

October 28, 2021

To,  
Listing Department  
**BSE Limited**  
Phiroze Jeejeebhoy Towers,  
Dalal Street, Mumbai – 400 001

To,  
Listing Department  
**National Stock Exchange of India Limited**  
Bandra Kurla Complex, Bandra East,  
Mumbai – 400 051

**Scrip Codes:** 540798, 958280, 958281

**Scrip Symbol:** FSC

**Ref.: Reg. 33, 52 read with Reg. 30 - SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 (“Listing Regulations”)**

Dear Sir / Madam,

**Sub: Un-audited financial results for the quarter and half year ended September 30, 2021**

Pursuant to above referred Regulations, please find enclosed herewith un-audited financial results for the quarter and half year ended September 30, 2021 (“**Financial Results**”). The Financial Results have been reviewed by Audit committee and approved by the Board of Directors at their respective meetings held on October 28, 2021.

The meeting of the Board of Directors commenced at 3:00 pm and declared as closed at 4:15 pm.

Kindly take the above information on your records.

Yours faithfully,

For **Future Supply Chain Solutions Limited**



Vimal Dhruve  
**Company Secretary**

**Encl.:** As above



**Future Supply Chain Solutions Limited**

Registered Office : Knowledge House Shyam Nagar, Off. Jogeshwari- Vikhroli Link Rd. Jogeshwari (E), Mumbai 400 060 - www.futuresupplychains.com  
CIN NO. : L63030MH2006PLC160376

**Statement of Standalone Financial Results for the Quarter and Half Year ended September 30, 2021**

(Rs. in Lakh)

Particulars	Quarter ended September 30, 2021	Quarter ended June 30, 2021	Quarter ended September 30, 2020	Half Year ended September 30, 2021	Half Year ended September 30, 2020	For the Year ended March 31, 2021
	Unaudited	Unaudited	Unaudited	Unaudited	Unaudited	Audited
<b>1 Income</b>						
a) Revenue from operations	16,313.61	12,899.41	10,505.15	29,213.02	20,018.16	46,641.46
b) Other income	721.35	701.88	188.51	1,423.23	1,212.69	3,386.43
<b>Total Income</b>	<b>17,034.96</b>	<b>13,601.29</b>	<b>10,693.66</b>	<b>30,636.25</b>	<b>21,230.85</b>	<b>50,027.89</b>
<b>2 Expenses</b>						
a) Cost of logistics services	10,220.52	7,988.67	7,217.51	18,209.19	12,610.53	27,815.70
b) Employee benefits expense	1,947.28	1,884.22	1,934.46	3,831.50	3,704.42	7,512.86
c) Finance costs	2,011.66	2,289.36	2,464.18	4,301.02	4,985.07	9,837.75
d) Depreciation and amortisation expense	3,750.77	4,227.78	4,119.19	7,978.55	8,509.64	16,531.81
e) Other expenses	1,783.54	1,471.76	1,833.84	3,255.30	3,837.58	6,765.96
<b>Total Expenses</b>	<b>19,713.77</b>	<b>17,861.79</b>	<b>17,569.18</b>	<b>37,575.56</b>	<b>33,647.24</b>	<b>68,464.08</b>
<b>3 Profit/(Loss) from ordinary activities before exceptional items and tax (1-2)</b>	<b>(2,678.81)</b>	<b>(4,260.50)</b>	<b>(6,875.52)</b>	<b>(6,939.31)</b>	<b>(12,416.39)</b>	<b>(18,436.19)</b>
4 Exceptional item	-	-	-	-	-	-
<b>5 Profit/(Loss) from ordinary activities before tax (3-4)</b>	<b>(2,678.81)</b>	<b>(4,260.50)</b>	<b>(6,875.52)</b>	<b>(6,939.31)</b>	<b>(12,416.39)</b>	<b>(18,436.19)</b>
6 Tax Expense						
a) Current Tax	-	-	-	-	-	-
b) Deferred Tax	-	-	-	-	-	-
<b>7 Net Profit/(Loss) after tax for the period (5-6)</b>	<b>(2,678.81)</b>	<b>(4,260.50)</b>	<b>(6,875.52)</b>	<b>(6,939.31)</b>	<b>(12,416.39)</b>	<b>(18,436.19)</b>
8 Other Comprehensive Income	-	-	-	-	-	(47.23)
<b>9 Total Comprehensive Income (7+8)</b>	<b>(2,678.81)</b>	<b>(4,260.50)</b>	<b>(6,875.52)</b>	<b>(6,939.31)</b>	<b>(12,416.39)</b>	<b>(18,483.42)</b>
10 Paid up equity share capital (Face value of Rs.10/- per share)	4,388.36	4,388.36	4,388.36	4,388.36	4,388.36	4,388.36
11 Other Equity	44,433.56	47,144.48	57,476.16	44,433.56	57,476.16	51,406.09
12 Earnings per share (EPS)(of Rs.10/- per share) (not annualised for interim periods):- a) Basic (Rs.)	(6.10)	(9.71)	(15.67)	(15.81)	(28.29)	(42.01)
b) Diluted (Rs.)	(6.10)	(9.71)	(15.67)	(15.81)	(28.29)	(42.01)



Notes:

## 1 Standalone Statement of Assets and Liabilities

(Rs. in Lakh)

	Particulars	As at	As at
		September 30, 2021	March 31, 2021
		Unaudited	Audited
<b>A</b>	<b>ASSETS</b>		
	<b>Non-current assets</b>		
(a)	Property, plant and equipment	41,304.72	44,260.73
(b)	Right of use assets	18,121.98	25,202.52
(c)	Other Intangible assets	303.29	333.22
	<b>Financial assets</b>		
(a)	Investments	-	-
(b)	Other financial assets	511.46	2,415.78
(c)	Other Non current assets	4,798.93	4,405.03
	<b>Total Non-current assets</b>	<b>65,040.38</b>	<b>76,617.28</b>
	<b>Current assets</b>		
	Inventories	306.19	236.68
	<b>Financial assets</b>		
(a)	Trade receivables	72,275.40	73,588.23
(b)	Cash and cash equivalents	14.09	12.36
(c)	Bank balances other than cash and cash equivalents	259.73	267.93
(d)	Loans	21,000.00	21,000.00
(e)	Other financial assets	7,748.18	6,253.81
(f)	Other current assets	987.78	601.49
	<b>Total current assets</b>	<b>1,02,591.37</b>	<b>1,01,960.50</b>
	<b>Total assets</b>	<b>1,67,631.75</b>	<b>1,78,577.78</b>
<b>B</b>	<b>EQUITY &amp; LIABILITIES</b>		
	<b>Equity</b>		
(a)	Equity share capital	4,388.36	4,388.36
(b)	Other equity	44,433.56	51,406.09
	<b>Total equity</b>	<b>48,821.92</b>	<b>55,794.45</b>
	<b>Liabilities</b>		
	<b>Non-current liabilities</b>		
	<b>Financial liabilities</b>		
(a)	Borrowings	33,119.18	41,745.46
(b)	Lease liabilities	15,048.31	20,408.80
(c)	Other non current financial liabilities	45.00	549.25
(d)	Provisions	646.93	646.93
	<b>Total Non-current liabilities</b>	<b>48,859.42</b>	<b>63,350.44</b>
	<b>Current liabilities</b>		
	<b>Financial liabilities</b>		
(a)	Borrowings	20,542.54	9,993.46
(b)	Lease liabilities	7,158.32	9,038.64
(c)	<b>Trade payables</b>		
	Micro and small enterprises	776.71	1,258.14
	Others	34,136.26	30,225.28
(d)	Other current financial liabilities	7,292.65	8,583.81
(e)	Other current liabilities	34.49	324.12
(f)	Provisions	9.44	9.44
	<b>Total Current liabilities</b>	<b>69,950.41</b>	<b>59,432.89</b>
	<b>Total equity and liabilities</b>	<b>1,67,631.75</b>	<b>1,78,577.78</b>





2 Standalone Cash flow Statement

(Rs. in Lakh)

	Particulars	Half Year ended September 30, 2021	Half Year ended September 30, 2020
A	<b>Cash flow from operating activities</b>		
	Net profit/ (loss) before tax	(6,939.31)	(12,416.39)
	Adjusted for:		
	Depreciation and amortisation expense	7,978.55	8,509.64
	Finance costs	4,301.02	4,985.07
	Provision for doubtful debts	66.60	250.00
	Loss on sale of fixed assets and Scrap of assets	-	534.34
	Gain on termination of lease asset	(32.03)	(155.90)
	Expenses on employee stock option (ESOP)	(33.22)	(35.54)
	Interest income	(1,309.55)	(1,018.04)
	<b>Cash generated from operations before working capital changes</b>	<b>4,032.06</b>	<b>653.18</b>
	Adjusted for:		
	(Increase)/decrease in trade receivables	1,246.23	(2,591.39)
	(Increase)/decrease in inventories	(69.51)	138.11
	(Increase)/decrease in other financial and other assets	1,355.50	368.42
Increase/(decrease) in trade payables, other liabilities and provisions	2,245.53	5,478.29	
<b>Cash flow from operations</b>	<b>8,809.81</b>	<b>4,046.61</b>	
(Taxes paid)/Refund (net)	(395.67)	1,797.25	
<b>Net cash from operating activities</b>	<b>8,414.14</b>	<b>5,843.86</b>	
B	<b>Cash flow from investing activities</b>		
	Purchase of property, plant & equipment and intangible assets	(946.19)	(180.11)
	Sale of property, plant & equipment and intangible assets	-	23.94
	Interest received	6.39	295.92
<b>Net cash used in investing activities</b>	<b>(939.80)</b>	<b>139.75</b>	
C	<b>Cash flow from financing activities</b>		
	Payment of lease liability	(6,084.43)	(6,428.38)
	Proceeds/ (Repayment) from/ (of) current borrowings (net)	1,689.94	889.49
	Repayment of non current borrowings	-	(274.90)
	Interest paid	(3,086.32)	(175.85)
	<b>Net cash from financing activities</b>	<b>(7,480.81)</b>	<b>(5,989.64)</b>
	<b>Net increase/(decrease) in cash and cash equivalents (A+B+C)</b>	<b>(6.47)</b>	<b>(6.03)</b>
	Cash and cash equivalents at the beginning of the year	280.29	302.00
	<b>Cash and cash equivalents at the end of the period</b>	<b>273.82</b>	<b>295.97</b>



*[Handwritten signature]*

3 Additional disclosure as per Clause 52 (4) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 :

	Particulars	Quarter ended September 30, 2021	Quarter ended June 30, 2021	Quarter ended September 30, 2020	Half Year ended September 30, 2021	Half Year ended September 30, 2020	For the Year ended March 31, 2021
(a)	Net Worth (Rs. in Lakh)	48,821.92	51,532.84	61,864.52	48,821.92	61,864.52	55,794.45
(b)	Debenture Redemption Reserve (Rs. in Lakh)	2,500.00	2,500.00	2,500.00	2,500.00	2,500.00	2,500.00
(c)	Debt Equity Ratio (no. of times) = (Long term borrowings + Current maturities of Long term borrowings + Short term borrowings) / ( Equity)	1.10	1.05	0.97	1.10	0.97	0.93
(d)	Debt Service Coverage Ratio (no. of times) = (Earnings before interest, tax and depreciation & amortisation expenses) / ( Interest expenses +Repayment of long term borrowings during the period)	1.53	0.99	(0.12)	1.24	0.21	0.62
(e)	Interest Service Coverage Ratio (no. of times) = (Earnings before interest, tax and depreciation & amortisation expenses) / Interest expenses	1.53	0.99	(0.12)	1.24	0.22	0.81
(f)	Current Ratio (no. of times) = Current assets / Current liabilities	1.47	1.56	1.18	1.47	1.18	1.72
(g)	Long term debt to working capital (no. of times) = (Long term borrowings + Current maturities of Long term borrowings) / Net working capital	1.35	1.19	2.99	1.35	2.99	1.03
(h)	Bad debts to accounts receivable ratio (%) = Provision for doubtful debts / Trade receivables	0.09%	0.00%	0.00%	0.09%	0.30%	0.34%
(i)	Current Liability Ratio (%) = Current liabilities / Total liabilities	58.88%	52.91%	68.02%	58.88%	68.02%	48.40%
(j)	Total debts to total assets ratio (%) = (Long term borrowings + Current maturities of Long term borrowings + Short term borrowings) / Total assets	32.01%	30.79%	30.54%	32.01%	30.54%	28.97%
(k)	Debtors turnover (no. of times) = Revenue from operations / Average trade receivables (Ratios for the quarter / half year have been annualised)	0.89	0.70	0.51	0.80	0.48	0.60
(l)	Operating Margin (%) = Profit before depreciation, interest, tax, exceptional items less other income / Revenue from operations	14.48%	12.05%	-4.58%	13.41%	-0.67%	9.75%
(m)	Net Profit Margin (%) = Profit after tax / Revenue from operations	-16.42%	-33.03%	-65.45%	-23.75%	-62.03%	-39.63%

- 4 The Listed Secured Non-convertible Debentures of the Company aggregating to Rs.199 crores as on September 30, 2021 are secured by way of maintaining an overall minimum asset cover / security cover of 1.25 times on net block of fixed assets on first pari passu basis on the outstanding amount. The asset cover in respect of Non-convertible Debentures of the Company as on September 30, 2021 exceeds 100% of the principal amount of the said listed Non-convertible Debentures.
- 5 The Company has only one business segment i.e. "Supply Chain and Logistics".
- 6 The above results were reviewed by the Audit Committee and approved by the Board of Directors at their respective meetings held on October 28, 2021. A limited review of the above results has been carried out by the Statutory Auditors.
- 7 The second wave of COVID 19 pandemic had a significant adverse impact on the business operations and the financial results of the Company for the quarter and half year ended September 30, 2021. The Company has assessed the consequences of pandemic on its business operations and financial status and has considered all relevant information available up to the date of approval of these financial results, in determination of the recoverability and carrying value of its financial and non-financial assets. The impact of COVID19 pandemic and slowdown of business and uncertain overall economic environment may affect the underlying assumptions and estimates used to prepare the Company's financial results, where as actual outcome may differ from those assumptions and estimates considered as at the date of approval of these financial results.





- 8 The Board of Directors of the Company at its meeting held on August 29, 2020 has inter-alia, considered and approved the Composite Scheme of Arrangement which involves: (i) merger of Future Supply Chain Solutions Limited ("**the Company**" or **Transferor Company 5**"), and other 18 Transferor Companies including Future Retail Limited ("**FRL**") 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 ("**The Composite Scheme of Arrangement**" / **Scheme**"), pursuant to Sections 230 to 232 and other relevant provisions of the Companies Act, 2013.

The combination contemplated under the scheme has been approved by Competition Commission of India on November 20, 2020. Further stock exchanges have issued observation letter without any adverse observation on January 20, 2021. Pursuant to this the scheme application has been filed with National Company Law Tribunal Mumbai (NCLT) on January 26, 2021 for convening the meeting of the Shareholders and Creditors of the Transferor Companies and Transferee Company. NCLT has heard this Application and the intervention application filed by Amazon.com Investment Holdings LLC. (Amazon) and has reserved the order on the said application filed by Amazon.

NCLT on September 28, 2021 passed an order directing all companies involved in the Scheme to convene and hold the meetings of their respective shareholders, secured creditors and unsecured creditors as per the schedule given by the NCLT. According to such directions of NCLT, the Company has convened the meeting of its shareholders on November 10, 2021 and its Secured and Unsecured Creditors on November 11, 2021 to seek their approvals on the Scheme.

Amazon has initiated arbitration proceedings against Future Coupons Private Limited ("**FCPL**"), FRL and its promoters on October 5, 2020 before Singapore International Arbitration Centre ("**SIAC**"). On the same day, Amazon had also filed a Claimant's application for seeking emergency reliefs ("**CAER**").

After completion of the CAER the Emergency Arbitrator passed an interim order on October 25, 2020 ("**EA Order**") inter alia restraining the Respondents therein i.e. FCPL, FRL and Promoters from taking any steps in furtherance of the resolution passed on August 29, 2020. However, based on the legal advice received by FRL, it had contended that the EA Order would not be enforceable in view of FRL not being a signatory to the arbitration agreement between Amazon and FCPL & Promoters, under which arbitration has been initiated.

In terms of the information provided by FRL, a party to the composite scheme of arrangement, it has on November 06, 2020 filed a suit before Hon'ble Delhi High Court seeking a relief to injunct Amazon from tortuously interfering with the Scheme. The Hon'ble Single Judge of the Delhi High Court has passed a judgment in the interim application in the Suit, on December 21, 2020 (**Judgment**), wherein the Single Judge of the Delhi High Court has prima facie held the following:

- (a) That there is no arbitration agreement between Amazon and FRL;
- (b) That FRL's Resolution dated August 29, 2020 approving the scheme is neither void nor contrary to any statutory provision nor the Articles of Association of FRL;
- (c) That conflation of the two shareholders agreements (i.e. FCPL SHA and FRL SHA) will be in violation of FEMA FDI Rules;
- (d) That Amazon's representations to various regulatory authorities amounted to unlawful interference with the Scheme and a civil wrong actionable by both FRL and Reliance in case they suffer any loss and
- (e) Even though an injunction was not granted and all the Statutory Authorities were directed to take the decision on the objections in accordance with the law.

An appeal was preferred by Amazon ("**Amazon's Appeal**") against certain observations contained in this Judgment, which is currently pending before the Division Bench of the Delhi High Court. On 13 January 2021, even though notice has been issued in Amazon's Appeal, no stay has been granted by the Division Bench on the said Judgment.

In another application made by Amazon under section 17(2) of Arbitration & Conciliation Act, 1996 ("**the Act**") to enforce EA Order, Hon'ble Delhi High Court vide its interim order dated February 2, 2021 directed the parties to maintain status quo (**Status Quo Order**). On March 18, 2021 a detailed order was passed by the Single Judge of the High Court (**Detailed Order**) inter alia confirming the directions in the Status Quo Order passed by Hon'ble Delhi High Court in the application under section 17(2) of the Act granting further reliefs in favour of Amazon, and inter alia restricting all respondents from taking any further action in violation of the EA Order. FRL has filed appeals against both the above orders before the Hon'ble Division Bench of Delhi High Court and has obtained a stay on the Status Quo Order and the Detailed Order by orders dated February 08, 2021 and March 22, 2021 respectively.

Amazon has in turn preferred Special Leave Petitions before Hon'ble Supreme Court against the respective stay orders granted by the Hon'ble Division Bench. The Supreme Court has pronounced its judgment on August 6, 2021 (**SC Judgment**) wherein it has inter alia held that an order passed by an emergency arbitrator "are referable to and are made under Section 17 (1) of the Act". By virtue of the said SC Judgment, the stay granted by the Division Bench of the Delhi High Court by orders dated February 08, 2021 and March 22, 2021 also stand vacated.

FRL has further informed in its intimation to stock exchanges that FRL intends to pursue all available avenues to conclude the deal to protect the interests of its stakeholders and workforce.



Further in relation to the Arbitration Proceedings, a Tribunal has been constituted by SIAC on January 5, 2021 and FRL has filed two applications before the Tribunal, first being an application under section 16 of the Act challenging the jurisdiction of the Tribunal; and second being an Application under Rule 10 of Schedule I of SIA Rules for vacation of the EA Order. The hearing for both the application was concluded on July 16, 2021. The SIAC has passed a partial award on October 20, 2021 dismissing section 16 application of FRL and concluded that FRL is a party to the arbitration agreement. Further The SIAC also passed an order in the matter of second application under Rule 10 of Schedule 1 of SIA Rules for vacation of the EA order and dismissed that application as well. Immediately thereafter, Amazon filed an Interim Application in Special Leave Petition filed by FRL before the Hon'ble Supreme Court of India and seeking relief to set aside the order passed by NCLT on 28 September 2021 directing convening of meetings of shareholders and creditors and in the meantime granting stay on the operation of the said order of the NCLT as well as the operation of the notice of meetings dtd. 11 October 2021 issued by FRL, concening and conducting of any meeting pertaining to FRL.

FRL has separately has filed an appeal before Hon'ble High Court of Delhi against the impugned order dated 21 October, 2021 passed by SIAC Tribunal in SIAC Arbitration No. 960 of 2020 on the Application of the Company to vacate the Interim Award of the Emergency Arbitrator dated 25 October 2020 and sought relief for staying and setting aside the operation of the Impugned order dated 21 October 2021 and alternatively, allowing the Company to conduct the meeting of the Shareholders and Creditors as directed by the Hon'ble NCLT Mumbai vide order dated 28 September, 2021.

- 9 The financial results will be available on the website of the Company- "[www.futuresupplychains.com](http://www.futuresupplychains.com)" and on the website of BSE ([www.bseindia.com](http://www.bseindia.com)) and NSE ([www.nseindia.com](http://www.nseindia.com)).
- 10 Figures for the corresponding previous year have been regrouped / reclassified wherever necessary.

Place : Mumbai  
Date : October 28, 2021

**By Order of the Board  
For Future Supply Chain Solutions Limited**



**Mayur Toshniwal  
Managing Director**





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

**REVIEW REPORT TO  
THE BOARD OF DIRECTORS  
FUTURE SUPPLY CHAIN SOLUTIONS LIMITED**

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

Total trade receivables amounting to INR 72,985.37 lakhs includes related party receivables amounting to INR 56,794.67 lakhs as at 30 September, 2021. There have been substantial delays in receipt from customers and subsequent receipts have not been significant. In view of the above, we are unable to obtain sufficient and appropriate audit evidence and are unable to comment on adequacy of loss provision, valuation and recoverability of balance





outstanding amounting to INR 72,275.40 lakhs (net of provision INR 709.97 lakhs as at 30 September, 2021).

5. Based on our review, except for the possible effects as described in "Basis for Qualified Conclusion" in Para 4 above, nothing has come to our attention that causes us to believe that the accompanying Statement, prepared in accordance with the recognition and measurement principles laid down in the applicable Indian Accounting Standards ('Ind AS') specified under Section 133 of the Companies Act, 2013 as amended, read with relevant rules issued thereunder and other accounting principles generally accepted in India, has not disclosed the information required to be disclosed in terms of the Listing Regulations, including the manner in which it is to be disclosed, or that it contains any material misstatement.

6. Emphasis of Matter

We draw attention to Note No. 7 of the statement which describes management's assessment of the impact of the COVID-19 pandemic on the operations and financial results of the Company.

Our conclusion is not modified in respect of this matter.

For **DMKH & Co.**

Chartered Accountants

Firm Registration No.: 116886W



**Anant Nyatee**

Partner

Membership No.: 447848

UDIN: 21447848AAAAAR1052

Place: Mumbai

Date: October 28, 2021





**Future Supply Chain Solutions Limited**  
Registered Office : Knowledge House Shyam Nagar, Off. Jogeshwari- Vikhroli Link Rd. Jogeshwari (E), Mumbai 400 060 - www.futuresupplychains.com  
CIN NO. : L63030MH2006PLC160376

**Statement of Consolidated Financial Results for the Quarter and Half Year ended September 30, 2021**

(Rs. in Lakh)

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d) Depreciation and amortisation expense	3,750.77	4,227.78	4,119.19	7,978.55	8,509.64	16,531.81
e) Other expenses	1,783.54	1,471.76	1,833.84	3,255.30	3,837.58	6,765.96
<b>Total Expenses</b>	<b>19,713.77</b>	<b>17,861.79</b>	<b>17,569.18</b>	<b>37,576.56</b>	<b>33,647.24</b>	<b>68,464.08</b>
<b>3 Profit/(Loss) from ordinary activities before exceptional items and tax (1-2)</b>	<b>(2,678.81)</b>	<b>(4,260.50)</b>	<b>(6,875.52)</b>	<b>(6,939.31)</b>	<b>(12,416.39)</b>	<b>(18,436.19)</b>
4 Exceptional item	-	-	-	-	-	-
<b>5 Profit/(Loss) from ordinary activities before tax (3-4)</b>	<b>(2,678.81)</b>	<b>(4,260.50)</b>	<b>(6,875.52)</b>	<b>(6,939.31)</b>	<b>(12,416.39)</b>	<b>(18,436.19)</b>
6 Tax Expense						
a) Current Tax	-	-	-	-	-	-
b) Deferred Tax	-	-	-	-	-	-
<b>7 Net Profit/(Loss) after tax for the period before Share of (loss) in Associate (5-6)</b>	<b>(2,678.81)</b>	<b>(4,260.50)</b>	<b>(6,875.52)</b>	<b>(6,939.31)</b>	<b>(12,416.39)</b>	<b>(18,436.19)</b>
8 Share of loss in Associate Company	-	-	-	-	-	-
<b>9 Net Profit/(Loss) after tax for the period (7+8)</b>	<b>(2,678.81)</b>	<b>(4,260.50)</b>	<b>(6,875.52)</b>	<b>(6,939.31)</b>	<b>(12,416.39)</b>	<b>(18,436.19)</b>
10 Other Comprehensive Income	-	-	-	-	-	(47.23)
<b>11 Total Comprehensive Income (9+10)</b>	<b>(2,678.81)</b>	<b>(4,260.50)</b>	<b>(6,875.52)</b>	<b>(6,939.31)</b>	<b>(12,416.39)</b>	<b>(18,483.42)</b>
12 Paid up equity share capital (Face value of Rs. 10/- per share)	4,388.36	4,388.36	4,388.36	4,388.36	4,388.36	4,388.36
13 Other Equity	44,433.56	47,144.48	57,476.16	44,433.56	57,476.16	51,406.09
14 Earnings per share (EPS)(of Rs. 10/- per share) (not annualised for interim periods):- a) Basic (Rs.)	(6.10)	(9.71)	(15.67)	(15.81)	(28.29)	(42.01)
b) Diluted (Rs.)	(6.10)	(9.71)	(15.67)	(15.81)	(28.29)	(42.01)



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Notes:

## 1 Consolidated Statement of Assets and Liabilities

		(Rs. In Lakh)	
Particulars		As at September 30, 2021	As at March 31, 2021
		Unaudited	Audited
<b>A</b>	<b>ASSETS</b>		
	<b>Non-current assets</b>		
(a)	Property, plant and equipment	41,304.72	44,260.73
(b)	Right of use assets	18,121.98	25,202.52
(c)	Other Intangible assets	303.29	333.22
	<b>Financial assets</b>		
(a)	Investment in Associate	-	-
(b)	Other financial assets	511.46	2,415.78
(c)	Other Non current assets	4,798.93	4,405.03
	<b>Total Non-current assets</b>	<b>65,040.38</b>	<b>76,617.28</b>
	<b>Current assets</b>		
	Inventories	306.19	236.68
	<b>Financial assets</b>		
(a)	Trade receivables	72,275.40	73,588.23
(b)	Cash and cash equivalents	14.09	12.36
(c)	Bank balances other than cash and cash equivalents	259.73	267.93
(d)	Loans	21,000.00	21,000.00
(e)	Other financial assets	7,748.18	6,253.81
(f)	Other current assets	987.78	601.49
	<b>Total current assets</b>	<b>1,02,591.37</b>	<b>1,01,960.50</b>
	<b>Total assets</b>	<b>1,67,631.75</b>	<b>1,78,577.78</b>
<b>B</b>	<b>EQUITY &amp; LIABILITIES</b>		
	<b>Equity</b>		
(a)	Equity share capital	4,388.36	4,388.36
(b)	Other equity	44,433.56	51,406.09
	<b>Total equity</b>	<b>48,821.92</b>	<b>55,794.45</b>
	<b>Liabilities</b>		
	<b>Non-current liabilities</b>		
	<b>Financial liabilities</b>		
(a)	Borrowings	33,119.18	41,745.46
(b)	Lease Liabilities	15,048.31	20,408.80
(c)	Other non current financial liabilities	45.00	549.25
(d)	Provisions	646.93	646.93
	<b>Total Non-current liabilities</b>	<b>48,859.42</b>	<b>63,350.44</b>
	<b>Current liabilities</b>		
	<b>Financial liabilities</b>		
(a)	Borrowings	20,542.54	9,993.46
(b)	Lease Liabilities	7,158.32	9,038.64
(c)	<b>Trade payables</b>		
	Micro and small enterprises	776.71	1,258.14
	Others	34,136.26	30,225.28
(d)	Other current financial liabilities	7,292.65	8,583.81
(e)	Other current liabilities	34.49	324.12
(f)	Provisions	9.44	9.44
	<b>Total Current liabilities</b>	<b>69,950.41</b>	<b>59,432.89</b>
	<b>Total equity and liabilities</b>	<b>1,67,631.75</b>	<b>1,78,577.78</b>



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## 2 Consolidated Cash flow Statement

(Rs. in Lakh)

	Particulars	Half Year ended September 30, 2021	Half Year ended September 30, 2020
A	<b>Cash flow from operating activities</b>		
	<b>Net profit/(loss) before tax</b>	<b>(6,939.31)</b>	<b>(12,416.39)</b>
	<b>Adjusted for:</b>		
	Depreciation and amortisation expense	7,978.55	8,509.64
	Finance costs	4,301.02	4,985.07
	Provision for doubtful debts	66.60	250.00
	Loss on sale of fixed assets and Scrap of assets	-	534.34
	Gain on termination of lease asset	(32.03)	(155.90)
	Expenses on employee stock option (ESOP)	(33.22)	(35.54)
	Interest income	(1,309.55)	(1,018.04)
	<b>Cash generated from operations before working capital changes</b>	<b>4,032.06</b>	<b>653.18</b>
	<b>Adjusted for:</b>		
	(Increase)/decrease in trade receivables	1,246.23	(2,591.39)
	(Increase)/decrease in inventories	(69.51)	138.11
	(Increase)/decrease in other financial and other assets	1,355.50	368.42
Increase/(decrease) in trade payables, other liabilities and provisions	2,245.53	5,478.29	
<b>Cash flow from operations</b>	<b>8,809.81</b>	<b>4,046.61</b>	
(Taxes paid)/Refund (net)	(395.67)	1,797.25	
<b>Net cash from operating activities</b>	<b>8,414.14</b>	<b>5,843.86</b>	
B	<b>Cash flow from investing activities</b>		
	Purchase of property, plant & equipment and intangible assets	(946.19)	(180.11)
	Sale of property, plant & equipment and intangible assets	-	23.94
	Interest received	6.39	295.92
<b>Net cash used in investing activities</b>	<b>(939.80)</b>	<b>139.75</b>	
C	<b>Cash flow from financing activities</b>		
	Payment of lease liability	(6,084.43)	(6,428.38)
	Proceeds/ (Repayment) from/ (of) current borrowings (net)	1,689.94	889.49
	Repayment of non current borrowings	-	(274.90)
	Interest paid	(3,086.32)	(175.85)
	<b>Net cash from financing activities</b>	<b>(7,480.81)</b>	<b>(5,989.64)</b>
	<b>Net increase/(decrease) in cash and cash equivalents (A+B+C)</b>	<b>(6.47)</b>	<b>(6.03)</b>
	Cash and cash equivalents at the beginning of the year	280.29	302.00
	<b>Cash and cash equivalents at the end of the period</b>	<b>273.82</b>	<b>295.97</b>





	Particulars	Quarter ended September 30, 2021	Quarter ended June 30, 2021	Quarter ended September 30, 2020	Half Year ended September 30, 2021	Half Year ended September 30, 2020	For the Year ended March 31, 2021
(a)	Net Worth (Rs. in Lakh)	48,821.92	51,532.84	61,864.52	48,821.92	61,864.52	55,794.45
(b)	Debenture Redemption Reserve (Rs. in Lakh)	2,500.00	2,500.00	2,500.00	2,500.00	2,500.00	2,500.00
(c)	Debt Equity Ratio (no. of times) = (Long term borrowings + Current maturities of Long term borrowings + Short term borrowings) / ( Equity)	1.10	1.05	0.97	1.10	0.97	0.93
(d)	Debt Service Coverage Ratio (no. of times) = (Earnings before interest, tax and depreciation & amortisation expenses) / ( Interest expenses + Repayment of long term borrowings during the period)	1.53	0.99	(0.12)	1.24	0.21	0.62
(e)	Interest Service Coverage Ratio (no. of times) = (Earnings before interest, tax and depreciation & amortisation expenses) / Interest expenses	1.53	0.99	(0.12)	1.24	0.22	0.81
(f)	Current Ratio (no. of times) = Current assets / Current liabilities	1.47	1.56	1.18	1.47	1.18	1.72
(g)	Long term debt to working capital (no. of times) = (Long term borrowings + Current maturities of Long term borrowings) / Net working capital	1.35	1.19	2.99	1.35	2.99	1.03
(h)	Bad debts to accounts receivable ratio (%) = Provision for doubtful debts / Trade receivables	0.09%	0.00%	0.00%	0.09%	0.30%	0.34%
(i)	Current Liability Ratio (%) = Current liabilities / Total liabilities	58.88%	52.91%	68.02%	58.88%	68.02%	48.40%
(j)	Total debts to total assets ratio (%) = (Long term borrowings + Current maturities of Long term borrowings + Short term borrowings) / Total assets	32.01%	30.79%	30.54%	32.01%	30.54%	28.97%
(k)	Debtors turnover (no. of times) = Revenue from operations / Average trade receivables (Ratios for the quarter / half year have been annualised)	0.89	0.70	0.51	0.80	0.48	0.60
(l)	Operating Margin (%) = Profit before depreciation, interest, tax, exceptional items less other income / Revenue from operations	14.48%	12.05%	-4.58%	13.41%	-0.67%	9.75%
(m)	Net Profit Margin (%) = Profit after tax / Revenue from operations	-16.42%	-33.03%	-65.45%	-23.75%	-62.03%	-39.63%

- 4 The Listed Secured Non-convertible Debentures of the Group aggregating to Rs.199 crores as on September 30, 2021 are secured by way of maintaining an overall minimum asset cover / security cover of 1.25 times on net block of fixed assets on first pari passu basis on the outstanding amount. The asset cover in respect of Non-convertible Debentures of the Company as on September 30, 2021 exceeds 100% of the principal amount of the said listed Non-convertible Debentures.
- 5 The Group has only one business segment i.e. "Supply Chain and Logistics".
- 6 The above results were reviewed by the Audit Committee and approved by the Board of Directors at their respective meetings held on October 28, 2021. A limited review of the above results has been carried out by the Statutory Auditors.
- 7 The second wave of COVID 19 pandemic had a significant adverse impact on the business operations and the financial results of the Group for the quarter and half year ended September 30, 2021. The Group has assessed the consequences of pandemic on its business operations and financial status and has considered all relevant information available up to the date of approval of these financial results, in determination of the recoverability and carrying value of its financial and non-financial assets. The impact of COVID19 pandemic and slowdown of business and uncertain overall economic environment may affect the underlying assumptions and estimates used to prepare the Group's financial results, where as actual outcome may differ from those assumptions and estimates considered as at the date of approval of these financial results.





8 The Board of Directors of the Company at its meeting held on August 29, 2020 has inter-alia, considered and approved the Composite Scheme of Arrangement which involves: (i) merger of Future Supply Chain Solutions Limited ("**the Company**" or **Transferor Company 5**"), and other 18 Transferor Companies including Future Retail Limited ("**FRL**") 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 ("**The Composite Scheme of Arrangement**" / **Scheme**"), pursuant to Sections 230 to 232 and other relevant provisions of the Companies Act, 2013.

The combination contemplated under the scheme has been approved by Competition Commission of India on November 20, 2020. Further stock exchanges have issued observation letter without any adverse observation on January 20, 2021. Pursuant to this the scheme application has been filed with National Company Law Tribunal Mumbai (NCLT) on January 26, 2021 for convening the meeting of the Shareholders and Creditors of the Transferor Companies and Transferee Company. NCLT has heard this Application and the intervention application filed by Amazon.com Investment Holdings LLC. (Amazon) and has reserved the order on the said application filed by Amazon.

NCLT on September 28, 2021 passed an order directing all companies involved in the Scheme to convene and hold the meetings of their respective shareholders, secured creditors and unsecured creditors as per the schedule given by the NCLT. According to such directions of NCLT, the Company has convened the meeting of its shareholders on November 10, 2021 and its Secured and Unsecured Creditors on November 11, 2021 to seek their approvals on the Scheme.

Amazon has initiated arbitration proceedings against Future Coupons Private Limited ("**FCPL**"), FRL and its promoters on October 5, 2020 before Singapore International Arbitration Centre ("**SIAC**"). On the same day, Amazon had also filed a Claimant's application for seeking emergency reliefs ("**CAER**").

After completion of the CAER the Emergency Arbitrator passed an interim order on October 25, 2020 ("**EA Order**") inter alia restraining the Respondents therein i.e. FCPL, FRL and Promoters from taking any steps in furtherance of the resolution passed on August 29, 2020. However, based on the legal advice received by FRL, it had contended that the EA Order would not be enforceable in view of FRL not being a signatory to the arbitration agreement between Amazon and FCPL & Promoters, under which arbitration has been initiated.

In terms of the information provided by FRL, a party to the composite scheme of arrangement, it has on November 06, 2020 filed a suit before Hon'ble Delhi High Court seeking a relief to injunct Amazon from tortuously interfering with the Scheme. The Hon'ble Single Judge of the Delhi High Court has passed a judgment in the interim application in the Suit, on December 21, 2020 (**Judgment**), wherein the Single Judge of the Delhi High Court has prima facie held the following:

- (a) That there is no arbitration agreement between Amazon and FRL;
- (b) That FRL's Resolution dated August 29, 2020 approving the scheme is neither void nor contrary to any statutory provision nor the Articles of Association of FRL;
- (c) That conflation of the two shareholders agreements (i.e. FCPL SHA and FRL SHA) will be in violation of FEMA FDI Rules;
- (d) That Amazon's representations to various regulatory authorities amounted to unlawful interference with the Scheme and a civil wrong actionable by both FRL and Reliance in case they suffer any loss and
- (e) Even though an injunction was not granted and all the Statutory Authorities were directed to take the decision on the objections in accordance with the law.

An appeal was preferred by Amazon ("**Amazon's Appeal**") against certain observations contained in this Judgment, which is currently pending before the Division Bench of the Delhi High Court. On 13 January 2021, even though notice has been issued in Amazon's Appeal, no stay has been granted by the Division Bench on the said Judgment.

In another application made by Amazon under section 17(2) of Arbitration & Conciliation Act, 1996 ("**the Act**") to enforce EA Order, Hon'ble Delhi High Court vide its interim order dated February 2, 2021 directed the parties to maintain status quo (**Status Quo Order**). On March 18, 2021 a detailed order was passed by the Single Judge of the High Court (**Detailed Order**) inter alia confirming the directions in the Status Quo Order passed by Hon'ble Delhi High Court in the application under section 17(2) of the Act granting further reliefs in favour of Amazon, and inter alia restricting all respondents from taking any further action in violation of the EA Order. FRL has filed appeals against both the above orders before the Hon'ble Division Bench of Delhi High Court and has obtained a stay on the Status Quo Order and the Detailed Order by orders dated February 08, 2021 and March 22, 2021 respectively.

Amazon has in turn preferred Special Leave Petitions before Hon'ble Supreme Court against the respective stay orders granted by the Hon'ble Division Bench. The Supreme Court has pronounced its judgment on August 6, 2021 (**SC Judgment**) wherein it has inter alia held that an order passed by an emergency arbitrator "are referable to and are made under Section 17 (1) of the Act". By virtue of the said SC Judgment, the stay granted by the Division Bench of the Delhi High Court by orders dated February 08, 2021 and March 22, 2021 also stand vacated.

FRL has further informed in its intimation to stock exchanges that FRL intends to pursue all available avenues to conclude the deal to protect the interests of its stakeholders and workforce.

*Ant*





Further in relation to the Arbitration Proceedings, a Tribunal has been constituted by SIAC on January 5, 2021 and FRL has filed two applications before the Tribunal, first being an application under section 16 of the Act challenging the jurisdiction of the Tribunal; and second being an Application under Rule 10 of Schedule I of SIA Rules for vacation of the EA Order. The hearing for both the application was concluded on July 16, 2021. The SIAC has passed a partial award on October 20, 2021 dismissing section 16 application of FRL and concluded that FRL is a party to the arbitration agreement. Further The SIAC also passed an order in the matter of second application under Rule 10 of Schedule 1 of SIA Rules for vacation of the EA order and dismissed that application as well. Immediately thereafter, Amazon filed an Interim Application in Special Leave Petition filed by FRL before the Hon'ble Supreme Court of India and seeking relief to set aside the order passed by NCLT on 28 September 2021 directing convening of meetings of shareholders and creditors and in the meantime granting stay on the operation of the said order of the NCLT as well as the operation of the notice of meetings dtd. 11 October 2021 issued by FRL, concerning and conducting of any meeting pertaining to FRL.

FRL has separately has filed an appeal before Hon'ble High Court of Delhi against the impugned order dated 21 October, 2021 passed by SIAC Tribunal in SIAC Arbitration No. 960 of 2020 on the Application of the Company to vacate the Interim Award of the Emergency Arbitrator dated 25 October 2020 and sought relief for staying and setting aside the operation of the Impugned order dated 21 October 2021 and alternatively, allowing the Company to conduct the meeting of the Shareholders and Creditors as directed by the Hon'ble NCLT Mumbai vide order dated 28 September, 2021.

- 9 The financial results will be available on the website of the Company- "[www.futuresupplychains.com](http://www.futuresupplychains.com)" and on the website of BSE ([www.bseindia.com](http://www.bseindia.com)) and NSE ([www.nseindia.com](http://www.nseindia.com)).
- 10 Figures for the corresponding previous year have been regrouped / reclassified wherever necessary.

**By Order of the Board  
For Future Supply Chain Solutions Limited**

Place : Mumbai  
Date : October 28, 2021



**Mayur Toshniwal  
Managing Director**



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

**REVIEW REPORT TO  
THE BOARD OF DIRECTORS  
FUTURE SUPPLY CHAIN SOLUTIONS LIMITED**

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

We also performed procedures in accordance with the circular issued by the Securities and Exchange Board of India under Regulation 33(8) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended, to the extent applicable.

4. The statement includes the results of the following entities:
  - i. Future Supply Chain Solutions Limited
  - ii. Leanbox Logistics Solutions Private Limited (Associate)





5. Basis for Qualified Conclusion

Total trade receivables amounting to INR 72,985.37 lakhs includes related party receivables amounting to INR 56,794.67 lakhs as at 30 September, 2021. There have been substantial delays in receipt from customers and subsequent receipts have not been significant. In view of the above, we are unable to obtain sufficient and appropriate audit evidence and are unable to comment on adequacy of loss provision, valuation and recoverability of balance outstanding amounting to INR 72,275.40 lakhs (net of provision INR 709.97 lakhs as at 30 September, 2021).

6. Qualified Conclusion

Based on our review conducted and procedures performed as stated in Para 3 above and based on the consideration referred to in Para 8 below, except for the possible effects as described in "Basis for Qualified Conclusion" in Para 5 above, nothing has come to our attention that causes us to believe that the accompanying Statement, prepared in accordance with the recognition and measurement principles laid down in the applicable Indian Accounting Standards ('Ind AS') specified under Section 133 of the Companies Act, 2013 as amended, read with relevant rules issued thereunder and other accounting principles generally accepted in India, has not disclosed the information required to be disclosed in terms of the Listing Regulations, including the manner in which it is to be disclosed, or that it contains any material misstatement.

7. Emphasis of Matter

We draw attention to Note No. 7 of the statement which describes management's assessment of the impact of the COVID-19 pandemic on the operations and financial results of the Company.

Our conclusion is not modified in respect of this matter.

8. The statement includes the company's share of net loss after tax of Rs Nil and total comprehensive loss of Rs. Nil for the quarter ended September 30, 2021 in respect of 1 associate, based on their interim financial result and other financial information which have not been reviewed by its auditor. The unaudited financial result and other financial information have been approved and furnished to us by the Management. According to the information and explanations given to us by the Management, this interim financial result and other financial information is not material to the company. Our conclusion is not modified in respect of this matter.

For **DMKH & Co.**  
Chartered Accountants  
Firm Registration No.: 116886W



**Anant Nyatee**  
Partner

Membership No.: 447848

UDIN: 21447848AAAAAS1913

Place: Mumbai

Date: October 28, 2021

