parties

(Rs. In lakhs)

Nature of transactions	2023-24	2022-23
Investment in Equity Shares		
FCL Tradevest Private Limited	385.00	-
Advance given to supplier		
Sublime Foods Limited	-	-
MNS Foods Limited	-	-
Sale of Investments		-
FCEL Food Processors Limited	-	-
Ramanaidu Daggubati	-	150.00
Future Consumer Products Limited	-	-
Security Deposit given received back		
Integrated Food Park Limited	-	-
Inter corporate deposits given		
FCL Tradevest Private Limited	-	-
Inter corporate deposits received back		
Aadhaar Wholesale Trading and Distribution Limited	137.84	-
Bloom Foods and Beverages Private Limited	41.32	
Integrated Food Park Limited	280.98	1,802.07
Future Food and Products Limited	-	-
Geona Rice Mill Private Limited	-	-
Future Food Processing Limited	-	-
The Nilgiri Dairy Farm Private Limited	-	5,055.91
Car Lease Rent		
Nidhi Kedawat (Upto 14th February 2022)	-	-
Ambika Agrawal	1.99	2.52
Purnima Samson Charuvil	1.88	2.98
Sonu Rajendra Bajaj	2.52	2.52
Tara Prakash Singh	1.92	1.92
Shilpa Gagwani	3.36	3.36
Job Work Charges		
Integrated Food Park Limited	-	6.25
Aadhaar Wholesale Trading and Distribution Ltd	11.53	-
Geona Rice Mill Private Limited	-	-
Sale of products		
Future Retail Limited	-	-
FCL Tradevest Private Limited	69.54	-
Aadhaar Wholesale Trading and Distribution Limited	23.20	1,239.18
The Nilgiri Dairy Farm Private Limited	-	1,268.70
Interest income		
Aadhaar Wholesale Trading and Distribution Limited	-	849.91
Aussee Oats Milling (Private) Limited	292.93	-
Integrated Food Park Limited	198.00	1,300.56
The Nilgiri Dairy Farm Private Limited	-	298.33
Debentures converted into equity		
Amar Chitra Katha Private Limited	-	-

NOTES TO THE STANDALONE FINANCIAL STATEMENTS
for the year ended 31st March 2024

(Rs. In lakhs)

Nature of transactions	2023-24	2022-23
Sale of fixed assets		
The Nilgiri Dairy Farm Private Limited	-	65.89
Aadhaar Wholesale Trading and Distribution Ltd	18.33	30.75
FCL Tradevest Private Limited	84.77	
Integrated Food Park Limited	-	-
Purchase of goods		
Premium Harvest Limited	-	-
Bloom Foods and Beverages Private Limited	-	-
FCL Tradevest Private Limited	0.45	
MNS Foods Limited	-	10.62
Sublime Foods Limited	-	56.54
Managerial remuneration		
Ms. Ashni Biyani * (Upto 13th May 2022)	-	53.58
Mr. Jude Linhares (from 29th April 2021 to 15th April 2022)	-	22.63
Mr. Manoj Gagvani	111.99	97.29
Mr. Samson Charuvil Samuel (From 12th May 2022)	70.44	86.55
Mr. Rajendra Babulal Bajaj	52.16	
Mr. Amit Kumar Agarwal (From 15th February 2022)	85.03	61.18
Rent expenses	-	
Jeremia Real Estate Private Limited	18.00	-
Future Supply Chain Solutions Limited	-	142.90
Integrated Food Park Limited	59.90	428.92
Warehousing Distribution and Transportation charges		
Future Supply Chain Solutions Limited	-	374.66
Purchase of Investments		
MNS Foods Limited	1,140.00	-
FCL Tradevest Private Limited	-	-
The Nilgiri Dairy Farm Private Limited	-	1,624.83
Advance Given to Employee		
Rajendra Babulal Bajaj	5.00	
Manoj Gagvani	-	20.00
Sale of Services		
Integrated Food Park Limited	24.00	
The Nilgiri Dairy Farm Private Limited	24.00	
Aadhaar Wholesale Trading and Distribution Ltd	-	12.27
Sitting fees		
Mr. Birendra Kumar Agrawal	6.25	
Mr. Lynette Monterio	5.25	
Mr. Ghyanendra Nath Bajpai	-	8.75
Mr. Kishore Biyani	-	5.25
Mr. Adhiraj Harish (Upto 3rd May, 2022)	-	1.25
Mr. Harminder Sahni (Upto 13th May, 2022)	-	3.75
Mr. Krishan Kant Rathi (Upto September 29, 2022)	-	4.00
Ms. Neelam Chhiber	5.00	6.00

NOTES TO THE STANDALONE FINANCIAL STATEMENTS

for the year ended 31st March 2024

(Rs. In lakhs)

Balance as at 31st March	2023-24	2022-23
Trade and other receivable ***		
Aadhaar Wholesale Trading and Distribution Limited	-	1,168.52
Future Corporate Resources Private Limited	5,762.14	6,863.35
Future Retail Limited	37,803.97	37,819.43
The Nilgiri Dairy Farm Private Limited	-	2,267.43
Interest receivable***		
Aadhaar Wholesale Trading and Distribution Limited	3,074.00	3,074.00
The Nilgiri Dairy Farm Private Limited	-	370.40
Aussee Oats Milling (Private) Limited	2,369.85	2,046.44
Integrated Food Park Limited	5,492.17	5,110.93
Inter corporate deposits outstanding***		
Aadhaar Wholesale Trading and Distribution Limited	8,789.16	8,927.00
Aussee Oats Milling (Private) Limited	4,802.10	4,735.46
Integrated Food Park Limited	15,138.61	13,299.84
The Nilgiri Dairy Farm Private Limited	-	1,341.59
Advance from Customer		
LeanBox Logistics Solutions Private Limited	8.78	3.28
Advances given outstanding		
Sublime Foods Limited	7.51	9.51
FCEL FZCO	-	8.74
MNS Foods Limited	-	61.32
Trade payables		
Future Enterprises Limited	98.92	98.92
Hain Future Natural Products Private Limited	84.94	62.12
Corporate guarantees outstanding		
MNS Foods Limited	40.24	99.12
Advance given to Employee		
Rajendra Babulal Bajaj	5.00	
Manoj Gagvani	20.00	20.00
Other Payable		
Amit Kumar Agarwal	18.03	
Ashni Biyani	27.16	

*includes share based payments to managerial personnel.
** Reversal of investment due to cancelation of ESOPs on resignation by employees
*** Gross of Expected credit loss provision/Impairments.

35.4 Terms and conditions of transactions with related parties

The sales to and purchases from related parties are made on terms equivalent to those that prevail in arm's length transactions. Outstanding balances at the year-end are unsecured and interest free and settlement occurs in cash. There have been no guarantees provided or received for any related party receivables or payables. For the year ended 31 March 2024, the Company has recorded an impairment loss of Rs.1375.99 lakhs on receivables relating to amounts owed by related parties (31 March 2023: Rs. 140.71 lakhs). This assessment is undertaken each financial year through examining the financial position of the related party and the market in which the related party operates.

35.5 Loans & Corporate Guarantees to Related Parties

The Company has given loans and corporate guarantees to subsidiaries and relevant joint ventures in the ordinary course of business to meet the working capital requirements of subsidiaries and joint ventures. (Refer note 38 & 44)

NOTES TO THE STANDALONE FINANCIAL STATEMENTS
for the year ended 31st March 2024

35.6 Compensation of key management personnel

(Rs. In lakhs)

Particulars	Year ended 31st March 2024	Year ended 31st March 2023
Short term employee benefits	319.62	357.07
Total compensation paid to key management personnel	**319.62**	**357.07**

The amounts disclosed in the table are the amounts recognised as an expense during the reporting period related to key management personnel.

This do not include the provision made for gratuity and expenses for Leave Encashment as they are determined on an actuarial basis for the Company as a whole.

Directors interest in ESOP

No ESOP option is outstanding to Directors for the year ended March 31, 2024 and March 31, 2023.

36 CONTINGENT LIABILITIES

(Rs. In lakhs)

Particulars	As at 31st March 2024	As at 31st March 2023
Claims against the company not acknowledged as debt*	41.05	45.45
Disputed income tax demands	-	-
Disputed indirect tax matters	646.63	361.47
Corporate guarantees issued to banks and financial institutions are against credit facilities issued to third parties (Loans outstanding as at 31st March 2024 Rs. 40.24 lakhs; Previous Year Rs. 99.13 lakhs)	3,951.83	4,721.90
	4,639.51	**5,128.82**

* Does not include cases where liability is not ascertainable.

Future cash outflows in respect of matters considered disputed are determinable only on receipt of judgments/decisions pending at various forums/authorities. The management does not expect these claims to succeed and accordingly, no provision for the contingent liability has been recognized in the financial statements.

The Company's pending litigations comprise of claims against the Company primarily by the customers and proceedings pending with tax authorities. The Company has reviewed all its pending litigations and proceedings and has adequately provided for where provisions are required and disclosed contingent liabilities where applicable, in its financial statements. The Company does not expect the outcome of these proceedings to have a material adverse effect on the financial statements.

37 CAPITAL COMMITMENT

The estimated amount of contracts remaining to be executed on capital account as at 31st March 2024 is Rs. Nil (Previous Year Rs Nil)

NOTES TO THE STANDALONE FINANCIAL STATEMENTS

for the year ended 31st March 2024

38 DISCLOSURE REQUIREMENT OF LOANS AND ADVANCES/ INVESTMENTS AS PER SCHEDULE V OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATION, 2015

(Rs. In lakhs)

Name of the Company	Outstanding Loan Amount		Maximum Loan Amount Outstanding	
	As at 31st March 2024	As at 31st March 2023	During the year ended 31st March 2024	During the year ended 31st March 2023
Subsidiaries:				
Aadhaar Wholesale Trading and Distribution Limited	2,248.82	3,194.38	3,194.38	9,024.45
The Nilgiri Dairy Farm Private Limited	1,341.59	1,341.59	1,341.59	6,397.49
Integrated Food Park Limited	9,000.00	15,402.29	15,402.29	15,402.29
Nilgiris Franchisee Limited	-	-	-	34.00
Bloom Foods and Beverages Private Limited	-	-	-	500.00
Future Food Processing Limited	-	-	-	592.84
FCL Tradevest Private Limited #	75.50	75.50	360.78	360.78
Joint ventures:				
Aussee Oats Milling (Private) Limited *	4,802.10	4,735.46	4,802.10	4,792.32
Aussee Oats India Limited *	65.00	65.00	65.00	65.00
MNS Food Limited*	-	38.10	747.20	747.20
	17,533.01	**24,852.31**	**25,913.33**	**37,916.37**

* These Companies are treated as subsidiaries as per the provision of Section 2(87) of the Companies Act, 2013.

Refer Note 42.1 for impairment of Inter Corporate Deposits.

39 THE INFORMATION AS REQUIRED TO BE DISCLOSED UNDER THE MICRO, SMALL AND MEDIUM ENTERPRISES DEVELOPMENT ACT, 2006 HAS BEEN DETERMINED TO THE EXTENT SUCH PARTIES HAVE BEEN IDENTIFIED BASED ON INFORMATION AVAILABLE WITH THE COMPANY.

(Rs. In lakhs)

Particulars	As at 31st March 2024	As at 31st March 2023
Principal amount due to suppliers registered under the MSMED Act and remaining unpaid as at period end*	439.52	437.39
Interest due to suppliers registered under the MSMED Act and remaining unpaid as at period end	72.12	42.46
Interest paid, other than under section 16 of MSMED Act, to suppliers registered under the MSMED act, beyond the appointed day during the period	-	-
Interest paid under section 16 of MSMED Act to suppliers registered under the MSMED act, beyond the appointed day during the period	-	-
The amount of interest accrued and remaining unpaid at the end of the accounting year	171.83	99.71
Further interest remaining due and payable for earlier periods	99.71	57.25

* Out of this Rs. 439.52 lakhs (Previous year: Rs. 422.45 lakhs) is overdue. Also, amount includes Rs. 25.73 lakhs (Previous year: Rs. 40.02 lakhs) is of Capital and Medium payables.

The information has been given in respect of such vendor to the extent they could be identified as Micro and Small Enterprise as on the basis of information available with the Company.

NOTES TO THE STANDALONE FINANCIAL STATEMENTS
for the year ended 31st March 2024

40 BUSINESS COMBINATION

a) **Subsequent acquisition of subsidiaries from The Nilgiri Dairy Farm Private Limited (Pertaining only to Previous Year ended March 31, 2023):**

The Company has entered into share purchase agreements with its subsidiaries i.e., The Nilgiri Dairy Farm Private Limited (NDF), Nilgiris Franchise Limited (NFL), Nilgiri's Mechanised Bakery Private Limited (NMB) and Appu Nutritions Private Limited (Appu).

In accordance with the agreements, as a part of purchase consideration, the Company has converted it's Loans (including interest) of Rs. 1,624.83 given to NDF for purchase of investments of NFL, NMB and Appu (earlier hold by NDF) as below:

(Rs. in lakhs)

Investee Company	Type of shares and Face Value	Number of shares	Consideration
Nilgiri's Mechanised Bakery Private Limited	Equity shares of Rs. 10 each	1,19,829	Nil
Nilgiri's Mechanised Bakery Private Limited	Preference shares of Rs. 100 each	10,00,000	92.26
Nilgiris Franchise Limited	Equity shares of Rs. 100 each	4,25,000	599.24
Appu Nutritions Private Limited	Equity shares of Rs. 1,000 each	760	933.33

Note: The Fair value per share for above conversations is in accordance with the valuations performed by an external valuer.

b) 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 previous year figures have been restated whereever required.

41 ASSET HELD FOR SALE

(Rs. In lakhs)

Particulars	March 31, 2024	March 31, 2023
Investment in Amar Chitra Katha Private Limited (Refer Note a)	422.64	2,563.07
Property, Plant and Equipments (Refer Note b)	2,742.79	2,217.50
Total	**3,165.43**	**4,780.57**

Note a

The Company was allotted 13,20,159 equity shares of Amar Chitra Katha Private Limited (ACK), upon conversion of 4,977 Compulsorily Convertible Debentures (CCDs) on maturity in previous year ended March 31, 2022, which is an associate of the Company. The Board of Directors of the Company have vide their resolution dated February 10, 2022 resolved to liquidate the Company's stake in ACK pursuant to which the investment in ACK has been recognized as Current Asset Held For Sale. In May 2022, the Company has entered into a definitive agreement for sale of part of its stake in ACK for 3,61,290 equity shares, at a total consideration of Rs. 1,362.00 lakhs out of which shares worth Rs. 1,062.01 lakhs (Previous year Rs. 300 lakhs) have been sold during the year ended March 31, 2024. Further, considering the expected realisable value of these investments, the Company recognised an impairment loss of Rs. 1078.42 lakhs (Previous year Rs. 2,113.92 lakhs) during the year ended March 31, 2024, which has been included in the exceptional items.

Note b

Due to significant reductions in business operations, the Company intends to sell certain Property, Plant & Equipment (PPE) at various locations. During the current year, the Company has transfer PPE having net book value of Rs. 567.81 lakhs, which has recoverable value of Rs. 565.00 lakhs to current assets held for sale. Accordingly impairment loss of Rs. 2.81 lakhs is recognized during the year ended March 31, 2024 on these assets, which has been included in exceptional items. The Company has also sold assets of Rs. 39.71 lakhs and having aggregate PPE of Rs. 2,742.79 lakhs as Asset held for sale

NOTES TO THE STANDALONE FINANCIAL STATEMENTS

for the year ended 31st March 2024

42 EXCEPTIONAL ITEMS

(Rs. In lakhs)

Particulars	Note	Year ended 31st March 2024	Year ended 31st March 2023
Impairment of Investments	42.1	20.96	14,640.47
Impairment of Intercorporate deposits including interest thereon	42.1	8,986.39	13,882.13
Impairment of Asset Held for Sale	41	1,078.42	4,233.03
Impairment of Property, Plant and Equipments	42.2	442.23	5,409.05
Impairment of Brands	42.3	-	7,667.56
Goodwill written off	42.4	-	2,951.82
Provision of Inventory	42.5	-	754.98
Provision on other receivables	42.6	-	(160.04)
Write back of provisions and liabilities	42.7	-	(4,196.89)
Gain on sale of Property, Plant and Equipments	42.8	(12.81)	(588.76)
Total		**10,515.18**	**44,593.35**

42.1 Impairment of Investments and Inter-Corporate Deposits (including Interest)

a) MNS Foods Limited

The Company has converted Intercorporate deposits, interest accrued thereon and advances given to MNS Foods Limited totalling to Rs. 1,140 lakhs into 1140000 Numbers of 0.001% Compulsory Convertible Debentures of MNS Foods Private Limited of Rs. 100 each. As on March 31, 2023 the net book value of Intercorporate deposits and interest thereon is Rs. 356.28 lakhs and during the year interest on ICD charged is Rs. 20.96 lakhs agreegating to Rs. 377.24 lakhs as on March 31, 2024. Durtng the year, the Company has recognised impairment loss on interest income of Rs. 20.96 lakhs (Previous year Rs. nil) and Intercorporate deposits of Rs. Nil (Previous Year Rs. 709.10 Lakhs). MNS is a joint venture of the Company, impairment is considered due to lower business performance and based on the analysis of recoverable value of MNS.

b) Aadhaar Wholesale Trading & Distribution Limited

During the year Aadhaar Wholesale Trading & Distribution Limited (Aadhaar), a wholly owned subsidiary of the company, has approved transfer of business undertaking to 'Brescon CAT-1 (AIF) Special Situation Fund' ('Purchaser') by way of slump sale for an aggregate consideration of Rs. 2,300 lakhs and other terms as agreed by and between the subsidiary company and the said Purchasers. Accordingly the Company has recognized an impairment loss on its investments and Intercorporate deposits (including interest) given to Aadhaar of Rs. Nil (previous year Rs. 5,317.83 Lakhs) and Rs. 807.71 lakhs (Previous year Rs. 8,806.62 lakhs) respectively.

c) Bloom Foods and Beverages Private Limited

The Company has received interest from Bloom Foods and Beverages Private Limited (Bloom), a subsidiary of the Company of Rs. 41.32 lakhs during the year ended March 31, 2024. In previous years the Company has fully impaired the intercorporate deposits and interest thereon. As the amount is received from Bloom impairment of interest to the extent of receipts has been reversed. During the year ended March 31, 2023 the Company has recognized an impairment loss of Rs. 625.49 lakhs on its investment and Rs. 542.60 lakhs on Inter Corporate Deposits (including interest) given to Bloom, due to lower business performance and based on the analysis of recoverable value. Recoverable amount has been calculated as fair value less cost to sell in accordance with the requirements of applicable financial reporting framework.

d) Integrated Food Park Limited

The Company has recognized an impairment loss of Rs. 8,220.00 (Previous year Rs. 3,410.19 lakhs) on Inter Corporate Deposits (including interest) given to Integrated Food Park Limited, a step-down subsidiary of the Company due to lower business performance and based on the analysis of recoverable value. Recoverable amount has been calculated as fair value less cost to sell in accordance with the requirements of applicable financial reporting framework.

e) FCL Tradevest Private Limited (Pertaining only to Previous Year ended March 31, 2023)

Consequent to the impairment in its step-down subsidiaries due to lower business performance and based on the analysis of recoverable value, the Company has recognized an impairment loss of Rs. 7874.00 lakhs on its investment and Rs. 376.74 lakhs on Inter Corporate Loans (including interest) in FCL Tradevest Private Limited, a wholly owned subsidiary. Recoverable amount has been calculated as fair value less cost to sell in accordance with the requirements of applicable financial reporting framework. Impairments in step down subsidiaries are as follows:

1. Future Food and Products Limited Rs. Rs. 2,353.00 lakhs

NOTES TO THE STANDALONE FINANCIAL STATEMENTS

for the year ended 31st March 2024

2. Integrated Food Park Private Limited Rs. 4,023.19 lakhs
3. MNS Foods Limited Rs. 86.00 lakhs
4. Delect Foods & Spices Rs. 255.00 lakhs
5. Hain Future Natural Products Private Limited Rs. 37.19 lakhs and
6. Future Food Processing Limited Rs. 772.59 lakhs

f) Hain Future Natural Products Private Limited (Pertaining only to Previous Year ended March 31, 2023)

The Company has recognized an impairment loss of Rs. Rs. 599.24 lakhs on its investment and Interest receivable in Hain Future Natural Products Private Limited (Hain), a joint venture due to lower business performance and based on the analysis of recoverable value. The enterprise value is based on a value in use calculation which uses Cash Flow Projections based on financial budget approved by the management covering a period of five years, discounted at a rate of 13.93% per annum, that is the weighted average cost of capital. Cash flows beyond the period of five years have been extrapolated using the steady growth rate of 5% per annum, based on the long-term average growth rate for Hain's business.

g) Nilgiri's Mechanised Bakery Private Limited (Pertaining only to Previous Year ended March 31, 2023)

The Company has recognized an impairment loss of Rs. 174.63 lakhs on its investments in Nilgiris Mechanised Bakery Private Limited (NMBPL), a subsidiary of the Company due to lower business performance and based on the analysis of recoverable value. Recoverable amount has been calculated as fair value less cost to sell in accordance with the requirements of applicable financial reporting framework.

h) Nilgiris Franchise Limited (Pertaining only to Previous Year ended March 31, 2023)

The Company has recognized an impairment loss of Rs. 49.28 lakhs on its investments in Nilgiris Franchise Limited (NFL), a subsidiary of the Company due to lower business performance and based on the analysis of recoverable value. Recoverable amount has been calculated as fair value less cost to sell in accordance with the requirements of applicable financial reporting framework.

42.2 Impairment of Property, Plant and Equipments (PPE)

Due to significant reductions in business operations, and based on an analysis of the recoverable value, the Company has considered an impairment loss of Rs. Rs. 442.23 lakhs (Previous year 5,409.05 lakhs) during the current year on some of its Property, Plant and Equipments (PPE). Recoverable amount has been calculated as fair value less cost to sell in accordance with the requirements of applicable financial reporting framework. Among these assets, the Company is planning to sell some PPE and those are classified as Assets held for Sale in accordance with IndAS 105.

42.3 Impairment of Brands

Brand and Brand usage rights (Pertaining only to Previous Year ended March 31, 2023):

The Company is currently facing significant liquidity crunch which has adversely impacted the business operation of the Company. Consequently, based on an analysis of the recoverable value of its brands, the Company has fully impaired the book value of its brand of Rs. 317.00 lakhs and brand usage rights of Rs. 7,350.56 lakhs during the year ended March 31, 2023.

42.4 Goodwill written off - Centre of Plate (Pertaining only to Previous Year ended March 31, 2023):

The Company is currently facing significant liquidity crunch which has adversely impacted the business operation of the Company including its operations at Centre of Plate business. Based on an analysis of the recoverable value, the Company has fully written off the book value of the Goodwill that was relating to this business amounting to Rs. 2,951.82 lakhs during the year ended March 31, 2023 that has been included in exceptional items.

42.5 Provision on Inventory (Pertaining only to Previous Year ended March 31, 2023):

Due to lower business performance of the Company including its operations at Centre of Plate business, the Company has created a 100% provision on the Inventory of packaging materials relating to this business considering its negligible recoverable value. Consequently, a loss of Rs. 754.98 lakhs is included in exceptional items during the year ended March 31, 2023.

42.6 Provision on Other Receivables (Pertaining only to Previous Year ended March 31, 2023):

The Company has identified a financial asset whose net book value is Rs. 855.43 lakhs as non-recoverable. Consequently, an impairment loss of Rs. 855.43 lakhs is included in exceptional items during the year ended March 31, 2023.

42.7 Write back of provisions/liabilities (Pertaining only to Previous Year ended March 31, 2023):

Basis negotiations with the vendors on price and deficiency in the service and considering certain old liablities which are no longer payable, the Company has written back these provisions for expenses and liabilities, amounting to Rs. 4,196.89 lakhs.These write back of Provisions/ Liabilities are classified as exceptional items during the year ended March 31, 2023.

42.8 Gain on sale of Property, Plant and Equipments

The Company has sold property, plants and equipments during the year and recognised gain of Rs. 12.81 lakhs (Previous year land classified under assets held for sale was sold having book value of Rs. 3,571.53 lakhs for Rs. 4,160.28 lakhs).

43 LIST OF SUBSIDIARIES AND JOINT VENTURES ALONG WITH PROPORTION OF OWNERSHIP INTEREST HELD:

Name of the Company	Relationship	Proportion of ownership interest and voting power held by the Group	
		As at 31st March 2024	As at 31st March 2023
Aadhaar Wholesale Trading and Distribution Limited	Subsidiary	100.00%	100.00%
Bloom Foods and Beverages Private Limited	Subsidiary	100.00%	100.00%
FCEL Overseas FZCO	Subsidiary	60.00%	60.00%
The Nilgiri Dairy Farm Private Limited ("NDF")	Subsidiary	100.00%	100.00%
Appu Nutritions Private Limited (NDF Subsidiary till 30.03.2023, FCL subsidiary w.e.f. March 31, 2023)	Subsidiary	100.00%	100.00%
Nilgiri's Mechanised Bakery Private Limited (NDF Subsidiary till March 30, 2023 FCL subsidiary w.e.f. March 31, 2023)	Subsidiary	100.00%	100.00%
Nilgiris Franchise Limited (NDF Subsidiary till 30.03.2023, FCL subsidiary w.e.f. March 31, 2023)	Subsidiary	100.00%	100.00%
FCL Tradevest Private Limited ("FCL TPL")	Subsidiary	100.00%	100.00%
Future Food Processing Limited (Formerly known as Future Food Processing Private Limited) (Merged with FCL w.e.f November 30, 2023) Refer Note 40(b)	Subsidiary of FCL TPL (Merged with FCL)	NA	100.00%
Future Food and Products Limited (Merged with FCL w.e.f November 30, 2023) Refer Note 40(b)	Subsidiary of FCL TPL (Merged with FCL)	NA	100.00%
Integrated Food Park Limited (Formerly known as Integrated Food Park Private Limited)	Subsidiary of FCL TPL	100.00%	100.00%
Delect Spices and Herbs Private Limited	Subsidiary of FCL TPL	99.82%	99.82%
Sublime Foods Limited (Formerly known as Sublime Foods Private Limited) ("SFPL")	Joint Venture (Held by FCL TPL)	51%	51%
Illusie Trading Company (Formerly known as Mibelle Future Consumer Products AG) ceased w.e.f 11.04.2022	Joint Venture till 11 Apr, 2022	NA	50%
Cosmolift Consumer Products Private Limited (formerly known as Mibelle India Consumer Product Private Limited) ceased w.e.f 11.04.2022	Joint Venture till 11 Apr, 2022	NA	50%
Aussee Oats India Limited (Formerly known as Aussee Oats India Private Limited)	Joint Venture	50% + 1 Share	50% + 1 Share
Aussee Oats Milling (Private) Limited	Joint Venture	50% + 1 Share	50% + 1 Share
MNS Foods Limited (Formerly known as MNS Foods Private Limited) (Joint Venture till 22.12.2023, Associate w.e.f 22.12.2023)	Joint Venture till 22 Dec, 2023	32.88%	50.01%
Hain Future Natural Products Private Limited	Joint Venture	50%	50%
Fonterra Future Dairy Private Limited	Joint Venture	50%	50%

44 Particulars of loans given/ investments made/ guarantees given as required by clause (4) of Section 186 of the Companies Act, 2013

1) Loans given

The Company has not given any loan during the current year and previous year.

2) Investment made

The Company has not made any investment during the current year and previous year.

Guarantees given during the year is Rs. Nil (Previous year Rs. Nil)

NOTES TO THE STANDALONE FINANCIAL STATEMENTS

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45 Ratios including reason for variance of more than 25% as required by Schedule III

Sr. No.	Ratio	Numerator	Denominator	31-Mar-24	31-Mar-23	% change
1	Current ratio	Current Assets	Current Liabilities	0.07	0.16	-55%
	Reason for variance – The decrease in ratio is due to decrease in current assets on account of ECL provision on receivables, decrease in inventories and decrease in loans.					
2	Debt- Equity Ratio	Total Debt (Borrowings)	Shareholder's Equity	(1.39)	(3.91)	-64%
	Reason for variance – The decrease in ratio is due to reduction in equity on account of losses during the year.					
3	Debt Service Coverage ratio	Net Profit after taxes + Non-cash operating expenses like depreciation and other amortizations + Interest + other adjustments like loss on sale of Fixed assets etc.	Interest & Lease Payments + Principal Repayments	0.02	0.04	-54%
	Reason for variance – The decrease in ratio is due to reduction in revenue from operation on account of reduction in business operations and impairment of assets in exceptional items (Refer Note No. 43).					
4	Return on Equity ratio	Net Profit After Taxes	Average Shareholder's Equity	(0.95)	(3.34)	-71%
	Reason for variance – Decrease in ratio is due to decrease in equity mainly due to ECL provision and Impairment of assets in exceptional items (Refer Note No. 43).					
5	Inventory Turnover ratio	Cost of goods sold = Cost of material consumed + Change in inventory + Purchase of Traded goods	Average Inventory	2.10	2.59	-19%
	Reason for variance – Decrease in Inventory turnover is due to decrease in purchase on account of reduction in business operations.					
6	Trade Receivable Turnover Ratio	Revenue from Operations	Average Trade Receivable	0.15	0.56	-74%
	Reason for variance – Decrease in ratio is mainly due to decrease in revenue due to reduction in business operations.					
7	Trade Payable Turnover Ratio	Purchase of Traded goods + Purchases of Raw material (Including packing material and Stores)	Average Trade Payables	0.00	0.43	-100%

NOTES TO THE STANDALONE FINANCIAL STATEMENTS
for the year ended 31st March 2024

Sr. No.	Ratio	Numerator	Denominator	31-Mar-24	31-Mar-23	% change
	Reason for variance – Decrease in ratio is due to decrease in purchases of traded goods and raw material on account of decreases in business operations.					
8	Net Working Capital Turnover Ratio	Revenue from operations	Working capital = Current assets – Current liabilities	(0.00)	(0.10)	-96%
	Reason for variance – Increase in ratio is mainly due to decrease in working capital due to increase in current borrowings and decrease in revenue .					
9	Net Profit ratio	Net Profit After Taxes	Revenue from operations	-8772%	-1022%	759%
	Reason for variance – The reason for variance is due to increase in losses and decrease in revenue from operation on account of reduction in business operations.					
10	Return on Capital Employed	Net Profit before interest and taxes and exceptional item	Shareholder's Equity = Equity - Goodwill - Other Intangible Assets	(0.25)	(0.11)	127%
	Reason for variance - Increase in ratio is due to reduction in equity mainly due to ECL provision on receivables					
11	Return on Investment	Interest (Finance Income)	Average cash & cash equivalent + Non Current Investments	0.03	0.12	-75%

46 CORPORATE SOCIAL RESPONSIBILITY

As per Section 135 of the Companies Act, 2013, a Company, meeting the applicability threshold, needs to spend at least 2% of its average net profit for the immediately preceding three financial years on corporate social responsibility (CSR) activities. The areas for CSR activities are eradication of hunger and malnutrition, promoting education, art and culture, healthcare, destitute care and rehabilitation, environment sustainability, disaster relief and rural development projects. A CSR committee has been formed by the Company as per the Act. The Company has incurred losses in current and in previous years, Accordingly, as the average net profit for immediately preceding three financial years is Rs. NIL there are no amounts required to be spend on corporate social responsibility under section 135 of the Companies Act, 2013. Consequently, there are no unspent amount on ongoing projects / other than ongoing projects.

47 GOING CONCERN

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 42 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.

NOTES TO THE STANDALONE FINANCIAL STATEMENTS

for the year ended 31st March 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. 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. 37,803.97 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 it's 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 42 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 TO THE STANDALONE FINANCIAL STATEMENTS

for the year ended 31st March 2024

48 FORENSIC AUDIT OF THE COMPANY

The Company has received through email a letter from Securities and Exchange Board of India Bearing Ref.: SEBI/HO/CFID_SEC2/P/OW/2022/34082/1 dated 3rd August, 2022 ("SEBI Letter") addressed to Interim Resolution Professional ("IRP") of Future Retail Limited ("FRL") intimating about appointment of M/s Chokshi & Chokshi LLP, Chartered Accountants as forensic auditors with respect to Consolidated Financial Statements of FRL and audit of books of 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.

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.

49 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.

50 OTHER STATUTORY INFORMATION

(i) The Company does not have any benami property, where any proceeding has been initiated or pending against the Company for holding any benami property.

(ii) The Company does not have any transactions with companies struck off.

(iii) The Company does not have any charges or satisfaction which is yet to be registered with ROC beyond the statutory period,

(iv) The Company has not traded or invested in crypto currency or virtual currency during the financial year.

(v) The Company has not advanced or loaned or invested funds to any other persons or entities, including foreign entities (Intermediaries) with the understanding that the Intermediary shall:

- (a) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company (Ultimate Beneficiaries) or
- (b) provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries

(vi) The Company has not received any fund from any persons or entities, including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the Company shall:

- (a) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (Ultimate Beneficiaries) or
- (b) provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries,

(vii) The Company does not have any such transaction which is not recorded in the books of accounts that has been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (such as, search or survey or any other relevant provisions of the Income Tax Act, 1961.

(viii) The Company has complied with the number of layers prescribed under clause 87 of section 2 of the Companies Act, 2013 read with Companies (restriction on number of layers) rules, 2017.

51 RECENT PRONOUNCEMENT

Ministry of Corporate Affairs ("MCA") notifies new standards or amendments to the existing standards underCompanies (Indian Accounting Standards) Rules as issued from time to time. For the year ended March 31, 2024, MCA has not notified any new standards or amendments to the existing standards applicable to the Company.

NOTES TO THE STANDALONE FINANCIAL STATEMENTS
for the year ended 31st March 2024

52 PREVIOUS YEAR NOTE

Previous year figures have been regrouped and re-classified where necessary to make them comparable.

The accompanying notes are an integral part of the standalone financial statements (1 - 52)

As per our report of even date
For Borkar & Muzumdar
Chartered Accountants
ICAI Firm Registration number : 101569W

Deepak Kumar Jain
Partner
Membership No : 154390

Place : Mumbai
Date : 23-05-2024

For and on behalf of the Board of Directors of Future Consumer Limited

Samson Samuel
Managing Director
Place: Mumbai

Birendra Agrawal
Chairman
Place: Mumbai

Manoj Gagvani
Company Secretary
& Head - Legal
Place: Mumbai

Rajendra Bajaj
Chief Financial Officer
Place: Mumbai

Date : 23-05-2024

Corporate Identity Number of Future Consumer Limited is L52602MH1996PLC192090

NOTES TO THE STANDALONE FINANCIAL STATEMENTS

for the year ended 31st March 2024

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 themanagement) 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.

Statement on Impact of Audit Qualifications (for audit report with modified opinion) submitted along-with Annual Audited Financial Results - (Standalone and Consolidated separately)

III. **Signatories:**

- **CEO~~/Managing Director~~** - **Mr. Samson Samuel**
- **CFO** - **Mr. Rajendra Bajaj**
- **Audit Committee Chairman** - **Mr. 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

CONSOLIDATED FINANCIAL STATEMENTS

INDEPENDENT AUDITOR'S REPORT

To the Members of Future Consumer Limited

Report on the Audit of the Consolidated Financial Statements

Qualified Opinion

1. We have audited the accompanying consolidated financial statements of Future Consumer Limited (hereinafter referred to as "the Holding Company"), its subsidiaries (the Holding Company and its subsidiaries together referred to as "the Group") its associate and joint ventures comprising of the consolidated Balance sheet as at March 31, 2024, the consolidated Statement of Profit and Loss, including other comprehensive income, the consolidated Cash Flow Statement and the consolidated Statement of Changes in Equity for the year then ended, and notes to the consolidated financial statements, including a summary of material accounting policies and other explanatory information (hereinafter referred to as "the consolidated financial statements").

2. In our opinion and to the best of our information and according to the explanations given to us and based on the consideration of reports of other auditors on separate financial statements and on the other financial information of the subsidiaries, associate and joint ventures, except for the effects of the matters described in the 'Basis of Qualified Opinion' section of our report, the aforesaid consolidated financial statements give the information required by the Companies Act, 2013, as amended ("the Act") in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the consolidated state of affairs of the Group, its associate and joint ventures as at March 31, 2024, their consolidated loss including other comprehensive loss, their consolidated cash flows and the consolidated statement of changes in equity for the year ended on that date.

Basis for Qualified Opinion

3. As described in Note 50 to the consolidated financial statements as regards non-availability of financial information and ongoing dispute with Joint Venture partner of 2 Joint Venture companies, which are not considered for consolidation in the attached consolidated financial statements, which is a non-compliance of IND AS 27. Consequently, we are unable to determine the impact of such non-compliance on the loss, earnings per share for the year ended March 31, 2024, and investment in joint venture, other equity as of March 31, 2024.

4. We conducted our audit of the consolidated financial statements in accordance with the Standards on Auditing (SAs), as specified under section 143(10) of the Act. Our responsibilities under those Standards are further described in the 'Auditor's Responsibilities for the Audit of the Consolidated Financial Statements' section of our report. We are independent of the Group, it's associate and joint ventures in accordance with the 'Code of Ethics' issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Act and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence obtained by us and other auditors in terms of their reports referred to in "Other Matter" paragraph below, is sufficient and appropriate to provide a basis for our qualified audit opinion on the consolidated financial statements.

Material Uncertainty Related to Going Concern

5. We refer to the Note 51 to the consolidated financial statement, The Group has incurred loss before tax of INR 13,633.84 lakhs during the year and has a net capital deficiency of Rs 30,579.11 lakhs as at March 31, 2024. The Holding company has also suffered consistent downgrades in its credit ratings, as a result of which the Group's ability to raise funds has been significantly impaired, with normal business operations being substantially curtailed. In addition, the Holding Company has defaulted in repayment of loans and interest thereon to banks and consequently the lenders have classified the Holding Company's account as Non performing asset (NPA). Additionally, the Holding Company received a notice on April 26, 2024, from Catalyst Trusteeship Limited regarding outstanding 11.07% Non-Convertible Debentures amounting to Rs. 21,683.32 lakhs (Including principle of Rs 15,882.35 lakhs and Interest accrued of Rs 5,800.97 lakhs) as at 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 Holding Company. These conditions, along with other matters, set forth in said note, indicate the existence of a material uncertainty that may cast significant doubt about the Group's ability to continue as a going concern. As explained in aforesaid note, management is of the view that the appropriateness of Going concern assumption is dependent upon Group's ability to arrange sufficient liquidity by 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 49 to consolidated financial Statement, which more fully describes that forensic audits have been initiated on the Holding Company, by SEBI and by lenders, which are currently in progress.

7. We draw attention to Note 51 to consolidated financial 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 51 to consolidated financial statement towards the Holding Company has outstanding 11.07% Non-Convertible Debentures of Rs. 21,683.30 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 Holding 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 53 to consolidated financial statement towards the Scheme of Amalgamation between Future Food and Products Limited and Future Food Processing Limited and the Future Consumer Limited ("The Holding 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 of Holding Company effective from appointed date. Accordingly figures of the Group consolidated financial statements for the corresponding year ended March 31, 2023, were restated in accordance with the Scheme of Amalgamation between Future Food and Products Limited, Future Food Processing Limited, and Future Consumer Limited ('the Holding Company')."

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

Key Audit Matters

10. Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the consolidated financial statements for the financial year ended March 31, 2024. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. In addition to the matter described in the 'Basis for Qualified Opinion' section and in the 'Material Uncertainty Related to Going Concern' section, we have determined the matters described below to be the key audit matters to be communicated in our report. For each matter below, our description of how our audit addressed the matter is provided in that context.

11. We have fulfilled the responsibilities described in the Auditor's responsibilities for the audit of the consolidated financial statements section of our report, including in relation to these matters. Accordingly, our audit included the performance of procedures designed to respond to our assessment of the risks of material misstatement of the consolidated financial statements. The results of audit procedures performed by us and by other auditors of components not audited by us, as reported by them in their audit reports furnished to us by the management, including those procedures performed to address the matters below, provide the basis for our audit opinion on the accompanying consolidated financial statements.

Key audit matters	How to audit addressed the key audit matter
Impairment of Investment (As described in Note 5, 43 and 44 of the consolidated financial statements)	
During the current year, impairment indicators were identified by the management on certain investments wherein net worth of the investee company is negative or the Carrying value of the investments is higher than the Group's share in net worth. As a result, an impairment assessment was required to be performed by the Group by comparing the carrying value of these investments to their recoverable amount to determine whether an impairment was required to be recognised. For the purpose of the above impairment assessment, recoverable value has been determined on the basis of the open offer available in market for the investment which submitted to banks for monetising by using revenue multiple of comparable companies to future sales or estimated sales value or projections submitted to banks/ quotations from potential buyers or as appropriate, to the respective investment. Furthermore, the recoverable value is highly sensitive to changes in some of the inputs used for forecasting the future cash flows/enterprise value. The determination of the recoverable amount of the investments involved judgment due to inherent uncertainty in the assumptions supporting the recoverable amount of these investments. Accordingly, the impairment of investments was determined to be a key audit matter in our audit of the consolidated financial statements.	Our audit procedures included and were not limited to the following: • We obtained an understanding, evaluated the design and tested the operating effectiveness of controls that the Group has in relation to impairment assessment processes; • We assessed the Group's valuation methodology applied in determining the recoverable amount. In making this assessment, we evaluated the competence and objectivity of Group's internal and external specialists involved in the process; • We assessed the projections submitted to banks for recoverable value of its investments; • We discussed potential changes in key drivers as compared to previous year / actual performance with management to evaluate the inputs and assumptions used in the cash flow forecasts; • Compared the amounts quoted by potential buyer/investor for assets/ business and compared the proposed values with estimated sales values considered by the Group. • Obtained management assessment and evaluated assumptions considered for investments classified as asset held for sale. • We assessed the adequacy of disclosures made in the consolidated financial statement as per Ind As 36 and Ind As 105.
Impairment of Property, Plant and Equipment (As described in Note 4, 43 and 44 of the consolidated financial statements)	
During the year, impairment indicators were identified by the management on certain property, plant and equipment including some PPE asset which are classified as held for sale wherein recoverable value of the property, plant and equipment is less than the carrying value of the property, plant and equipment. As a result, an impairment assessment was required to be performed by the Group by comparing the carrying value of these property, plant and equipment to their recoverable amount to determine whether an impairment loss was required to be recognised. The determination of the recoverable amount of the property, plant and equipment involved judgment due to inherent uncertainty in the assumptions supporting the recoverable amount of these assets. Accordingly, the impairment of property, plant and equipment was determined to be a key audit matter in our audit of the consolidated financial statements.	Our audit procedures included and were not limited to the following: • We obtained an understanding, evaluated the design and tested the operating effectiveness of controls that the Group has in relation to impairment assessment processes; • We assessed the Group's valuation methodology applied in determining the recoverable amount. In making this assessment, we evaluated the competence and objectivity of Group's internal and external specialists involved in the process; • Obtained and assessed third party quotations and management estimates for recoverable values. • We assessed the projections submitted to banks for recoverable value of its property, plant and equipment; • Obtained management assessment and evaluated assumptions considered for property plant and equipment classified as asset held for sale. • We assessed the adequacy of disclosures made in the consolidated financial statements as per Ind AS 36 and Ind AS 105.

Carrying Value of Trade and Other Receivables (as described in Note 12 of the consolidated financial statements)	
As at March 31, 2024, Trade and Other Receivables (net of expected credit loss) constitutes approximately 0.02% of total assets of the Group. The Group is required to regularly assess the recoverability of its Trade and Other receivables. Recoverability of Trade and Other receivables was significant to our audit due to the value of amounts which also represents significant portion of the Group's working capital. Considering the adverse impact of the coronavirus outbreak on the operations of all major industries, there is a significant amount of judgment required in making provision of expected credit loss on trade and other receivables. Further, on July 20, 2022, the Hon'ble National Company Law Tribunal, Mumbai bench ("NCLT") has ordered commencement of the corporate insolvency resolution process of Future Retail Limited, one of the major customer of the Group (Corporate Debtor) in terms of the provisions of Insolvency and Bankruptcy Code, 2016 (the 'Code'). In light of the same, the Group has recorded an expected credit loss of Rs. 37,803.97 lakhs in earlier years on the entirety of the amount receivable from the said customer. Creation of expected credit loss involves judgement as the expected credit losses must reflect information about past events, current conditions and forecasts of future conditions, as well as the time value of money. Accordingly, the recoverability of Trade and Other Receivables is a key audit matter in our audit of the consolidated financial statements.	Our audit procedures included and were not limited to the following: • We obtained an understanding, evaluated the design, and tested the operating effectiveness of the controls that the Group has for review of credit loss allowance process; • We evaluated the Management's assessment of the financial circumstances and ability to pay off relevant entities with receivable balances. These considerations include whether there are regular receipts from the customers, past collection history as well as an assessment of the customers' credit ability to make payments; • We tested the aging of trade and other receivables and receipts subsequent to the year-end; • We assessed the legal process followed by the Company for recover of the said receivables. • For samples selected for testing, we obtained direct confirmation for the receivable balances and performed alternate procedure for confirmation not received; • We assessed the adequacy of Group's disclosures in relation to Trade and Other receivables included in the consolidated financial statements as per Ind AS 109.

Other Information

12. The Holding Company's Board of Directors is responsible for the other information. The other information comprises the Corporate Governance Report, Directors' Report and Management Discussion and Analysis, but does not include the consolidated financial statements and our auditor's report thereon.

13. Our opinion on the consolidated financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

14. In connection with our audit of the consolidated financial statements, our responsibility is to read the other information and, in doing so, consider whether such other information is materially inconsistent with the consolidated financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Responsibilities of Management for the Consolidated Financial Statements

15. The Holding Company's Board of Directors is responsible for the preparation and presentation of these consolidated financial statements in terms of the requirements of the Act that give a true and fair view of the consolidated financial position, consolidated financial performance including other comprehensive income, consolidated cash flows and consolidated statement of changes in equity of the Group including its associate and joint ventures in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) specified under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended. The respective Board of Directors of the companies included in the Group and of its associate and joint ventures are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of their respective companies and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the consolidated financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error, which have been used for the purpose of preparation of the consolidated financial statements by the Directors of the Holding Company, as aforesaid.

16. In preparing the consolidated financial statements, the respective Board of Directors of the companies included in the Group and of its associate and joint ventures are responsible for assessing the ability of the Group and of its associate and joint ventures to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Group or to cease operations, or has no realistic alternative but to do so. Those respective Board of Directors of the companies included in the Group and of its associate and joint ventures are also responsible for overseeing the financial reporting process of their respective companies.

Auditor's Responsibilities for the Audit of the Consolidated Financial Statements

17. Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

18. As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Holding Company has adequate internal financial controls with reference to financial statements in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or\ conditions that may cast significant doubt on the ability of the Group and its associate and joint ventures to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group and its associate and joint ventures to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group and its associate and joint ventures of which we are the independent auditors and whose financial information we have audited, to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the audit of the financial statements of such entities included in the consolidated financial statements of which we are the independent auditors. For the other entities included in the consolidated financial statements, which have been audited by other auditors, such other auditors remain responsible for the direction, supervision and performance of the audits carried out by them. We remain solely responsible for our audit opinion.

19. We communicate with those charged with governance of the Holding Company and such other entities included in the consolidated financial statements of which we are the independent auditors regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

20. 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.

21. From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the consolidated financial statements for the financial year ended March 31, 2024 and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Other Matters

22. We did not audit the financial statements and other financial information, in respect of 3 subsidiaries, whose financial statements include total assets of Rs 28,503.55 lakhs as at March 31, 2024, and total revenues of Rs 33,218.55 lakhs and net cash outflows of Rs (6.33) lakhs for the year ended March 31, 2024. These financial statement and other financial information have been audited by other auditors, which financial statements, other financial information and auditor's reports have been furnished to us by the management. The consolidated financial statements also include the Group's share of net loss of Rs. 579.92 lakhs for the year ended March 31, 2024, as considered in the consolidated financial statements, in respect of 1 joint ventures, whose financial statements, other financial information have been audited by other auditors and whose reports have been furnished to us by the Management. Our opinion on the consolidated financial statements, in so far as it relates to the amounts and disclosures included in respect of these subsidiaries and joint ventures and our report in terms of sub-sections (3) of Section 143 of the Act, in so far as it relates to the aforesaid subsidiaries and joint ventures, is based solely on the reports of such other auditors.

    Our opinion above on the consolidated financial statements, and our report on Other Legal and Regulatory Requirements below, is not modified in respect of the above matters with respect to our reliance on the work done and the reports of the other auditors.

23. The consolidated financial statements also include the Group's share of net loss of Rs. 4.10 Lakhs for the year ended March 31, 2024, as considered in the consolidated financial statements, in respect of 1 joint venture, whose financial statements, other financial information have not been audited and whose unaudited financial statements, other unaudited financial information have been furnished to us by the Management. Our opinion, in so far as it relates to the amounts and disclosures included in respect of these joint ventures, and our report in terms of sub sections (3) of Section 143 of the Act in so far as it relates to the aforesaid joint ventures, is based solely on such unaudited financial statements and other unaudited financial information. In our opinion and according to the information and explanations given to us by the Management, the financial statements and other financial information of these joint ventures are not material to the Group.

    Our opinion above on the consolidated financial statements, and our report on Other Legal and Regulatory Requirements below, is not modified in respect of the above matters with respect to our reliance on the work done and the reports of the other auditors and the financial statements and other financial information certified by the Management.

24. The comparative Ind AS consolidated financial statements of the Group, its associates and joint ventures for the corresponding quarter and year ended March 31, 2023, were audited by predecessor auditor i.e. S R B C & CO LLP, Chartered Accountants who expressed qualified opinion on those consolidated financial statement on May 30, 2023.

Report on Other Legal and Regulatory Requirements

25. As required by the Companies (Auditor's Report) Order, 2020 ('the Order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, based on our audit and on the consideration of report of the other auditors on separate financial statements and the other financial information of the subsidiary companies and joint ventures companies, incorporated in India, as noted in the 'Other Matter' paragraph we give in the **"Annexure 1"** a statement on the matters specified in paragraph 3(xxi) of the Order.

26. As required by Section 143(3) of the Act, based on our audit and on the consideration of report of the other auditors on separate financial statements and the other financial information of subsidiaries and joint ventures, as noted in the 'other matter' paragraph we report, to the extent applicable, that:

i. We/the other auditors whose report we have relied upon have sought and except for the matters described in the Basis of Qualified opinion paragraph, obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit of the aforesaid consolidated financial statements;

ii. Except for the matter described in the Basis for Qualified Opinion paragraph, in our opinion, proper books of account as required by law relating to preparation of the aforesaid consolidation of the financial statements have been kept so far as it appears from our examination of those books and reports of the other auditors;

iii. The Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss including the Statement of Other Comprehensive Income, the Consolidated Cash Flow Statement and Consolidated Statement of Changes in Equity dealt with by this Report are in agreement with the books of account maintained for the purpose of preparation of the consolidated financial statements;

iv. Except for the effects of the matter described in the Basis for Qualified Opinion paragraph above, In our opinion, the aforesaid consolidated financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Companies (Indian Accounting Standards) Rules, 2015, as amended;

v. The going concern matter described in Material Uncertainty Related to Going Concern paragraph above and the matter described in the Basis for Qualified Opinion paragraph above, in our opinion, may have an adverse effect on the functioning of the Group

vi. On the basis of the written representations received from the directors of the Holding Company as on March 31, 2024 taken on record by the Board of Directors of the Holding Company and the reports of the statutory auditors who are appointed under Section 139 of the Act, of its subsidiary companies and joint ventures, none of the directors of the Group's companies, its joint ventures, incorporated in India, is disqualified as on March 31, 2024 from being appointed as a director in terms of Section 164 (2) of the Act;

vii. The qualification relating to the maintenance of accounts and other matters connected therewith are as stated in Qualified Opinion paragraph above.

viii. With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in **"Annexure B"**. Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company's internal financial controls over financial reporting with reference to the financial statements.

ix. In our opinion and based on the consideration of reports of other statutory auditors of the subsidiaries and joint ventures incorporated in India, the managerial remuneration for the year ended March 31, 2024 has been paid / provided by the Holding Company, its subsidiaries and joint ventures incorporated in India to their directors in accordance with the provisions of section 197 read with Schedule V to the Act;

x. With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended, in our opinion and to the best of our information and according to the explanations given to us and based on the consideration of the report of the other auditors on separate financial statements as also the other financial information of the subsidiaries and joint ventures, as noted in the 'Other matter' paragraph:

i. The consolidated financial statements disclose the impact of pending litigations on its consolidated financial position of the Group, its associate and joint ventures in its consolidated financial statements - Refer Note 39 to the consolidated financial statements;

ii. The Group, its associate and joint ventures did not have any material foreseeable losses in long-term contracts including derivative contracts during the year ended March 31, 2024;

iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Holding Company, its subsidiaries, associate and joint ventures, incorporated in India during the year ended March 31, 2024.\

iv. a) The respective managements of the Holding Company and its subsidiaries and joint ventures which are companies incorporated in India whose financial statements have been audited under the Act have represented to us and the other auditors of such subsidiaries and joint ventures respectively that, to the best of its knowledge and belief, other than as disclosed in the note 55(v) to the consolidated financial statements, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Holding Company or any of such subsidiaries and joint ventures to or in any other person or entity, including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the respective Holding Company or any of such subsidiaries and joint ventures ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;

b) The respective managements of the Holding Company and its subsidiaries and joint ventures which are companies incorporated in India whose financial statements have been audited under the Act have represented to us and the other auditors of such subsidiaries and joint ventures respectively that, to the best of its knowledge and belief, other than as disclosed in the note 55(vi) to the consolidated financial statements, no funds have been received by the respective Holding Company or any of such subsidiaries and joint ventures from any person or entity, including foreign entities (Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Holding Company or any of such subsidiaries and joint ventures shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries; and

c) Based on the audit procedures that have been considered reasonable and appropriate in the circumstances performed by us and that performed by the auditors of the subsidiaries and joint ventures which are companies incorporated in India whose financial statements have been audited under the Act, nothing has come to our or other auditor's notice that has caused us or other auditors to believe that the representations under sub-clause (a) and (b) contain any material mis-statement.

v. No dividend has been declared or paid during the year by the Holding Company, its subsidiaries, associate and joint venture companies, incorporated in India.

vi. Based on our examination which included test checks, the company has used an accounting software for maintaining its books of account which has a feature of recording audit trail (edit log) facility and the same has operated throughout the year for all relevant transactions recorded in the software. Further, during the course of our audit we did not come across any instance of audit trail feature being tampered with.

As proviso to Rule 3(1) of the Companies (Accounts) Rule 2014 is applicable from April 1, 2023, reporting under Rule 11(g) of the Companies (Audit and Auditor) Rules, 2014 on preservation of audit trail as per the statutory requirements for record retention is not applicable for the financial year ended March 31, 2024.

For Borkar & Muzumdar
Chartered Accountants
Firm Registration Number: 101569W

Deepak Kumar Jain
Partner
Membership No.:154390
UDIN: 24154390BKAVVJ7182

Place: Mumbai
Date: May 23,2024

ANNEXURE 1 TO THE INDEPENDENT AUDITOR'S REPORT

ANNEXURE 1 TO THE INDEPENDENT AUDITORS' REPORT OF EVEN DATE ON THE CONSOLIDATED FINANCIAL STATEMENTS OF FUTURE CONSUMER LIMITED

(Referred to in paragraph 1, under 'Report on Other Legal and Regulatory Requirements' section of our Report of even date)

In terms of the information and explanation sought by us and given by the Holding Company and the books of accounts and records examined by us in the normal course of audit and to the best of our knowledge and belief, we state that:

Qualification or adverse remarks by the respective auditors in the Companies (Auditors Report) Order (CARO) reports of the companies included in the consolidated financial statement are:

Sr. No.	Name	CIN	Holding company/ Subsidiary/ Joint venture	Clause number of the CARO report which is qualified or is adverse.
1	Future Consumer Limited	L52602MH1996PLC19209	Holding Company	i(b)
2	Future Consumer Limited	L52602MH1996PLC19209	Holding Company	ii(b)
3	Future Consumer Limited	L52602MH1996PLC19209	Holding Company	iii(e)
4	Future Consumer Limited	L52602MH1996PLC19209	Holding Company	ix(a)
5	Future Consumer Limited	L52602MH1996PLC19209	Holding Company	xviii
6	Future Consumer Limited	L52602MH1996PLC19209	Holding Company	xix
7	Aadhaar Wholesale Trading and Distribution Limited	U52110MH2006PLC160440	Subsidiary	i(c)
8	Integrated Food Park Limited	U74900KA2007PLC071171	Subsidiary	xix
9	Appu Nutritions Private Limited	U01541KA1985PTC006784	Subsidiary	i(b)
10	Appu Nutritions Private Limited	U01541KA1985PTC006784	Subsidiary	i(c)
11	Appu Nutritions Private Limited	U01541KA1985PTC006784	Subsidiary	xix
12	Delect Spices and Herbs Private Limited	U15490KA2017PTC106461	Subsidiary	xix
13	FCL Tradvest Private Limited	U15549MH2018PTC106461	Subsidiary	xviii
14	FCL Tradvest Private Limited	U15549MH2018PTC106461	Subsidiary	xix
15	Nilgiri's Mechanised Bakery Private Limited	U85110MH1988PTC265435	Subsidiary	i(b)
16	Nilgiri's Mechanised Bakery Private Limited	U85110MH1988PTC265435	Subsidiary	xix
17	The Nilgiri Dairy Farm Private Limited (NDF)	U85110MH1970PTC265706	Subsidiary	vii(a)
18	The Nilgiri Dairy Farm Private Limited (NDF)	U85110MH1970PTC265706	Subsidiary	xix
19	Nilgiris Franchise Limited	U65910MH1996PLC265704	Subsidiary	iii(b)
20	Nilgiris Franchise Limited	U65910MH1996PLC265704	Subsidiary	iii(c)
21	Nilgiris Franchise Limited	U65910MH1996PLC265704	Subsidiary	xix
22	MNS Foods Limited	U15400KA2015PLC101423	Associates	vii(a)
23	MNS Foods Limited	U15400KA2015PLC101423	Associates	x
24	Hain	U51909HR2017PTC069554	Joint venture	ix (a)
25	Hain	U51909HR2017PTC069554	Joint venture	xix

For Borkar & Muzumdar
Chartered Accountants
Firm Registration Number: 101569W

Deepak Kumar Jain
Partner
Membership No.:154390
UDIN: 24154390BKAVVJ7182

Place: Mumbai
Date: May 23,2024

ANNEXURE 2 TO THE INDEPENDENT AUDITOR'S REPORT

ANNEXURE 2 TO THE INDEPENDENT AUDITORS' REPORT OF EVEN DATE ON THE CONSOLIDATED FINANCIAL STATEMENTS OF FUTURE CONSUMER LIMITED

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ('the Act")

In conjunction with our audit of the consolidated financial statements of Future consumer limited (hereinafter referred to as the "Holding Company") as of and for the year ended March 31, 2024, we have audited the internal financial controls with reference to consolidated financial statements of the Holding Company and its subsidiaries (the Holding Company and its subsidiaries together referred to as "the Group") and its joint ventures which are companies incorporated in India, as of that date.

Management's Responsibility for Internal Financial Controls

The respective Board of Directors of the companies included in the Group and its Joint Ventures, which are companies incorporated in India, are responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Holding Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India (ICAI). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were Operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to the respective company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditor's Responsibility

Our responsibility is to express an opinion on the Holding Company's and its subsidiary and joint ventures which are incorporated in India, internal financial controls with reference to consolidated financial statements based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") and the Standards on Auditing, specified under section 143(10) of the Act, to the extent applicable to an audit of internal financial controls, both, issued by ICAI. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls with reference to consolidated financial statements was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls with reference to consolidated financial statements and their operating effectiveness. Our audit of internal financial controls with reference to consolidated financial statements included obtaining an understanding of internal financial controls with reference to consolidated financial statements, assessing the risk that a material weakness exists, and testing and evaluating the design and Operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained and the audit evidence obtained by the other auditors in terms of their reports referred to in the Other Matters paragraph below, is sufficient and appropriate to provide a basis for our audit opinion on the internal financial controls with reference to consolidated financial statements.

Meaning of Internal Financial Controls with Reference to Consolidated Financial Statements

A company's internal financial controls with reference to consolidated financial statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the Preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control with reference to consolidated financial statements includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) Provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls with Reference to Consolidated Financial Statements

Because of the inherent limitations of internal financial controls with reference to consolidated financial statements, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls with reference to consolidated financial statements to future periods are subject to the risk that the internal financial controls with reference to consolidated financial statements may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, the Group, its and joint ventures, which are companies incorporated in India, have, maintained in all material respects, adequate internal financial controls with reference to consolidated financial statements and such internal financial controls with reference to consolidated financial statements were operating effectively as at March 31, 2024, based on the internal control over financial reporting criteria established by the Holding Company considering the essential components of internal control stated in the Guidance Note issued by the ICAI.

Other Matters

Our report under Section 143(3)(i) of the Act on the adequacy and operating effectiveness of the internal financial controls with reference to consolidated financial statements of the Holding Company, in so far as it relates to 9 subsidiaries and 4 joint ventures, which are companies incorporated in India, is based on the corresponding report of the auditor of subsidiaries and joint ventures incorporated in India.

For Borkar & Muzumdar
Chartered Accountants
Firm Registration Number: 101569W

Deepak Kumar Jain
Partner
Membership No.:154390
UDIN: 24154390BKAVVJ7182

Place: Mumbai
Date: May 23,2024

CONSOLIDATED BALANCE SHEET
as at 31st March 2024

(₹ In lakhs)

Particulars	Note	As at 31st March 2024	As at 31st March 2023
Assets			
1 **Non current assets**			
(a) Property, plant and equipment	4	499.01	3,778.66
(b) Investment property	4	359.25	365.32
(c) Goodwill	4	-	262.15
(d) Other intangible assets	4	9.73	162.97
(e) Right-of-use assets	4	81.03	1,607.15
(f) Financial assets			
(i) Investments	5	840.13	463.86
(ii) Loans	6	4,867.10	5,351.36
(iii) Other financial assets	7	2,485.30	2,520.24
(g) Deferred tax assets (net)	8	-	-
(h) Other assets	9	1,609.05	1,698.52
Total non-current assets		**10,750.60**	**16,210.23**
2 **Current assets**			
(a) Inventories	10	194.24	2,956.33
(b) Financial Assets			
(i) Investments	11	5.06	3.06
(ii) Trade receivables	12	8.56	254.47
(iii) Cash and cash equivalents	13	684.89	1,392.08
(iv) Bank balances other than (iii) above	13	262.30	152.60
(v) Other financial assets	7	27.94	183.24
(c) Other assets	9	791.33	1,095.69
		1,974.32	**6,037.47**
Assets held for sale	44	38,050.37	38,862.04
Total current assets		**40,024.69**	**44,899.51**
Total assets		**50,775.29**	**61,109.74**
Equity and liabilities			
1 **Equity**			
(a) Equity share capital	14	119,629.04	119,192.24
(b) Other equity	15	(150,208.15)	(136,319.53)
Equity attributable to owners of the Group		**(30,579.11)**	**(17,127.29)**
(c) Non-controlling interests	16	0.54	0.65
Total equity		**(30,578.57)**	**(17,126.64)**
Liabilities			
2 **Non-current liabilities**			
(a) Financial liabilities			
(i) Borrowings	17	-	-
(ii) Lease Liabilities	34	60.42	1,529.22
(iii) Other financial liabilities	18	-	24.80
(b) Provisions	19	29.43	125.50
(c) Deferred tax liabilities (net)	8	-	146.26
Total non-current liabilities		**89.85**	**1,825.78**
3 **Current liabilities**			
(a) Financial liabilities			
(i) Borrowings	21	40,890.23	40,949.25
(ii) Lease Liabilities	34	53.54	342.10
(iii) Trade payables	22		
(a) Total outstanding dues of micro enterprises and small enterprises		421.21	591.08
(b) Total outstanding dues of trade payables other than micro enterprises and small enterprises		3,486.93	4,574.83
(iv) Other financial liabilities	18	9,023.64	5,393.77
(b) Provisions	19	179.00	407.61
(c) Other current liabilities	20	11,675.11	12,336.66
Liabilities Held For Sale		15,534.35	11,815.30
Total current liabilities		**81,264.01**	**76,410.60**
Total equity and liabilities		**50,775.29**	**61,109.74**
Summary of significant accounting policies	2		
The accompanying notes are an integral part of the consolidated financial statements	1 - 57		

As per our report of even date
For Borkar & Muzumdar
Chartered Accountants
ICAI Firm Registration number : 101569W

Deepak Kumar Jain
Partner
Membership No : 154390

Place: Mumbai
Date : 23-05-2024

For and on behalf of the Board of Directors of Future Consumer Limited

Samson Samuel
Managing Director
Place: Mumbai

Birendra Agrawal
Chairman
Place: Mumbai

Manoj Gagvani
Company Secretary & Head - Legal
Place : Mumbai

Rajendra Bajaj
Chief Financial Officer
Place : Mumbai

Date : 23-05-2024

Corporate Identity Number of Future Consumer Limited is L52602MH1996PLC192090

Financial Statements

FMCG

CONSOLIDATED STATEMENT OF PROFIT AND LOSS

for the year ended 31st March 2024

(₹ In lakhs)

	Particulars	Note	Year ended 31st March 2024	Year ended 31st March 2023
1.	**Revenue**			
	(a) Revenue from operations	23	36,980.48	38,115.08
	(b) Other income	24	2,284.14	2,452.41
	Total income		**39,264.62**	**40,567.49**
2.	**Expenses**			
	(a) Cost of materials consumed	25	1,737.13	1,431.87
	(b) Purchase of stock-in-trade (traded goods)		29,363.71	29,938.34
	(c) Changes in inventories of finished goods, work-in-progress and stock-in-trade	26	(12.98)	3,520.74
	(d) Employee benefits expenses	27	2,499.26	3,409.16
	(e) Finance costs	28	6,131.22	5,345.97
	(f) Depreciation and Amortisation expenses	29	1,785.17	3,220.52
	(g) Other expenses	30	5,461.39	7,652.89
	Total expense		**46,964.92**	**54,519.49**
3.	**(Loss) / Profit before share of profit /(loss) of an Associate/ Joint Ventures and exceptional items and tax (1-2)**		**(7,700.30)**	**(13,952.00)**
4.	Share of Loss in Joint Ventures		(256.02)	(276.25)
5.	**Loss before exceptional items and tax (3+4)**		**(7,956.32)**	**(14,228.25)**
6.	**Exceptional items**	45	**(5,677.54)**	**(17,650.25)**
7.	**Loss before tax (5+6)**		**(13,633.86)**	**(31,878.50)**
8.	**Tax expense / (benefit)**			
	(a) Current tax		8.49	127.11
	(b) Tax relating to prior years		41.51	253.47
	(c) Deferred tax	8	(215.60)	(64.24)
	Net tax expense / (benefit)		**(165.60)**	**316.34**
9.	**Loss for the period (7-8)**		**(13,468.26)**	**(32,194.84)**
10.	**Other comprehensive income (OCI)**			
	(a) (i) Items that will not be reclassified to statement of profit and loss			
	Remeasurement (loss) / gain on defined benefit plans		(45.42)	67.76
	Share of other comprehensive income in Associate Company and Joint Ventures		0.08	0.95
	(ii) Income tax relating to items that will not be reclassified to ' ' statement of profit and loss		-	-
	b) (i) Items that will be reclassified to statement of profit and loss			
	Exchange differences in translating the financial statements of ' foreign operations		(6.98)	(42.75)
	Total other comprehensive income		**(52.32)**	**25.96**
11.	**Total comprehensive income (9+10)**		**(13,520.58)**	**(32,168.88)**
12.	**Loss for the year attributable to:**			
	Owners of the Group		(13,838.41)	(32,188.43)
	Non-controlling interests		370.15	(6.41)
			(13,468.26)	**(32,194.84)**
	Other comprehensive income for the year attributable to:			
	Owners of the Group		(52.32)	25.96
	Non-controlling interests		-	-
			(52.32)	**25.96**
	Total comprehensive income for the year attributable to:			
	Owners of the Group		(13,890.73)	(32,162.47)
	Non-controlling interests		370.15	(6.41)
			(13,520.58)	**(32,168.88)**
	Earnings per share after exceptional item attributable to owners of the Group (Face Value Rs. 6 each)	32		
	(a) Basic (Rs.)		(0.70)	(1.62)
	(b) Diluted (Rs.)		(0.70)	(1.62)
	Earnings per share before exceptional item attributable to owners of the Group (Face Value Rs. 6 each)	32		
	(a) Basic (Rs.)		(0.41)	(0.73)
	(b) Diluted (Rs.)		(0.41)	(0.73)
	Summary of significant accounting policies	2		
	The accompanying notes are an integral part of the consolidated financial statements	1 - 57		
	Corporate Identity Number of Future Consumer Limited is L52602MH1996PLC192090			

As per our report of even date
For Borkar & Muzumdar
Chartered Accountants
ICAI Firm Registration number : 101569W

Deepak Kumar Jain
Partner
Membership No : 154390

Place: Mumbai
Date : 23-05-2024

For and on behalf of the Board of Directors of Future Consumer Limited

Samson Samuel
Managing Director
Place: Mumbai

Birendra Agrawal
Chairman
Place: Mumbai

Manoj Gagvani
Company Secretary & Head - Legal
Place : Mumbai

Rajendra Bajaj
Chief Financial Officer
Place : Mumbai

Date : 23-05-2024

Corporate Identity Number of Future Consumer Limited is L52602MH1996PLC192090

STATEMENT OF CHANGES IN EQUITY

for the year ended 31st March 2024

a. Equity Share Capital (Refer note 14)

(Rs. In Lakhs)

Particulars	Amount
Balance as at 31st March 2022	**119,014.91**
Changes in Equity Share capital during the Year	
Add : Shares sold by ESOP trust treated as treasury shares	177.33
As at 31st March 2023	**119,192.24**
Changes in Equity Share capital during the Year	
Add : Shares sold by ESOP trust treated as treasury shares	**436.80**
As at 31st March 2024	**119,629.04**

b. Other Equity (Refer note 15)

(Rs. In Lakhs)

Particulars	Reserves & Surplus						Foreign Currency translation reserve	Other Comprehensive Income	Share Application Money pending Allotment	Attributable to owners of the Group	Non-controlling interests ("NCI")	Total Other Equity
	Capital Reserve for bargain purchase business combinations	Securities Premium Account	General Reserve	Share Options Outstanding Account	Capital redemption reserve	Retained Earnings						
As at 31st March 2022	**2,064.94**	**38,316.72**	**0.59**	**713.41**	**5.20**	**(144,975.40)**	**(67.62)**	**(39.54)**	**0.02**	**(103,981.68)**	**0.70**	**(103,980.98)**
Loss for the year	-	-	-	-	-	(32,188.43)	-	-	-	**(32,188.43)**	(6.41)	**(32,194.84)**
Other comprehensive income for the year, net of income tax	-	-	-	-	-	-	(42.75)	68.71	-	**25.96**	-	**25.96**
Total comprehensive income for the year	**-**	**-**	**-**	**-**	**-**	**(32,188.43)**	**(42.75)**	**68.71**	**-**	**(32,162.47)**	**(6.41)**	**(32,168.88)**
Shares held by ESOP Trust treated as treasury shares	-	-	-	-	-	(166.74)	-	-	-	(166.74)	-	**(166.74)**
Allotment of shares									(0.02)	(0.02)		**(0.02)**
Transfer to retained earnings on exercise of ESOP	-	-	-	(723.23)	-	723.23	-	-	-	-	-	**-**
Issue of Shares	-	-	-	13.12	-	-	-	-	-	13.12	-	**13.12**
NCI on Foreign Currency Translation Reserve	-	-	-	-	-	-	(29.21)	7.47		(21.74)		**(21.74)**
NCI written off of a Subsidiary	-	-	-	-	-	-		-	-	-	6.36	**6.36**
As at 31st March 2023	**2,064.94**	**38,316.72**	**0.59**	**3.30**	**5.20**	**(176,607.34)**	**(139.58)**	**36.64**	**-**	**(136,319.53)**	**0.65**	**(136,318.87)**
Loss for the year						**(13,838.41)**				(13,838.41)	**370.16**	**(13,468.25)**
Other comprehensive income for the year, net of income tax							**(6.98)**	**(45.34)**		(52.32)	**-**	**(52.32)**

STATEMENT OF CHANGES IN EQUITY

for the year ended 31st March 2024

(Rs. In Lakhs)

Particulars	Reserves & Surplus						Foreign Currency translation reserve	Other Comprehensive Income	Share Application Money pending Allotment	Attributable to owners of the Group	Non-controlling interests ("NCI")	Total Other Equity
	Capital Reserve for bargain purchase business combinations	Securities Premium Account	General Reserve	Share Options Outstanding Account	Capital redemption reserve	Retained Earnings						
Total comprehensive income for the year	**-**	**-**	**-**	**-**	**-**	**(13,838.41)**	**(6.98)**	**(45.34)**	**-**	**(13,890.72)**	**370.16**	**(13,520.57)**
Shares held by ESOP Trust treated as treasury shares						(370.25)				(370.25)	-	**(370.25)**
Issue of Shares				2.08						2.08	-	**2.08**
NCI written off of a Subsidiary						370.27				370.27	(370.27)	-
As at 31st March 2024	**2,064.94**	**38,316.72**	**0.59**	**5.38**	**5.20**	**(190,445.72)**	**(146.56)**	**(8.70)**	**-**	**(150,208.15)**	**0.54**	**(150,207.62)**

Summary of significant accounting policies (Refer note 2)

As per our report of even date
For Borkar & Muzumdar
Chartered Accountants
ICAI Firm Registration number : 101569W

Deepak Kumar Jain
Partner
Membership No : 154390

Place: Mumbai
Date : 23-05-2024

For and on behalf of the Board of Directors of Future Consumer Limited

Samson Samuel
Managing Director
Place: Mumbai

Birendra Agrawal
Chairman
Place: Mumbai

Manoj Gagvani
Company Secretary & Head - Legal
Place : Mumbai

Rajendra Bajaj
Chief Financial Officer
Place : Mumbai

Date : 23-05-2024

Corporate Identity Number of Future Consumer Limited is L52602MH1996PLC192090

CONSOLIDATED STATEMENT OF CASH FLOWS
for the year ended 31st March 2024

(Rs. in lakhs)

Particulars	Year ended 31st March 2024		Year ended 31st March 2023	
Cash flows from operating activities				
Net loss before tax as per the Statement of Profit and Loss		(13,633.84)		(31,878.50)
Adjustments to reconcile profit before tax to net cash flows:				
Exceptional items (Refer note 45)	5,677.54		17,650.25	
Finance costs	6,131.22		5,345.97	
Interest Income	(412.12)		(487.01)	
Interest on income tax refund	(49.21)		(47.86)	
Share of loss of associate and joint ventures	256.02		276.25	
Provision no longer required written back	(261.51)		(388.22)	
Provision on balances with government authorities	-		324.84	
Net loss/(gain) on disposal of property, plant and equipment (including asset held for sale)	242.96		292.56	
Net loss/(gain) on financial assets measured at fair value through profit or loss	(2.00)		(1.81)	
Net unrealised exchange (gain)/loss	(108.32)		(549.34)	
Bad Debts and Advances Written Off	-		2,385.64	
Expected Credit Loss on trade and other receivables	368.23		(1,122.31)	
Depreciation and Amortisation expenses	1,785.17		3,220.52	
Share-based payment expenses	2.08		13.12	
Gain on termination of lease assets	(99.87)		(261.91)	
Amortisation of Government Grant	(285.66)	13,244.53	(285.66)	26,365.03
		(389.31)		**(5,513.47)**
Working capital adjustments:				
(Increase) / Decrease in trade and other financial assets	(203.49)		14,653.95	
(Increase) / Decrease in inventories	(15.99)		3,952.71	
(Increase) / Decrease in other assets	(268.09)		58.59	
Increase / (Decrease) in trade payables	956.94		(1,657.10)	
Increase / (Decrease) in provisions	76.43		(402.10)	
Increase / (Decrease) in other liabilities	(300.76)	245.04	(7,797.36)	8,808.69
Cash flow from operations		**(144.27)**		**3,295.22**
Income taxes (paid)/refund		237.30		683.16
Net cash flow from operating activities		**93.03**		**3,978.38**
Cash flows from investing activities				
Proceeds on sale of investments (including asset held for sale)		1,101.77		300.00
Cash and Bank balance of subsidiary transferred to Asset held for sale		(193.96)		-
Interest received		120.45		103.55
Purchase of property, plant and equipment including Capital work-in-progress		(142.99)		(301.80)
Proceeds from sale of property, plant and equipment (including asset held for sale)		123.69		9,281.56
Purchase of intangible assets		(11.28)		-
Net cash flow from in investing activities		**997.68**		**9,383.31**

CONSOLIDATED STATEMENT OF CASH FLOWS
for the year ended 31st March 2024

(Rs. in lakhs)

Particulars	Year ended 31st March 2024	Year ended 31st March 2023
Cash flows from financing activities		
Proceeds from sale of treasury shares	66.55	10.59
Repayment of long term borrowings	-	(6,250.75)
Payment of lease liabilities	(140.56)	(492.60)
Repayment of short term borrowings (net)	-	(5,195.59)
Interest paid	(1,716.90)	(2,846.38)
Net cash flow used in financing activities	**(1,790.91)**	**(14,774.73)**
Exchange difference on translating the financial statements of foreign operations	(6.98)	42.75
Net increase / (decrease) in cash and cash equivalents	**(707.19)**	**(1,370.28)**
Cash and cash equivalents at the beginning of the year	1,392.08	2,762.36
Cash and cash equivalents at the end of the year	**684.89**	**1,392.08**
Non-cash investing and financing activities (Refer note 13)		
Summary of significant accounting policies (Refer note 2)		
Other comprehensive income for the year, net of income tax		
The accompanying notes are an integral part of the consolidated financial statements	1 - 57	

As per our report of even date
For Borkar & Muzumdar
Chartered Accountants
ICAI Firm Registration number : 101569W

Deepak Kumar Jain
Partner
Membership No : 154390

Place: Mumbai
Date : 23-05-2024

For and on behalf of the Board of Directors of Future Consumer Limited

Samson Samuel
Managing Director
Place: Mumbai

Birendra Agrawal
Chairman
Place: Mumbai

Manoj Gagvani
Company Secretary & Head - Legal
Place : Mumbai

Rajendra Bajaj
Chief Financial Officer
Place : Mumbai

Date : 23-05-2024

Corporate Identity Number of Future Consumer Limited is L52602MH1996PLC192090

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
for the year ended 31st March 2024

1. General Information about the Company

The consolidated financial statements comprise financial statements of the parent Future Consumer Limited ('the Company' or 'Holding Company') and its subsidiaries (collectively, the Group) for the year ended 31 March, 2024. The Company was incorporated in India on 10th July 1996, under the name "Subhikshith Finance and Investments Limited". The name of the Company was changed to "Future Ventures India Private Limited" with effect from 9th August 2007 and it became a Public Limited Company with effect from 7th September 2007 as "Future Ventures India Limited". The shares of the Company are listed on the National Stock Exchange Limited and BSE Limited since 10th May 2011. The name of the Company was changed to "Future Consumer Enterprise Limited" w.e.f. 30th September 2013 and then to "Future Consumer Limited" effective from 13th October 2016.

The registered office of the Company is located at Knowledge House, Shyam Nagar, Off. Jogeshwari Vikhroli Link Road, Jogeshwari (East), Mumbai 400 060.

The Group is engaged in the business of sourcing, manufacturing, branding, marketing and distribution of fast moving consumer goods ("FMCG"), Food and Processed Food Products in Urban and Rural India. Earlier, the Company was regulated by the Reserve Bank of India (the "RBI") as a non-deposit taking Non-Banking Financial Company ("NBFC"). The RBI in terms of application made by the Company has vide its order passed on 21st July 2015 cancelled the Certificate of Registration granted to the Company. Consequently, the Company ceased to be an NBFC.

The financial statements were approved for issue in accordance with a resolution of the Board of directors on 23th May 2024.

2. Material Accounting policies

2.1 Basis of preparation

The consolidated financial statements of the Group have been prepared in accordance with Indian Accounting Standards (Ind AS) notified pursuant to section 133 of the Companies Act 2013 read with Rule 3 of the Companies (Indian Accounting Standards) Rules, 2015 and Companies (Indian Accounting Standards) Amendment Rules, 2016.

The financial statements have been prepared on the historical cost basis except for certain financial instruments that are measured at fair values at the end of each reporting period, as explained in the accounting policies below.

- Derivative financial instruments
- Certain financial assets and liabilities measured at fair value (Refer accounting policy regarding financial instruments)
- Defined benefit planned – plan assets measured at fair value.

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date, regardless of whether that price is directly observable or estimated using another valuation technique. In estimating the fair value of an asset or a liability, the Group takes into account the characteristics of the asset or liability if market participants would take those characteristics into account when pricing the asset or liability at the measurement date.

The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either:

- In the principal market for the asset or liability, or
- In the absence of a principal market, in the most advantageous market for the asset or liability

The principal or the most advantageous market must be accessible by the Group.

Fair value for measurement and/or disclosure purposes in these financial statements is determined on such a basis, except for share-based payment transactions that are within the scope of Ind AS 102, leasing transactions that are within the scope of Ind AS 17 'Leases' ("Ind AS 17"), and measurements that have some similarities to fair value but are not fair value, such as net realisable value in Ind AS 2 'Inventories' ("Ind AS 2") or value in use in Ind AS 36 'Impairment of Assets' ("Ind AS 36").

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorised within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

- Level 1 — Quoted (unadjusted) market prices in active markets for identical assets or liabilities
- Level 2 — Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable
- Level 3 — Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable

The principal accounting policies are set out below.

The financial statements are presented in RS, which is the functional currency of the Company and all values are rounded up to two decimal points to the nearest lakh (Rs. 00,000), except when otherwise indicated.

2.2 Basis of measurement

The consolidated Ind AS Financial Statements have been prepared on a going concern basis using historical cost convention and on an accrual method of accounting, except for certain financial assets and liabilities which are measured at fair value as explained in the accounting policies below.

2.3 Current versus non-current classification

The Group presents assets and liabilities in the balance sheet based on current/ non-current classification. An asset is treated as current when it is:

- Expected to be realised or intended to be sold or consumed in normal operating cycle
- Held primarily for the purpose of trading
- Expected to be realised within twelve months after the reporting period, or
- Cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
for the year ended 31st March 2024

All other assets are classified as non-current.

A liability is current when:

- It is expected to be settled in normal operating cycle
- It is held primarily for the purpose of trading
- It is due to be settled within twelve months after the reporting period, or
- There is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period

The Group classifies all other liabilities as non-current.

Deferred tax assets and liabilities are classified as non-current assets and liabilities.

The operating cycle is the time between the acquisition of assets for processing and their realisation in cash and cash equivalents. The Company has identified twelve months as its operating cycle

2.4 Basis of consolidation

The consolidated financial statements incorporate the financial statements of the Company and entities controlled by the Company and its subsidiaries. Control is achieved when the Group:

- has power over the investee;
- is exposed, or has rights, to variable returns from its involvement with the investee; and
- has the ability to use its power to affect its returns.

The Group reassesses whether or not it controls an investee if facts and circumstances indicate that there are changes to one or more of the three elements of control listed above.

When the Group has less than a majority of the voting rights of an investee, it has power over the investee when the voting rights are sufficient to give it the practical ability to direct the relevant activities of the investee unilaterally. The Group considers all relevant facts and circumstances in assessing whether or not the Group's voting rights in an investee are sufficient to give it power, including:

- the size of the Group's holding of voting rights relative to the size and dispersion of holdings of the other vote holders;
- potential voting rights held by the Group, other vote holders or other parties;
- rights arising from other contractual arrangements; and
- any additional facts and circumstances that indicate that the Group has, or does not have, the current ability to direct the relevant activities at the time that decisions need to be made, including voting patterns at previous shareholders' meetings.

Consolidation of a subsidiary begins when the Group obtains control over the subsidiary and ceases when the Company loses control of the subsidiary. Specifically, income and expenses of a subsidiary acquired or disposed off during the year are included in the consolidated statement of profit and loss from the date the Group gains control until the date when the Group ceases to control the subsidiary.

Consolidated financial statements are prepared using uniform accounting policies for like transactions and other events in similar circumstances. If a member of the Group uses accounting policies other than those adopted in the consolidated financial statements for like transactions and events in similar circumstances, appropriate adjustments are made to that Group member's financial statements in preparing the consolidated financial statements to ensure conformity with the Group's accounting policies.

The financial statements of all entities used for the purpose of consolidation are drawn up to same reporting date as that of the parent company, i.e., year ended on 31 March. When the end of the reporting period of the parent is different from that of a subsidiary, the subsidiary prepares, for consolidation purposes, additional financial information as of the same date as the financial statements of the parent to enable the parent to consolidate the financial information of the subsidiary, unless it is impracticable to do so.

Consolidation procedure:

a) Combine like items of assets, liabilities, equity, income, expenses and cash flows of the parent with those of its subsidiaries. For this purpose, income and expenses of the subsidiary are based on the amounts of the assets and liabilities recognised in the consolidated financial statements at the acquisition date.

b) Offset (eliminate) the carrying amount of the parent's investment in each subsidiary and the parent's portion of equity of each subsidiary. Business combinations policy explains how to account for any related goodwill.

c) Eliminate in full intragroup assets and liabilities, equity, income, expenses and cash flows relating to transactions between entities of the group (profits or losses resulting from intragroup transactions that are recognised in assets, such as inventory and fixed assets, are eliminated in full). Intragroup losses may indicate an impairment that requires recognition in the consolidated financial statements. Ind AS 12 Income Taxes applies to temporary differences that arise from the elimination of profits and losses resulting from intragroup transactions.

Profit or loss and each component of other comprehensive income are attributed to the owners of the Group and to the non-controlling interests. Total comprehensive income of subsidiaries is attributed to the owners of the Group and to the non-controlling interests even if this results in the non-controlling interests having a deficit balance.

All intragroup assets and liabilities, equity, income, expenses, and cash flows relating to transactions between members of the Group are eliminated in full on consolidation.

Changes in the Group's ownership interests in existing subsidiaries

Changes in the Group's ownership interests in subsidiaries that do not result in the Group losing control over the subsidiaries are accounted for as equity transactions. The carrying amounts of the Group's interests and the non-controlling interests are adjusted to reflect the changes in their relative interests in the subsidiaries. Any difference between the amount by which the non-controlling interests are adjusted and the fair value of the consideration paid or received is recognised directly in equity and attributed to owners of the Company.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

for the year ended 31st March 2024

When the Group loses control of a subsidiary, a gain or loss is recognised in consolidated statement of profit and loss and is calculated as the difference between (i) the aggregate of the fair value of the consideration received and the fair value of any retained interest and (ii) the previous carrying amount of the assets (including goodwill), and liabilities of the subsidiary and any non-controlling interests.

Investments in associates and joint ventures

An associate is an entity over which the Group has significant influence. Significant influence is the power to participate in the financial and operating policy decisions of the investee but is not control or joint control over those policies. A joint venture is a joint arrangement whereby the parties that have joint control of the arrangement have rights to the net assets of the joint arrangement. Joint control is the contractually agreed sharing of control of an arrangement, which exists only when decisions about the relevant activities require unanimous consent of the parties sharing control.

The results and assets and liabilities of associates or joint ventures are incorporated in these consolidated financial statements using the equity method of accounting. Under the equity method, an investment in an associate or a joint venture is initially recognised in the consolidated balance sheet at cost and adjusted thereafter to recognise the Group's share of the profit or loss and other comprehensive income of the associate or joint venture. Distributions received from an associate or a joint venture reduce the carrying amount of the investment. When the Group's share of losses of an associate or a joint venture exceeds the Group's interest in that associate or joint venture, the Group discontinues recognising its share of further losses. Additional losses are recognised only to the extent that the Group has incurred legal or constructive obligations or made payments on behalf of the associate or joint venture. If the associate or joint venture subsequently reports profits, the entity resumes recognising its share of those profits only after its share of the profits equals the share of losses not recognised.

An investment in an associate or a joint venture is accounted for using the equity method from the date on which the investee becomes an associate or a joint venture. On acquisition of the investment in an associate or a joint venture, any excess of the cost of the investment over the Group's share of the net fair value of the identifiable assets and liabilities of the investee is recognised as goodwill, which is included within the carrying amount of the investment. Any excess of the Group's share of the net fair value of the identifiable assets and liabilities over the cost of the investment, after reassessment, is recognised directly in equity as capital reserve in the period in which the investment is acquired.

After application of the equity method of accounting, the Group determines whether there any is objective evidence of impairment as a result of one or more events that occurred after the initial recognition of the net investment in an associate or a joint venture and that event (or events) has an impact on the estimated future cash flows from the net investment that can be reliably estimated. If there exists such an objective evidence of impairment, then it is necessary to recognise impairment loss with respect to the Group's investment in an associate or a joint venture

The Group discontinues the use of the equity method from the date when the investment ceases to be an associate or a joint venture, or when the investment is classified as held for sale. When the Group retains an interest in the former associate or joint venture and the retained interest is a financial asset, the Group measures the retained interest at fair value at that date and the fair value is regarded as its fair value on initial recognition in accordance with Ind AS 109. The difference between the carrying amount of the associate or joint venture at the date the equity method was discontinued, and the fair value of any retained interest and any proceeds from disposing of a part interest in the associate or joint venture is included in the determination of the gain or loss on disposal of the associate or joint venture.

When a Group entity transacts with an associate or a joint venture of the Group, profits and losses resulting from the transactions with the associate or joint venture are recognised in the Group's consolidated financial statements only to the extent of interests in the associate or joint venture that are not related to the Group.

The consolidated financial statement of the Group comprises financial statement of Future Consumer Limited and the following companies:

Name of the Company	**Relationship**	**Proportion of ownership interest and voting power held by the Group**	
		As at 31st March 2024	**As at 31st March 2023**
Aadhaar Wholesale Trading and Distribution Limited	Subsidiary	100.00%	100.00%
Bloom Foods and Beverages Private Limited	Subsidiary	100.00%	100.00%
FCEL Overseas FZCO	Subsidiary	60.00%	60.00%
The Nilgiri Dairy Farm Private Limited ("NDF")	Subsidiary	100.00%	100.00%
Appu Nutritions Private Limited	Subsidiary (NDF Subsidiary till 30.03.2023)	100.00%	100.00%
Nilgiri's Mechanised Bakery Private Limited	Subsidiary (NDF Subsidiary till 30.03.2023)	100.00%	100.00%
Nilgiris Franchise Limited (Formerly known as Nilgiris Franchise Private Limited)	Subsidiary (NDF Subsidiary till 30.03.2023)	100.00%	100.00%
FCL Tradevest Private Limited ("FCL TPL")	Subsidiary	100.00%	100.00%
Future Food Processing Limited (Merged with FCL w.e.f November 30, 2023)	Subsidiary of FCL TPL till 30.11.2023	100.00%	100.00%
Future Food and Products Limited (Merged with FCL w.e.f November 30, 2023)	Subsidiary of FCL TPL till 30.11.2023	100.00%	100.00%

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

for the year ended 31st March 2024

Name of the Company	Relationship	Proportion of ownership interest and voting power held by the Group	
		As at 31st March 2024	As at 31st March 2023
Integrated Food Park Limited (Formerly known as Integrated Food Park Private Limited)	Subsidiary of FCL TPL	100.00%	100.00%
Delect Spices and Herbs Private Limited	Subsidiary of FCL TPL	99.82%	99.82%
Sublime Foods Limited (Formerly known as Sublime Foods Private Limited) ("SFPL")	Joint Venture (Held by FCL TPL)	51%	51%
Illusie Trading Company (Formerly known as Mibelle Future Consumer Products AG)	Joint Venture till 11.04.2022	50%	50%
Cosmolift Consumer Products Private Limited (formerly known as Mibelle India Consumer Product Private Limited)	Joint Venture till 11.04.2022	50%	50%
Aussee Oats India Limited (Formerly known as Aussee Oats India Private Limited)	Joint Venture	50% + 1 Share	50% + 1 Share
Aussee Oats Milling (Private) Limited	Joint Venture	50% + 1 Share	50% + 1 Share
MNS Foods Limited (Formerly known as MNS Foods Private Limited)	Associate (Joint Venture till 22.12.2023)	50.01%	50.01%
Hain Future Natural Products Private Limited	Joint Venture	50%	50%
Fonterra Future Dairy Private Limited	Joint Venture	50%	50%

2.5 Business combinations

Acquisitions of businesses are accounted for using the acquisition method. The consideration transferred in a business combination is measured at fair value, which is calculated as the sum of the acquisition-date fair values of the assets transferred by the Group, liabilities incurred by the Group to the former owners of the acquiree and the equity interests issued by the Group in exchange for control of the acquiree. Acquisition-related costs are generally recognised in consolidated statement of profit and loss as incurred.

At the acquisition date, the identifiable assets acquired, and the liabilities assumed are recognised at their acquisition date fair values. For this purpose, the liabilities assumed include contingent liabilities representing present obligation and they are measured at their acquisition fair values irrespective of the fact that outflow of resources embodying economic benefits is not probable. However, the following assets and liabilities acquired in a business combination are measured at the basis indicated below:

- Deferred tax assets or liabilities, and the liabilities or assets related to employee benefit arrangements are recognised and measured in accordance with Ind AS 12 Income Tax and Ind AS 19 Employee Benefits respectively.
- Potential tax effects of temporary differences and carry forwards of an acquiree that exist at the acquisition date or arise as a result of the acquisition are accounted in accordance with Ind AS 12.
- Liabilities or equity instruments related to share based payment arrangements of the acquiree or share–based payments arrangements of the Group entered into to replace share-based payment arrangements of the acquiree are measured in accordance with Ind AS 102 Share-based Payments at the acquisition date.
- Assets (or disposal groups) that are classified as held for sale in accordance with Ind AS 105 Non-current Assets Held for Sale and Discontinued Operations are measured in accordance with that Standard.
- Reacquired rights are measured at a value determined on the basis of the remaining contractual term of the related contract. Such valuation does not consider potential renewal of the reacquired right.

Goodwill is initially measured at cost, being the excess of the sum of the consideration transferred, the amount of any non-controlling interests in the acquiree, and the fair value of the acquirer's previously held equity interest in the acquiree (if any) over the net of the acquisition-date amounts of the identifiable assets acquired and the liabilities assumed.

In case of a bargain purchase, before recognizing a gain in respect thereof, the Group determines where there exists clear evidence of the underlying reasons for classifying the business combination as a bargain purchase. Thereafter, the Group reassesses whether it has correctly identified all of the assets acquired and all of the liabilities assumed and recognises any additional assets or liabilities that are identified in that reassessment. The Group then reviews the procedures used to measure the amounts that Ind AS requires for the purposes of calculating the bargain purchase. If the gain remains after this reassessment and review, the Group recognizes it in other comprehensive income and accumulates the same in equity as capital reserve. If there does not exist clear evidence of the underlying reasons for classifying the business combination as a bargain purchase, the Group recognizes the gain, after reassessing and reviewing (as described above), directly in equity as capital reserve.

When a business combination is achieved in stages, the Group's previously held equity interest in the acquiree is remeasured to its acquisition-date fair value and the resulting gain or loss, if any, is recognised in consolidated statement of profit and loss. Amounts arising from interests in the acquiree prior to the acquisition date that have previously been recognised in other comprehensive income are reclassified to consolidated statement of profit and loss where such treatment would be appropriate if that interest were disposed off.

Contingent liabilities acquired in a business combination are initially measured at fair value at the acquisition date. At the end of subsequent reporting periods, such contingent liabilities are measured at the higher of the amount that would be recognised in accordance with Ind AS 37 'Provisions, Contingent Liabilities and Contingent Assets' ("Ind AS 37") and the amount initially recognised less cumulative amortisation recognised in accordance with Ind AS 115 'Revenue from contract with customers' ("Ind AS 115").

2.6 Goodwill and impairment of goodwill

Goodwill arising on acquisition of a business is carried at cost as established at the date of acquisition of the business Goodwill is initially measured at cost (Refer note 2.4). After initial recognition, goodwill is measured at cost less any accumulated impairment losses, if any.

For the purpose of impairment testing, goodwill is allocated to each of the Group's cash generating units (or groups of cash-generating units, "CGU") that is expected to benefit from the combination, irrespective of whether other assets or liabilities of the acquiree are assigned to those units.

A CGU to which goodwill has been allocated is tested for impairment annually, or more frequently when there is an indication that the unit may be impaired. The date of annual impairment assessment of goodwill considered by the Company is March 31, 2024. If the recoverable amount of the cash generating unit is less than its carrying amount, the impairment loss is allocated first to reduce the carrying amount of any goodwill allocated to the unit and then to the other assets of the unit pro rata based on the carrying amount of each asset in the unit. Any impairment loss for goodwill is recognised directly in consolidated statement of profit and loss. An impairment loss recognised for goodwill is not reversed in subsequent periods.

On disposal of the relevant CGU, the attributable amount of goodwill is included in the determination of the profit or loss on disposal.

2.7 Investment property

Investment properties are properties held to earn rentals and/or for capital appreciation (including property under construction for such purposes). Investment properties are measured initially at cost, including transaction costs. Subsequent to initial recognition, investment properties are measured in accordance with Ind AS 16 'Property, Plant and Equipment' ("Ind AS 16") requirements for cost model.

An investment property is derecognised upon disposal or when the investment property is permanently withdrawn from use and no future economic benefits are expected from the disposal. Any gain or loss arising on derecognition of the property (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is included in consolidated statement of profit and loss in the period in which the property is derecognised.

Deemed cost on transition to Ind AS

For transition to Ind AS, the Group has elected to continue with the carrying values of its investment properties measured as per the previous GAAP and use that carrying value as their deemed cost at transition date.

2.8 Revenue from contract with customers

Revenues from contracts with customers are recognised when control has been transferred at an amount that reflects the consideration to which the Group expects to be entitled in exchange for those goods. The Group acts as the principal in all of its revenue arrangements since it is the primary obligor in all the revenue arrangements as it has pricing latitude and is also exposed to inventory and credit risks.

An entity collects Goods and Services Tax ("GST") on behalf of the government and not on its own account. Hence, it is excluded from revenue i.e. revenue is net of GST

Following are major sources of revenue:

- Sale of consumer product
- Other operating revenue

Sale of consumer product

The group sells fast moving consumer goods ("FMCG"), Food and Processed Food Products.

Revenue was measured at the fair value of the consideration received or receivable. Revenue was reduced for estimated customer returns, discounts, rebates and similar allowances, if any. Revenue from sale of goods was recognised when the goods were delivered and titles have passed. i.e. the group had transferred to the buyer the significant risks and rewards of ownership of goods; the group retained neither continuing managerial involvement to the degree usually associated with ownership nor effective control over the goods sold; the amount of revenue could be measured reliably; it was probable that the economic benefits associated with the transaction would flow to the group; and the costs incurred or to be incurred in respect of the transaction could be measured reliably.

Nature, timing of satisfaction of performance obligation and transaction price (Fixed and variable)

The group recognises revenue when it transfers control of a product or service to a customer.

The control of goods is transferred to the customer depending upon the terms or as agreed with customer or delivery basis (i.e. at the point in time when goods are delivered to the customer or when the customer purchases the goods from the group warehouse). Control is considered to be transferred to customer when customer has ability to direct the use of such goods and obtain substantially all the benefits from it such as following delivery, the customer has full discretion over the manner of distribution and price to sell the goods, has the primary responsibility when on selling the goods and bears the risks of obsolescence and loss in relation to the goods.

At inception of the contract, group assesses the goods or services promised in a contract with a customer and identifies each promise to transfer to the customer as a performance obligation which is either:

(a) a good or service that is distinct; or

(b) a series of distinct goods or services that are substantially the same and that have the same pattern of transfer to the customer.

Based on the terms of the contract and as per business practice, the group determines the transaction price considering the amount it expects to be entitled in exchange of transferring promised goods or services to the customer. It excluded amount collected on behalf of third parties such as taxes.

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The group provides volume discount and rebate schemes to its customers on certain goods purchased by the customer once the quantity of goods purchased during the period exceeds a threshold specified in the contract. Volume discount and rebate schemes give rise to variable consideration. To estimate the variable consideration to which it will be entitled, the group considers that either the expected value method or the most likely amount method, depending on which of them better predicts the amount of variable consideration for the particular type of contract.

In case where the customer gives non-cash consideration for the goods and services transferred or where customer provides the group certain materials, equipment, etc. for carrying out the scope of work and the group obtains control of those contributed goods or service, the fair value of such non-cash consideration given /materials supplied by customer is considered as part of the transaction price.

For allocating the transaction price, the group has measured the revenue in respect of each performance obligation of a contract at its relative standalone selling price. The price that is regularly charged for an item when sold separately is the best evidence of its standalone selling price.

Rendering of services

Revenue from rendering of services is recognised over time considering the time elapsed. The transaction price of these services is recognised as a contract liability upon receipt of advance from the customer, if any, and is released on a straight line basis over the period of service (monthly basis)

Contract assets, contract liabilities and trade receivables

Revenues in excess of invoicing are classified as contract assets (which we refer as unbilled revenue) while invoicing in excess of revenues (which we refer to as unearned revenues) and advance from customers are classified as contract liabilities. A receivable is recognised by the group when the control over the goods is transferred to the customer such as when goods are delivered as this represents the point in time at which the right to consideration becomes unconditional, as only the passage of time is required before payment is due. The average credit period on sale of goods is 0 to 90 days.

Dividend and Interest income

Dividend income from investments is recognised when the group's right to receive payment has been established (provided that it is probable that the economic benefits will flow to the Group and the amount of income can be measured reliably).

Interest income from a financial asset is recognised when it is probable that the economic benefits will flow to the group and the amount of income can be measured reliably. Interest income is accrued on a time basis, by reference to the principal outstanding and at the effective interest rate applicable, which is the rate that exactly discounts estimated future cash receipts through the expected life of the financial asset to that asset's net carrying amount on initial recognition.

2.9 Government grants

Government Grants are recognised where there is reasonable assurance that the grants will be received and all attached conditions will be complied with. When the grants relates to an expense item, it is recognized as income on a systematic basis over the periods that the related costs, for which it is intended to compensate, are expensed. Government grants related to assets are accounted in the consolidated balance sheet by setting up the grant as deferred income. The grant set up as deferred income is recognised in the consolidated statement of profit and loss on a systematic basis over the average useful life of the asset.

2.10 Leasing

The Group assesses at contract inception whether a contract is, or contains, a lease. That is, if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration.

a) Leases

Group as a lessee

The Group applies a single recognition and measurement approach for all leases, except for short-term leases and leases of low-value assets. The Group recognises lease liabilities to make lease payments and right-of-use assets representing the right to use the underlying assets.

i) Right-of-use assets

The Group recognises right-of-use assets at the commencement date of the lease (i.e., the date the underlying asset is available for use). Right-of-use assets are measured at cost, less any accumulated depreciation and impairment losses, and adjusted for any remeasurement of lease liabilities. The cost of right-of-use assets includes the amount of lease liabilities recognised, initial direct costs incurred, and lease payments made at or before the commencement date less any lease incentives received. Right-of-use assets are depreciated on a straight-line basis over the shorter of the lease term and the estimated useful lives of the assets, as follows:

- Building 3 to 30 years
- Plant and machinery 3 to 15 years
- Vehicles 3 to 5 years

If ownership of the leased asset transfers to the Group at the end of the lease term or the cost reflects the exercise of a purchase option, depreciation is calculated using the estimated useful life of the asset.

The right-of-use assets are also subject to impairment. Refer to the accounting policies in section 2.18 Impairment of non-financial assets.

ii) Lease liabilities

At the commencement date of the lease, the Group recognises lease liabilities measured at the present value of lease payments to be made over the lease term. The lease payments include fixed payments (including in-substance fixed payments) less any lease incentives receivable, variable lease payments that depend on an index or a rate, and amounts expected to be paid under residual value guarantees. The lease payments also include the exercise price of a purchase option reasonably certain to be exercised by the Group and payments of penalties for terminating the lease, if the lease term reflects the Group exercising the option to terminate. Variable lease payments that do not depend on an index or a rate are recognised as expenses (unless they are incurred to produce inventories) in the period in which the event or condition that triggers the payment occurs.

In calculating the present value of lease payments, the Group uses its incremental borrowing rate at the lease commencement date because the interest rate implicit in the lease is not readily determinable. After the commencement date, the amount of lease liabilities is increased to reflect the accretion of interest and reduced for the lease payments made. In addition, the carrying amount of lease liabilities is remeasured if there is a modification, a change in the lease term, a change in the lease payments (e.g., changes to future payments resulting from a change in an index or rate used to determine such lease payments) or a change in the assessment of an option to purchase the underlying asset.

The Group lease liabilities are disclosed on the face of Balance sheet under Financial Liabilities.

iii) Short-term leases and leases of low-value assets

The Group applies the short-term lease recognition exemption to its short-term leases of machinery and equipment (i.e., those leases that have a lease term of 12 months or less from the commencement date and do not contain a purchase option). It also applies the lease of low-value assets recognition exemption to leases of office equipment that are considered to be low value. Lease payments on short-term leases and leases of low-value assets are recognised as expense on a straight-line basis over the lease term.

Group as a lessor

Leases in which the Group does not transfer substantially all the risks and rewards incidental to ownership of an asset are classified as operating leases. Rental income arising is accounted for on a straight-line basis over the lease terms and is included in revenue in the statement of profit or loss due to its operating nature. Initial direct costs incurred in negotiating and arranging an operating lease are added to the carrying amount of the leased asset and recognised over the lease term on the same basis as rental income. Contingent rents are recognised as revenue in the period in which they are earned.

2.11 Foreign currency transactions and translation

The management of the Group has determined Indian rupee ("RS.") as the functional currency of the Group. In preparing the financial statements of each individual group entity, transactions in currencies other than the entity's functional currency ("foreign currencies") are recognised at the rates of exchange prevailing at the dates of the transactions. At the end of each reporting period, monetary items denominated in foreign currencies are retranslated at the rates prevailing at that date. Non-monetary items carried at fair value that are denominated in foreign currencies are retranslated at the rates prevailing at the date when the fair value was determined. Non-monetary items that are measured in terms of historical cost in a foreign currency are translated using the exchange rates at the dates of the initial transactions.

Exchange differences on monetary items are recognised in consolidated statement of profit and loss in the period in which they arise except for:

- Exchange differences on foreign currency borrowings relating to assets under construction for future productive use, which are included in the cost of those assets when they are regarded as an adjustment to interest costs on those foreign currency borrowings; and
- Exchange differences for long term foreign currency monetary items recognized in the financial statements for the year ended 31 March, 2016 prepared under previous GAAP, the exchange difference arising on settlement / restatement of long term foreign currency monetary items are capitalised as part of depreciable property, plant and equipment to which the monetary items relates and depreciated over the remaining useful life of such assets.

Group Companies

On consolidation, the assets and liabilities of foreign operations are translated into INR at the rate of exchange prevailing at the reporting date and their statements of profit and loss are translated at exchange rates prevailing at the dates of the transactions. For practical reasons, the group uses an average rate to translate income and expense items, if the average rate approximates the exchange rates at the dates of the transactions. The exchange differences arising on translation for consolidation are recognised in OCI. On disposal of a foreign operation, the component of OCI relating to that particular foreign operation is recognised in profit and loss.

Any goodwill arising in the acquisition/ business combination of a foreign operation on or after 1 April 2016 and any fair value adjustments to the carrying amounts of assets and liabilities arising on the acquisition are treated as assets and liabilities of the foreign operation and translated at the spot rate of exchange at the reporting date.

Any goodwill or fair value adjustments arising in business combinations/ acquisitions, which occurred before the date of transition to Ind AS (1 April 2016), are treated as assets and liabilities of the entity rather than as assets and liabilities of the foreign operation. Therefore, those assets and liabilities are non-monetary items already expressed in the functional currency of the parent and no further translation differences occur.

Gain or loss on a subsequent disposal of any foreign operation excludes translation differences that arose before the date of transition but includes only translation differences arising after the transition date.

2.12 Borrowing costs

Borrowing costs directly attributable to the acquisition, construction or production of qualifying assets, which are assets that necessarily take a substantial period of time to get ready for their intended use or sale, are added to the cost of those assets, until such time as the assets are substantially ready for their intended use or sale. Interest income earned on the temporary investment of specific borrowings pending their expenditure on qualifying assets is deducted from the borrowing costs eligible for

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capitalisation.

All other borrowing costs are recognised in consolidated statement of profit and loss in the period in which they are incurred.

The Group may incur borrowing costs during an extended period in which it suspends the activities necessary to prepare an asset for its intended use or sale. Such costs are costs of holding partially completed assets and do not qualify for capitalisation. However, an entity does not normally suspend capitalising borrowing costs during a period when it carries out substantial technical and administrative work. The Group also does not suspend capitalising borrowing costs when a temporary delay is a necessary part of the process of getting an asset ready for its intended use or sale.

The Group shall cease capitalising borrowing costs when substantially all the activities necessary to prepare the qualifying asset for its intended use or sale are complete.

2.13 Employee benefits

Post-employment benefits

Payments to defined contribution benefit plans are recognised as an expense when employees have rendered service entitling them to the contributions. If the contribution payable to the scheme for service received before the balance sheet date exceeds the contribution already paid, the deficit payable to the scheme is recognized as a liability after deducting the contribution already paid. If the contribution already paid exceeds the contribution due for services received before the balance sheet date, then excess is recognized as an asset to the extent that the pre-payment will lead to, for example, a reduction in future payment or a cash refund.

For defined benefit retirement plans, the cost of providing benefits is determined using the projected unit credit method, with actuarial valuations being carried out at the end of each annual reporting period. Remeasurement, comprising actuarial gains and losses, the effect of the changes to the asset ceiling (if applicable) and the return on plan assets (excluding net interest), is reflected immediately in the consolidated balance sheet with a charge or credit recognised in other comprehensive income in the period in which they occur. Remeasurement recognised in other comprehensive income is reflected immediately in retained earnings and is not reclassified to consolidated statement of profit and loss. Past service cost is recognised in consolidated statement of profit and loss in the period of a plan amendment. Net interest is calculated by applying the discount rate at the beginning of the period to the net defined benefit liability or asset. Defined benefit costs are categorised as follows:

- Service cost (including current service cost, past service cost, as well as gains and losses on curtailments and settlements);
- Net interest expense or income; and
- Remeasurement.

The Group presents the first two components of defined benefit costs in consolidated statement of profit and loss in the line item "Employee benefits expense", and the last component in Other Comprehensive Income which is immediately reflected in Other Equity and is not reflected in consolidated statement of profit and loss account. Curtailment gains and losses are accounted for as past service costs.

The retirement benefit obligation recognised in the consolidated balance sheet represents the actual deficit or surplus in the Group's defined benefit plans. Any surplus resulting from this calculation is limited to the present value of any economic benefits available in the form of refunds from the plans or reductions in future contributions to the plans.

Terminal benefits

A liability for a termination benefit is recognised at the earlier of when the entity can no longer withdraw the offer of the termination benefit and when the entity recognises any related restructuring costs.

Short-term and other long-term employee benefits

A liability is recognised for benefits accruing to employees in respect of wages and salaries, performance incentives and similar benefits other than compensated absences in the period the related service is rendered at the undiscounted amount of the benefits expected to be paid in exchange for that service.

The obligations are presented as current liabilities in the balance sheet if the entity does not have an unconditional right to defer settlement for at least twelve months after the reporting period, regardless of when the actual settlement is expected to occur

Accumulated leaves, which are expected to be utilised within the next 12 months, are treated as current employee benefit. The Company treats the entire leave as current liability in the balance sheet, since it does not have an unconditional right to defer its settlement for 12 months after the reporting date. It is measured based on an actuarial valuation done by an independent actuary on the projected unit credit method at the end of each financial year. Liabilities recognised in respect of other long-term employee benefits are measured at the present value of the estimated future cash outflows expected to be made by the Group in respect of services provided by employees up to the reporting date.

2.14 Earnings per share

Basic earnings per share is calculated by dividing the profit/loss attributable to the owners of the Group by the weighted average number of equity shares outstanding during the financial year (net of treasury shares).

Diluted earnings per share adjusts the figure used in determination of basic earnings per share to take into account the after income tax effect of interest and other financing costs associated with dilutive potential equity shares, and the weighted average number of additional equity shares that would have been outstanding assuming the conversion of all dilutive potential equity shares.

2.15 Share-based payment arrangements

Employees (including senior executives) of the Company receive remuneration in the form of share-based payment, whereby employees render services as consideration for equity instruments (equity-settled transactions).

Equity-settled transactions

Equity-settled share-based payments to employees and others providing similar services are measured at the fair value of the equity instruments at the grant date.

The fair value determined at the grant date of the equity-settled share-based payments is expensed on a straight-line basis over the vesting period, based on the Group's estimate of equity instruments that will eventually vest, with a corresponding increase in equity. At the end of each reporting period, the Group revises its estimate of the number of equity instruments expected to vest. The impact of the revision of the original estimates, if any, is recognised in consolidated statement of profit and loss such that the cumulative expense reflects the revised estimate, with a corresponding adjustment to the share – based payment (SBP) reserve in equity.

Share-based payment transactions among group entities

The cost of equity-settled transactions pertaining to group entities is recognised as debit to investment in those group companies, together with a corresponding increase in equity (SBP reserve) over the vesting period. The cumulative amount recognised for equity-settled transactions at each reporting date until the vesting date reflects the extent to which the vesting period has expired and the group's best estimate of the number of equity instruments that will ultimately vest. The group does not recover the cost of employee stock options from its subsidiaries.

2.16 Taxation

Current tax

The tax currently payable is based on taxable profit for the year. Taxable profit differs from 'profit before tax' as reported in the consolidated statement of profit and loss because of items of income or expense that are taxable or deductible in other years and items that are never taxable or deductible. The Group's current tax is calculated using tax rates that have been enacted by the end of the reporting period.

Deferred tax

Deferred tax is recognised on temporary differences between the carrying amounts of assets and liabilities in the consolidated financial statements and the corresponding tax bases used in the computation of taxable profit. While preparing consolidated financial statements, temporary differences are calculated using the carrying amount as per consolidated financial statements and tax bases as determined by reference to the method of tax computation (i.e. taken from individual entities in the group).

Deferred tax liabilities are generally recognised for all taxable temporary differences. Deferred tax assets are generally recognised for all deductible temporary differences, and unused tax losses to the extent that it is probable that taxable profits will be available against which deductible temporary differences and the carry forward of unused tax losses can be utilised. Such deferred tax assets and liabilities are not recognised if the temporary difference arises from the initial recognition (other than in a business combination) of assets and liabilities in a transaction that affects neither the taxable profit nor the accounting profit.

In addition, deferred tax liabilities are not recognised for followings:

- When the deferred tax liability arises from the initial recognition of goodwill or an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss
- In respect of taxable temporary differences associated with investments in subsidiaries, associates and interests in joint ventures, when the timing of the reversal of the temporary differences can be controlled and it is probable that the temporary differences will not reverse in the foreseeable future

Deferred tax assets are generally recognised for all deductible temporary differences, the carry forward of unused tax credits and unused tax losses to the extent that it is probable that taxable profits will be available against which deductible temporary differences and the carry forward of unused tax losses can be utilised. Such deferred tax assets and liabilities are not recognised if the temporary difference arises from the initial recognition (other than in a business combination) of assets and liabilities in a transaction that affects neither the taxable profit nor the accounting profit. In addition, deferred tax liabilities are not recognised if the temporary difference arises from the initial recognition of goodwill.

The carrying amount of deferred tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilised. Unrecognised deferred tax assets are re-assessed at each reporting date and are recognised to the extent that it has become probable that future taxable profits will allow the deferred tax asset to be recovered.

Deferred tax liabilities and assets are measured at the tax rates that are expected to apply in the period in which the liability is settled or the asset realised, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period.

The measurement of deferred tax liabilities and assets reflects the tax consequences that would follow from the manner in which the Group expects, at the end of the reporting period, to recover or settle the carrying amount of its assets and liabilities.

Current and deferred tax for the year

Current and deferred tax are recognised in consolidated statement of profit and loss, except when they relate to items that are recognised in other comprehensive income or directly in equity, in which case, the current and deferred tax are also recognised in other comprehensive income or directly in equity respectively. Where current tax or deferred tax arises from the initial accounting for a business combination, the tax effect is included in the accounting for the business combination.

2.17 Property, plant and equipment

Land and buildings held for use in the production or supply of goods or services, for rental to others or for administrative purposes, are stated in the consolidated balance sheet at cost less accumulated depreciation and accumulated impairment losses. Freehold land is not depreciated, however, it is subject to impairment.

Properties in the course of construction for production, supply or administrative purposes are carried at cost, less any recognised impairment loss. Cost includes professional fees and, for qualifying assets, borrowing costs capitalised in accordance with the Group's accounting policy. Such properties are classified to the appropriate categories of property, plant and equipment when completed and ready for intended use.

Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that incremental future economic benefits associated

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with the items will flow to the Group and the cost of the item can be measured reliably. The carrying amount of any component accounted for as a separate asset is derecognised when replaced. All other repairs and maintenance are charged to consolidated statement of profit and loss during the reporting period in which they are incurred.

An item of property, plant and equipment is derecognised upon disposal or when no future economic benefits are expected to arise from the continued use of the asset. Any gain or loss arising on the disposal or retirement of an item of property, plant and equipment is determined as the difference between the sales proceeds and the carrying amount of the asset and is recognised in consolidated statement of profit and loss.

Depreciation of these assets, on the same basis as other property assets, commences when the assets are ready for their intended use. An asset is normally ready for its intended use or sale when the physical construction of the asset is complete even though routine administrative work might still continue.

Fixtures and equipment are stated at cost less accumulated depreciation and accumulated impairment losses, if any.

Depreciation is recognised so as to write off the cost of assets (other than freehold land) less their residual values over their useful lives, using the straight-line method. The estimated useful lives, residual values and depreciation method are reviewed at the end of each reporting period, with the effect of any changes in estimate accounted for on a prospective basis. Depreciation on property, plant and equipment has been provided on straight line method using the rates arrived at based on the useful lives estimated by the management, which are equal to or lower than lives as prescribed under Schedule II of the Companies Act, 2013. The Group's has used the following useful life to provide depreciation on its Property, Plant & Equipment:

Asset	Useful Life	Asset	Useful Life
Buildings	10 to 60 years	Vehicles	8 to 10 years
Plant and equipment	1 to 15 years	Signage's	3 years
Leasehold improvements	Lease term	Road	3 to 10 years
Moulds	2 years	Electrical installations	10 years
Computers	1 to 5 years	Hydraulic Works and pipelines	15 years
Furniture and fixture	1 to 10 years	General Lab Equipment	10 years
Office equipment	1 to 5 years		

The Group, based on technical assessment, depreciates certain items of Property, Plant & Equipment over estimated useful lives which are different from the useful life as prescribed in Schedule II to the Companies Act, 2013. The management believes that these estimated useful lives are realistic and reflect fair approximation of the period over which the asset are likely to be used.

Deemed cost on transition to Ind AS

While measuring the property, plant and equipment in accordance with Ind AS, the Group has elected to measure certain items of property, plant and equipment at the date of transition to Ind AS at their fair values and used those fair values as their deemed costs at transition date.

2.18 Intangible assets

Intangible assets acquired separately

Intangible assets with finite useful lives that are acquired separately are carried at cost less accumulated amortisation and accumulated impairment losses. Amortisation is recognised on a straight-line basis over their estimated useful lives. The amortization period and amortisation method are reviewed at the end of each reporting period, with the effect of any changes in estimate being accounted for on a prospective basis.

Intangible assets acquired in a business combination

Intangible assets acquired in a business combination and recognised separately from goodwill are initially recognised at their fair value at the acquisition date (which is regarded as their cost).

Subsequent to initial recognition, intangible assets acquired in a business combination are reported at cost less accumulated amortisation and accumulated impairment losses, if any, on the same basis as intangible assets that are acquired separately.

Derecognition of intangible assets

An intangible asset is derecognised on disposal, or when no future economic benefits are expected from use or disposal. Any gains or loss arising from derecognition of an intangible asset, measured as the difference between the net disposal proceeds and the carrying amount of the asset, are recognised in consolidated statement of profit and loss when the asset is derecognised.

Useful lives of intangible assets

Estimated useful lives of the intangible assets are as follows:

Asset	Useful Life	Asset	Useful Life
Trademark	5 Years	Brand*	10 Years
Software	3 – 6 Years	Brand Usage Rights	25 Years

* Kara Brand has an indefinite useful life.

The Group, based on technical assessment, depreciates certain items of Intangible Assets over estimated useful lives which are different from the useful life as prescribed in Schedule II to the Companies Act, 2013. The management believes that these estimated useful lives are realistic and reflect fair approximation of the period over which the asset are likely to be used.

Deemed cost on transition to Ind AS

The Group has elected to continue with the carrying value of all of its intangible assets recognised as of the transition date measured as per the previous GAAP and used that carrying value as its deemed cost as of the transition date.

2.19 Impairment of non - financial assets other than goodwill

At the end of each reporting period, the Group reviews the carrying amounts of Property, Plant and Equipment and intangible assets to determine whether there is any indication that those assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment loss, if any. When it is not possible to estimate the recoverable amount of an individual asset, the Group estimates the recoverable amount of the cash-generating unit to which the asset belongs. When a reasonable and consistent basis of allocation can be identified, corporate assets are also allocated to individual cash-generating units, or otherwise they are allocated to the smallest group of cash-generating units for which a reasonable and consistent allocation basis can be identified.

Intangible assets with indefinite useful lives and intangible assets not yet available for use are tested for impairment at least annually, and whenever there is an indication that the asset may be impaired.

Recoverable amount is the higher of fair value less costs of disposal and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset for which the estimates of future cash flows have not been adjusted.

If the recoverable amount of an asset (or cash-generating unit) is estimated to be less than its carrying amount, the carrying amount of the asset (or cash-generating unit) is reduced to its recoverable amount. An impairment loss is recognised immediately in consolidated statement of profit and loss.

When an impairment loss subsequently reverses, the carrying amount of the asset (or a cash-generating unit) is increased to the revised estimate of its recoverable amount, but so that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognised for the asset (or cash-generating unit) in prior years. A reversal of an impairment loss is recognised immediately in consolidated statement of profit and loss.

2.20 Inventories

Finished goods and traded goods are stated at the lower of cost and net realisable value. Raw material goods are stated at cost. Net realisable value represents the estimated selling price for inventories less all estimated costs of completion and costs necessary to make the sale.

Costs incurred in bringing each product to its present location and condition are accounted for as follows:

- Raw materials and Packing materials: cost includes cost of purchase and other costs incurred in bringing the inventories to their present location and condition. Cost is determined on weighted average basis.
- Finished goods and work in progress: cost includes cost of direct materials and labour and a proportion of manufacturing overheads based on the normal operating capacity, but excluding borrowing costs. Cost is determined on weighted average basis.
- Traded goods: cost includes cost of purchase and other costs incurred in bringing the inventories to their present location and condition. Cost is determined on weighted average basis.

2.21 Provisions

Provisions are recognised when the Group has a present obligation (legal or constructive) as a result of a past event, it is probable that the Group will be required to settle the obligation, and a reliable estimate can be made of the amount of the obligation.

The amount recognised as a provision is the best estimate of the consideration required to settle the present obligation at the end of the reporting period, taking into account the risks and uncertainties surrounding the obligation. When a provision is measured using the cash flows estimated to settle the present obligation, its carrying amount is the present value of those cash flows (when the effect of the time value of money is material). When discounting is used, the increase in the provision due to the passage of time is recognised as a finance cost.

When some or all of the economic benefits required to settle a provision are expected to be recovered from a third party, a receivable is recognised as an asset if it is virtually certain that reimbursement will be received and the amount of the receivable can be measured reliably.

2.22 Financial instruments

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity.

Financial assets and financial liabilities are recognised when the Group becomes a party to the contractual provisions of the instruments.

Financial assets and financial liabilities are initially measured at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets and financial liabilities at fair value through profit or loss ("FVTPL")) are added to or deducted from the fair value of the financial assets or financial liabilities, as appropriate, on initial recognition. Transaction costs directly attributable to the acquisition of financial assets or financial liabilities at fair value through profit or loss are recognised immediately in consolidated statement of profit and loss.

2.23 Financial assets

All regular way purchases or sales of financial assets are recognised and derecognised on a trade date basis. Regular way purchases or sales are purchases or sales of financial assets that require delivery of assets within the time frame established by regulation or convention in the marketplace.

All recognised financial assets are subsequently measured in their entirety at either amortised cost or fair value, depending on the classification of the financial assets

Classification of financial assets

Debt instruments that meet the following conditions are subsequently measured at amortised cost (except for debt investments that are designated as at fair value through profit or loss on initial recognition):

- The asset is held within a business model whose objective is to hold assets in order to collect contractual cash flows; and
- The contractual terms of the instrument give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

Debt instruments that meet the following conditions are subsequently measured at fair value through other comprehensive income (except for debt investments that are designated as at fair value through profit or loss on initial recognition):

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- the asset is held within a business model whose objective is achieved both by collecting contractual cash flows and selling financial assets; and
- the contractual terms of the instrument give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

Interest income is recognised in consolidated statement of profit and loss for fair value through other comprehensive income ("FVTOCI") debt instruments. For the purposes of recognising foreign exchange gains and losses, FVTOCI debt instruments are treated as financial assets measured at amortised cost. Thus, the exchange differences on the amortised cost are recognised in consolidated statement of profit and loss and other changes in the fair value of FVTOCI financial assets are recognised in other comprehensive income and accumulated under the heading of 'Reserve for debt instruments through other comprehensive income'. When the investment is disposed of, the cumulative gain or loss previously accumulated in this reserve is reclassified to consolidated statement of profit and loss.

All other financial assets are subsequently measured at fair value.

Effective interest method

The effective interest method is a method of calculating the amortised cost of a debt instrument and of allocating interest income over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash receipts (including all fees paid or received that form an integral part of the effective interest rate, transaction costs and other premiums or discounts) through the expected life of the debt instrument, or, where appropriate, a shorter period, to the net carrying amount on initial recognition.

Income is recognised on an effective interest basis for debt instruments other than those financial assets classified as at FVTPL. Interest income is recognised in consolidated statement of profit and loss and is included in the "Other Income" line item.

Investments in equity instruments at FVTOCI

On initial recognition, the Group can make an irrevocable election (on an instrument-by-instrument basis) to present the subsequent changes in fair value in other comprehensive income for investments in equity instruments. This election is not permitted if the equity investment is held for trading. These elected investments are initially measured at fair value plus transaction costs. Subsequently, they are measured at fair value with gains and losses arising from changes in fair value recognised in other comprehensive income and accumulated in the 'Reserve for equity instruments through other comprehensive income'. The cumulative gain or loss is not reclassified to consolidated statement of profit and loss on disposal of the investments.

A financial asset is held for trading if:

- it has been acquired principally for the purpose of selling it in the near term; or
- on initial recognition it is part of a portfolio of identified financial instruments that the Group manages together and has a recent actual pattern of short-term profit-taking; or
- it is a derivative that is not designated and effective as a hedging instrument or a financial guarantee.

Financial assets at fair value through profit or loss (FVTPL)

Investments in equity instruments are classified as at FVTPL, unless the Group irrevocably elects on initial recognition to present subsequent changes in fair value in other comprehensive income for investments in equity instruments which are not held for trading (see note above).

Debt instruments that do not meet the amortised cost criteria or FVTOCI criteria (see above) are measured at FVTPL.

A financial asset that meets the amortised cost criteria or debt instruments that meet the FVTOCI criteria may be designated as at FVTPL upon initial recognition if such designation eliminates or significantly reduces a measurement or recognition inconsistency that would arise from measuring assets or liabilities or recognising the gains and losses on them on different bases. The Group has not designated any debt instrument as at FVTPL.

Financial assets at FVTPL are measured at fair value at the end of each reporting period, with any gains or losses arising on remeasurement recognised in consolidated statement of profit and loss. The net gain or loss recognised in consolidated statement of profit and loss incorporates any dividend or interest earned on the financial asset and is included in the 'Other income' line item.

Impairment of financial assets

The Group applies the expected credit loss model for recognising impairment loss on financial assets measured at amortised cost, debt instruments at FVTOCI, lease receivables, trade receivables and other contractual rights to receive cash or other financial asset, and financial guarantees not designated as at FVTPL.

Expected credit losses are the weighted average of credit losses with the respective risks of default occurring as the weights. Credit loss is the difference between all contractual cash flows that are due to the Group in accordance with the contract and all the cash flows that the Group expects to receive (i.e. all cash shortfalls), discounted at the original effective interest rate.

In accordance with Ind AS 109, the Group assesses on a forward-looking basis the expected credit loss associated with its assets carried at amortised cost and FVTOCI debt instruments. ECLs are based on the difference between the contractual cash flows due in accordance with the contract and all the cash flows that the Group expects to receive, discounted at an approximation of the original effective interest rate. The expected cash flows will include cash flows from the sale of collateral held or other credit enhancements that are integral to the contractual terms.

The Group measures the loss allowance for a financial instrument at an amount equal to the lifetime expected credit losses if the credit risk on that financial asset has increased significantly since initial recognition. If the credit risk on a financial asset has not increased significantly since initial recognition, the Group measures the loss allowance for that financial instrument at an amount equal to 12-month expected credit losses.

Derecognition of financial assets

The Group derecognises a financial asset when the contractual rights to the cash flows from the asset expire, or when it transfers the financial asset and substantially all the risks and rewards of ownership of the asset to another party. If the Group neither transfers nor retains substantially all the risks and rewards of ownership and continues to control the transferred asset, the Group recognises its retained interest in the asset and an associated liability for amounts it may have to pay. If the Group retains substantially all the risks and rewards of ownership of a transferred financial asset, the Group continues to recognise the financial asset and also recognises a collateralised borrowing for the proceeds received.

Foreign exchange gains and losses

The fair value of financial assets denominated in a foreign currency is determined in that foreign currency and translated at the spot rate at the end of each reporting period.

For foreign currency denominated financial assets measured at amortised cost and FVTPL, the exchange differences are recognised in consolidated statement of profit and loss.

For the purposes of recognising foreign exchange gains and losses, FVTOCI debt instruments are treated as financial assets measured at amortised cost. Thus, the exchange differences on the amortised cost are recognised in consolidated statement of profit and loss and other changes in the fair value of FVTOCI financial assets are recognised in other comprehensive income.

Cash and cash equivalents

Cash and cash equivalent in the balance sheet comprise cash at banks and on hand and short-term deposits with an original maturity of three months or less, that are readily convertible to a known amount of cash and subject to an insignificant risk of changes in value

Offsetting of financial instruments

Financial assets and financial liabilities are offset and the net amount is reported in the consolidated balance sheet if there is a currently enforceable legal right to offset the recognised amounts and there is an intention to settle on a net basis, to realise the assets and settle the liabilities simultaneously.

2.24 Financial liabilities and equity instruments

Classification as debt or equity

Debt and equity instruments issued by the Group are classified as either financial liabilities or as equity in accordance with the substance of the contractual arrangements and the definitions of a financial liability and an equity instrument.

Equity instruments

An equity instrument is any contract that evidences a residual interest in the assets of an entity after deducting all of its liabilities. Equity instruments issued by the Group are recognised at the proceeds received, net of direct issue costs.

Repurchase of the Group's own equity instruments is recognised and deducted directly in equity. No gain or loss is recognised in consolidated statement of profit and loss on the purchase, sale, issue or cancellation of the Group's own equity instruments.

Compound instruments

The component parts of compound instruments (convertible debentures) issued by the Group are classified separately as financial liabilities and equity in accordance with the substance of the contractual arrangements and the definitions of a financial liability and an equity instrument. A conversion option that will be settled by the exchange of a fixed amount of cash or another financial asset for a fixed number of the Group's own equity instruments is an equity instrument.

At the date of issue, the fair value of the liability component is estimated using the prevailing market interest rate for similar non-convertible instruments. This amount is recorded as a liability on an amortised cost basis using the effective interest method until extinguished upon conversion or at the instrument's maturity date.

The conversion option classified as equity is determined by deducting the amount of the liability component from the fair value of the compound instrument as a whole. This is recognised and included in equity, net of income tax effects, and is not subsequently remeasured. In addition, the conversion option classified as equity will remain in equity until the conversion option is exercised, in which case, the balance recognised in equity will be transferred to other component of equity. When the conversion option remains unexercised at the maturity date of the convertible instrument, the balance recognised in equity will be transferred to retained earnings. No gain or loss is recognised in consolidated statement of profit and loss upon conversion or expiration of the conversion option.

Transaction costs that relate to the issue of the convertible instruments are allocated to the liability and equity components in proportion to the allocation of the gross proceeds. Transaction costs relating to the equity component are recognised directly in equity. Transaction costs relating to the liability component are included in the carrying amount of the liability component and are amortised over the lives of the convertible instrument using the effective interest method.

Financial liabilities

All financial liabilities are subsequently measured at amortised cost using the effective interest method.

However, financial guarantee contracts issued by the Group are measured in accordance with the specific accounting policies set out below.

Financial liabilities subsequently measured at amortised cost

Financial liabilities that are not held-for-trading and are not designated as at FVTPL are measured at amortised cost at the end of subsequent accounting periods. The carrying amounts of financial liabilities that are subsequently measured at amortised cost are determined based on the effective interest method. Interest expense are included in the 'Finance costs' line item.

The effective interest method is a method of calculating the amortised cost of a financial liability and of allocating interest expense over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash payments (including all fees and points paid or received that form an integral part of the effective interest rate, transaction costs and other premiums or discounts) through the expected life of the financial liability, or (where appropriate) a shorter period, to the net carrying amount on initial recognition.

Financial guarantee contracts

A financial guarantee contract is a contract that requires the issuer to make specified payments to reimburse the holder for a loss it incurs because a specified debtor fails to make payments when due

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in accordance with the terms of a debt instrument.

Financial guarantee contracts issued by a Group entity are initially measured at their fair values and are subsequently measured at the higher of:

- the amount of loss allowance determined in accordance with impairment requirements of Ind AS 109; and
- the amount initially recognised less, when appropriate, the cumulative amount of income recognised in accordance with the principles of Ind AS 115.

When guarantee in relation to loans or other payables of subsidiaries are provided for no compensation, the fair values are accounted for as contributions and recognised as cost of investment.

Foreign exchange gains and losses

For financial liabilities that are denominated in a foreign currency and are measured at amortised cost at the end of each reporting period, the foreign exchange gains and losses are determined based on the amortised cost of the instruments and are recognised in 'Other income'/ 'Other expenses'.

Derecognition of financial liabilities

The Group derecognises financial liabilities when, and only when, the Group's obligations are discharged, cancelled or have expired. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the derecognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognised in the consolidated statement of profit and loss.

Offsetting of financial instruments

Financial assets and financial liabilities are offset and the net amount is reported in the consolidated balance sheet if there is a currently enforceable legal right to offset the recognised amounts and there is an intention to settle on a net basis, to realise the assets and settle the liabilities simultaneously.

2.25 Derivative financial instruments

Derivatives are initially recognised at fair value at the date the derivative contracts are entered into and are subsequently remeasured to their fair value at the end of each reporting period. The resulting gain or loss is recognised in consolidated statement of profit and loss immediately. Group does not designate the derivative instrument as a hedging instrument.

2.26 Treasury Shares

The Group has created an Employee Benefit Trust (EBT) for providing share-based payment to its employees. The Group uses EBT as a vehicle for distributing shares to employees under the employee remuneration schemes. The EBT buys shares of the Company from the market, for giving shares to employees. The Group treats EBT as its extension and shares held by EBT are treated as treasury shares.

Own equity instruments that are reacquired (treasury shares) are recognised at cost and deducted from equity. No gain or loss is recognised in profit or loss on the purchase, sale, issue or cancellation of the Group's own equity instruments. Any difference between the carrying amount and the consideration, if reissued, is recognised in capital reserve. Share options exercised during the reporting period are satisfied with treasury shares.

2.27 Contingent liabilities

A contingent liability is:

a) a possible obligation that arises from past events and whose existence will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the entity; or

b) a present obligation that arises from past events but is not recognised because:-

   i) it is not probable that an outflow of resources embodying economic benefits will be required to settle the obligation; or

   ii) the amount of the obligation cannot be measured with sufficient reliability.

Contingent liability is disclosed in the case of:

- a present obligation arising from past events, when it is not probable that an outflow of resources will be required to settle the obligation;
- a present obligation arising from past events, when no reliable estimate is possible;
- a possible obligation arising from past events, unless the probability of outflow of resources is remote.

A contingent asset is disclosed where an inflow of economic benefits is probable.

Provisions, contingent liabilities and contingent assets are reviewed at each balance sheet date.

2.28 Operating segment

Identification of segment - Operating segments are reported in the manner consistent with the internal reporting provided to the Chief Operating Decision Maker (CODM) of the Company.

Segment accounting policies - The Board of Directors of the Holding Company have been identified as the Chief Operating Decision Maker (CODM) as defined under Ind AS 108. CODM reviews overall financial information of the Holding Company together for performance evaluation and allocation of resources and does not review any discrete information to evaluate performance of any individual product or geography.

The Group prepares its segment information in conformity with accounting policies adopted for preparing and presenting the financial statements of the Group as a whole.

2.29 Asset held for sale

The Group classifies assets as held for sale if their carrying amounts will be recovered principally through a sale rather than through continuing use.

Assets classified as held for sale are measured at the lower of their carrying amount and fair value less costs to sell. Costs to sell are the incremental costs directly attributable to the disposal of an asset, excluding finance costs and income tax expense.

For these purposes, sale transactions include exchanges of assets for other assets when the exchange has commercial substance. The criteria for held for sale classification is regarded as met only when the sale is highly probable, and the asset or disposal group is available for immediate sale in its present condition. Actions required to complete the sale/ distribution should indicate that it is unlikely that significant changes to the sale will be made or that the decision to sell will be withdrawn. Management must be committed to the sale and the sale expected within one year from the date of classification.

The criteria for held for sale classification is regarded met only when the assets are available for immediate sale in its present condition, subject only to terms that are usual and customary for sales of such assets, its sale is highly probable; and it will genuinely be sold, not abandoned. The group treats sale of the asset to be highly probable when:

- The appropriate level of management is committed to a plan to sell the asset,
- An active programme to locate a buyer and complete the plan has been initiated (if applicable),
- The asset (or disposal group) is being actively marketed for sale at a price that is reasonable in relation to its current fair value
- The sale is expected to qualify for recognition as a completed sale within one year from the date of classification, and
- Actions required to complete the plan indicate that it is unlikely that significant changes to the plan will be made or that the plan will be withdrawn.
- Property, plant and equipment and intangible are not depreciated, or amortised assets once classified as held for sale.

Assets and liabilities classified as held for sale are presented separately from other items in the balance sheet.

2.30 Onerous contracts

If the Group has a contract that is onerous, the present obligation under the contract is recognised and measured as a provision. However, before a separate provision for an onerous contract is established, the Group recognises any impairment loss that has occurred on assets dedicated to that contract.

An onerous contract is a contract under which the unavoidable costs (i.e., the costs that the Group cannot avoid because it has the contract) of meeting the obligations under the contract exceed the economic benefits expected to be received under it. The unavoidable costs under a contract reflect the least net cost of exiting from the contract, which is the lower of the cost of fulfilling it and any compensation or penalties arising from failure to fulfil it. The cost of fulfilling a contract comprises the costs that relate directly to the contract (i.e., both incremental costs and an allocation of costs directly related to contract activities).

3. Key sources of estimation uncertainty and critical accounting judgements

In the course of applying the accounting policies, the Group is required to make judgements, estimates and assumptions about the carrying amount of assets and liabilities that are not readily apparent from other sources. The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized in the period in which the estimate is revised if the revision affects only that period, or in the period of the revision and future period, if the revision affects current and future periods.

Significant Estimates

Going Concern

Considering the significant liquidity crunch which has impacted the operations of the Group and default 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 Holding Company as non-performing assets (NPA), the Group has prepared future cash flow forecasts taking into cognizance the developments such as Asset Monetisation Plan with the lenders of the Company in a Joint-lender's meeting and transfer of business undertaking of material wholly owned subsidiaries of the Holding Company (Refer Note 51 of consolidated financial statements) which involves judgement and estimation of key variables and market conditions. Based on such an analysis, the Group continues to prepare its financial statements on a going concern basis.

In the course of applying the accounting policies, the Group is required to make judgements, estimates and assumptions about the carrying amount of assets and liabilities that are not readily apparent from other sources. The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized in the period in which the estimate is revised if the revision affects only that period, or in the period of the revision and future period, if the revision affects current and future periods.

Key sources of estimation uncertainty

a) Useful lives of property, plant and equipment

Management reviews the useful lives of property, plant and equipment at least once a year. Such lives are dependent upon an assessment of both the technical lives of the assets and also their likely economic lives based on various internal and external factors including relative efficiency and operating costs. Accordingly, depreciable lives are reviewed annually using the best information available to the Management. Refer note 4 for further disclosure.

b) Impairment of property, plant and equipment and intangible assets

Determining whether the property, plant and equipment are impaired requires an estimate in the value in use of cash generating units. It requires to estimate the future cash flows expected to arise from the cash generating units and a suitable discount rate in order to calculate present value. When the actual cash flows are less than expected, a material impairment loss may arise. Refer note 4 for further disclosure.

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c) Impairment of investments in joint ventures and associate and impairment of goodwill

Determining whether the goodwill or investments in subsidiaries, joint ventures and associate are impaired requires an estimate in the value in use. In considering the value in use, the Management have anticipated the future cash flows, discount rates and other factors of the underlying businesses/companies. In estimating the fair value of an asset or a liability, the Group uses market-observable data to the extent it is available. In certain cases, the Group engages third party qualified valuers to perform the valuation. The management works closely with the qualified external valuers to establish the appropriate valuation techniques and inputs to the model. A degree of judgment is required in establishing fair values. Judgements include consideration of inputs such as liquidity risk, credit risk and volatility. Any subsequent changes to the cash flows could impact the carrying value of investments/goodwill. Refer note 4 and 5 for further disclosure.

d) Provisions, liabilities and contingencies

Provisions and liabilities are recognized in the period when it becomes probable that there will be a future outflow of funds resulting from past events that can reasonably be estimated. The timing of recognition requires application of judgement to existing facts and circumstances which may be subject to change.

In the normal course of business, contingent liabilities may arise from litigation and other claims against the Group. Potential liabilities that are possible but not probable of an outflow of resources embodying economic benefits are treated as contingent liabilities. Such liabilities are disclosed in the notes but are not recognized. Refer note 39 for further disclosure.

e) Taxes

Deferred tax assets are recognized for unused tax losses to the extent that it is probable that taxable profit will be available against which the losses can be utilized. Significant management judgement is required to determine the amount of deferred tax assets that can be recognised, based upon the likely timing and the level of future taxable profits together with future tax planning strategies. Refer note 8 for further disclosure.

f) Share based payments

The Group initially measures the cost of equity-settled transactions with employees using an appropriate valuation model to determine the fair value of the liability incurred. Estimating fair value for share-based payment transactions requires determination of the most appropriate valuation model, which is dependent on the terms and conditions of the grant. This estimate also requires determination of the most appropriate inputs to the valuation model including the expected life of the share option, volatility and dividend yield and making assumptions about them. Refer note 37 for further disclosure.

g) Employee benefit plans

The cost of defined benefit gratuity plan and other post-employment benefits are determined using actuarial valuations. An actuarial valuation involves making various assumptions that may differ from actual developments in the future. These include the determination of the discount rate, future salary increases and mortality rates. Due to the complexities involved in the valuation and its long-term nature, a defined benefit obligation is highly sensitive to changes in these assumptions. All assumptions are reviewed at each reporting date.

The parameter most subject to change is the discount rate. In determining the appropriate discount rate for plans operated in India, the management considers the interest rates of government bonds in currencies consistent with the currencies of the post-employment benefit obligation.

The mortality rate is based on publicly available mortality tables for India. Those mortality tables tend to change only at interval in response to demographic changes. Future salary increases and gratuity increases are based on expected future inflation rates. Refer note 35 for further disclosure.

h) Lease

The application of Ind AS 116 requires Group to make judgements and estimates that affect the measurement of right-of-use assets and liabilities. In determining the lease term, we must consider all facts and circumstances that create an economic incentive to exercise renewal options (or not exercise termination options). Assessing whether a contract includes a lease also requires judgement. Estimates are required to determine the appropriate discount rate used to measure lease liabilities.

The Group cannot readily determine the interest rate implicit in the lease, therefore, it uses its incremental borrowing rate (IBR) to measure lease liabilities. The IBR is the rate of interest that the Group would have to pay to borrow over a similar term, and with a similar security, the funds necessary to obtain an asset of a similar value to the right-of-use asset in a similar economic environment. The IBR therefore reflects what the Group 'would have to pay', which requires estimation when no observable rates are available or when they need to be adjusted to reflect the terms and conditions of the lease. The Group estimates the IBR using observable inputs (such as market interest rates) when available and is required to make certain entity-specific estimates.

Property lease classification – Group as lessor

The Group has entered into commercial property leases on its investment property portfolio. The Group has determined, based on an evaluation of the terms and conditions of the arrangements, such as the lease term not constituting a major part of the economic life of the commercial property and the present value of the minimum lease payments not amounting to substantially all of the fair value of the commercial property, that it retains substantially all the risks and rewards incidental to ownership of these properties and accounts for the contracts as operating leases.

i) Impairment of Financial Assets:

The impairment provision for financial assets is based on assumptions about risk of default and expected loss rates.

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The Group uses judgement in making these assumptions and selecting the inputs to the impairment calculation, based on the Group's history, existing market conditions as well as forward looking estimates at the end of each reporting period. Estimated impairment allowance on financial assets is based on the aging of the receivable balances and historical experience. Individual receivable balances are written off when management deems them not to be collectible. The information about the impairment provision on the Group's trade and other receivables is disclosed in Note 36.8.

Critical accounting judgements

Refer note 33 for the judgement exercised by the Group in establishing significant influence over Amar Chitra Katha Private Limited.

The group own and operates an integrated food park. Group earns rental income by way of leasing the underlying land at food-park to various food processors. Business model of the food park is to develop and maintain the infrastructure and common facilities related to food processing at a single place and provide it to food processor along with space in the food park. Considering the business model of the food park, it is not classified as an investment property.

3. Change in material accounting policies and disclosures

a. Deferred tax related to assets and liabilities arising from a single transaction The Group has adopted Deferred Tax related to Assets and Liabilities arising from a Single Transaction (Amendments to Ind AS 12) from 1 April 2023. The amendments narrow the scope of the initial recognition exemption to exclude transactions that give rise to equal and offsetting differences - e.g., leases and decommissioning liabilities. For leases and decommissioning liabilities, an entity is required to recognise the associated deferred tax assets and liabilities from the beginning of the earliest comparative period presented, with any cumulative effect recognised as an adjustment to retained earnings or other components of equity at that date. For all other transactions, an entity applies the amendments to transactions that occur on or after the beginning of the earliest period presented.

The Group previously accounted for deferred tax on leases and decommissioning liabilities by applying the 'integrally linked' approach, resulting in a similar outcome as under the amendments, except that the deferred tax asset or liability was recognised on a net basis. Following the amendments, the Group has recognised a separate deferred tax asset in relation to its lease liabilities and a deferred tax liability in relation to its right-to-use assets as at 1 April 22 and thereafter. However, there was no impact on the balance sheet because the balances qualify for offset under paragraph 74 of Ind AS 12. There was also no impact on the opening retained earnings as at 1 April 2022 as a result of the change. The key impact for the Company relates to disclosure of the deferred tax assets and liabilities recognized.

b. Material accounting policy information

The Group adopted Disclosure of Accounting Policies (Amendments to Ind AS 1) from 1 April 2023. Although the amendments did not result in any changes in the accounting policies themselves, they impacted the accounting policy information disclosed in the financial statements.

The amendments require the disclosure of 'material' rather than 'significant accounting policies. The amendments also provide guidance on the application of materiality to disclosure of accounting policies, assisting entities to provide useful, entity-specific accounting policy information that users need to understand other information in the financial statements.

These amendments had no impact on the accounting policies and disclosures made in the consolidated financial statements of the Group.

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4. PROPERTY, PLANT AND EQUIPMENT, GOODWILL, OTHER INTANGIBLE ASSETS, INVESTMENT PROPERTY AND RIGHT-OF-USE ASSETS

(Rs. In lakhs)

Description of Assets	Gross Block (At cost / deemed cost)						Depreciation / Amortisation						Impairments				Net Block	
	As at 1st April 2023	Additions	Deletions	Transfer from Asset held for sale	Transfer to Asset held for sale	As at 31st March 2024	As at 1st April 2023	For the Period	Deletions	Transfer from Asset held for sale	Transfer to Asset held for sale	As at 31st March 2024	As at 1st April 2023	Impairment (Refer note 45)	Deletions	Transfer to Asset Held for Sale	As at 31st March 2024	As at 31st March 2024
A. Property, plant and equipment																		
Freehold land	1,568.50	-	-	-	1,568.50	-	-	-	-	-	-	-	208.58	28.12	-	236.70	-	-
Building	1,301.92	5.72	150.11	-	758.19	399.34	428.20	350.20	121.05	-	602.13	55.22	148.88	321.15	29.05	96.86	344.12	-
Office equipments	878.78	27.06	30.11	47.98	761.46	162.25	742.76	42.15	22.81	46.18	688.73	119.55	36.51	0.75	5.28	1.92	30.06	**12.64**
Computers	612.32	9.61	92.83	71.41	319.53	280.98	571.47	9.00	87.56	68.09	297.25	263.75	-	0.47	0.21	-	0.26	**16.97**
Furniture & fixtures	2,035.56	20.54	533.02	214.15	1,275.27	461.96	1,186.84	149.25	402.52	212.33	786.16	359.74	176.20	11.56	106.30	6.63	74.84	**27.38**
Vehicles	33.17	-	54.31	31.08	0.60	9.34	30.73	0.17	52.63	31.08	0.36	8.99	0.05	-	0.05	-	-	**0.35**
Plant & machinery	3,999.15	54.59	606.97	1,734.78	512.36	4,669.19	1,868.44	597.64	307.90	1,611.72	537.66	3,232.24	1,355.29	75.90	215.00	220.77	995.43	**441.52**
Leasehold improvements	772.27	23.98	460.74	375.94	401.27	310.18	309.91	19.15	436.79	375.94	214.26	53.95	359.15	1.44	5.22	99.29	256.08	**0.15**
Hydraulic works and pipelines	-	-	-	-	-	-	-	47.39	-	-	47.39	-	-	-	-	-	-	-
Roads	-	-	-	-	-	-	-	5.61	-	-	5.61	-	-	-	-	-	-	-
Subtotal (A)	**11,201.67**	**141.50**	**1,928.09**	**2,475.34**	**5,597.18**	**6,293.24**	**5,138.35**	**1,220.56**	**1,431.26**	**2,345.34**	**3,179.55**	**4,093.44**	**2,284.66**	**439.39**	**361.11**	**662.17**	**1,700.79**	**499.01**
B. Other intangible assets																		
Brands, brand usage rights and trademarks (Refer note ii)	17,154.34	-	-	-	-	17,154.34	7,990.92	-	-	-	-	7,990.92	9,163.42	-	-	-	9,163.42	-
Software	3,468.96	11.28	153.20	218.62	267.51	3,278.15	3,305.99	131.19	113.36	202.86	258.26	3,268.42	-	-	-	-	-	**9.73**
Subtotal (B)	**20,623.30**	**11.28**	**153.20**	**218.62**	**267.51**	**20,432.49**	**11,296.91**	**131.19**	**113.36**	**202.86**	**258.26**	**11,259.34**	**9,163.42**	**-**	**-**	**-**	**9,163.42**	**9.73**
C. Goodwill (Refer note 46)	14,025.02	-	-	-	14,025.02	-	-	-	-	-	-	-	13,762.87	-	-	13,762.87	-	-
Subtotal (C)	**14,025.02**	**-**	**-**	**-**	**14,025.02**	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**13,762.87**	**-**	**-**	**13,762.87**	**-**	**-**
D. Investment property (Refer note 47)																		
Freehold land	41.48	-	-	-	-	41.48	-	-	-	-	-	-	-	-	-	-	-	**41.48**
Building	361.11	-	-	-	-	361.11	37.27	6.07	-	-	-	43.34	-	-	-	-	-	**317.77**
Subtotal (D)	**402.59**	**-**	**-**	**-**	**-**	**402.59**	**37.27**	**6.07**	**-**	**-**	**-**	**43.34**	**-**	**-**	**-**	**-**	**-**	**359.25**
E. Right-of-use assets												-						
Land (Refer note iii)	41.76	-	-	-	41.76	-	13.38	3.35	-	-	16.73	-	-	-	-	-	-	-
Building	3,186.42	518.47	644.50	-	1,851.43	1,208.96	1,607.65	370.17	243.95	-	605.94	1,127.93	-	-	-	-	-	**81.03**
Plant and Machinery	-	-	-	-	-	-	-	53.82	-	-	53.82	-	-	-	-	-	-	-
Subtotal (E)	**3,228.18**	**518.47**	**644.50**	**-**	**1,893.19**	**1,208.96**	**1,621.03**	**427.34**	**243.95**	**-**	**676.49**	**1,127.93**	**-**	**-**	**-**	**-**	**-**	**81.03**
Total (A+B+C+D+E)	**49,480.76**	**671.25**	**2,725.79**	**2,693.96**	**21,782.90**	**28,337.28**	**18,093.56**	**1,785.16**	**1,788.57**	**2,548.20**	**4,114.30**	**16,524.06**	**25,210.95**	**439.39**	**361.11**	**14,425.04**	**10,864.21**	**949.02**

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

for the year ended 31st March 2024

(Rs. In lakhs)

Description of Assets	Gross Block (At cost / deemed cost)						Depreciation / Amortisation						Impairments				Net Block	
	As at 1st April 2022	Additions	Deletions	Transfer to Asset held for sale	Loss/ (Gain) on foreign currency exchange differences	As at 31st March 2023	As at 1st April 2022	For the Period	Deletions	Transfer from Asset held for sale	Gain/ (Loss) on foreign currency exchange differences	As at 31st March 2023	As at 1st April 2022	Impairment (Refer note 45)	Deletions	Transfer to Asset Held for Sale	As at 31st March 2023	As at 31st March 2023
A. Property, plant and equipment																		
Freehold land	1,568.50	-	-	-	-	1,568.50	-	-	-	-	-	-	-	208.58	-	-	208.58	**1,359.92**
Building	16,486.57	597.54	35.14	15,747.05	-	1,301.92	2,716.15	409.24	23.33	2,673.86	-	428.20	-	1,511.43	5.07	1,357.48	148.88	**724.84**
Office equipments	1,070.54	11.32	46.93	156.15	-	878.78	809.99	94.52	41.19	120.56	-	742.76	-	48.99	0.09	12.39	36.51	**99.51**
Computers	1,330.03	5.36	635.42	87.65	-	612.32	1,246.51	24.20	619.58	79.66	-	571.47	-	0.88	-	0.88	-	**40.85**
Furniture & fixtures	2,915.98	10.16	327.81	562.77	-	2,035.56	1,670.62	185.02	210.78	458.02	-	1,186.84	26.23	193.87	32.03	11.87	176.20	**672.52**
Vehicles	70.49	-	6.24	31.08	-	33.17	65.17	1.81	5.17	31.08	-	30.73	-	0.05	-	-	0.05	**2.39**
Plant & machinery	19,123.08	166.79	1,013.25	14,277.47	-	3,999.15	8,030.86	961.19	479.75	6,643.86	-	1,868.44	329.91	3,333.94	28.67	2,279.89	1,355.29	**775.42**
Leasehold improvements	2,562.82	17.45	130.18	1,677.82	-	772.27	841.31	83.83	74.52	540.71	-	309.91	70.08	382.60	0.24	93.29	359.15	**103.21**
Hydraulic works and pipelines	763.50	0.59	-	764.09	-	-	311.82	48.81	-	360.63	-	-	-	17.39	-	17.39	-	**-**
Roads	1,076.70	-	-	1,076.70	-	-	971.86	22.28	-	994.14	-	-	-	57.28	-	57.28	-	**-**
Subtotal (A)	**46,968.23**	**809.21**	**2,194.97**	**34,380.78**	**-**	**11,201.67**	**16,664.29**	**1,830.90**	**1,454.32**	**11,902.52**	**-**	**5,138.35**	**426.22**	**5,755.01**	**66.10**	**3,830.47**	**2,284.66**	**3,778.66**
B. Other intangible assets																		
Brands, brand usage rights and trademarks (Refer note ii)	24,192.34	-	-	7,038.00	-	17,154.34	7,699.57	291.35	-	-	-	7,990.92	1,495.86	7,667.56	-	-	9,163.42	**-**
Software	3,836.82	-	149.24	218.62	-	3,468.96	3,133.26	512.28	140.36	199.20	-	3,305.99	-	-	-	-	-	**162.97**
Subtotal (B)	**28,029.16**	**-**	**149.24**	**7,256.62**	**-**	**20,623.30**	**10,832.83**	**803.63**	**140.36**	**199.20**	**-**	**11,296.91**	**1,495.86**	**7,667.56**	**-**	**-**	**9,163.42**	**162.97**
C. Goodwill (Refer note 46)	17,407.27	0.04	-	3,382.29	-	14,025.02	-	-	-	-	-	-	10,496.25	3,266.62	-	-	13,762.87	**262.15**
Subtotal (C)	**17,407.27**	**0.04**	**-**	**3,382.29**	**-**	**14,025.02**	**-**	**-**	**-**	**-**	**-**	**-**	**10,496.25**	**3,266.62**	**-**	**-**	**13,762.87**	**262.15**
D. Investment property (Refer note 47)						-												
Freehold land	236.36	-	173.28	21.60	-	41.48	-	-	-	-	-	-	-	-	-	-	-	**41.48**
Building	490.16	-	129.05	-	-	361.11	49.48	3.03	15.24	-	-	37.27	-	-	-	-	-	**323.84**
Subtotal (D)	**726.52**	**-**	**302.33**	**21.60**	**-**	**402.59**	**49.48**	**3.03**	**15.24**	**-**	**-**	**37.27**	**-**	**-**	**-**	**-**		**365.32**
E. Right-of-use assets																		
Land (Refer note iii)	6,502.97	-	-	6,461.21	-	41.76	10.04	3.34	-	-		13.38	-	-	-	-	-	**28.38**
Building	4,990.23	357.06	2,140.86	20.01	-	3,186.42	1,184.82	524.83	85.66	16.34	-	1,607.65	-	-	-	-	-	**1,578.77**
Vehicles (Refer note ii)	8.61	-	8.61	-	-	-	7.51	1.11	8.62	-	-	-	-	-	-	-	-	**-**
Plant and Machinery	891.57	-	-	891.57	-	-	112.22	53.68	-	165.90	-	-	-	-	-	-	-	**-**
Subtotal (E)	**12,393.38**	**357.06**	**2,149.47**	**7,372.79**	**-**	**3,228.18**	**1,314.59**	**582.96**	**94.28**	**182.24**	**-**	**1,621.03**	**-**	**-**	**-**	**-**	**-**	**1,607.15**
Total (A+B+C+D+E)	**105,524.56**	**1,166.31**	**4,796.01**	**52,414.08**	**-**	**49,480.76**	**28,861.19**	**3,220.52**	**1,704.20**	**12,283.96**	**-**	**18,093.56**	**12,418.33**	**16,689.19**	**66.10**	**3,830.47**	**25,210.95**	**6,176.25**

Notes:

(i) For Property, plant and equipment and other intangible assets pledged as security (Refer note 17 & 21)

(ii) Vehicle taken on lease is secured by hypothecation created under said lease

(iii) Right of Use Asset Land with a carrying amount of Rs. 6,461.21 lakhs (as at March 31 2022: Rs. 6,461.21 lakhs) have been pledged against Non Convertible Debentures issued by Ultimate Holding Company viz Future Consumer Limited to Catalyst Trusteeship Limited with outstanding of Rs. 18,000.00 lakhs. The same is transferred to Asset held for sale during the year ended March 31, 2023.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
for the year ended 31st March 2024

5. Non current investments

(Rs. In lakhs)

Particulars		Number of Units		Amount	
		As at 31st March 2024	As at 31st March 2023	As at 31st March 2024	As at 31st March 2023
(a)	**Investment in Joint Ventures**				
(i)	Investment in equity shares - (unquoted, fully paid up, accounted for using the equity method)				
	Aussee Oats India Limited (formerly known as Aussee Oats India Private Limited)	500,001	500,001	10.06	10.06
	Cosmolift Consumer Products Private Limited (formerly Mibelle Future Consumer Products AG, a company incorporated in Switzerland, face value CHF 1000 each)	-	400	-	-
	Hain Future Natural Products Private Limited	24,350,000	24,350,000	-	-
	Fonterra Future Dairy Private Limited	29,650,000	29,650,000	-	-
	MNS Foods Limited	1,200,001	1,200,001	-	-
	Sublime Foods Limited	2,250,000	2,250,000	-	-
(ii)	Investment in preference shares - (unquoted, fully paid up, at FVTPL)				
	Cumulative redeemable preference shares of Aussee Oats Milling (Private) Limited (a company incorporated in Sri Lanka, face value LKR 10 each)	11,380,155	11,380,155	453.79	453.79
(iii)	Investment in debenture (at FVTPL)				
	0.001% Compulsory Convertible Debentures of MNS Foods Private Limited	1,140,000	-	376.27	-
(b)	**Other Investment (At cost, fully paid up)**				
	Saraswat Co-operative Bank Limited	50.00	50.00	0.01	0.01
Total				**840.13**	**463.86**

6. LOANS

(Rs. In lakhs)

Particulars	As at 31st March 2024	As at 31st March 2023
Non-current (Unsecured)		
Loans to related parties (Refer note 38)		
- Considered good	4,867.10	5,351.36
Total	**4,867.10**	**5,351.36**

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
for the year ended 31st March 2024

7. OTHER FINANCIAL ASSETS

(Rs. In lakhs)

Particulars	As at 31st March 2024	As at 31st March 2023
Non-current (Unsecured)		
Considered good		
Security deposits	23.45	69.44
Other deposits	16.00	0.15
Other Receivables	6.81	10.12
Interest accrued on deposits	2,403.30	2,401.94
Bank Deposits with more than 12 months maturity	35.74	38.38
Other	-	0.21
	2,485.30	2,520.24
Significant increase in credit risk		
Other Receivable (for related party, Refer note 38)	904.50	904.50
Security and other deposits	5.64	5.64
	910.14	910.14
Impairment allowance		
Significant increase in Credit Risk		
Other Receivable which have significant increase in Credit Risk (Refer note 30)	(904.50)	(904.50)
Deposits which are considered doubtful	(5.64)	(5.64)
	(910.14)	(910.14)
Total	**2,485.30**	**2,520.24**
Current (Unsecured)		
Considered good		
Security Deposits	-	19.79
Interest accrued on deposits and others	22.38	29.53
Others receivables	5.56	133.92
	27.94	183.24
Significant increase in credit risk		
Other receivables (for related party, Refer note 38)	5,793.84	6,908.47
Security and Other Deposits	21.55	21.55
	5,815.39	6,930.02
Impairment allowance		
Significant increase in credit risk		
Other Receivables which have significant increase in credit risk (Refer note 30)	(5,793.84)	(6,908.47)
Deposits which are considered doubtful	(21.55)	(21.55)
	(5,815.39)	(6,930.02)
Total	**27.94**	**183.24**

Notes:

(i) Fixed deposit with bank of a value of Rs. 2.52 lakhs has been pledged against VAT deposit.

(ii) Refer note 17 & 21 for current assets hypothecated as security.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

for the year ended 31st March 2024

8. DEFERRED TAX BALANCES

The following is the analysis of deferred tax assets / (liabilities) presented in the balance sheet:

(Rs. In lakhs)

Particulars	As at 31st March 2024	As at 31st March 2023
Deferred tax assets (DTA) (Net)	-	-
Deferred tax liabilities (DTL) (Net)	-	146.26
Net deferred tax Asset/ (Liabilities)	**-**	**(146.26)**

8.1

(Rs. In lakhs)

Particulars	As at 31st March 2024	As at 31st March 2023
Deferred tax liabilities:		
Accelerated depreciation for tax purposes	-	-
Government Grants	608.00	659.99
Taxable temporary differences on financial liability measured at amortised cost	520.43	537.78
Total deferred tax liabilities (A)	**1,128.43**	**1,197.77**
Deferred tax assets:		
Accelerated depreciation for tax purposes	2,110.73	2,941.97
Provision for doubtful debts	18,191.39	16,041.48
Provisions for employee benefits	43.65	111.24
Taxable temporary differences on lease accounting	8.29	43.00
Investment Property- Land	-	65.10
Losses available for offsetting against future taxable income	-	4,635.38
Total deferred tax assets (B)	**20,354.06**	**23,838.17**
Net Deferred Tax Liability / (Asset) (C=A-B)	**(19,225.63)**	**(22,640.40)**
Net Deferred Tax (Net Asset) not recognised (D)	**(19,225.63)**	**(22,786.66)**
Net Deferred Tax Liability / (Asset) (C-D)	**-**	**146.26**

8.2 Movement of Deferred Tax

(Rs. In lakhs)

Particulars	As at 31st March 2024	As at 31st March 2023
Deferred tax asset / (liability) at the start of the year	(146.26)	(3,386.26)
(Charge) / Credit to the Statement of Profit and Loss	215.60	64.24
(Charge) / Credit to Other Comprehensive Income	-	-
Transfer to Assets Held for Sale	(69.34)	3,175.76
Deferred tax asset / (liability) at the end of the year	**-**	**(146.26)**

8.3 Deductible temporary differences and unused tax losses for which no deferred tax assets have been recognised are attributable to the following:

(Rs. In lakhs)

Particulars	As at 31st March 2024	As at 31st March 2023
Tax losses (revenue in nature)	75,838.55	86,839.17
Tax losses (capital in nature)	12,522.15	12,522.15
Other Temporary differences	72,480.47	63,473.13
Total	**160,841.17**	**162,834.45**

9. OTHER ASSETS

(Rs. In lakhs)

Particulars	As at 31st March 2024	As at 31st March 2023
Non-current		
Unsecured, Considered Goods		
Deferred lease asset	-	10.63
Advance taxes (net)	1,609.05	1,671.32
Other advances	-	16.57
Total	**1,609.05**	**1,698.52**
Current		
Unsecured, Considered Goods		
Advances given to suppliers	12.74	193.96
Advance taxes (net)	154.58	-
Advances to employees	26.30	26.18
Balances with government authorities	596.57	862.02
Deferred lease asset	-	3.32
Other advances	1.13	10.21
	791.33	1,095.69
Unsecured, Considered doubtful		
Balances with government authorities	-	463.50
Advances given to suppliers	218.23	172.86
Less: Impairment allowance of Balances with government authorities (Refer note 30)	-	(463.50)
Less: Impairment allowance for Advance given to suppliers	(218.23)	(172.86)
	-	-
Total	**791.33**	**1,095.69**

10. INVENTORIES

(Rs. In lakhs)

Particulars	As at 31st March 2024	As at 31st March 2023
Raw materials (at cost)	76.57	-
Finished goods (at lower of cost and net realisable value)	8.95	-
Stock - in - trade (at lower of cost and net realisable value)	92.49	2,956.33
Packing material (at cost)	16.22	-
Total	**194.24**	**2,956.33**

11. CURRENT INVESTMENTS

(₹ In lakhs)

Particulars	As at 31st March 2024	As at 31st March 2023
Investments in equity shares (quoted, fully paid up, At FVTPL)		
Karnataka Bank Limited (2725 Equity Shares (PY 2475 shares))	5.06	3.06
Total	**5.06**	**3.06**

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

for the year ended 31st March 2024

12. TRADE RECEIVABLES (UNSECURED)

(₹ In lakhs)

Particulars	As at 31st March 2024	As at 31st March 2023
Gross trade receivables		
Gross trade receivable, secured considered good	-	-
Gross trade receivable, unsecured considered good	-	130.04
Gross trade receivable, which has significant increase in credit risk	100.24	258.93
Gross trade receivable, credit impaired	40,032.38	41,406.97
	40,132.62	**41,795.94**
Impairment Allowance		
Trade receivable, unsecured considered good	-	(33.30)
Trade receivable, which has significant increase in credit risk	-	(101.20)
Trade receivable, credit impaired	(40,124.06)	(41,406.97)
Net trade receivables	**8.56**	**254.47**

Trade receivables ageing schedule As at 31 March 2024 (₹ In lakhs)

Particulars	Current but not due	Outstanding for following periods from due date of payment [Note (iv)]				Total
		Less than 6 Months	6 months – 1 year	1-2 years	More than 2 years	-
Undisputed Trade Receivables – considered good	-	-	-	-	-	
Undisputed Trade Receivables – which have significant increase in credit risk	-	-	26.65	73.59	-	100.24
Undisputed Trade receivable – credit impaired	48.65	232.05	5.87	1,508.05	38,237.76	40,032.38
Disputed Trade receivables - considered good	-	-	-	-	-	-
Disputed Trade receivables – which have significant increase in credit risk	-	-	-	-	-	-
Disputed Trade receivables – credit impaired	-	-	-	-	-	-
Total	**48.65**	**232.05**	**32.52**	**1,581.64**	**38,237.76**	**40,132.62**

Trade receivables ageing schedule As at 31 March 2023 (₹ In lakhs)

Particulars	Current but not due	Outstanding for following periods from due date of payment [Note (iv)]				Total
		Less than 6 Months	6 months – 1 year	1-2 years	More than 2 years	
Undisputed Trade Receivables – considered good	41.45	15.56	65.33	0.09	7.61	130.04
Undisputed Trade Receivables – which have significant increase in credit risk	-	74.68	95.65	18.90	69.70	258.93
Undisputed Trade receivable – credit impaired	-	-	1,333.17	28,044.99	12,028.81	41,406.97
Disputed Trade receivables - considered good	-	-	-	-	-	-
Disputed Trade receivables – which have significant increase in credit risk	-	-	-	-	-	-
Disputed Trade receivables – credit impaired	-	-	-	-	-	-
Total	**41.45**	**90.24**	**1,494.15**	**28,063.98**	**12,106.12**	**41,795.94**

NOTE :

(i) For trade receivables hypothecated as security (Refer note 17 & 21)

(ii) No trade or other receivable are due from directors or other officers of the company either severally or jointly with any other person. Nor any trade or other receivable are due from firms or private companies respectively in which any director is a partner, a director or a member.

(iii) For Related Party (Refer note 38)

(iv) Gross of Impairment Allowance

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
for the year ended 31st March 2024

13. CASH AND CASH EQUIVALENTS

(₹ In lakhs)

Particulars	As at 31st March 2024	As at 31st March 2023
Cash and cash equivalents		
On current accounts	597.09	1,352.59
In fixed deposit accounts	-	-
Cash and cheques on hand	87.80	39.49
Total	**684.89**	**1,392.08**
Bank balances other than Cash and cash equivalents		
As margin money	262.30	152.60
Total	**262.30**	**152.60**

Changes in liability due to financial activities

(₹ In lakhs)

Particulars	As at 31st March 2023	Cash flows	Changes in fair value of financial instruments	Financial Liabilities Reclassified to Asset held for sale	As at 31st March 2024
Current Borrowings (Refer note 21)	40,949.25	-	(59.02)	-	40,890.23
Non- current borrowings, including current maturities (Refer note 17)	-	-			-
Interest Accrued on current borrowings	4,519.78	4,414.32	(463.22)		8,470.88
Interest Accrued on non-current borrowings	-				-
Lease Liabilities (Refer note 34)	1,693.17	(140.56)		(1,438.65)	113.96
Total	**47,162.20**	**4,273.76**	**(522.24)**	**(1,438.65)**	**49,475.07**

(₹ In lakhs)

Particulars	As at 31st March 2022	Cash flows	Changes in fair value of financial instruments	Financial Liabilities Reclassified	As at 31st March 2023
Current Borrowings (Refer note 21)	25,462.16	(5,195.59)	357.64	20,325.04	40,949.25
Non- current borrowings, including current maturities (Refer note 17)	26,575.79	(6,250.75)	-	(20,325.04)	-
Interest Accrued on current borrowings	1,253.95	2,589.67	(357.84)	1,034.00	4,519.78
Interest Accrued on non-current borrowings	1,114.54	(80.54)	-	(1,034.00)	-
Lease Liabilities (Refer note 34)	5,533.21	(492.60)	(3,347.44)	-	1,693.17
Total	**59,939.65**	**(9,429.81)**	**(3,347.64)**	**-**	**47,162.20**

14. EQUITY SHARE CAPITAL

a) Share Capital

(₹ In lakhs)

Particulars	As at 31st March 2024		As at 31st March 2023	
	No. of shares	Amount	No. of shares	Amount
Authorised				
Equity shares of Rs.6 each	5,650,000,000	339,000.00	5,650,000,000	339,000.00
Unclassified shares of Rs.10 each	1,670,000,000	167,000.00	1,670,000,000	167,000.00
Total		**506,000.00**		**506,000.00**
Issued, subscribed & fully paid-up capital				
Equity shares of Rs. 6 each	1,997,034,643	119,822.08	1,997,034,643	119,822.08
Add/(Less): Shares held by ESOP trust treated as treasury shares	(3,217,293)	(193.04)	(10,497,293)	(629.84)
Total	**1,993,817,350**	**119,629.04**	**1,986,537,350**	**119,192.24**

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for the year ended 31st March 2024

b) Reconciliation of the number of shares and amount outstanding at the beginning and at the end of the reporting period: (₹ In lakhs)

Particulars	As at 31st March 2024		As at 31st March 2023	
	No. of Shares	Amount	No. of Shares	Amount
Equity shares at the beginning of the year	1,986,537,350	119,192	1,983,581,850	119,014.91
Add: Equity shares issued and allotted during the year	-	-	-	-
Add : Shares sold by ESOP trust treated as treasury shares	7,280,000	436.80	2,955,500	177.33
Equity shares at the end of the year	**1,993,817,350**	**119,629.04**	**1,986,537,350**	**119,192.24**

c) Details of Shareholders holding more than 5% shares in the Company (₹ In lakhs)

Particulars	As at 31st March 2024		As at 31st March 2023	
	No. of Shares	% of Holding	No. of Shares	% of Holding
Verlinvest SA	156,929,569	7.86	156,929,569	7.86
International Finance Corporation	107,819,921	5.40	107,819,921	5.40

d) Shares held by promoters at the end of the year as on March 31, 2024

Promoter Name	No of shares	% of total shares	% change during the year
Future Enterprises Limited	100	0.00001	-
Future Capital Investment Private Limited	25,715,599	1.29	-
Promoter Group			
Central Departmental Stores Pvt Ltd	100	0.00001	-
Ryka Commercial Ventures Private Limited	100	0.00001	-
Future Corporate Resources Private Limited	14,327,002	0.72	-
Future Ideas Company Limited	29,476,462	1.48	-
Avni Kishorkumar Biyani	99,619	0.01	-
Ashni Kishore Biyani	67,169	0.003	-
Total	**69,686,151**	**3.51**	

Shares held by promoters at the end of the year as on March 31, 2023

Promoter Name	No of shares	% of total shares	% change during the year
Future Enterprises Limited	100	0.00001	-
Future Capital Investment Private Limited	25,715,599	1.29	4.90
Promoter Group			
Central Departmental Stores Pvt Ltd	100	0.00001	-
Ryka Commercial Ventures Private Limited	100	0.00001	-
Future Corporate Resources Private Limited	14,327,302	0.72	-
Future Ideas Company Limited	29,476,462	1.48	-
Avni Kishorkumar Biyani	99,619	0.01	-
Ashni Kishore Biyani	67,169	0.003	-
Total	**69,686,451**	**3.50**	

e) Share options granted under the Holding Company's employee share option plan

Share options granted under the Holding Company's employee share option plan carry no rights to dividends and no voting rights. Further details of the employee share option plan are provided in note no. 37

f) Rights, Preferences and Restrictions attached to equity shares:

i) The Holding Company has one class of equity shares having a par value of Rs.6 per share. Each holder of equity share is entitled to one vote per share.

ii) Right to receive dividend as may be approved by the Board of Directors / Annual General Meeting.

iii) The equity shares are not repayable except in the case of a buy back, reduction of capital or winding up in terms of the provisions of the Companies Act, 2013.

iv) Every member of the Company holding equity shares has a right to attend the General Meeting of the Company and has a right to vote in proportion to his share of the paid-up capital of the Company.

g) In the event of liquidation of the Holding Company, the holders of equity shares will be entitled to receive remaining assets of the group, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.

15. OTHER EQUITY (EXCLUDING NON-CONTROLLING INTERESTS)

(₹ In lakhs)

Particulars	As at 31st March 2024	As at 31st March 2023
Capital reserve	2,064.94	2,064.94
Securities premium account	38,316.72	38,316.72
General reserve	0.59	0.59
Share options outstanding account	5.38	3.30
Capital redemption reserve	5.20	5.20
Retained earnings	(190,445.72)	(176,607.34)
Foreign Currency Translation reserve	(146.56)	(139.58)
Other comprehensive income	(8.70)	36.64
Total	**(150,208.15)**	**(136,319.53)**

DESCRIPTION OF RESERVES

Capital reserve

Capital reserve is created for excess of net book value of assets taken and liabilities assumed over the consideration transferred for various business combinations in earlier years. The same will be utilized as per the provisions of Companies Act 2013 (as amended from time to time) and any other law guiding the utilization of the same, for the time being in force.

SECURITIES PREMIUM ACCOUNT

Where the Group issued shares at a premium, a sum equal to the aggregate amount of the premium received on those shares was transferred to a "securities premium account" as per the provisions of the Companies Act, 2013. The reserve can be utilised only for limited purposes such as issuance of bonus shares in accordance with the provisions of the Companies Act, 2013.

General reserve

General Reserve is created out of profits earned by the Group by way of transfer from surplus in the statement of profit and loss. The same will be utilized as per the provisions of Companies Act 2013 (as amended from time to time) and any other law guiding the utilization of the same, for the time being in force.

Share options outstanding account

This reserve relates to share options granted by the Group to its employees under its employee share option plan. Further information about share-based payments to employees is set out in note 37.

Capital redemption reserve

As per the provisions of the Companies Act, 2013 capital redemption reserve is created out of the general reserve for the amount of share capital reduction in earlier years. The reserve can be utilized for issuing fully paid up equity shares.

Retained earnings

This represents the surplus/ (deficit) of the statement of profit or loss. The amount that can be distributed by the Group as dividends to its equity shareholders is determined based on the separate financial statements of the Group and also considering the requirements of the Companies Act, 2013.

Foreign Currency Translation reserve

When preparing consolidated financial statements, differences arising on translation of the financial statements of foreign operations (with a functional currency different from that of the consolidating entity) is transferred to the Foreign Currency Translation Reserve (FCTR), which forms part of Other Comprehensive Income. The same will be utilized as per the provisions of Companies Act 2013 (as amended from time to time) and any other law guiding the utilization of the same, for the time being in force.

Other Comprehensive Income

This relates to the remeasurement impact of defined benefit plans, exchange differences in translating the financial statements of foreign operations and income tax effect of the same.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
for the year ended 31st March 2024

16. NON-CONTROLLING INTERESTS ("NCI")

(₹ In lakhs)

Particulars	As at 31st March 2024	As at 31st March 2023
Balance at the end of the year *	0.54	0.65
Total	**0.54**	**0.65**

* Refer statement of changes in equity

17. NON CURRENT BORROWINGS

(₹ In lakhs)

Particulars	As at 31st March 2024		As at 31st March 2023	
	Non-Current	Current (Refer note 21)	Non-Current	Current (Refer note 21)
Secured - at amortised cost				
Term loans from banks:				
Term Loan Facility	-	1,512.50	-	1,512.50
Funded Interest Term Loans	-	1,353.39	-	1,287.61
Debentures :		-	-	
11.07% redeemable non convertible debentures of Rs.10 lakh each	-	15,882.35	-	15,882.35
Unsecured - at amortised cost		-	-	
Term loans from banks:		-	-	
Funded Interest Term Loans	-	73.19	-	87.69
Working Capital Term Loans from Bank	-	1,633.27	-	1,649.74
Total	**-**	**20,454.70**	**-**	**20,419.89**

Details of security and repayment terms for secured and unsecured Non Current borrowings

(₹ In lakhs)

Sr. No.	Nature of security	Terms of Interest and Repayment	As at 31st March 2024	As at 31st March 2023
1	**Secured Term Loan from bank:**			
	a) Secured by exclusive first charge on specific fixed assets of the Holding Company and its subsidiaries to be maintained at a minimum of 1.25 times of outstanding borrowing.	The facility has been restructured as part of the OTR Scheme. Interest is fixed @ 10.50% p.a.	1,512.50	1,512.50
	b) Personal guarantee of Mr. Kishore Biyani for principal and its interest thereon.			
	c) Post dated cheques covering facility amount.			
	d) Senior first ranking pari passu charge / hypothecation over the "Golden Harvest" brand owned by the Holding Company.			
	e) First Pari Passu charge over land and building owned Appu Nutritions Private Limited. (Veerasandra , Bangalore).			

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

for the year ended 31st March 2024

(₹ In lakhs)

Sr. No.	Nature of security	Terms of Interest and Repayment	As at 31st March 2024	As at 31st March 2023
2	**11.07 % NCD:** a) Secured by exclusive first charge on specific fixed assets of the Group to be maintained at a minimum of 1.25 times of outstanding borrowing. b) Personal guarantee of Mr. Kishore Biyani for principal and its interest thereon. c) Post dated cheques covering Interest as well as principal in favour of Debenture Trustee. d) Senior first ranking pari passu charge / hypothecation over the "Golden Harvest" brand owned by the Company. e) Senior first ranking charge over 117 acres land in Nagpur (Future Food and Products Limited and Future Food Processing Limited) f) Second charge over land and buildings at Veerasandra in Bangalore owned by Appu Nutritions Private Limited.	The NCDs is redeemable in 17 equal quarterly installments which commenced from February 2021. Interest on the facility will be charged @ 11.07% p.a. Interest will be paid in cash in arrear and on a quarterly basis, inclusive of a cash coupon as follows: year 1 @ 8.00% p.a., year 2 @10.00% p.a. & year 3 @ 11.07% p a. All accrued and unpaid Interest, on the facility will be capitalised quarterly and paid on the final maturity date, or the date on which the facility has been repaid in full.	15,882.35	15,882.35
3	**Secured Fixed Instalment Term Loan from Banks*** a) First pari passu hypothecation charge on all existing and future current assets of the Company b) Second Charge on fixed assets of the Company c) Unconditional and irrevocable personal guarantee of Mr. Kishore Biyani	Repayable in four quarterly instalments, continuing from June 2022 interest at rates varying from 8.10% to 10.50% p.a	1,353.39	1,287.61
4	**Unsecured Working Capital Term Loans from Banks***	Repayable on various repayment dates (as per individual facilities). Interest at rates varying from 7.90% to 8.15% p.a	1,633.27	1,649.74
5	**Unsecured Funded Interest Term Loans from Banks***	Repayable in four quarterly instalments, continuing from June 2022, interest at rates interest rate 8.10% p.a	73.19	87.69
			20,454.70	**20,419.89**
	Less: Current maturities of long term debt (Refer note 21)		(20,454.70)	(20,419.89)
	Total		-	-

The Holding Company has defaulted on payment of interest/repayment of principal amount on loans from banks and unlisted debts securities as on March 31, 2024, amounting to Rs. 49,361.12 lakhs (March 31, 2023 Rs. 45,342.89 lakhs) including interest and penal interest of Rs. 8,470.89 lakhs (March 31, 2023 Rs. 4,483.64 lakhs). During the previous year ended March 31, 2023, the banks have classified the loans given to the Holding Company as non-performing assets (NPA).

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

for the year ended 31st March 2024

18. OTHER FINANCIAL LIABILITIES

(₹ In lakhs)

Particulars	As at 31st March 2024	As at 31st March 2023
Non-current		
Security deposits received	-	24.80
Total	**-**	**24.80**
Current		
Interest accrued but not due & due	8,470.88	4,519.78
Security and other deposits received	22.50	24.47
Payable on purchase of capital goods	71.66	73.16
Salary Payables	457.23	342.37
Other Payables	1.36	433.99
Total	**9,023.64**	**5,393.77**

19. PROVISIONS

(₹ In lakhs)

Particulars	As at 31st March 2024	As at 31st March 2023
Non-current		
Provision for employee benefits:		
Provision for gratuity (Refer note 35)	29.43	125.50
Total	**29.43**	**125.50**
Current		
Provision for employee benefits:		
Provision for gratuity (Refer note 35)	19.91	45.30
Provision for compensated absences (Refer note 35)	16.44	113.05
Provision for bonus, incentives and others	107.65	214.26
Provision for claims and contingencies (Refer note a)	35.00	35.00
Total	**179.00**	**407.61**

Note a

Movement in Provision for claims and contingencies

(₹ In lakhs)

Particulars	Amount
Balance as at 31st March 2022	**35.00**
Provisions (utilised) / written back during the year	-
Balance as at 31st March 2023	**35.00**
Provisions (utilised) / written back during the year	-
Balance as at 31st March 2024	**35.00**

The provision for claims and contingencies relates to the estimated amount to be paid for claims raised on the Group in lieu of legal disputes for commercial matters and for various tax authorities under indirect tax laws. These amounts have not been discounted for the purposes of measuring the provision because the effect is not material.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

for the year ended 31st March 2024

20. OTHER LIABILITIES

(₹ In lakhs)

Particulars	As at 31st March 2024	As at 31st March 2023
Other current liabilities		
Statutory dues payable (includes TDS, PF, GST etc)	30.24	65.69
Statutory Dues	81.67	142.52
Contract liabilities	8,686.41	8,732.90
Capital advance received towards assets held for sale (Refer note 44)	-	1,008.00
Other liabilities	2,876.80	2,387.55
Total	**11,675.11**	**12,336.66**

21. CURRENT BORROWINGS

(₹ In lakhs)

Particulars	As at 31st March 2024	As at 31st March 2023
Secured - at amortised cost		
Loans repayable on demand from banks	6,559.12	6,590.77
Current Maturities of Long Term Debt (Refer note 17)	18,748.25	18,682.47
Other loans from bank	13,876.40	13,848.58
	39,183.77	39,121.82
Unsecured - at amortised cost		
Inter Corporate Deposits from others	-	90.00
Current Maturities of Long Term Debt (Refer note 17)	1,706.46	1,737.43
Total	**40,890.23**	**40,949.25**

Details of security and repayment terms for secured current borrowings

Nature of Security	Terms of Interest and repayment
Loans repayable on demand from banks (Cash Credit)	
Loan is secured by a) First pari passu hypothecation charge on all existing and future current assets of the Holding Company b) Second Charge on fixed assets of the Holding Company c) Unconditional and irrevocable personal guarantee of Mr. Kishore Biyani	The cash credit is repayable on demand and carries interest at rates varying from 7.80% to 24.00% p.a.
Other Loans from Bank (Working capital loan)	
Loan is secured by a) First and/or pari passu charge on all existing and future current assets of the Holding Company b) Second charge on fixed assets of the Holding Company c) Unconditional and irrevocable personal guarantee of Mr. Kishore Biyani.	The other loans from Bank is repayable on due dates within a period of 1 year and carries interest at rates varying from 8.05 % to 10.50% p.a.
Details of terms of interest and repayment for unsecured current borrowings	
Inter Corporate Deposits to be repayable within 365 days and carries interest average @ 10% - 12.50%	

The Holding Company has defaulted on payment of interest/repayment of principal amount on loans from banks and unlisted debts securities as on March 31, 2024, amounting to Rs. 40,890.23 lakhs (March 31, 2023 Rs. 45,342.89 lakhs) including interest and penal interest of Rs. 7,869.19 lakhs (March 31, 2023 Rs. 4,483.64 lakhs). During the previous year ended March 31, 2023, the banks have classified the loans given to the Holding Company as non-performing assets (NPA).

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
for the year ended 31st March 2024

22. TRADE PAYABLES

(₹ In lakhs)

Particulars	As at 31st March 2024	As at 31st March 2023
Total outstanding dues of micro enterprises and small enterprises (MSME) (Refer note 42)	421.21	591.08
Total outstanding dues of trade payables other than micro enterprises and small enterprises (for related party, refer note 38)	3,486.93	4,574.83
Total	**3,908.14**	**5,165.91**

Trade Payable Ageing Schedule As at 31 March 2024 (₹ In lakhs)

Particulars	Less than 1 year	1 to 2 years	2 to 3 years	More than 3 years	Total
MSME	31.58	258.29	82.45	48.89	421.21
Others	1,528.05	560.22	838.79	559.87	3,486.93
Disputed dues (MSME)	-	-	-	-	-
Disputed dues (Other)	-	-	-	-	-
Total	**1,559.63**	**818.51**	**921.24**	**608.76**	**3,908.14**

Trade Payable Ageing Schedule As at 31 March 2023 (₹ In lakhs)

Particulars	Less than 1 year	1 to 2 years	2 to 3 years	More than 3 years	Total
MSME	437.47	95.82	31.93	25.86	591.08
Others	2,475.12	1,595.34	192.22	309.34	4,572.02
Disputed dues (MSME)	-	-	-	-	-
Disputed dues (Other)	-	-	2.81	-	2.81
Total	**2,912.59**	**1,691.16**	**226.96**	**335.20**	**5,165.91**

23. REVENUE FROM OPERATIONS

(₹ In lakhs)

Particulars	As at 31st March 2024	As at 31st March 2023
Revenue from Contracts with Customers :		
Sales of products	34,306.63	35,899.65
Sales of services	2,097.35	1,567.47
Other operating revenue	576.50	647.96
Total	**36,980.48**	**38,115.08**

23.1 Details of revenue from contracts with customers recognised by the Group, net of indirect taxes, in its Statement of Profit and Loss. The table below presents disaggregated revenues from contracts with customers.

Type of Goods or Services (₹ In lakhs)

Particulars	Year ended 31st March 2024	Year ended 31st March 2023
Sale of consumer products	34,306.63	35,899.65
Leasing Income	2,040.94	1,410.09
Franchisee fees	568.57	572.14
Scrap sales	7.93	39.04
Job work Income	56.41	157.38
Miscellaneous Income	-	36.78
Total revenue from contracts with customers	**36,980.48**	**38,115.08**

Revenue based on Geography		(₹ In lakhs)
Particulars	**Year ended 31st March 2024**	**Year ended 31st March 2023**
India	36,980.48	38,115.08
Total revenue from contracts with customers	**36,980.48**	**38,115.08**

Timing of revenue recognition		(Rs. in lakhs)
Particulars	**Year ended 31st March 2024**	**Year ended 31st March 2023**
Goods transferred at a point in time	34,306.63	35,899.65
Services transferred over time	2,673.85	2,215.43
Total revenue from contracts with customers	**36,980.48**	**38,115.08**

23.2 The Group derives its revenue from the business of Branding, Manufacturing, Processing, Selling and Distribution of "Consumer Products" which constitutes a single service line. This is consistent with the revenue information that is disclosed for each reportable segment under Ind AS 108. (Refer note 31 on Operating segment information).

23.3 Contract balances

The following table provides information about receivables, contract assets and contract liabilities from contracts with customers:

(₹ In lakhs)

Particulars	**As at 31st March 2024**	**As at 31st March 2023**
Trade receivables (Refer note 12)	8.56	254.47
Contract assets	-	-
Contract liabilities (Refer note 20)	8,686.41	8,732.90

Trade receivables are non interest bearing and are generally on terms of 0 to 90 days. The Group receives payments from customers based upon contractual billing schedules. Trade receivables are recorded when the right to consideration becomes unconditional.

Contract assets includes amounts related to our contractual right to consideration for completed performance objectives not yet invoiced.

Contract liabilities include payments received in advance of performance under the contract, and are realised with the associated revenue recognised under the contract.

Set out below is the amount of revenue recognised from:		(₹ In lakhs)
Particulars	**As at 31st March 2024**	**As at 31st March 2023**
Amounts included in contract liabilities at the beginning of the year	8,732.90	18,698.81
Revenue recognised in the reporting period that was included in the contract liability balance at the beginning of the period	46.49	18,189.93

23.4 Reconciliation of revenue recognised in the statement of profit and loss with the contracted price

(₹ In lakhs)

Particulars	**Year ended 31st March 2024**	**Year ended 31st March 2023**
Revenue as per contracted price	36,980.48	38,154.01
Less: Discounts, rebates, refunds, credits, price concessions	-	(38.93)
Revenue from contracts with customers	**36,980.48**	**38,115.08**

23.5 PERFORMANCE OBLIGATION

Remaining unsatisfied performance obligations represent the transaction price for goods and services for which the Group has a material right but either not yet transferred control of a product or performing services over the period of time to customers. Transaction price includes the price agreed with customer, variable consideration and changes in transaction price. The transaction price of order related to unfilled, confirmed customer orders is estimated at each reporting date and payment is generally due within 7 to 90 days from delivery.

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for the year ended 31st March 2024

The transaction price allocated to the remaining performance obligations (unsatisfied or partially unsatisfied) is as follows:

(₹ In lakhs)

Particulars	As at 31st March 2024	As at 31st March 2023
Within one year	-	-
More than one year	8,686.41	8,732.90

Open sales order as on 31 March 2024 is Rs. Nil (31 March 2023 is Rs. Nil).

24. OTHER INCOME

(₹ In lakhs)

Particulars	Year ended 31st March 2024	Year ended 31st March 2023
Amortisation of government grant	285.66	285.66
Operating lease rent income	60.67	88.51
Interest income on:		
Bank Deposit	11.32	28.42
Amortization of lease deposits	66.34	73.04
Income tax and Vat Refund	49.21	47.86
Inter corporate deposits	334.46	385.56
Provision no longer required written back (net)	261.51	388.22
Gain on termination of Lease Asset	99.87	261.91
Net Profit on foreign currency transactions and translation	108.32	578.68
Net gain on financial assets measured at FVTPL	2.00	1.81
Sundry balance written off	212.44	-
Miscellaneous Income	792.34	312.74
Total	**2,284.14**	**2,452.41**

25. COST OF MATERIALS CONSUMED

(₹ In lakhs)

Particulars	Year ended 31st March 2024	Year ended 31st March 2023
Opening stock of raw materials and others (Refer note 10)	-	521.74
Opening Stock of raw materials and others in asset held for sale	89.78	
Add: Purchases	1,745.23	999.91
Less: Stock of raw materials and others transferred to asset held for sale	(5.09)	(89.78)
Less: Closing stock of raw materials and others (Refer note 10)	(92.79)	-
Total	**1,737.13**	**1,431.87**

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

for the year ended 31st March 2024

26. CHANGES IN INVENTORIES OF FINISHED GOODS, WORK-IN-PROGRESS AND STOCK-IN-TRADE

(Rs. in lakhs)

Particulars	Year ended 31st March 2024	Year ended 31st March 2023
Opening stock of finished goods (Refer note 10)	-	192.92
Add: Stock of finished goods in asset held for sale	16.43	-
Less: Stock of finished goods transferred to asset held for sale	-	(16.43)
Less: Closing stock of finished goods (Refer note 10)	(8.95)	-
Total (A)	**7.48**	**176.49**
Opening stock of traded goods (Refer note 10)	2,956.33	7,142.37
Add: Stock of finished goods in asset held for sale	86.81	-
Less: Stock of traded goods transferred to asset held for sale	(2,971.11)	(86.81)
Less: Closing stock of traded goods (Refer note 10)	(92.49)	(2,956.33)
Total (B)	**(20.46)**	**4,099.23**
Provision:		
Provision for inventory (Refer note 45)	-	754.98
Total (C)	**-**	**754.98**
Decrease/ (Increase) during the year (A + B - C)	**(12.98)**	**3,520.74**

27. EMPLOYEE BENEFITS EXPENSES

(Rs. in lakhs)

Particulars	Year ended 31st March 2024	Year ended 31st March 2023
Salaries wages & bonus	2,328.43	3,154.89
Contribution to provident and other funds	121.11	159.67
(Reversal) / Expenses on Employee Stock Option (ESOP) scheme (Refer note 37.6)	2.08	13.12
Staff welfare expenses	47.63	81.48
Total	**2,499.26**	**3,409.16**

28. FINANCE COSTS

(Rs. in lakhs)

Particulars	Year ended 31st March 2024	Year ended 31st March 2023
Interest expenses on:		
Loans	5,648.06	2,850.09
Lease expenses (Refer note 34)	357.67	471.90
Others	125.49	2,014.64
Other borrowing costs	-	9.34
Total	**6,131.22**	**5,345.97**

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29 DEPRECIATION AND AMORTISATION EXPENSE (REFER NOTE 4)

(Rs. in lakhs)

Particulars	Year ended 31st March 2024	Year ended 31st March 2023
Depreciation of property, plant and equipment	1,220.56	1,830.90
Depreciation of investment property	6.07	3.03
Amortisation of intangible assets	131.19	803.63
Depreciation of right-of-use assets	427.35	582.96
Total	**1,785.17**	**3,220.52**

30. OTHER EXPENSES

(Rs. in lakhs)

Particulars	Year ended 31st March 2024	Year ended 31st March 2023
Rent expenses (Refer note 34)	183.95	319.87
Consumables and packing material	44.95	80.15
Warehousing and distribution expenses	767.10	1,424.66
Electricity expenses	1,095.24	902.39
Advertisement, publicity and selling expenses	329.54	43.63
Labour contract charges	315.46	432.83
Repairs and maintenance :		
On plant and machinery	9.00	48.92
On buildings	14.83	15.13
On others	239.00	96.94
Legal and professional charges	698.91	655.31
Rates & taxes	166.66	578.94
Insurance	15.46	56.40
Auditor's remuneration	94.85	151.29
Directors sitting fees	34.61	42.76
Loss on sale/retirement of property plant and equipment (Net)	242.96	292.56
Impairment of PPE/CWIP	-	22.55
Corporate social responsibility (Refer note 48)	-	6.33
Brand royalty	-	7.64
Bad Debts and Advances Written Off	196.49	2,385.64
Provision for Doubtful Debts and Advances	171.75	(1,122.31)
Miscellaneous expenses	840.63	1,211.26
Total	**5,461.39**	**7,652.89**

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31 SEGMENT INFORMATION

The Group is engaged in the business of Branding, Manufacturing, Processing, Selling and Distribution of “Consumer Products” which constitutes a single reporting segment. Hence there is no separate reportable segment under Indian Accounting Standard on Ind AS 108 ‘Operating Segment ‘.

The Chief Operating Decision Maker (CODM) monitors the operating results at the Group level for the purpose of making decisions about resource allocation and performance assessment.

31.1 Geographic Information

(Rs. in lakhs)

Particulars	Year ended 31st March 2024	Year ended 31st March 2023
Revenue from operations from customers within India	36,980.48	38,115.08
Revenue from operations from customers outside India	-	-
Total	**36,980.48**	**38,115.08**

31.2 Asset Information

(Rs. in lakhs)

Particulars	Year ended 31st March 2024	Year ended 31st March 2023
Asset within India	43,956.73	53,796.11
Asset outside India	6,818.56	7,313.63
Total	**50,775.29**	**61,109.74**

31.3 Major Customer

No customer is individually contributing more than 10% of Group’s total revenue.

32 EARNING PER SHARE

The earnings and weighted average number of equity shares used in the calculation of basic and diluted earnings per share are as follows:

(Rs. in lakhs)

Particulars	Year ended 31st March 2024	Year ended 31st March 2023
Profit/(Loss) for the year after adjusting non-controlling interest (Rs.in lakhs)	(13,838.41)	(32,188.43)
Profit/(Loss) for the year before exceptional item after adjusting non-controlling interest (Rs.in lakhs)	(8,160.87)	(14,538.18)
Weighted average number of equity shares outstanding for basic EPS	1,987,372,216	1,983,606,138
Add : Weighted average number of potential equity shares on account of Employee Stock Options Outstanding	-	-
Weighted average number of equity shares outstanding for diluted EPS	1,987,372,216	1,983,606,138
Earnings per share after exceptional item (Rs.)		
Basic	(0.70)	(1.62)
Diluted	(0.70)	(1.62)
Earnings per share before exceptional item (Rs.)		
Basic	(0.41)	(0.73)
Diluted	(0.41)	(0.73)

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

for the year ended 31st March 2024

33 DETAILS OF THE SUBSIDIARIES

33.1 Details of the subsidiaries at the end of the reporting period are as follows:

Name of the subsidiary	Principal activity	Place of incorporation and operation	Proportion of ownership interest and voting power held by the Group	
			Year ended 31st March 2024	Year ended 31st March 2023
Aadhaar Wholesale Trading and Distribution Limited	Rural retailing	India	100.00%	100.00%
Appu Nutritions Private Limited	Manufacturing and distribution	India	100.00%	100.00%
Bloom Foods and Beverages Private Limited	Distribution	India	100.00%	100.00%
Delect Spices and Herbs Private Limited	Food processing	India	99.82%	99.82%
FCL Tradevest Private Limited	Manufacturing and distribution	India	100.00%	100.00%
FCEL Overseas FZCO	Distribution	UAE	60.00%	60.00%
Future Food and Products Limited (Merged with FCL w.e.f November 30, 2023) Refer Note 53	Food processing	India	NA	100.00%
Future Food Processing Limited (Merged with FCL w.e.f November 30, 2023) Refer Note 53	Food processing	India	NA	100.00%
Integrated Food Park Limited	Operation and maintenance of food park	India	100.00%	100.00%
Nilgiri's Mechanised Bakery Private Limited	Distribution	India	100.00%	100.00%
Nilgiris Franchise Limited (Formerly known as Nilgiris Franchise Private Limited)	Back end Support	India	100.00%	100.00%
The Nilgiri Dairy Farm Private Limited	Manufacturing and distribution	India	100.00%	100.00%

33.2 Investments in associate

The details of proportion of ownership interest held by the Group in Associates are disclosed in Note 2.4 of the consolidated financial statement.

Note for Previous Year March 31, 2023

Due to the significant influence exercised by the Group on Amar Chitra Katha Private Limited (ACK) and as per the terms of the Shareholders agreement, the Group has identified ACK as an associate entity. Further basis the Group's intention to sell these investments, these assets are classified as assets held for sale and accordingly, the investment in Equity Shares of ACK are measured at the lower of its carrying value and fair value less cost to sell in accordance with IndAS 105.

33.3 Investments in Joint Ventures

The details of proportion of ownership interest held by the Group in Joint Venture are disclosed in Note 2.4 of the consolidated financial statement.

Aggregate information of Joint Ventures that are not individually material

(Rs. in lakhs)

Particulars	Year ended 31st March 2024	Year ended 31st March 2023
The Group's share of loss from continuing operations	(256.02)	(276.25)
The Group's share of other comprehensive income	0.08	0.95
The Group's share of total comprehensive income	(255.94)	(275.30)

(Rs. in lakhs)

Particulars	Year ended 31st March 2024	Year ended 31st March 2023
Aggregate carrying amount of the Group's interests in these Joint Ventures (excluding preference shares held)	10.06	10.05
Aggregate carrying amount of the Group's liabilities in these Joint Ventures	1,936.79	2,447.55

There are no significant restriction on the joint Venture to transfer funds to the group in the form of cash, dividends, or to repay loan or advances made by the Group.

34 LEASING ARRANGEMENTS

The Group has lease contracts for various items of plant and machinery, vehicles, warehouse, office premises and buildings used in its operations. As at year ended March 31, 2024 Group has Lease contracts for warehouses and buildings with lease terms between 3 and 9 years. The Group's obligations under its leases are secured by the lessor's title to the leased assets. There are several lease contracts that include extension and termination options and variable lease payments, which are further discussed below.

Set out below are the carrying amounts of right-of-use assets recognised and the movements during the period:

(Rs. In lakhs)

34.1

Particulars	Plant & Machinery	Vehicles	Land	Buildings	Total
As at 1st April 2023	-	-	28.38	1,578.76	1,607.14
Additions/(Deletions)	-	-	(25.03)	(1,127.57)	(1,152.60)
Depreciation Expenses	-	-	(3.35)	(370.17)	(373.52)
Transfer to Assets Held for Sale	-	-	-	-	-
As at 31st March 2024	**-**	**-**	**-**	**81.02**	**81.02**

(Rs. In lakhs)

Particulars	Plant & Machinery	Vehicles	Land	Buildings	Total
As at 1st April 2022	779.35	1.10	6,492.93	3,805.41	11,078.79
Additions/(Deletions)	-	-	-	(1,698.13)	(1,698.13)
Depreciation Expenses	(53.68)	(1.10)	(3.34)	(524.83)	(582.95)
Transfer to Assets Held for Sale	(725.67)	-	(6,461.21)	(3.68)	(7,190.56)
As at 31st March 2023	**-**	**-**	**28.38**	**1,578.76**	**1,607.15**

34.2 Set out below are the carrying amounts of lease liabilities and the movements during the period:

(Rs. in lakhs)

Particulars	Year ended 31st March 2024	Year ended 31st March 2023
Opening balance	1,871.32	5,711.36
Add/(Less): Additions/(Deletions)	16.56	(3,499.16)
Add: Accretion of Interest	357.66	471.90
Less: Payments	(768.29)	(964.50)
Less: Transfer to Assets Held for Sale	(1,363.29)	(1,389.21)
Less: Elimination	-	1,540.93
Closing Balance	**113.96**	**1,871.32**
Current Lease Liabilities	**53.54**	**342.10**
Non-Current Lease Liabilities	**60.42**	**1,529.22**

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for the year ended 31st March 2024

34.3 The maturity analysis of lease liabilities are disclosed as below:

(Rs. In lakhs)

Maturity analysis of contractual undiscounted cash flow	Upto 3 months	3 months to 6 months	6 months to 12 months	12 months to 2 years	2 years to 5 years	more than 5 years
Year ended 31st March 2024	19.08	19.08	23.77	18.77	54.43	-
Year ended 31st March 2023	137.14	135.45	270.37	510.18	1,025.88	517.25

The Group effective interest rate for lease liabilities is ranging between 11.07%-12.50%.

34.4 The following are the amounts recognised in profit or loss:

(Rs. in lakhs)

Particulars	Year ended 31st March 2024	Year ended 31st March 2023
Depreciation expense of right-of-use assets	373.52	582.96
Interest expense on lease liabilities	357.67	471.90
Rent Expenses (included in Other Expenses)	183.95	319.87
Total amount recognised in statement of profit and loss	**915.14**	**1,374.73**

The Group had total cash outflows for leases of Rs 140.56 lakhs in 31 March 2024 (Previous Year: Rs 492.60 lakhs).

34.5 Additional information on termination option

Some leases of building contain termination options exercisable by the Group after the end of the non-cancellable contract period. Where practicable, the group seeks to include termination options in new leases to provide economic viability. The termination options held are exercisable only by the company and not by the lessors. The group assesses at lease commencement whether it is reasonably certain to exercise the termination options. The group reassesses whether it is reasonably certain to exercise the options if there is a significant event or significant change in circumstances within its control.

One of the subsidiaries of the Group has acquired land allotted by Government of Karnataka on Lease cum Sale basis for construction of Mega Food Park wherein the land would be transferred to the Group during the currency of the agreement or on completion of the conditions mentioned in the agreement or at the end of 25 years or extended period. Considering the exercise of the said option and the consideration that land normally has an indefinite economic life, the said asset is not depreciated. The Group is actively coordinating with the Government to convert the lease land into sale deed and expects the same to be completed in the forthcoming year. On completion of conversion as mentioned above and after considering the incremental payments to be made, if any, the Group would have to derecognise the said land from its books and also derecognise the income shown as Income Received in advance for the said land. The net would be recognised in the statement of Profit and loss Account. The variable payments for exercise of the said option are subject to regulatory conditions then prevailing and the same cannot be estimated. The details of the same are not specified in the agreement.

34.6 Lease as a Lessor

One of the subsidiaries of the Group has entered into agreements with customers in respect of lease of infrastructure wherein the leases are non-cancellable as per the terms mentioned in the agreement during the lock in period. The future minimum lease payments receivable under non-cancellable period of operating leases in the aggregate and for each of the following periods.

Future minimum rentals receivable under non-cancellable operating leases are as follows:

(Rs. in lakhs)

Particulars	Year ended 31st March 2024	Year ended 31st March 2023
Not later than one year	862.07	684.25
Later than one year and not later than five years	2,987.01	2,736.83
Later than five years	40,245.28	59,714.59

Lease income for the year 2023-24 is Rs. 949.25 lakhs (Previous Year: Rs. 1159.26 lakhs).

35 EMPLOYEE BENEFIT PLANS

Defined Contribution Plan

The Group's contribution to provident fund, employee state insurance are determined under the relevant schemes and / or statute and charged to the Consolidated Statement of Profit and Loss.

The Group contribution to Provident Fund for the year 2023-2024 aggregating to Rs. 106.67 Lakhs (Previous Year: Rs.139.14 lakhs), Rs. 13.84 lakhs (Previous Year: Rs. 4.51 lakhs) for ESIC and Rs. 0.18 lakhs for New Pension Scheme (Previous year: Rs 1.37 lakhs) has been recognised in the Statement of profit or loss under the head employee benefits expense.

Defined Benefit Plans

Gratuity

The Group operates a gratuity plan covering qualifying employees. The benefit payable is the greater of the amount calculated as per the Payment of Gratuity Act, 1972 or the Group scheme applicable to the employee. The benefit vests upon completion of five years of continuous service and once vested it is payable to employees on retirement or on termination of employment. The gratuity benefits payable to the employees are based on the employee's service and last drawn salary at the time of leaving. The employees do not contribute towards this plan and the full cost of providing these benefits are met by the Group. In case of death while in service, the gratuity is payable irrespective of vesting. The Group's obligation towards Gratuity is a Defined Benefit Plan which is not funded except for few subsidiaries where it is funded.

The plans typically expose the Group to actuarial risks such as: investment risk, interest rate risk, longevity risk and salary risk.

Investment risk

The present value of the defined benefit plan liability is calculated using a discount rate which is determined by reference to market yields at the end of the reporting period on government bonds.

Interest risk

A increase in the government bond interest rate will decrease the plan liability.

Longevity risk

The present value of the defined benefit plan liability is calculated by reference to the best estimate of the mortality of plan participants both during and after their employment. An increase in the life expectancy of the plan participants will increase the plan's liability.

The present value of the defined benefit plan liability is calculated by reference to the best estimate of the mortality of plan participants both during and after their employment. An increase in the life expectancy of the plan participants will increase the plan's liability.

Salary risk

The present value of the defined benefit plan liability is calculated by reference to the future salaries of plan participants. As such, an increase in the salary of the plan participants will increase the plan's liability.

The present value of the defined benefit plan liability is calculated by reference to the future salaries of plan participants. As such, an increase in the salary of the plan participants will increase the plan's liability.

Principal assumptions

The principal assumptions used for the purposes of the actuarial valuations were as follows:

Particulars		Year ended 31st March 2024	Year ended 31st March 2023
1.	Discount rate	7.18% - 7.22%	7.31% - 7.49%
2.	Salary escalation	10% for current year, 5% thereafter	0% for first year, 8% thereafter
3.	Mortality rate	Indian Assured Lives Mortality Ultimate	Indian Assured Lives Mortality Ultimate
4.	Withdrawal rate	10% to 5% Age Based	20% to 5% Age based
5.	Retirement age	58 years	58 years

The amount included in the balance sheet arising from the Group's obligation in respect of its defined benefit plans is as follows:

Balances of defined benefit plan

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(Rs. in lakhs)

Particulars	Year ended 31st March 2024	Year ended 31st March 2023
Present value of defined benefit obligation	49.34	217.44
Fair value of plan assets	(15.56)	(46.64)
Net liability arising from gratuity	**33.78**	**170.80**

During the previous year ended March 31, 2022, No actuarial valuation is done for computing gratuity liability related to employees of Farm Fresh division as the same was shut down during the previous year and the liability for such employees have been provided for amounting to 39 lakhs.

Expenses recognised for defined benefit plan and movement of plan assets and liabilities

Following is the amount recognised in Consolidated Statement of profit and loss, other comprehensive income, movement in defined benefit liability (i.e. gratuity) and movement in plan assets:

(Rs. in lakhs)

	Particulars	Year ended 31st March 2024	Year ended 31st March 2023
A.	**Components of expense recognised in the Consolidated Statement of Profit and Loss (in employee benefit expenses)**		
	Current service cost	35.60	70.04
	Expected return on plan assets	(3.50)	(6.11)
	Net interest expenses	18.52	31.20
	Total (A)	**50.62**	**95.13**
B.	**Components of defined benefit costs recognised in other comprehensive income**		
	Actuarial gains and losses arising from changes in demographic assumptions	42.18	(3.44)
	Actuarial gains and losses arising from changes in financial assumptions	(4.13)	(15.89)
	Actuarial gains and losses arising from experience adjustments	7.66	(50.08)
	Total (B)	**45.71**	**(69.41)**
C.	**Movements in the present value of the defined benefit obligation**		
	Opening defined benefit obligation	205.42	443.49
	Current service cost	35.60	70.04
	Interest cost	18.52	31.20
	Remeasurement (gains)/losses:		
	Actuarial gains and losses arising from changes in demographic assumptions	42.18	(3.44)
	Actuarial gains and losses arising from changes in financial assumptions	(4.13)	(15.89)
	Actuarial gains and losses arising from experience adjustments	7.66	(50.08)
	Transferred to Asset Held for Sale (Refer note 44)	(163.13)	(62.91)
	Benefits paid	(92.79)	(206.99)
	Closing defined benefit obligation (C)	**49.34**	**205.42**
D.	**Movements in the fair value of the plan assets**		
	Opening fair value of plan assets	34.63	84.35
	Interest income	3.50	6.11
	Remeasurement gain (loss):	-	
	Actuarial (gains) and losses arising from changes in financial assumptions	0.02	(1.41)
	Benefit refund received from LIC	-	(42.41)
	Transferred from/(to) Asset Held for Sale (Refer note 44)	(22.59)	(12.01)
	Benefits paid	-	-
	Closing fair value of plan assets (D)	**15.56**	**34.63**

Category wise plan assets

The fair value of the plan assets at the end of the reporting period for each category, are as follows:

(Rs. in lakhs)

Particulars	Year ended 31st March 2024	Year ended 31st March 2023
Insurer managed funds	15.56	34.63
Total	**15.56**	**34.63**

36 FINANCIAL INSTRUMENTS AND RISK REVIEW

36.1 Capital Management

The Group being in a working capital intensive industry, its objective is to maintain a strong credit rating healthy ratios and establish a capital structure that would maximise the return to stakeholders through optimum mix of debt and equity.

The Group's capital requirement is mainly to fund its capex, working capital, repayment of principal and interest on its borrowings and strategic acquisitions. The principal source of funding of the Group has been, and is expected to continue to be, cash generated from its operations supplemented by funding from bank borrowings and the capital markets. The Group is not subject to any externally imposed capital requirements except financial covenant agreed with lenders.

The Group regularly considers other financing and refinancing opportunities to diversify its debt profile, reduce interest cost and closely monitors its judicious allocation amongst competing capex, to capture market opportunities at minimum risk.

The Group monitors its capital using gearing ratio, which is net debt divided to total equity. Net debt includes, interest bearing loans and borrowings less cash and cash equivalents, Bank balances other than cash and cash equivalents and current investments. The Group manages its capital structure and makes adjustments in light of changes in economic condition and the requirements of the financial covenants.

Gearing ratio

The gearing ratio at end of the reporting period was as follows.

(Rs. in lakhs)

Particulars	Year ended 31st March 2024	Year ended 31st March 2023
Debt (i)	41,004.19	42,820.57
Less:- Cash and cash equivalent	947.19	1,544.68
Net debt	40,057.00	41,275.89
Equity (ii)	(30,579.11)	(17,127.29)
Net debt to equity ratio	(1.31)	(2.41)

(i) Debt is defined as long and short-term borrowings and includes current maturities of long term debt and Lease Liabilities.

(ii) Equity includes all capital and reserves of the Group that are managed as capital.

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36.2 Categories of financial instruments

(Rs. in lakhs)

Particulars	Year ended 31st March 2024	Year ended 31st March 2023
Financial assets		
Measured at Amortised Cost		
Cash and bank balances	947.19	1,554.68
Investments in certificate of deposits and others	-	-
Trade receivables	8.56	254.47
Loans	4,867.10	5,351.36
Other financial assets	2,513.24	2,703.47
Measured at fair value through profit and loss (FVTPL)		
Investment in preference shares	453.79	453.79
Investments in equity shares	10.06	10.05
Investment in Debentures	376.27	-
Financial liabilities		
Measured at amortised cost		
Borrowings	40,890.23	40,949.25
Lease Liabilities	113.96	1,871.32
Trade payable	3,908.14	5,165.91
Other financial liabilities	9,023.64	5,418.57

At the end of the reporting period, there are no significant concentrations of credit risk for financial assets measured at FVTPL. The carrying amount reflected above represents the Group's maximum exposure to credit risk for such Financial assets.

Fair Value Measurement and related disclosures

Fair value of the Group's financial assets that are measured at fair value on a recurring basis:

Some of the Group's financial assets are measured at fair value at the end of each reporting period. The following table gives information about how the fair values of these financial assets are determined (in particular, the valuation technique(s) and inputs used).

(Rs. in lakhs)

Financial assets	Carrying / Fair value as at		Fair value hierarchy
	31st March, 2024	31st March, 2023	
Financial assets at Fair Value Through Profit and Loss (FVTPL)			
Cumulative redeemable preference share (Refer note 5 & 51)	453.79	453.79	Level 2
Equity investment in Karnataka Bank Limited (Refer note 11)	5.06	3.06	Level 1

The Group uses the following hierarchy for determining and/or disclosing the fair value of financial instrument by valuation technique:

(i) Level 1 — Quoted (unadjusted) market prices in active markets for identical assets or liabilities;

(ii) Level 2 — Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable;

(iii) Level 3 — Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable.

There were no transfers between Level 1 and 2 during the period.

Financial assets and financial liabilities that are not measured at fair values (but fair values disclosures are required)

The Group considers that the carrying amounts of financial assets and financial liabilities recognised in the balance sheet approximate their fair values.

The management assessed that carrying values of financial assets and liabilities other than those disclosed above such as trade receivable, loans, finance lease obligations, cash and cash equivalents, other bank balances and trade payables are reasonable approximations of their fair values.

The fair value of the financial assets and liabilities is included at the amount at which the instrument could be exchanged in a current transaction between willing parties, other than in a forced or liquidation sale.

36.3 Financial risk management objectives

The Group has a Risk Management Committee established by its Board of Directors for overseeing the Risk Management Framework and developing and monitoring the Group's risk management policies. The risk management policies are established to ensure timely identification and evaluation of risks, setting acceptable risk thresholds, identifying and mapping controls against these risks, monitor the risks and their limits, improve risk awareness and transparency. Risk management policies and systems are reviewed regularly to reflect changes in the market conditions and the Group's activities to provide reliable information to the Management and the Board to evaluate the adequacy of the risk management framework in relation to the risk faced by the Group.

36.4 Market Risks

Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in the market prices. The Group is exposed in the ordinary course of its business to risks related to changes in foreign currency exchange rates, interest rates and other price risk.

The Group seeks to minimize the effects of these risks by using derivative financial instruments to hedge risk exposures. The use of financial derivatives is governed by the Group's policies approved by the Board of Directors, which provide principles on foreign exchange risk and interest rate risk. Compliance with policies and exposure limits is reviewed by the Management and the internal auditors on a continuous basis. The Group does not enter into or trade financial instruments, including derivatives for speculative purposes.

36.5 Foreign Currency Risk Management

The Group's functional currency is Indian Rupees (INR). The Group undertakes transactions denominated in foreign currencies; consequently, exposure to exchange rate fluctuations arise. Volatility in exchange rates affects the Group's revenue from export markets and the costs of imports. The Group is exposed to exchange rate risk under its trade and debt portfolio.

Adverse movements in the exchange rate between the Rupee and any relevant foreign currency result's in increase in the Group's overall debt position in Rupee terms without the Group having incurred additional debt and favourable movements in the exchange rates will conversely result in reduction in the Group's receivables in foreign currency. In order to hedge exchange rate risk, the Group has a Forex policy approved by the Board of Directors.

All hedging activities are carried out in accordance with the Group's internal risk management policies, as approved by the Board of Directors, and in accordance with the applicable regulations where the Group operates. When a derivative is entered into for the purpose of being a hedge, the Group negotiates the terms of those derivatives to match the terms of the hedged exposure. For hedges of forecast transactions the derivatives cover the period of exposure from the point the cash flows of the transactions are forecasted up to the point of settlement of the resulting receivable or payable that is denominated in the foreign currency.

The Year end foreign currency forward contracts and unhedged foreign currency exposures are given below :-

a) No Derivatives (forward contracts) are outstanding as at the reporting date and in previous year.

b) Particulars of unhedged foreign currency exposure as at the reporting date (in respective currency):-

(Amounts in lakhs)

Particulars	Foreign Currency	Year ended 31st March 2024		Year ended 31st March 2023	
		Amount in Foreign Currency	Amount Rupees	Amount in Foreign Currency	Amount Rupees
Receivables :					
Loans given (including Interest accrued)	USD	86.02	7,171.95	82.49	6,781.90

Foreign exchange risk sensitivity:

10% is the sensitivity rate used when reporting foreign currency risk internally to key management personnel and represents management's assessment of the reasonably possible change in foreign exchange rates. The sensitivity analysis includes only outstanding foreign currency denominated monetary items and adjusts their translation at the period end for a 10% change in foreign currency rates. The sensitivity analysis includes external loans as well as loans to foreign operations within the Group where the denomination of the loan is in a currency other than the functional currency of the lender or the borrower.

A positive number below indicates an increase in profit and negative number below indicates a decrease in profit.

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Following is the analysis of change in profit and pre tax equity where the Indian Rupee strengthens and weakens by 10% against the relevant currency:

(Rs. In lakhs)

Foreign currency	Year ended 31st March 2024		Year ended 31st March 2023	
	10% strengthen	10% weakening	10% strengthen	10% weakening
USD	(717.19)	717.19	(678.19)	678.19

In management's opinion, the sensitivity analysis is not representative of the inherent foreign exchange risk because the exposure at the end of the reporting period does not reflect the exposure during the year.

36.6 Interest rate risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Group is exposed to interest rate risk because funds are borrowed at both fixed and floating interest rates. Interest rate risk is measured by using the cash flow sensitivity for changes in variable interest rate. The borrowings of the Group are principally denominated in rupees with a mix of fixed and floating rates of interest. The Group has exposure to interest rate risk, arising principally on changes in base lending rate. The Group uses a mix of interest rate sensitive financial instruments to manage the liquidity and fund requirements for its day to day operations like short term and long term loans. The risk is managed by the Group by maintaining an appropriate mix between fixed and floating rate borrowings. Hedging activities are evaluated regularly to align with interest rate views and defined risk appetite, ensuring the most cost-effective hedging strategies are applied.

The following table provides unhedged break-up of Group's fixed and floating rate borrowings:

(Rs. in lakhs)

Particulars	Year ended 31st March 2024	Year ended 31st March 2023
Variable interest rate borrowings	22,068.80	16,536.06
Fixed interest rate borrowings	18,821.43	24,413.19
Total	**40,890.23**	**40,949.25**

Interest rate risk sensitivity:

The sensitivity analyses below have been determined based on the exposure to interest rates for both derivatives and non-derivative instruments at the end of the reporting period. For floating rate liabilities, the analysis is prepared assuming the amount of the liability outstanding at the end of the reporting period was outstanding for the whole year. A 50 basis point increase or decrease is used when reporting interest rate risk internally to key management personnel and represents management's assessment of the reasonably possible change in interest rates.

If interest rates had been 50 basis points higher/lower and all other variables were held constant, following is the impact on profit and pre-tax equity. A positive is increase in profit and negative is decrease in profit.

(Rs. in lakhs)

Particular	Year ended 31st March 2024		Year ended 31st March 2023	
	50 basis points increase	50 basis points decrease	50 basis points increase	50 basis points decrease
Impact on profit	(110.34)	110.34	(82.68)	82.68

36.7 Other price risks

The Group's exposure to other risks arises from investments in preference shares amounting to Rs. 453.79 lakhs (Previous Year: Rs.453.79 lakhs). The investments are held for strategic rather than trading purpose.

The sensitivity analysis has been determined based on the exposure to price risk at the end of the reporting period. If the price of the above instrument had been 5% higher / lower, profit for the year ended 31st March 2024 would increase/decrease by Rs. 22.69 lakhs lakhs (Previous year by Rs.22.69 lakhs).

36.8 Credit risk

Credit risk refers to the risk that a counterparty will default on its contractual obligations resulting in financial loss to the Group. Credit risk arises from entering into derivative financial instruments and from deposits with banks and financial institutions, other deposits, other receivables, security deposits and from credit exposures to customers, including outstanding receivables.

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The Group has limited credit risk arising from cash and cash equivalents as the deposits are maintained with banks and financial institutions with high credit rating. The Group has a policy in place whereby it evaluates the recoverability of financial assets at each quarter ended date and wherever required, a provision is created against the same.

Since most of Group's transactions are done on credit, the Group is exposed to credit risk on trade and other receivable. Any delay, default or inability on the part of the other party to pay on time will expose the Group to credit risk and can impact profitability. Group's maximum credit exposure is in respect of trade receivables of Rs. 8.56 lakhs and Rs. 254.47 lakhs as at March 31, 2024 and March 31, 2023, respectively and other receivables of Rs. 12.37 lakhs and Rs. 144.04 lakhs as at March 31, 2024 and March 31, 2023, respectively.

The Group adopted an effective receivable management system to control the Days' Sales Outstanding. Refer below note for the age wise analysis of trade receivables that are not due as well as past due and allowance for the doubtful receivables. The Company does not have significant credit risk exposure to any single counterparty. Related Parties Trade receivable are disclosed in Note 38 including related parties accounted for more than 10% of gross trade receivables. The average credit period on sales of goods is 0 to 60 days. No interest is charged on trade receivables. No single customer accounted for more than 10% of total trade receivable net of expected credit loss.

The average credit period on sales of goods is 0 to 90 days. No interest is charged on trade receivables.

Further, the Hon'ble National Company Law Tribunal, Mumbai bench ("NCLT") has pronounced an order dated July 20, 2022 admitting application under Section 7 of the Insolvency and Bankruptcy Code, 2016 against one of the major customer of the Company, Future Retail Limited. The Company has significant amount of receivables from the said customer amounting to Rs. 37,803.97 lakhs and had recorded an expected credit loss on the entirety of the receivable from the said customer in earlier year(s).

For trade receivables and other receivables, as a practical expedient, the Company computes credit loss allowance based on a provision matrix. The provision matrix is prepared based on historically observed default and delay rates over the expected life of trade and other receivables and is adjusted for forward-looking estimates.

Age of Trade receivables **(Rs. in lakhs)**

Particulars	Year ended 31st March 2024	Year ended 31st March 2023
Current but not due	48.65	41.45
Less than 6 Months	232.05	90.24
6 months - 1 year	32.52	1,494.15
1 - 2 years	1,581.64	28,063.98
More than 2 years	38,237.76	12,106.12
Less : Expected credit loss allowance	(40,124.06)	(41,541.47)
Total	**8.56**	**254.47**

Credit risk from balances with banks is managed by treasury in accordance with the Board approved policy.

36.9 Liquidity risk

Liquidity risk refers to the risk of financial distress or extraordinary high financing costs arising due to shortage of liquid funds in a situation where business conditions unexpectedly deteriorate and requiring financing. The Group requires funds both for short term operational needs as well as for long term capital expenditure for capex. The Group generates sufficient cash flow for operations, which together with the available cash and cash equivalents provide liquidity in the short-term and long-term. The Group has established an appropriate liquidity risk management framework for the management of the Group's short, medium and long-term funding and liquidity management requirements. The Group manages liquidity risk by maintaining adequate reserves, banking facilities and reserve borrowing facilities, by continuously monitoring forecast and actual cash flows, and by matching the maturity profiles of financial assets and liabilities.

In Previous year 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 interest accrued) aggregating to Rs. 49,361.12 lakhs as at March 31, 2024.

Further, 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 it's 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.

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The following tables detail the Group's remaining contractual maturity for its non-derivative financial liabilities with agreed repayment periods. The tables have been drawn up based on the undiscounted cash flows of financial liabilities based on the earliest date on which the Group can be required to pay. The tables include both interest and principal cash flows.

To the extent that interest flows are floating rate, the undiscounted amount is derived from interest rate curves at the end of the reporting period. The contractual maturity is based on the earliest date on which the Group may be required to pay.

(Rs. in lakhs)

Particulars	Weighted average effective interest rate	Less than 1 year	1 to 5 years	5 years and above	Total	Carrying amount
As at 31st March 2024						
Variable interest rate borrowings						
Principal	11.34%	22,068.80	-	-	22,068.80	22,068.80
Interest		2,502.60	-	-	2,502.60	2,502.60
Fixed interest rate borrowings						
Principal	10.92%	18,821.43	-	-	18,821.43	18,821.43
Interest		5,968.29	-	-	5,968.29	5,968.29
Lease Liability		61.93	73.20	-	135.13	113.96
Financial Guarantee Obligation		40.24	-	-	40.24	-
Non interest bearing (Trade payable, deposits etc.)		3,591.02	-	-	3,591.02	3,591.02
As at 31st March 2023						
Variable interest rate instruments						
Principal	9.00%	16,536.06	-	-	16,536.06	6,747.67
Interest		1,488.25	-	-	1,488.25	1,488.25
Fixed interest rate instruments					-	
Principal	12.31%	24,413.19	-	-	24,413.19	24,413.19
Interest		3,031.53	-	-	3,031.53	3,031.53
Lease Liability		542.96	1,536.07	517.25	2,596.28	1,871.32
Financial Guarantee Obligation		99.13	-	-	99.13	-
Non interest bearing (trade payable, deposits etc.)		5,279.01	-	-	5,279.01	5,279.01

The amounts included above for financial guarantee contracts are the maximum amounts the Group could be forced to settle under the arrangement for the full guaranteed amount if that amount is claimed by the counterparty to the guarantee. Based on expectations at the end of the reporting period, the Group considers that it is more likely than not that such an amount will not be payable under the arrangement. However, this estimate is subject to change depending on the probability of the counterparty claiming under the guarantee which is a function of the likelihood that the financial receivables held by the counterparty which are guaranteed suffer credit losses.

37 SHARE BASED PAYMENTS

37.1 Details of the employee share based plan of the Group

a) The ESOP scheme titled "FVIL Employees Stock Option Plan 2011" (ESOP 2011) was approved by the shareholders at the Annual General Meeting held on 10th August 2010. 5,00,00,000 options are covered under the ESOP 2011 for 5,00,00,000 shares. Post listing of equity shares on the stock exchanges, the Shareholders have ratified the pre-IPO scheme.

In the previous years, the Nomination and Remuneration / Compensation Committee of the Company has granted 3,45,35,000 options under ESOP 2011 to certain directors and employees of the Group. The options allotted under ESOP 2011 are convertible into equal number of equity shares. The exercise price of each option is Rs. 6/-.

The options granted vest over a period of 3 years from the date of the grant in proportions specified in the Scheme. Options may be exercised within 3 years from date of vesting.

b) The ESOP scheme titled "Future Consumer Enterprise Limited - Employee Stock Option Plan 2014" was approved by the Shareholders vide resolution passed at the Extra Ordinary General Meeting held on 12th January, 2015 and through postal ballot on 12th May 2015 in respect of grant of 3,19,50,000 options under primary route (ESOP 2014-Primary) and 7,98,00,000 options under secondary market route (ESOP

2014-Secondary). ESOP 2014 has been implemented through a trust route whereby Vistra ITCL India Limited (Formerly IL&FS Trust Company Limited) has been appointed as the Trustee who monitors and administers the operations of the Trust.

In the current year, the Nomination and Remuneration / Compensation Committee has i) at its meeting held on 2nd February, 2022, granted 58,89,500 options under secondary market route (ESOP 2014-Secondary) to certain employees of the Group. The options allotted under ESOP 2014-Secondary are convertible into equal number of equity shares. The exercise price per Option for shares granted under the secondary market route shall not exceed market price of the Equity Share of the Holding Company as on date of grant of Option or the cost of acquisition of such equity shares to the Trust applying FIFO basis, whichever is higher. The exercise price per Option for shares granted under the primary route shall not exceed market price of the Equity Share of the Company as on date of grant of Option, which may be decided by the Nomination and Remuneration / Compensation Committee.

The options granted vest over a period of 3 years from the date of the grant in proportions specified in the Scheme. Options may be exercised within 3 years from date of vesting.

The following share-based payment arrangements were in existence during the current and prior years:

Option scheme	Number of Options Granted	Grant date	Expiry date	Exercise price (Rs.)	Share Price at Grant date	Fair value at grant date (Rs.)
ESOP 2011	15,000,000	26.12.2015	Note-1 below	6.00	26.15	22.49
ESOP 2014-Secondary	15,950,000	15.05.2015		Note-2 below	11.20	7.05
ESOP 2014-Secondary	3,500,000	14.08.2017		Note-2 below	41.25	17.71
ESOP 2014-Secondary	4,900,000	08.11.2017		Note-2 below	60.95	31.03
ESOP 2014-Primary	10,000,000	12.08.2016		21.4	21.50	11.42
ESOP 2014-Secondary	1,000,000	12.11.2019		Note-2 below	25.20	5.91
ESOP 2014-Secondary	1,800,000	31.01.2020		Note-2 below	23.95	6.97
ESOP 2014-Secondary	1,130,000	25.03.2020		Note-2 below	8.85	1.19
ESOP 2014-Secondary	727,793	22.03.2021		Note-2 below	6.40	0.91
ESOP 2014-Secondary	5,889,500	02.02.2022		Note-2 below	7.50	0.93

Note-1 The options granted vest over a period of 3 years from the date of the grant in proportions specified in the Scheme. Options may be exercised within 3 years from date of vesting.

Note-2 Market price of the Equity Share of the Company as on date of grant of Option or the cost of acquisition of such shares to the Holding Company applying FIFO basis, whichever is higher.

37.2 Options were priced using a Black Scholes option pricing model. Expected volatility is based on the historical share price volatility over the past 1 year.

Inputs into the model	ESOP 2011	ESOP 2014-Secondary Grant 1	ESOP 2014-Primary	ESOP 2014-Secondary Grant 2	ESOP 2014-Secondary Grant 3
Expected volatility (%)	56.55%	64.18%	48.88%	38.68%	44.85%
Option life (Years)	4-6	4-6	4-6	4-6	4-6
Dividend yield (%)	0%	0%	0%	0%	0%
Risk-free interest rate (Average)	7.82% - 8.09%	7.55% - 7.91%	7.12%-7.25%	6.43% - 6.64%	6.67% - 6.88%

Inputs into the model	ESOP 2014-Secondary Grant 4	ESOP 2014-Secondary Grant 5	ESOP 2014-Secondary Grant 6	ESOP 2014-Secondary Grant 7	ESOP 2014-Secondary Grant 8
Expected volatility (%)	44.08%	47.01%	55.91%	56.50%	62.00%
Option life (Years)	4-6	4-6	4-6	4-6	4-6
Dividend yield (%)	0%	0%	0%	0%	0%
Risk-free interest rate (Average)	5.86% - 6.33%	5.94% - 6.38%	5.56% - 6.04%	4.82% - 5.67%	5.08% - 6.00%

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37.3 Movement in share options during the year

The following reconciles the share options outstanding at the beginning and end of the period:

Particulars	Year ended 31st March 2024		Year ended 31st March 2023	
	Number of options	Weighted average exercise price (Rs.)	Number of options	Weighted average exercise price (Rs.)
Balance at beginning of period				
ESOP 2011	-	-	-	-
ESOP 2014 secondary	700,000	Refer note-2 above	10,497,293	Refer note-2 above
ESOP 2014 primary	-	-	257,500	-
Granted during the period	-			
ESOP 2011	-	-	-	-
ESOP 2014 secondary	-	Refer note-2 above	-	Refer note-2 above
ESOP 2014 primary	-	-	-	-
Forfeited during the period				
ESOP 2011	-	-	-	-
ESOP 2014 secondary	-	Refer Note-2 above	9,797,293	Refer Note-2 above
ESOP 2014 primary	-	-	257,500	-
	-		-	
Exercised during the period				
ESOP 2011	-	-	-	-
ESOP 2014 secondary	-	Refer note-2 above	-	Refer note-2 above
ESOP 2014 primary	-	-	-	-
Expired during the period				
ESOP 2011	-	-	-	-
ESOP 2014 secondary	-	-	-	-
ESOP 2014 primary	-	-	-	-
Balance at end of period				
ESOP 2011	-	-	-	-
ESOP 2014 secondary	700,000	Refer note-2 above	700,000	Refer note-2 above
ESOP 2014 primary	-	-	-	-

37.4 Share options exercised during the year

No options were exercised during the financial year 2023-24 (Previous Year: Nil).

37.5 Share options outstanding at the end of the year

The share options outstanding at the end of the year had a weighted average remaining contractual life of 1,148 days (Previous year: 1,514 days).

Out of the ESOPs outstanding, the number of options exercisable are as under :-

Particulars	Year ended 31st March 2024	Year ended 31st March 2023
ESOP 2014 secondary	350,000	140,000
ESOP 2014 primary	-	-

37.6 The expense recognised for employee services received during the year is shown in the following table:

(Rs. in lakhs)

Particulars	Year ended 31st March 2024	Year ended 31st March 2023
Expenses arising from equity settled share based payment transactions	2.08	13.12
Total expenses arising from share based transactions	**2.08**	**13.12**

38 RELATED PARTY DISCLOSURES

38.1 Name of Related Party and Nature of Relationship

a) **Associates**

MNS Foods Limited (w.e.f 22nd December 2023)

b) **Joint Venture**

Aussee Oats India Limited
Aussee Oats Milling (Private) Limited
Fonterra Future Dairy Private Limited
Hain Future Natural Products Private Limited
Illusie Trading Company (Formerly Known as Mibelle Future Consumer Products AG) (upto 11th April, 2022)
Cosmolift Consumer Products Private Limited (Formerly Known as Mibelle India Consumer Product Private Limited) (upto 11th April, 2022)
MNS Foods Limited (upto 22nd December 2023)
Sublime Foods Limited
FCL Speciality Foods Private Limited

c) **Key Management Personnel (KMP) and their relatives**

Executive Directors
Ms. Ashni Biyani (upto 12th May 2022)
Mr. Amit Kumar Agarwal (upto 15th January 2024)
Mr. Samson Charuvil Sameul (from 04th November 2023)

Non Executive Directors
Mr. Kishore Biyani (upto 21st October 2023)
Mr. Ghyanendra Nath Bajpai (Upto 2nd June, 2023)
Mr. Adhiraj Harish (Upto 3rd May, 2022)
Mr. Rajnikant Sabnavis (Upto 17th November 2023)
Ms. Neelam Chhiber (upto 30th December 2023)
Mr. Deepak Malik (Upto 21st December, 2022)
Mr. Fredric De Mevius (Upto 16th June, 2022)
Mr. Krishan Kant Rathi (Upto 29th September, 2022)
Mr. Harminder Sahni (Upto 13th May, 2022)
Ms. Ashni Biyani (Upto 5th June, 2023)
Mr. Birendra Kumar Agrawal (From 5th August 2023)
Mr. Lynette Monteiro (From 5th August 2023)

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Mr. Ravi Shankar Shrivastava (From 29th December 2023)
Mrs. Shivangi Sharma (From 9th February 2024)
Mrs. Preeti Singhal (From 9th February 2024)

KMP's

Mr. Manoj Gagvani
Mr. Sailesh Kedawat (upto 14th February 2022)
Mr. Samson Charuvil Sameul (from 12th May 2022, Executive director w.e.f 03rd November 2023)
Mr. Jude Linhares (from 29th April 2021 to 15th April 2022)
Mr. Rajendra Bajaj (from 15th February 2022)

Relatives of KMP

Mrs. Ambika Agarwal (From 15th February 2022)
Mrs. Nidhi Kedawat (Upto 14th February 2022)
Mrs. Shilpa Gagvani
Mrs. Sonu Bajaj (From 15th February 2022)
Mrs. Purnima Samson Charuvil

d) Entities controlled / having significant influence by KMP and their relatives / person or entity forming a part of the promoter or promoter group

Future Corporate Resources Private Limited
Future Enterprises Limited
Future Lifestyle Fashion Limited
Future Retail Limited
Future Supply Chain Solutions Limited
Future Media (India) Ltd
Bidada Foods Private Limited
Galaxy Cloud Kitchens Limited
Kaizen Dairy Foodworks Private Ltd
Leanbox Logistics Solutions Pvt Ltd
Petunt Food Processors Private Limited
TNSI Retail Private Limited
Travel News Services (India) Pvt Ltd
Jeremia Real Estate Private Limited
Mr. Avinit Bagri
Mrs. Leena Ashutosh Dighe (upto 11 September 2023)
Mr. Madhusudan Baheti
Mrs. Neeta Singh
Mr. Nikunj Biyani from 1st April, 2022 Upto 30th October 2022
Mr. Pankaj Somani from 29th june, 2022
Mr. Rajesh Dwarka Prasad Baheti from 1st April, 2022 Upto 15th April, 2022
Mr. Dayaram Matadeen Soni
Mr. Ramanaidu Daggubati
Mr. Tara Prakash Singh
Mr. Ashish Giniwala
Mr. Ashok Kumar Matolia
Mr. Harminder Singh
Mr. Satish Sharma

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38.2 Transactions with Related Party

(Rs. in lakhs)

Nature of transactions	Associates	Joint Venture	Key Management Personnel (KMP) and Close members of KMP	Entities controlled / having significant influence by KMP and their relatives
Purchase of Investments	-	1,140.00	-	-
	-	-	-	-
Purchases of goods		10.47	-	-
	-	(76.43)	-	(170.68)
Advance Given to Employee	-	-	5.00	-
	-	-	(20.00)	-
Sale of Investment	-	-	-	-
	-	-	-	(150.00)
Sale of products	-	170.80	-	192.83
	-	(137.41)	-	(653.09)
Interest income	-	324.34	-	-
	-	(387.98)	-	-
Recovery of expenses	-	-	-	-
	-	(77.46)	-	(190.92)
Car Lease Rent	-	-	15.03	-
	-	-	(14.32)	(1.92)
Managerial remuneration*	-	-	405.17	109.71
	-	-	(441.26)	(222.19)
Rent expenses	-	-	-	18.00
	-	-	(142.90)	-
Finance cost	-	-	-	-
	-	-	-	(9.00)
Warehousing Distribution and Transportation charges	-	-	-	-
	-	-	-	(700.53)
Sitting fees	-	-	29.30	4.20
	-	-	(35.37)	-
Other expenses	-	-	-	197.00
	-	-	-	(72.91)
Impairment allowances recognised on Investments, Inter Corporate Deposits and Other Receivables	-	-	-	-
	(1,249.93)	(2,113.92)	-	-

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Balance as at 31st March, 2024				(Rs. in lakhs)
Nature of transactions	Associates	Joint Venture	Key Management Personnel (KMP) and Close members of KMP	Entities controlled / having significant influence by KMP and their relatives
Gross Trade and other receivable	-	1,200.05	-	44,229.34
	-	(1,451.45)	-	(47,278.86)
Gross Inter corporate deposits outstanding	-	4,867.10	-	-
	-	(6,385.66)	-	(90.00)
Gross Interest Accured on Inter corporate deposits	-	2,403.30	-	-
	(20.98)	(2,416.82)	-	-
Loan Outstanding Payable	-	-	-	-
	-	-	-	(961.12)
Advances given to suppliers	-	7.51	-	-
	-	-	(10.28)	-
Advance Given to Employee Outstanding	-	-	25.00	-
	-	-	(20.00)	-
Interest Accrued but not due	-	-	-	-
	-	-	-	(11.21)
Advance received from customer	-	-	-	8.78
	-	-	-	(175.21)
Trade and other payables	-	111.85	72.78	124.98
	-	(88.87)	(4.55)	(421.48)
Payable on purchase of capital goods	-	-	-	-
	-	-	-	(3.11)
Corporate guarantees outstanding	-	-	-	-
	(99.13)	-	-	-

Figures in bracket represent previous year's figures.

38.3 Disclosure in respect of Material Transactions with Related Parties

		(Rs. in lakhs)
Nature of Transactions	**2023-24**	**2022-23**
Recovery of expenses		
Hain Future Natural Products PVT LTD	-	43.20
MNS Foods Limited	-	34.26
Petunt Food Processors Private Limited	-	179.08
Hain Celestial India Pvt. Ltd	-	67.00
Advance Given to Employee		
Rajendra Babulal Bajaj	5.00	-
Manoj Gagvani	-	20.00
Other Expenses		
Galaxy Cloud Kitchens Limited	197.00	
Future Supply Chain Solutions Limited	-	72.91
Purchase of Investments		
MNS Foods Limited	1,140.00	-
Car Lease Rent		
Shilpa Gagwani	3.36	3.36

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(Rs. in lakhs)

Nature of Transactions	2023-24	2022-23
Purnima samson charuvil	1.88	2.98
Shivangi Sharma (Relative of KMP-Satish Sharma)	3.36	2.94
Ambika Agrawal	1.99	2.52
Sonu Rajendra Bajaj	2.52	2.52
Tara Prakash Singh	1.92	1.92
Sale of Investment		
Ramanaidu Daggubati	-	150.00

Nature of Transactions	2023-24	2022-23
Sale of products		
TNSI Retail Private Limited	-	429.07
Future Retail Limited	-	169.79
MNS Foods Limited	49.27	-
Hain Celestial India Pvt. Ltd	-	791.56
Hain Future Nature Product Pvt Ltd	121.53	
Petunts Food Processors Pvt Ltd	192.83	-
Interest income		
Aussee Oats Milling (Private) Limited	292.93	286.45
MNS Foods Limited	-	93.40

(Rs. in lakhs)

Nature of transactions	2023-24	2022-23
Purchase of goods		
Galaxy Cloud kitchens Limited	-	160.65
Sublime Foods Limited	-	56.54
Hain Future Natural Products Private Limited	-	3.76
Kaizen Dairy Foodworks Private Limited	-	4.27
MNS Foods Limited	10.47	10.62
Finance Cost		
Future Corporate Resources Private Limited	-	9.00
Managerial remuneration		
Mr. Samson Charuvil Samuel	70.44	86.55
Ms. Ashni Biyani *	-	53.58
Mr. Jude Linhares *	-	22.63
Mr. Manoj Gagvani *	111.99	97.29
Mr. Sailesh Kedawat (Upto 14th February 2022)	-	-
Mr. Amit Kumar Agarwal	85.03	-
Mr. Rajendra Babulal Bajaj	52.16	-
Mr. Satish Sharma	85.55	-
Rent expenses		
Future Supply Chain Solutions Limited	-	142.90
Jeremia Real Estate Private Limited	18.00	-
Warehousing, Distribution and Transportation charges		
Leanbox Logistics Solutions Private Limited	-	398.77
Future Supply Chain Solutions Limited	-	301.76

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for the year ended 31st March 2024

(Rs. in lakhs)

Nature of transactions	2023-24	2022-23
Sitting fees		
Mr. Ghyanendra Nath Bajpai	-	8.75
Mr. Kishore Biyani	-	5.25
Mr. Harminder Sahni	-	3.75
Mr. Adhiraj Harish	-	1.25
Mr. Krishan Kant Rathi	-	4.00
Mr. Birendra Kumar Agarwal	6.25	-
Mr. Lynette Monteiro	5.25	-
Ms. Neelam Chhiber	5.00	6.00

(Rs. in lakhs)

Balance as at 31st March 2024	2024	2023
Trade and other receivable * **	-	
Future Retail Limited	38,324.94	39,082.75
Future Corporate Resources Private Limited	5,762.14	7,912.01
Sublime Foods Limited	-	62.98
Interest receivable		
Hain Celestial India Pvt. Ltd	-	791.56
Amar Chitra Katha Private Limited	-	20.98
MNS Foods Limited	-	318.18
Aussee Oats Milling (Private) Limited	2,369.85	2,046.44
Inter corporate deposits outstanding		
MNS Foods Limited	-	747.20
Sublime Foods Limited	-	838.00
Aussee Oats Milling (Private) Limited	4,802.10	4,735.46
Advances received from customers		
Petunt Food Processors Private Limited	-	168.75
LeanBox Logistics Solutions Pvt Ltd	8.78	-
Security deposit received outstanding		
Hain Future Natural Product Private Limited	-	0.67
Loan Outstanding Payable		
Future Retail Limited	-	961.12
Trade and Other payables		
Hain Celestial India Private Limited	-	255.74
Leanbox Logistics Solutions Private Limited	-	123.52
Future Enterprises Limited	98.92	121.07
Future Retail Limited	-	15.47
Aussee Oats India Limited	-	13.54
Future Supply Chain Solutions Limited	-	141.46
Future Corporate Resources Private Limited	-	11.39
Hain Future Nature Product Pvt Ltd	88.23	-
Interest Accrued but not due		
Future Corporate Resources Private Limited	-	11.21

(Rs. in lakhs)

Balance as at 31st March 2024	2024	2023
Purchases		
Galaxy Cloud kitchens Limited	-	160.65
SUBLIME FOODS LIMITED	-	56.54
Sale of Investment		
Ramanaidu Daggubati	-	150.00
Unbilled receivables		
Hain Future Nature Product Pvt	-	102.37
Corporate Guarantee Outstanding		
MNS Foods Limited	-	99.13
Advance From Promoters		
Madhu biyani/Radhika Biyani	-	85.95
Nishanth Biyani	-	10.00
Advance Given to Supplier		
MNS Foods Limited	-	61.32
Sublime Foods Limited	7.51	9.51
Advance Given to Employee		
Rajendra Babulal Bajaj	5.00	-
Manoj Gagvani	20.00	20.00
Loans and advances Given Outstanding		
Lord Jagannath Retails Private Limited	-	10.28
Payable on Purchase of Capital Goods		
Future Retail Limited	-	3.11

*includes share based payments to managerial personnel.

*** Gross of Expected Credit Loss

38.4 Terms and conditions of transactions with related parties

The sales to and purchases from related parties are made on terms equivalent to those that prevail in arm's length transactions. Outstanding balances at the year-end are unsecured and interest free and settlement occurs in cash. There have been no guarantees provided or received for any related party receivables or payables other than those disclosed above. For the year ended 31 March 2024, the Group has recorded an impairment loss of Rs. Nil on receivables relating to amounts owed by related parties (Previous Year: Rs. Nil). This assessment is undertaken each financial year through examining the financial position of the related party and the market in which the related party operates.

38.5 Loans & Advances to Related Parties

The Group has given loans and advances to relevant joint ventures and associates in the ordinary course of business to meet the working capital requirements. (Refer note 41).

38.6 Compensation of key management personnel

(Rs. in lakhs)

Particulars	Year ended 31st March 2024	Year ended 31st March 2023
Short Term Employee Benefits	405.17	441.26

The amounts disclosed in the table are the amounts recognised as Managerial Remuneration during the reporting period related to key management personnel (Refer Note 38.2).

This do not include the provision made for gratuity and expenses for Leave Encashment as they are determined on an actuarial basis for the Group as a whole.

Directors interest in ESOP

No ESOP option is outstanding to Directors for the year ended March 31, 2024 and March 31, 2023.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
for the year ended 31st March 2024

39 CONTINGENT LIABILITIES

(Rs. in lakhs)

Particulars	As at 31st March 2024	As at 31st March 2023
Claims against the Group not acknowledged as debt*	1,214.17	315.27
Disputed Income Tax Demands	5,917.52	6,205.72
Disputed GST, Sales Tax and Excise Matters	677.43	366.23
Corporate guarantees issued to banks and financial institutions are against credit facilities issued to third parties (Loans outstanding as at 31st March 2024 Rs. 40.24 lakhs; Previous Year Rs. 99.13 lakhs)	18,951.83	19,721.90
Total	**26,760.95**	**26,609.13**

* Does not include cases where liability is not ascertainable

Future cash outflows in respect of matters considered disputed are determinable only on receipt of judgments/decisions pending at various forums/authorities. The management does not expect these claims to succeed and accordingly, no provision for the contingent liability has been recognized in the financial statements.

The Group's pending litigations comprise of claims against the Group primarily by the customers and proceedings pending with tax authorities. The Group has reviewed all its pending litigations and proceedings and has adequately provided for where provisions are required and disclosed contingent liabilities where applicable, in its financial statements. The Group does not expect the outcome of these proceedings to have a material adverse effect on the financial statements.

40 CAPITAL COMMITMENT

The estimated amount of contracts remaining to be executed on capital account as at 31st March 2024 is Rs. 6.04 lakhs (Previous Year Rs.109.15 lakhs)

41 DISCLOSURE REQUIREMENT OF LOANS AND ADVANCES/ INVESTMENTS AS PER SCHEDULE V OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATION, 2015

(Rs. in lakhs)

Name of the Company	Outstanding Loan Amount		Maximum Loan Amount Outstanding	
	As at 31st March 2024	As at 31st March 2023	During the year ended 31st March 2024	During the year ended 31st March 2023
Joint ventures:				
Aussee Oats Milling (Private) Limited *	4,802.10	4,735.46	4,802.10	4,792.32
Aussee Oats India Limited *	65.00	65.00	65.00	65.00
Sublime Food Limited*	-	-	-	-
MNS Food Limited*	-	550.91	550.91	747.20
Fonterra Future Dairy Private Limited	-	-	-	-
Hain Future Natural Product Limited	-	-	-	-
	4,867.10	**5,351.36**		

* These Companies are treated as subsidiaries as per the provision of Section 2(87) of the Companies Act, 2013.

42 THE INFORMATION AS REQUIRED TO BE DISCLOSED UNDER THE MICRO, SMALL AND MEDIUM ENTERPRISES DEVELOPMENT ACT, 2006 HAS BEEN DETERMINED TO THE EXTENT SUCH PARTIES HAVE BEEN IDENTIFIED BASED ON INFORMATION AVAILABLE WITH THE COMPANY.

(Rs. in lakhs)

Particulars	As at 31st March 2024	As at 31st March 2023
Principal amount due to suppliers registered under the MSMED Act and remaining unpaid as at period end*	751.18	591.26
Interest due to suppliers registered under the MSMED Act and remaining unpaid as at period end	128.77	90.24
Interest paid, other than under section 16 of MSMED Act, to suppliers registered under the MSMED act, beyond the appointed day during the period	-	-
Interest paid under section 16 of MSMED Act to suppliers registered under the MSMED act, beyond the appointed day during the period	-	-
The amount of interest accrued and remaining unpaid at the end of the accounting year	228.48	147.49
Further interest remaining due and payable for earlier periods	156.36	104.70

* Out of this Rs. 439.52 lakhs (Previous year: 422.45 lakhs) is overdue. Also, amount includes Rs. 25.73 lakhs (Previous year: Rs. 40.01 lakhs) is of Capital and Medium payables.

The information has been given in respect of such vendor to the extent they could be identified as Micro and Small Enterprise as on the basis of information available with the Group.

43 ASSETS HELD FOR SALE

(Rs. in lakhs)

Particulars	As at 31st March 2024	As at 31st March 2023
Investment in Associate - Amar Chitra Katha Private Limited (Refer note a)	422.63	2,563.07
Property, Plant and Equipments (Refer note b)	2,742.76	2,217.50
Net assets of Subsidiaries (Refer note c)	34,784.98	22,166.17
Capital work-in-progress (Refer note d)	100.00	100.00
Total	**38,050.37**	**27,046.74**

Note a

The Holding Company was allotted 13,20,159 equity shares of Amar Chitra Katha Private Limited (ACK), upon conversion of 4,977 Compulsorily Convertible Debentures (CCDs) on maturity in previous year ended March 31, 2022, which is an associate of the Company. The Board of Directors of the Company have vide their resolution dated February 10, 2022 resolved to liquidate the Company's stake in ACK pursuant to which the investment in ACK has been recognized as Current Asset Held For Sale. In May 2022, the Company has entered into a definitive agreement for sale of part of its stake in ACK for 3,61,290 equity shares, at a total consideration of Rs. 1,362.00 lakhs out of which shares worth Rs. 1,062.01 lakhs (Previous year Rs. 300 lakhs) have been sold during the year ended March 31, 2024. Further, considering the expected realisable value of these investments, the Company recognised an impairment loss of Rs. 1078.42 lakhs (Previous year Rs. 2,113.92 lakhs) during the year ended March 31, 2024, which has been included in the exceptional items.

Note b

Due to significant reductions in business operations, the Holding Company intends to sell certain Property, Plant & Equipment (PPE) at various locations. During the current year, the Holding Company has transferred PPE having net book value of Rs. 567.81 lakhs, which has recoverable value of Rs. 565.00 lakhs to current assets held for sale. Accordingly impairment loss of Rs. 2.81 lakhs is recognized during the year ended March 31, 2024 on these assets, which has been included in exceptional items. The Holding Company has also sold assets of Rs. 39.71 lakhs and having aggregate PPE of Rs. 2,742.79 lakhs as Asset held for sale.

Note c

Due to significant reductions in business operations, the Group intends to sell its net assets of subsidiaries. Accordingly, net assets having net book value of Rs. 23,708.85 lakhs has been classified as assets held for sale during the current year. Upon review, the recoverable amount of net assets classified as assets held for sale is Rs 34,784.99 lakhs and accordingly impairment loss of Rs. 4,458.21 lakhs is recognized during

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
for the year ended 31st March 2024

the year ended March 31, 2024 on these assets, which has been included in exceptional items, as detailed below:

(Rs. In lakhs)

Particulars	NDF	IFPL	AWTDL	APPU	Total
Assets	10,727.79	21,157.34	6,107.43	1,250.65	39,243.20
Less: Liabilities	(3,575.26)	(7,304.93)	(4,654.16)	-	(15,534.35)
Net Assets (before impairment)	7,152.53	13,852.41	1,453.27	1,250.65	23,708.85
Less: Impairment	(452.53)	(4,852.41)	846.73	-	(4,458.21)
Net Assets (after impairment)	6,700.00	9,000.00	2,300.00	1,250.65	19,250.65

Note d

Due to significant reduction in business operations of a subsidiary, Group intends to sell its capital work in progress. Accordingly capital work in progress having value of Rs. 100.00 lakhs has been classified as assets held for sale during the year ended March 31, 2024.

44 EXCEPTIONAL ITEMS

(Rs. In lakhs)

Particulars	Note No.	Year ended 31st March 2024	Year ended 31st March 2023
Impairment of Investments	44.1 (a)	20.96	161.88
Impairment of Intercorporate deposits including interest thereon	44.1	-	232.62
Impairment of Assets Held for Sale	43	5,536.62	5,273.99
Impairment of Brands	44.2	-	7,667.56
Impairment of Property, Plant and Equipments and Capital work-in-progress	44.3	386.67	5,835.55
Goodwill written off	44.4	-	3,266.62
Provision of Inventory	44.5	-	754.98
Provision on other receivables	44.6	-	(160.03)
Gain on sale of property, plant and equipments and Investment Property	44.7	(12.81)	(1,222.15)
Provisions/Payables written back	44.8	-	(4,331.59)
Joint Venture Losses written off	44.9	(253.90)	-
Expenses of erstwhile employee settlement	44.10	-	170.83
Total		**5,677.54**	**17,650.25**

44.1 Impairment of Investments and Inter-Corporate Deposits (including Interest)

a) MNS Foods Limited

The Group has converted Intercorporate deposits, interest accrued thereon and advances given to MNS Foods Limited totalling to Rs. 1,140 lakhs into 1140000 Numbers of 0.001% Compulsory Convertible Debentures of MNS Foods Private Limited of Rs. 100 each. During the year, the Company has recognised impairment loss on interest income of Rs. 20.96 lakhs (Previous year Rs. nil) and Intercorporate deposits of Rs. Nil (Previous Year Rs. 196.29 Lakhs). MNS is a joint venture of the Company, impairment is considered due to lower business performance and based on the analysis of recoverable value of MNS.

b) Hain Future Natural Products Private Limited (Pertaining only to Previous Year ended March 31, 2023)

The Group has recognized an impairment loss of Rs. 183.56 lakhs (Previous Year: Rs. Nil) on its investment and Interest receivable in Hain Future Natural Products Private Limited (Hain), a joint venture due to lower business performance and based on the analysis of recoverable value. The enterprise value is based on a value in use calculation which uses Cash Flow Projections based on financial budget approved by the management covering a period of five years, discounted at a rate of 13.93% per annum (Previous year: 16.5% per annum), that is the weighted average cost of capital. Cash flows beyond the period of five years have been extrapolated using the steady growth rate of 5% per annum (Previous Year: 5%), based on the long-term average growth rate for Hain's business.

c) Lord Jagannath Retail Private Limited (Pertaining only to Previous Year ended March 31, 2023)

The group has recognized write off of TDS receivable from Lord Jagannath Retail Private Limited of Rs. 9.41 lakhs of interest receivable as the same is not reflecting in form 26AS of F.Y 2021-22. In previous year, the group has impaired the outstanding loan of Rs. 435.00 lakhs and interest receivable of Rs. 187.62 lakhs aggregating to Rs. 622.62 lakhs of Lord Jagannath Retail Private Limited.

d) **Sublime Foods Limited (Pertaining only to Previous Year ended March 31, 2023)**

The Company has recognized an impairment loss of Rs. 5.24 lakhs on Investment in Sublime Foods Limited (a Joint Venture) due to lower business performance and based on the analysis of recoverable value. Recoverable amount has been calculated as fair value less cost to sell in accordance with the requirements of applicable financial reporting framework.

44.2 Impairment of Brands (Pertaining only to Previous Year ended March 31, 2023)

Brand and Brand usage rights

The Group is currently facing significant liquidity crunch which has adversely impacted the business operation of the Holding Company. Consequently, based on an analysis of the recoverable value of its brands, the Group has fully impaired the book value of its brand of Rs. 317.00 lakhs (Previous year: Rs. 291.92 lakhs) and brand usage rights of Rs. 7,350.56 lakhs during the current year ended March 31, 2023.

44.3 Impairment of Property, Plant and Equipments (PPE) including Capital work-in-progress (CWIP)

Due to significant reductions in business operations, and based on an analysis of the recoverable value, the Group has considered an impairment loss of Rs. 394.93 lakhs (Previous year 5,835.55 lakhs) during the current year on some of its Property, Plant and Equipments (PPE). Recoverable amount has been calculated as fair value less cost to sell in accordance with the requirements of applicable financial reporting framework. Among these assets, the Group is planning to sell some PPE and those are classified as Assets held for Sale in accordance with IndAS 105.

44.4 Goodwill written off (Pertaining only to Previous Year ended March 31, 2023)

The Group is currently facing significant liquidity crunch which has adversely impacted the business operation of the Group. Based on an analysis of the recoverable value, the Company has written off the book value of the Goodwill that was relating to the business of various subsidiaries amounting to Rs. 3,266.62 lakhs during the year ended March 31, 2023 that has been included in exceptional items.

44.5 Provision of Inventory (Pertaining only to Previous Year ended March 31, 2023)

Due to lower business performance of the Holding Company including its operations at Centre of Plate business, the Holding Company has created a 100% provision on the Inventory of packaging materials relating to this business considering its negligible recoverable value. Consequently, a loss of Rs. 754.98 lakhs is included in exceptional items during the year ended March 31, 2023.

44.6 Provision on Other Receivables (Pertaining only to Previous Year ended March 31, 2023)

The Group has identified a financial asset whose net book value is Rs. 855.43 lakhs as non-recoverable. Consequently, an impairment loss of Rs. 855.43 lakhs is included in exceptional items during the year ended March 31, 2023. Further, an amount Rs. 1,015.47 lakhs which was impaired ealier due to non recoverability, on merger of subsidiaries as per Note 53 it was reversed as merged entity is having payables balance to that extent.

44.7 Gain on sale of property, plant and equipments and Investment Property

The Group has sold property, plants and equipments during the year and recognised gain of Rs. 12.81 lakhs (Previous year Rs. 1,222.15 lakhs for sale of land and investment property).

44.8 Write back of provisions/liabilities (Pertaining only to Previous Year ended March 31, 2023)

Basis negotiations with the vendors on price and deficiency in the service, the Group has written back certain provisions for expenses and liabilities, on the basis of credit notes issued by the vendors. These write back are classified as exceptional items during the year ended March 31, 2023.

44.9 Join Venture losses written back

During the year, the Group has recognised write back of joint venture (JV) losses amounting to Rs. 253.90 lakhs. This is reversal of previously recognised losses in respect of investments in Joint Ventures.

44.10 During the financial year ending on March 31, 2023, the Group terminated its business conduct agreement with one of the vendor due to non-payment recovery, resulting in the discontinuation of operations at the plant by one of the vendor. Subsequently, the union representing the former employees of vendor raised demands for the recovery of early termination settlement dues and unpaid amounts and currently matter is pending with department of labour. It has been clarified that as of now, no claims have been made against the Group. Pending resolution of the aforesaid matter, based on an internal evaluation and legal advice, the Group's management estimates the maximum termination claims to be Rs. 242.52 lakhs (including provided during the year of Rs. 170.83 lakhs), as the Group was the principal employer. This amount has been accounted for in the books as compensation for the former employees who were initially employed by the Group and later transferred to Vendor. In the event of any additional claims, the Group will resort to legal proceedings. However, based on past experience within the group, it is anticipated that any litigation (if it arises) will likely be settled within the provided amount.

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45 THE CARRYING AMOUNT OF GOODWILL IS AS FOLLOWS :-

(Rs. in lakhs)

Particulars	As at 31st March 2024	As at 31st March 2023
Aadhaar Wholesale Trading And Distribution Limited	-	262.15
Total	**-**	**262.15**

Goodwill

The recoverable amount of Goodwill is determined based on a value in use calculation which uses cash flow projections based on financial budgets approved by the management, and a discount rate based on the respective Weighted Average Cost of Capital of the respective cash-generating unit. Cash flow projections during the budget period are based on the same expected gross margins and raw materials price inflation throughout the budget period. The cash flows beyond that budget period have been extrapolated using a steady growth rate based on the projected long-term average growth rate for the industry. The management believes that any reasonably possible change in the key assumptions on which recoverable amount is based would not cause the aggregate carrying amount to exceed the aggregate recoverable amount of the respective cash-generating unit.

Key assumptions used for valuation of Goodwill are as follows :

Particulars	Aadhaar
Discount rate	15.11%
Terminal value growth rate	5.00%
Period of cash flow projections	5

46 INVESTMENT PROPERTY

The fair value of the Group's investment properties as at 31st March 2024 has been arrived at on the basis of a valuation carried out on the respective dates by management. The fair value of land was determined based on the market approach and fair value of building was determined on cost based approach. In estimating the fair value of the properties, the highest and best use of the properties is their current use.

Details with regards to fair value is given as under :- (Rs. in lakhs)

Particulars	As at 31st March 2024	As at 31st March 2023
Rent Income	6.89	14.67
Expenses incurred for maintenance of investment property	1.37	9.93
Fair value of Investment Property - Land and Building	359.25	374.87

47 DETAILS OF CSR EXPENDITURE

(Rs. in lakhs)

Particulars	As at 31st March 2024	As at 31st March 2023
a. Gross amount required to be spent during the year	-	6.33
b. Amount spent in cash		
Construction / acquisition of any asset	-	-
Others	-	6.33
Total	**-**	**6.33**

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48 ADDITIONAL INFORMATION AS REQUIRED BY PARAGRAPH 2 OF GENERAL INSTRUCTIONS FOR PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS TO SCHEDULE III TO THE COMPANIES ACT, 2013

(Rs. in lakhs)

Name of the entities	Net assets, i.e. total assets minus total liabilities As at 31st March 2024		Share in P/L For the year ended 31st March 2024		Share in OCI For the year ended 31st March 2024		Share in Total comprehensive income (loss) For the year ended 31st March 2024	
	As % of consolidated net assets	Amount	As % of consolidated profit/(loss)	Amount	As % of consolidated profit/(loss)	Amount	As % of consolidated profit/(loss)	Amount
Future Consumer Limited	(68.58%)	20,970.12	78.56%	(10,580.41)	0.47%	(0.25)	78.26%	(10,580.65)
Subsidiaries								
Indian								
Aadhaar Wholesale Trading and Distribution Limited	91.57%	(27,999.81)	4.51%	(607.80)	75.06%	(39.27)	4.79%	(647.07)
Future Food and Products Limited	(8.02%)	2,451.71	-	-	-	-	-	-
Future Food Processing Limited	0.00%	(0.74)	-	-	-	-	-	-
Delect Spices and Herbs Private Limited	0.89%	(270.89)	0.47%	(63.59)	-	-	0.47%	(63.59)
The Nilgiri Dairy Farm Private Limited and subsidiaries	(17.95%)	5,488.70	(4.89%)	658.31	11.70%	(6.12)	(4.82%)	652.20
Integrated Food Park Limited	58.49%	(17,884.20)	4.63%	(623.16)	(0.57%)	0.30	4.61%	(622.87)
FCL Tradevest Private Limited	40.96%	(12,524.53)	0.01%	(1.87)	-	-	0.01%	(1.87)
Bloom Foods and Beverages Private Limited	2.28%	(696.84)	0.57%	(76.52)	-	-	0.57%	(76.52)
Appu Nutritions Private Limited	(3.76%)	1,151.47	10.66%	(1,435.59)	-	-	10.62%	(1,435.59)
Nilgiri's Mechanised Bakery Private Limited	0.78%	(238.50)	2.86%	(384.62)	-	-	2.84%	(384.62)
Nilgiris Franchise Limited	(2.98%)	912.28	0.92%	(123.60)	-	-	0.91%	(123.60)
Foreign								
FCEL Overseas FZCO	-	-	2.55%	(343.54)	13.34%	(6.98)	2.59%	(350.53)
Minority Interest in all subsidiaries								
Indian								
Integrated Food Park Limited	-	-	-	-	-	-	-	-
Delect Spices and Herbs Private Limited	(0.00%)	(0.54)	-	-	-	-	-	-
Foreign								
FCEL Overseas FZCO	-	-	(2.75%)	370.15	-	-	(2.74%)	370.15
Joint Ventures								
Indian								
MNS Foods Limited	-	-	0.00%	(0.07)	-	-	0.00%	(0.07)
Sublime Foods Limited	-		(0.23%)	31.54	-	-	(0.23%)	31.54
Hain Future Natural Products Private Limited	-	-	(0.22%)	29.22	-	-	(0.22%)	29.22
Aussee Oats India Limited	2.68%	(819.38)	-	-	-	-	-	-
Fonterra Future Dairy Private Limited	3.65%	(1,117.40)	0.02%	(2.05)	-	-	0.02%	(2.05)
Mibelle Future Consumer products Ag (Consolidated)	-	-	0.18%	(24.70)	-	-	0.18%	(24.70)
Affuluence food processor pvt. Ltd.	-	-	2.15%	(289.96)	-	-	2.14%	(289.96)
Foreign	-	-	-	-	-	-	-	-
Aussee Oats Milling (Private) Limited	-	-	-	-	-	-	-	-
	100.00%	**(30,578.57)**	**100.00%**	**(13,468.26)**	**100.00%**	**(52.32)**	**100.00%**	**(13,520.58)**

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
for the year ended 31st March 2024

(Rs. in lakhs)

Name of the entities	Net assets, i.e. total assets minus total liabilities As at 31st March 2023		Share in P/L For the year ended 31st March 2023		Share in OCI For the year ended 31st March 2023		Share in Total comprehensive income (loss) For the year ended 31st March 2023	
	As % of consolidated net assets	Amount	As % of consolidated profit/(loss)	Amount	As % of consolidated profit/(loss)	Amount	As % of consolidated profit/(loss)	Amount
Future Consumer Limited	(112.15%)	20,675.10	(83.19%)	(27,870.20)	(315.41%)	81.88	(83.01%)	(27,788.32)
Subsidiaries								
Indian								
Aadhaar Wholesale Trading and Distribution Limited	143.64%	(26,480.51)	(3.71%)	(1,244.35)	0.04	(0.93)	(3.72%)	(1,245.28)
Future Food and Products Limited	(8.70%)	1,603.00	1.68%	563.69	-	-	1.68%	563.69
Future Consumer Products Limited			-		-	-	-	-
FCEL Food Processors Limited			-		-	-	-	-
Future Food Processing Limited	5.85%	(1,078.09)	(0.01%)	(3.13)	-	-	(0.01%)	(3.13)
Delect Spices and Herbs Private Limited	1.50%	(277.61)	(0.07%)	(24.22)	-	-	(0.07%)	(24.22)
The Nilgiri Dairy Farm Private Limited and subsidiaries	(36.73%)	6,770.62	(2.13%)	(715.00)	0.51	(13.11)	(2.17%)	(728.11)
Integrated Food Park Limited	17.53%	(3,230.99)	(5.01%)	(1,677.46)	0.00	(0.09)	(5.01%)	(1,677.55)
FCL Tradevest Private Limited	68.35%	(12,599.74)	(0.16%)	(53.35)	-	-	(0.16%)	(53.35)
Bloom Foods and Beverages Private Limited	3.11%	(573.34)	(6.53%)	(2,188.61)	-	-	(6.54%)	(2,188.61)
Foreign								
FCEL Overseas FZCO	4.32%	(796.68)	(0.05%)	(15.92)	1.65	(42.75)	(0.18%)	(58.67)
Minority Interest in all subsidiaries								
Indian								
Integrated Food Park Limited	-	-	-	-	-	-	-	-
Delect Spices and Herbs Private Limited	0.01%	0.65	-	-	-	-	-	-
Foreign			-	-	-	-	-	-
FCEL Overseas FZCO	-	-	-	-	-	-	-	-
Joint Ventures								
Indian								
MNS Foods Limited	2.78%	(512.82)	0.06%	20.00	-	-	0.06%	20.00
Sublime Foods Limited	-	-	0.01%	5.00	-	-	0.01%	5.00
Hain Future Natural Products Private Limited	-	-	(0.60%)	(200.76)	(0.04)	0.96	(0.60%)	(199.80)
Aussee Oats India Limited	-	-	-	-	-	-	-	-
Fonterra Future Dairy Private Limited	6.05%	(1,115.35)	(0.30%)	(99.00)	-	-	(0.30%)	(99.00)
Foreign								
Aussee Oats Milling (Private) Limited	4.44%	(819.38)	-	-	-	-	-	-
	100.00%	**(18,435.13)**	**100.00%**	**(33,503.31)**	**100.00%**	**25.96**	**100.00%**	**(33,477.35)**

49 FORENSIC AUDIT OF THE HOLDING COMPANY

(i) The Holding Company has received through email a letter from Securities and Exchange Board of India Bearing Ref.: SEBI/HO/CFID_SEC2/P/OW/2022/34082/1 dated 3rd August,2022 ("SEBI Letter") addressed to Interim Resolution Professional ("IRP") of Future Retail Limited("FRL") intimating about appointment of M/s Chokshi & Chokshi LLP, Chartered Accountants as forensic auditors with respect to Consolidated Financial Statements of FRL and audit of books of account of the Holding 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 Holding Company will be with respect to the related party transactions with FRL only. Subsequently, the Holding Company has submitted the data as requested in this regard. Forensic audit is currently in progress.

(ii) During the previous year, bank accounts of the Holding Company have been classified as Non Performing Asset (NPA) and as per the extant guidelines of Reserve Bank of India (RBI), account need to be reviewed for conducting Forensic Audit. Accordingly, the lead bank (State Bank of India) has appointed a firm of Chartered Accountants, to carry out forensic audit of the books of account of the Holding 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.

50 NOTE ON QUALIFICATIONS IN AUDIT REPORT

The Group has investments in Joint Ventures Aussee Oats Milling Private Limited and Aussee Oats India Private Limited (together referred to as 'JV') of Rs. 6,913.52 lakhs including investments, loans, and other assets (As on March 31, 2023 Rs. 6,545.04 lakhs). There is a dispute between the Group and said JV partners and due to non-availability of financial results for the quarter and year ended March 31, 2024, as a consequence of non-cooperation of the said JV partners which is a direct contravention of court rulings, the Group is unable to determine the fair value of Group's investments in JV as at March 31, 2024 and consequent impact thereof on the financial results. However, the Management believe that it will not have a material impact on the consolidated financial results for the quarter and year ended March 31, 2024.

51 NOTE ON GOING CONCERN BASIS USED FOR PREPARATION OF FINANCIALS

The Group is currently facing significant liquidity crunch which has impacted the operations of the Group during the quarter and year ended March 31, 2024. The Group has incurred loss before tax during the quarter and year ended March 31, 2024 amounting to Rs. 2,072.85 lakhs and Rs. 13,633.84 lakhs respectively (including exceptional items, refer note 6 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. 1,90,458.86 lakhs. Group's current liabilities exceeded its current assets by Rs. 41,239.33 lakhs as at the quarter and year end. The Group has also suffered consistent downgrades in its credit ratings, as a result of which the Group's ability to raise funds has been substantially impaired, with normal business operations being substantially curtailed. Further, the Group 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 Group as non-performing assets (NPA). The Group 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 Holding 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 Holding 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 Integrated Food Park Limited ('Wholly Owned Subsidiary' or 'IFPL'). On April 26, 2024 the CTL has issued notice to the Holding Compsny and 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 Group, Future Retail Limited. The Group 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 Group has also discussed the Asset Monetisation Plan with the lenders of the Group in a Joint-lender's meeting (JLM) held on July 06, 2022. Considering the Asset Monetization Plan, the lenders allowed the Group to repay its borrowings till January 31, 2023. However, the Group was unable to conclude re-negotiations or obtain replacement financing or monetise it's assets as agreed with the lenders during the said period. On February 9, 2023, March 21, 2023, June 12, 2023, September 14, 2023, December 28, 2023, January 16, 2024 and March 11, 2024, the Group 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 Group being able to settle the loans amicably with the lenders. Currently, JLM has restricted the banking transactions of the Holding 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 Group 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 Holding Company will initiate Swiss Challenge Process through an agency, being appointed by the Holding 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 holding company has appointed IDBI Capital as swiss process advisor and DSK legal counsel as holding company's legal counsel for completion of swiss challenge process. Currently, the Swiss challenge process is in progress.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
for the year ended 31st March 2024

These events/conditions indicate the existence of material uncertainty that may cast significant doubt about the Group's ability to continue as going concern. The financial statements do not include any adjustments to reflect the possible future effects on the recoverability and classification of assets or the amounts and classification of liabilities that might result from the outcome of this uncertainty.

To address the liquidity crunch and to maintain the sufficient working capital, the Group has adopted several measures including sales to other customers, cost optimisation, discussion with banks for restructuring / one time settlement of loans, other strategic initiatives for fresh investments, monetisation of identified assets, etc. The expected proceeds from monetisation of these assets which includes property, plant and equipment, investments and other assets and/or fresh investments will be utilised to repay the borrowings (including interest) and manage the working capital requirements. These identified assets for monetisation have been classified as assets held for sale in accordance with Ind AS 105 'Non-current Assets Held for Sale and Discontinued Operations' at lower of their carrying value and fair value less costs to sell. Accordingly, the Group has recognised impairment loss on the said assets and disclosed the same under 'exceptional items'. The management has initiated the plan to locate the prospective buyers of these assets.

The success of the above measures adopted by the Group is dependent on the effective implementation of its operating plans and timely closure with the potential buyers for monetisation of its assets and / or fresh investments into the Group which is dependent on many internal / external factors. The management is confident that they will be able to arrange sufficient liquidity by either monetization and /or fresh investments, increase in operations and other strategic initiatives. Accordingly, the financial statements are prepared on a going concern basis.

52 UPDATE ON COMPOSITE SCHEME OF ARRANGEMENT

The Composite Scheme of Arrangement which involves: (i) merger of the Holding Company and other 18 Transferor Companies with Future Enterprises Limited ("FEL" or "Transferee Company") and their respective Shareholders and Creditors; (ii) Transfer and vesting of the Logistics & Warehousing Undertaking from FEL as a going concern on a slump sale basis to Reliance Retail Ventures Limited ("RRVL"); (iii) Transfer and vesting of the Retail & Wholesale Undertaking from FEL as a going concern on a slump sale basis to Reliance Retail and Fashion Lifestyle Limited, a wholly owned subsidiary of RRVL ("RRVL WOS"); and (iv) Preferential allotment of equity shares and warrants of FEL to RRVL WOS pursuant to Sections 230 to 232 and other relevant provisions of the Companies Act, 2013 ("the Composite Scheme of Arrangement"/ Scheme"), has been approved by Board of Directors of the Holding Company at its meeting held on August 29, 2020. Pursuant to the directions given by National Company Law Tribunal, Mumbai (NCLT), the meetings of shareholders and creditors of all the companies involved in the Scheme has been convened and held between April 20, 2022 to April 23, 2022. As in most of the secured creditors meetings of various companies involved in the Scheme, the voting was not in favour of the Scheme, the Holding Company along with all other listed entities involved in the Scheme have communicated to stock exchanges on April 23, 2022 that the subject Scheme cannot be implemented.

53 BUSINESS COMBINATION

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 previous year figures have been restated whereever required.

54 ACQUISITION OF SUBSIDIARIES FROM THE NILGIRI DAIRY FARM PRIVATE LIMITED

As at March 31, 2023, the Holding Company has entered into share purchase agreements with its subsidiaries i.e., The Nilgiri Dairy Farm Private Limited (NDF), Nilgiris Franchise Limited (NFL), Nilgiri's Mechanised Bakery Private Limited (NMB) and Appu Nutritions Private Limited (Appu).

In accordance with the agreements, as a part of purchase consideration, the Holding Company has converted it's Loans (including interest) of Rs. 1,624.83 given to NDF for purchase of investments of NFL, NMB and Appu (earlier hold by NDF) as below:

Investee Company	Type of shares and Face Value	Number of shares	Consideration
Nilgiri's Mechanised Bakery Private Limited	Equity shares of Rs. 10 each	119,829	Nil
Nilgiri's Mechanised Bakery Private Limited	Preference shares of Rs. 100 each	1,000,000	92.26
Nilgiris Franchise Limited	Equity shares of Rs. 100 each	425,000	599.24
Appu Nutritions Private Limited	Equity shares of Rs. 1,000 each	760	933.33

Note: The Fair value per share for above conversations is in accordance with the valuations performed by an external valuer.

55 OTHER STATUTORY INFORMATION

(i) The Group does not have any benami property, where any proceeding has been initiated or pending against the Group for holding any benami property.

(ii) The Group does not have any transactions with companies struck off.

(iii) The Group does not have any charges or satisfaction which is yet to be registered with ROC beyond the statutory period,

(iv) The Group has not traded or invested in crypto currency or virtual currency during the financial year.

(v) The Group has not advanced or loaned or invested funds to any other persons or entities, including foreign entities (Intermediaries) with the understanding that the Intermediary shall:

(a) Directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Group (Ultimate Beneficiaries) or

(b) Provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries

(vi) The Group has not received any fund from any persons or entities, including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the Group shall:

(a) Directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (Ultimate Beneficiaries) or

(b) Provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries,

(vii) The Group does not have any such transaction which is not recorded in the books of accounts that has been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (such as, search or survey or any other relevant provisions of the Income Tax Act, 1961

The Group has complied with the number of layers prescribed under clause 87 of section 2 of the Companies Act, 2013 read with Companies (restriction on number of layers) rules, 2017.

56 RECENT PRONOUNCEMENT

Ministry of Corporate Affairs ("MCA") notifies new standard or amendments to the existing standards under Companies (Indian Accounting Standards) Rules as issued from time to time. On 31 March 2023, MCA amended the Companies (Indian Accounting Standards) Amendment Rules, 2023, applicable from 1 April 2023, as below:

i) Ind AS 103 - Common control Business Combination:

The amendments modify the disclosure requirement for business combination under common control in the first financial statement following the business combination. It requires to disclose the date on which the transferee obtains control of the transferor is required to be disclosed.

ii) Ind AS 1 – Disclosure of material accounting policies:

The amendments related to shifting of disclosure of erstwhile "significant accounting policies" to "material accounting policies" in the notes to the financial statements requiring companies to reframe their accounting policies to make them more "entity specific". This amendment aligns with the "material" concept already required under International Financial Reporting Standards (IFRS).

iii) Ind AS 8 – Definition of accounting estimates:

The amendments will help entities to distinguish between accounting policies and accounting estimates. The definition of a "change in accounting estimates" has been replaced with a definition of "accounting estimates." Under the new definition, accounting estimates are "monetary amounts in financial statements that are subject to measurement uncertainty." Entities develop accounting estimates if accounting policies require items in financial statements to be measured in a way that involves measurement uncertainty.

iv) Ind AS 12 – Income Taxes:

The amendments narrowed the scope of the recognition exemption in paragraphs 15 and 24 of Ind AS 12. At the date of transition to Ind AS, a first-time adopter shall recognize a deferred tax asset to the extent that it is probable that taxable profit will be available against which the deductible temporary difference can be utilized. Similarly, a deferred tax liability for all deductible and taxable temporary differences associated with:

a) right-of-use assets and lease liabilities

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
for the year ended 31st March 2024

b) decommissioning, restoration and similar liabilities and the corresponding amounts recognized as part of the cost of the related asset. Therefore, if a company has not yet recognised deferred tax on right-of-use assets and lease liabilities or has recognised deferred tax on net basis, the same need to recognize on gross basis based on the carrying amount of right-of-use assets and lease liabilities.

The Holding Company does not expect any of these amendments to have any significant impact in its financial statements.

57 PREVIOUS YEAR NOTE

Previous year figures have been regrouped and re-classified where necessary to make them comparable.

Summary of significant accounting policies (Refer note 2)

The accompanying notes are an integral part of the consolidated financial statements (1 - 57)

As per our report of even date
For Borkar & Muzumdar
Chartered Accountants
ICAI Firm Registration number : 101569W

Deepak Kumar Jain
Partner
Membership No : 154390

Place : Mumbai
Date : 23-05-2024

For and on behalf of the Board of Directors of Future Consumer Limited

Samson Samuel
Managing Director
Place: Mumbai

Birendra Agrawal
Chairman
Place: Mumbai

Manoj Gagvani
Company Secretary
& Head - Legal
Place: Mumbai

Rajendra Bajaj
Chief Financial Officer
Place: Mumbai

Date : 23-05-2024

Corporate Identity Number of Future Consumer Limited is L52602MH1996PLC192090

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
for the year ended 31st March 2024

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	Consolidated Audited Figures (as reported before adjusting for qualifications) Rs. In lakhs	Adjusted Figures (audited figures after adjusting for qualifications) Rs. In lakhs
	1.	Turnover / Total income	36.980.48	Refer Note II e (ii)
	2.	Total Expenditure	46,964.90	
	3.	Net Profit/(Loss)	(13,468.24)	
	4.	Earnings Per Share	(0.23)	
	5.	Total Assets	50,775.29	
	6.	Total Liabilities	81,353.86	
	7.	Net Worth	(30,578.57)	
	8.	Any other financial item(s) (as felt appropriate by the management) Share of Profits/ Losses of JVs and Associates Exceptional Items	 (256.02) (5,677.54)	

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 Group has investments in Joint Ventures Aussee Oats Milling Private Limited and Aussee Oats India Private Limited (together referred to as 'JV') of Rs. 6,913.52 lakhs including investments, loans, and other assets (As on March 31, 2023 Rs. 6,545.05 lakhs). There is a dispute between the Group and said JV partners and due to non-availability of financial results for the quarter and year ended March 31, 2024, as a consequence of non-cooperation of the said JV partners which is a direct contravention of court rulings, the Group is unable to determine the fair value of Group's investments in JV as at March 31, 2024 and consequent impact thereof on the financial results. However, the Management believe that it will not have a material impact on the consolidated financial results for the quarter and year ended March 31, 2024.

(iii) **Auditors' Comments on (i) or (ii) above:** As described in Note 3 to the Statement as regards non-availability of financial information and ongoing dispute with Joint Venture partner of 2 Joint Venture companies, which are not considered for consolidation in the attached Statement, which is a non-compliance of Ind AS 27 and Listing Regulations, as amended. Consequently, we are unable to determine the impact of such non-compliance on the loss, earnings per share for the quarter and year ended March 31, 2024 and investment in joint venture, other equity as of March 31, 2024.

Statement on Impact of Audit Qualifications (for audit report with modified opinion) submitted along-with Annual Audited Financial Results - (Standalone and Consolidated separately)

III. Signatories:

- **CEO/~~Managing Director~~** - **Mr. Samson Samuel**
- **CFO** - **Mr. Rajendra Bajaj**
- **Audit Committee Chairman** - **Mr. 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

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

for the year ended 31st March 2024

FORM AOC-1

(Pursuant (Pursuant to first proviso to sub-sec on (3) of Sec on 129 read with Rule 5 of Companies (Accounts) Rules, 2014)
Statement containing salient features of the financial statement of Subsidiaries/Associate companies/Joint Ventures
Statement containing salient features of the financial statement of Subsidiaries/Associate companies/Joint Ventures
Financial information with respect of Subsidiary Companies for the Year Ended 31st March'2024

Sr. No.	Name of the Company	Date since when subsidairy was acquired	Share Capital	Reserves & Surplus	Total Assets	Total Liabilities	Investments (Except Investment in Subsidiaries)	Turnover	Profit/ (loss) Before taxation	Provision for Taxation/ Deferred Tax	Profit/ (loss) After Taxation	Proposed Dividend	% of Share Holding
1	Aadhaar Wholesale Trading and Distribution Limited	27.03.2008	7,740.00	-18,068.39	7,091.80	7,091.80	-	31,108.47	-670.52	-	-670.52	-	**100%**
2	FCL Tradevest Private Limited ("FCL Tradevest")#	24.12.2018	13,153.62	-13,391.80	208.18	208.18	-	164.77	-10.21	-	-10.21	-	**100%**
3	Aussee Oats India Limited (Subsidiary of FCL Tradevest, formerly known as Aussee Oats India Private Limited)	19.02.2016	100.00	-79.98	1,642.21	1,642.21	-	2,765.23	-39.44	-2.92	-36.52	-	**50% + 1 Share**
4	Integrated Food Park Limited (Subsidiary of FCL Tradevest)	05.02.2015	4,481.30	-11,177.24	21,404.18	21,404.18	-	2,109.99	-692.48	-69.34	-623.14	-	**100.00%**
5	Sublime Foods Limited (Subsidiary of FCL Tradevest)	18.02.2015	437.23	-1,995.49	6.84	6.84	-	-	57.39	-	57.39	-	**51%**
6	Delect Spices and Herbs Private Limited#	18.07.2019	542.47	-253.67	289.55	289.55	-	-	-56.07	-	-56.07	-	**99.82%**
7	Aussee Oats Milling (Private) Limited**	16.09.2014	5,075.95	-70.79	14,827.65	14,827.65	-	1,061.83	-95.35	-	-95.35	-	**50% + 1 Share**
8	Bloom Foods and Beverages Private Limited	15.01.2016	100.00	-696.82	7.58	7.58	-	-	-68.02	8.49	-76.51	-	**100%**
9	FCEL Overseas FZCO ***	30.07.2014	22.36	920.10	-	-	-	-	17.36	-	17.36	-	**60%**
10	The Nilgiri Dairy Farm Private Limited ("NDFPL")	20.11.2014	241.44	-8,441.40	2,086.67	2,086.67	-	4,111.81	-361.74	38.06	-399.80	-	**100%**
11	Appu Nutritions Private Limited (Subsidiary of NDFPL)	20.11.2014	10.00	-252.34	1,251.41	1,251.41	-	-	-1,435.60	-	-1,435.60	-	**100%**
12	Nilgiris Franchise Limited (Subsidiary of NDFPL)	20.11.2014	425.00	-635.19	25.75	25.75	-	-	-766.66	-	-766.66	-	**100%**
13	Nilgiris Mechanised Bakery Private Limited (Subsidiary of NDFPL)	20.11.2014	14.14	-241.99	13.20	13.20		-	-147.46	3.45	-150.91	-	**100%**

** Converted into Indian Rupees at the exchange Rate USD 1 = ₹ 83.3739
*** Converted into Indian Rupees at the exchange rate AED 1 = ₹ 22.7020
Note :- 1. The reporting period for all the subsidiaries is 31st March 2024
Note :- 2. Reporting currency of all entities is Indian Rupee Except Aussee Oats Milling (Private Limited) (Reporting Currency USD) & FCEL Overseas FZCO (Reporting Currency AED)

Statement pursuant to Section 129 (3) of the Companies Act, 2013 related to Associate Companies and Joint Ventures

(₹. In lakhs except % of share holding)

	Name of Associate/Joint Venture	Fonterra Future Dairy Private Limited	Hain Future Natural Products Private Limited
1.	Latest audited Balance Sheet Date	31st March'2024	31st March'2024
2.	Date on which the Associate or Joint Venture was associated or acquired	01.10.2018	20.06.2017
3.	Shares of Associate/Joint Ventures held by the Company on the Year end		
	No.	29,650,000	24,350,000
	Amount of Investment in Associates or Joint Venture	₹ 2,965.00	₹ 2,435.00
	Extent of Holding %	50%	50%
4.	Description of how there is significant influence	Shareholders Agreement	Shareholders Agreement
5.	Reason why the associate/joint venture is not Consolidated	NA	NA
6.	Networth attributable to Shareholding as per latest audited Balance Sheet	-2,973.66	-474.17
7.	Profit / Loss for the year (₹ In lakhs)		
i.	Considered in Consolidation (₹ In lakhs)	-2.05	-289.96
ii.	Not Considered in Consolidation	-	-

Note: Amar Chitra Katha Private Limited (ACK) have been considered as associates in terms of Ind AS 109

As per our report of even date
For Borkar & Muzumdar
Chartered Accountants
ICAI Firm Registration number : 101569W

Deepak Kumar Jain
Partner
Membership No : 154390

Place : Mumbai
Date : 23-05-2024

For and on behalf of the Board of Directors of Future Consumer Limited

Samson Samuel
Managing Director
Place: Mumbai

Birendra Agrawal
Chairman
Place: Mumbai

Manoj Gagvani
Company Secretary
& Head - Legal
Place: Mumbai

Rajendra Bajaj
Chief Financial Officer
Place: Mumbai

Date : 23-05-2024

Corporate Identity Number of Future Consumer Limited is L52602MH1996PLC192090

Knowledge House, Shyam Nagar
Off Jogeshwari Vikhroli Link Road, Jogeshwari (East)
Mumbai 400 060, Maharashtra, India
www.futureconsumer.in

This report contains forward-looking statements, which may be identified by their use of words like 'plans', 'expects', 'will', 'anticipates', 'believes', 'intends', 'projects', 'estimates', or other words of similar meaning. All statements that address expectations or projections about the future, including but not limited to statements about the Company's strategy for growth, product development, market position, expenditures, and financial results are forwardlooking statements. Forward-looking statements are based on certain assumptions and expectations of future events. The Company cannot guarantee that these assumptions and expectations are accurate or will be realized. The Company's actual results, performance or achievements could thus differ materially from those projected in any such forward looking statements. The Company assumes no responsibility to publicly amend, modify or revise any forward looking statements, on the basis of any subsequent developments, information or events.

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