

Annexure I

Statement on Impact of Audit Qualifications (for audit report with modified opinion) on Consolidated Audited Financial Results for the year ended March 31, 2021

Statement on Impact of Audit Qualifications for the Financial Year ended March 31, 2021 [See Regulation 33 / 52 of the SEBI (LODR) (Amendment) Regulations, 2016]				
I	Sl. No.	Particulars	Audited Figures (as reported before adjusting for qualifications)	Adjusted Figures (audited figures after adjusting for qualifications)
I	1	Turnover / Total income	There is no change in the Audited Figures of the consolidate financials statement as reported before adjusting for qualifications and audited figures after adjusting for qualifications. There would no impact on the Total Assets and Liabilities and Net-worth and any other financial items.	
	2	Total Expenditure		
	3	Net Profit/(Loss)		
	4	Earnings Per Share		
	5	Total Assets		
	6	Total Liabilities		
	7	Net Worth		
	8	Any other financial item(s) (as felt appropriate by the management)		
II	Audit Qualification (each audit qualification separately):			
	a.	Details of Audit Qualification: Refer to Exhibit A		
	b.	Type of Audit Qualification: Qualified Opinion / Disclaimer of Opinion / Adverse Opinion		
	c.	Frequency of qualification: appeared first time / repetitive / since how long continuing		
	d.	For Audit Qualification(s) where the impact is quantified by the auditor, Management's Views: Not applicable		
	e.	For Audit Qualification(s) where the impact is not quantified by the auditor: Refer Exhibit A		
		(i) Management's estimation on the impact of audit qualification:		
		(ii) If management is unable to estimate the impact, reasons for the same:		
		(iii) Auditors' Comments on (i) or (ii) above:		



Future Enterprises Limited

Regd. Off.: Knowledge House, Shyam Nagar, Off Jogeshwari - Vikhroli Link Road, Jogeshwari (East), Mumbai - 400 060
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III	Signatories:	
	Managing Director	<i>Vijay Bhatnagar</i>
	Dy. Chief Financial Officer	<i>[Signature]</i>
	Chairman of the Audit Committee	<i>[Signature]</i>
	Statutory Auditor	<i>[Signature]</i>
	Place: Mumbai	
	Date: July 30, 2021	



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Exhibit A to the Statement on Impact of Audit Qualifications (for audit report with modified opinion) on Consolidated Audited Financial Results for the year ended March 31, 2021

Sr No.	Audit Qualification for the entities consolidated with the Company	Management response	Auditors remarks/comment
1.	Results of Step down subsidiaries		
	Consolidated financial results does not include financial results of Acute Retail Infra Private Limited, Basuti Sales and Trading Private Limited, Brattle Foods Private Limited, Chirag Operating Lease Co. Private Limited, Hare Krishna Operating Lease Private Limited, Nice Texcot Trading & Agency Private Limited, Nishta Mall Management Company Private Limited, Ojas Tradelease and Mall Management Private Limited, Precision Realty Developers Private Limited, Rivaaz Trade Ventures Private Limited, Syntex Trading & Agency Private Limited, Taquito Lease Operators Private Limited, Unique Malls Private Limited step-down subsidiaries of the holding company, which is in contravention to Indian Accounting Standard (Ind AS) 110 issued by the Institute of Chartered Accountants of India; accordingly not forming part of consolidated financial results and its impact on consolidated financial results is not quantified.	The financial statements of the step-down subsidiary Companies are still under finalisation. Since accounts are under finalisation management is unable to Estimate the Impact.	N.A.
2.	Future Supply Chain Solutions Limited		
	Total trade receivables amounting to Rs. 742.33 crores includes related party receivables amounting to Rs. 640.68 crores as at March 31, 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 Rs. 735.88 crores (net of provision Rs. 6.45 crores as at March, 2021).	The outbreak of COVID-19 pandemic has severely impacted consumption and businesses in India. The outbreak of COVID-19 and the consequent multiple lock-downs, disruptions in transportation and supply chains, travel bans, quarantines, social distancing and other such emergency measures have caused widespread disruptions in the economy and businesses. Many of our customers took precautionary measures in terms of payments, which has led to a sharper increase in our trade receivable days. The Company expects the receivables to be realised in full as normal business operations starts post the pandemic. The Company has also additional security of inventories of debtors lying in its warehouse to recover the outstanding.	Impact cannot be ascertained for non-recoverable balances as on the date of signing of this report.



Sr No.	Audit Qualification for the entities consolidated with the Company	Management response	Auditors remarks/comment
3.	Leanbox Logistics Solutions Private Limited		
	<p>The Company is continuously suffering losses from operations with net loss for the year ended March 31, 2021 amounting to Rs. 1.32 crores and as of that date, the Company's accumulated losses amount to Rs. 14.64 crores as against Company's share capital of Rs. 1.36 crores and the net-worth of the Company has been fully eroded. These conditions indicate the existence of a material uncertainty that may cast significant doubt about the Company's ability to continue as a going concern. In the event that the going concern assumption of the company is inappropriate, adjustments will have to be made as not a going concern. However, the financials has not been prepared with such adjustments for the year ended March 31, 2021.</p>	<p>During the year the Company has achieved revenue of Rs. 68 crore in spite of lock down and restrictions and look forward to better business opportunities due to increase in online business activities. Company's loss for the year significantly reduced to Rs. 1.32 crores, compared to Rs. 40.97 crores of previous year. Further, the Company is tying up with new investors who would be able to provide further funds to ensure continuity of operations and bridge gap of negative net worth and accordingly financials has been prepared as going concern.</p>	<p>Impact cannot be ascertained if the company is not treated as a going concern.</p>


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Audited Statement of Consolidated Financial Results for the Quarter and Year ended March 31, 2021					
(₹ in Crore)					
Sr.No.	Particulars	Quarter Ended			Year Ended
		31-03-2021	31-12-2020	31-03-2020	31-03-2021
		Audited	Unaudited	Audited	Audited
1	Income From Operations				
	a) Revenue from operations	545.63	459.23	783.28	1,422.14
	b) Other Income	6.40	22.13	30.55	168.54
	Total Income	552.03	481.36	813.83	1,590.68
2	Expenses				
	a) Cost of materials and services consumed	95.84	85.72	212.50	315.32
	b) Purchases of stock-in-trade	192.52	133.95	335.61	562.12
	c) Changes in inventories of work-in-progress, and stock-in-trade - (Increase) / Decrease	95.64	128.16	35.15	116.88
	d) Employee benefits expense	31.44	39.78	54.53	137.99
	e) Finance Costs	206.71	210.07	206.10	816.73
	f) Depreciation and amortisation expense	170.86	174.38	272.28	780.88
	g) Other Expenses	36.32	30.79	58.60	122.33
	Total Expenses	829.33	802.86	1,174.77	2,852.25
3	(Loss) Before Exceptional Item and Tax	(277.30)	(321.50)	(360.94)	(1,261.57)
4	Exceptional Item			(74.91)	(71.38)
5	(Loss) Before Share Of Profit Of Associate And Joint Ventures And Tax (1-2)	(277.30)	(321.50)	(435.85)	(1,261.57)
6	Share of Profit of Associate and Joint Ventures	(22.35)	26.55	2.04	23.51
7	(Loss) Before Tax (3+4)	(299.65)	(294.95)	(433.81)	(1,238.06)
8	Tax Expense	(17.89)		(39.04)	(17.89)
9	Net (Loss) For The Year(5-6)	(281.76)	(294.95)	(394.77)	(1,220.17)
10	Other Comprehensive Income For The Year (Net of Taxes)	(10.58)	(10.97)	(10.29)	(13.73)
	Total Comprehensive Income For The Year (Net of Taxes)	(292.34)	(305.91)	(405.06)	(1,233.90)
11	Net (Loss) Attributable To :				
	a) Owners Of The Company	(271.82)	(272.59)	(353.46)	(1,121.79)
	b) Non-Controlling Interest	(9.94)	(22.36)	(41.31)	(98.38)
12	Other Comprehensive Income Attributable To :				
	a) Owners Of The Company	(10.34)	(10.97)	(9.60)	(13.48)
	b) Non-Controlling Interest	-	-	(0.69)	(0.25)
13	Paid Up Equity Share Capital (Face Value of ₹ 2 Per Share)	98.86	98.86	98.86	98.86
14	Other Equity				2,811.64
15	Basic EPS (in ₹) :				4,039.84
	a)Equity Shares	(5.50)	(5.51)	(7.16)	(22.69)
	b)Equity Shares - Class B (Series 1)	(5.50)	(5.51)	(7.16)	(22.69)
	Diluted EPS (in ₹) :				
	a)Equity Shares	(5.50)	(5.51)	(7.16)	(22.69)
	b)Equity Shares - Class B (Series 1)	(5.50)	(5.51)	(7.16)	(22.69)

Notes:

- The above financial results and segment wise results were reviewed by the Audit Committee and were thereafter approved by the Board of Directors of the Company at its meeting held on July 30, 2021.
- The outbreak of Covid-19 pandemic has created economic disruption throughout the world including India. Consequently the revenue and profitability for the year ended March, 2021 has been adversely impacted. The second wave across India has raised concern over economic growth and business conditions, while the restrictions are currently more localized and for shorter duration as compared to the previous year. Moreover, increasing pace of inoculation and efforts by the government are likely to help mitigate some of the adverse impact.
In assessing the recoverability of the Receivables, Inventories and other financial and non-financial assets, the Company is closely monitoring the development and possible effects on the financial condition, liquidity, operations, and is actively working to minimize the impact of this unprecedented situations. The impact of the pandemic may differ from that estimated as on the date. The Company will continue to closely monitor any material changes to future economic conditions. As the situation is continuously evolving, the eventual impact may differ from the estimates made in financial statements.
- 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 between the companies involved and their respective Shareholders and Creditors, mainly comprising of : (i) merger of 19 Transferor Companies with Future Enterprises Limited ("FEL" or "Transferee Company"); (ii) Transfer and vesting of the Logistics & Warehousing Undertaking from Resultant 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 Resultant 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 Resultant 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. Subsequently, the Scheme application has been filed with National Company Law Tribunal Mumbai (NCLT) on January 26, 2021 for seeking directions from NCLT for convening the meeting of the Shareholders and Creditors of the Transferor Companies and Transferee Company. NCLT has heard the said application and the intervention application filed by Amazon.com Investment Holdings LLC. (Amazon) and has reserved the order on the said application.



Amazon has initiated arbitration against the Future Retail Limited (FRL) (one of the Transferor Company under the Scheme referred above) and its promoters on October 05, 2020 before Singapore International Arbitration Centre (SIAC). After completion of Emergency Arbitration hearing held pursuant to application of Amazon, Emergency Arbitrator has passed an interim order on October 25, 2020 (EA Order) inter alia restraining FRL and promoters to take any steps in furtherance of the resolution passed on August 29, 2020 for the purpose of the Scheme. However, based on the legal advice received by FRL, it has contended that the EA Order would not be enforceable against it, in view of the fact that FRL is not a signatory to the arbitration agreement under which arbitration has been initiated.

FRL has filed a suit before Hon'ble Delhi High Court making a prayer 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, wherein it has prima facie held that there is no arbitration agreement between Amazon and FRL; 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. The said Judgment further prima facie held 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. However, no Injunction was granted in favour of FRL and all the Statutory Authorities were directed to take the decision on the applications and objections raised in accordance with the law. The Hon'ble Court also prima facie held that conflation of the two shareholders agreements will be in violation of FEMA FDI Rules. An Appeal was preferred by Amazon against certain observations contained in this Judgment.

In another application of Amazon under Section 17(2) of Arbitration & Conciliation Act, 1996 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). FRL challenged this Order before the Hon'ble Division Bench of Delhi High Court in an appeal. The Learned Division Bench has stayed the aforesaid Status Quo Order on February 8, 2021. Amazon has preferred a Special Leave Petition before Hon'ble Supreme Court against the order of the Hon'ble Division Bench on February 13, 2021. The Hon'ble Supreme Court ruled that the proceedings before NCLT will be allowed to go on but will not culminate in any final order of sanction of the Scheme.

On March 18, 2021 a detailed interim order was passed by the Single Judge of the Delhi 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 Arbitration & Conciliation Act, 1996, granting further reliefs in favour of Amazon and inter-alia restricting all respondents from taking any further action in violation of the EA Order. An appeal was filed by the Company, as well as other respondents, before the Hon'ble Division Bench against the Detailed Order. On March 22, 2021 the Hon'ble Division Bench was pleased to pass a common order in both the appeals, staying the enforcement of the Detailed Order.

Amazon filed Special Leave Petitions before the Hon'ble Supreme Court against the order of the Hon'ble Division Bench passed on March 22, 2021. On April 19, 2021 the Hon'ble Supreme Court stayed the proceedings before the Single Judge and the Division Bench of the Delhi High Court and directed parties to complete the pleadings and listed all the three SLPs for final disposal on May 04, 2021. Post summer vacation at Supreme Court, arguments and submissions have been concluded by all parties before the Hon'ble Supreme Court. Hon'ble Supreme Court has reserved the order.

Further in relation to the Arbitration Proceedings, a Tribunal has been constituted by SIAC on January 05, 2021 and FRL has filed two applications before the Tribunal, first being an application under Section 16 of Arbitration & Conciliation Act, 1996 ("Arbitration Act") challenging the jurisdiction of the Tribunal; and second being an Application under Rule 10 of Schedule I of SIAC Rules for vacation of the EA Order. As per the scheduled finalised by the Tribunal, the hearing commenced from 12th July, 2021 and continued till 16th July, 2021. The decision of Tribunal is awaited on both applications.

- 4 Pursuant to RBI guidelines vide circular DOR.No.BP.BC/3/21.04.048/2020-21 dated August 6, 2020 on 'Resolution Framework for COVID-19-related Stress', the lenders of the Company has invoked One Time Restructuring (OTR) with regard to credit facilities availed by the Company from Banks and other Institutions on October 27, 2020. The aforesaid OTR has been implemented by execution of the documents by the Company and eligible lenders on April 23, 2021. Accordingly as per the agreed terms of OTR the repayment of Long Term and Short Term obligation is extended, overdue working capital limits is converted in Working Capital Term Loan (WCTL), and interest due till September, 2021 on various credit facilities has been converted into Funded Interest Term Loan (FITL).
- 5 Figures for the previous financial period(s) have been re-arranged and re-grouped wherever necessary.
- 6 The figures of the last quarter are the balancing figures between the audited figures in respect of the full financial year and the published year to date figures up to the third quarter of the respective financial year.
- 7 Consolidated Segment-wise Revenue, Results, Assets and Liabilities, for the quarter and Year ended March 31, 2021 is annexed to the financial results.

Place : Mumbai
Date : July 30, 2021



By Order of Board of Directors

Vijay Biyani

Vijay Biyani
Managing Director

AUDITED CONSOLIDATED STATEMENT OF ASSETS & LIABILITIES

(₹ in Crores)

	As At March 31, 2021	As At March 31, 2020
	Audited	Audited
ASSETS		
1. Non-Current Assets		
Property, Plant and Equipment	3,719.93	7,280.09
Capital Work-in-Progress	92.10	629.91
Intangible Assets	769.69	747.25
Right to Use of Assets	260.42	329.13
Financial Assets		
Investments	1,057.58	1,090.75
Net Investment on Sublease	22.56	44.84
Loans	291.15	333.20
Other Financial Assets	24.73	56.08
Other Non-Current Assets	460.12	453.29
Total Non-Current Assets	6,698.28	10,964.54
2. Current Assets		
Inventories	1,086.59	1,207.23
Financial Assets		
Investments	-	0.01
Trade Receivables	2,766.89	2,295.55
Cash and Cash Equivalents	34.24	7.41
Bank Balances Other than The Above	21.55	22.61
Loans	222.89	14.62
Other Financial Assets	240.81	427.40
Other Current Assets	784.36	726.47
Total Current Assets	5,157.33	4,701.30
Total Assets	11,855.61	15,665.84
EQUITY AND LIABILITIES		
Equity		
Equity Share Capital	98.87	98.86
Instruments Entirely Equity In Nature	15.16	15.16
Other Equity	2,811.64	4,039.84
Total Equity	2,925.67	4,153.86
Liabilities		
1. Non-Current Liabilities		
Financial Liabilities		
Borrowings	3,759.41	4,753.26
Other Financial Liabilities	274.79	428.58
Lease Liability	222.66	295.80
Provisions	13.12	14.91
Total Non-Current Liabilities	4,269.98	5,492.55
2. Current Liabilities		
Financial Liabilities		
Borrowings	1,608.99	1,380.14
Trade Payables due to :		
Micro and Small Enterprises	50.31	25.42
Others	1,068.50	1,279.95
Other Financial Liabilities	1,794.65	546.43
Lease Liability	100.21	119.34
Provisions	1.90	2.22
Other Current Liabilities	35.40	2,665.93
Total Current Liabilities	4,659.96	6,019.43
Total Equity and Liabilities	11,855.61	15,665.84



Future Enterprises Limited
Consolidated Segment-wise Revenue, Results, Assets and Liabilities
for the Quarter and Year ended March 31, 2021

(₹ in Crores)

Particulars	Quarter ended			Year Ended	Year Ended
	31-03-2021	31-12-2020	31-03-2020	31-03-2021	31-03-2020
	Audited	Unaudited	Audited	Audited	Audited
1 Segment Revenue					
Manufacturing and Trading	324.49	290.61	243.93	738.27	3,326.70
Leasing and Others	70.43	85.44	120.58	345.07	823.02
Logistics	157.11	105.31	418.77	507.34	1,215.94
Revenue from Operations	552.03	481.36	783.28	1,590.68	5,365.66
2 Segment Results					
Manufacturing and Trading	19.34	20.62	(66.64)	23.37	442.52
Leasing and Others	(51.05)	(78.31)	(92.67)	(282.69)	(32.14)
Logistics	(26.04)	(63.06)	(37.72)	(186.04)	(37.25)
Total Segment Profit/(Loss) Before Interest and Tax	(57.75)	(120.75)	(197.03)	(445.36)	373.13
Less :					
Net Unallocated Income (Net)	59.29	(10.90)	65.44	75.45	141.95
Finance Costs	182.61	185.10	171.34	717.25	637.69
Total Profit / (Loss) Before Tax	(299.65)	(294.95)	(433.80)	(1,238.06)	(406.51)
3 Segment Assets					
Manufacturing and Trading	2,472.07	2,417.52	2,764.18	2,472.07	2,764.18
Leasing and Others	3,955.99	4,126.62	7,320.12	3,955.99	7,320.12
Logistics	1,745.23	1,815.56	2,068.00	1,745.23	2,068.00
Unallocated	3,682.32	3,610.40	3,513.54	3,682.32	3,513.54
Total Assets	11,855.61	11,970.10	15,665.84	11,855.61	15,665.84
4 Segment Liabilities					
Manufacturing and Trading	643.82	678.03	941.39	643.82	941.39
Leasing and Others	154.65	145.50	473.10	154.65	473.10
Logistics	712.36	718.67	1,150.61	712.36	1,150.61
Unallocated	103.26	255.26	2,739.85	103.26	2,739.85
Total Liabilities	1,614.09	1,797.45	5,304.94	1,614.09	5,304.94



FUTURE ENTERPRISES LIMITED
CONSOLIDATED CASH FLOW STATEMENT FOR THE YEAR ENDED MARCH 31, 2021

(₹ in Crore)

	Year Ended March 31, 2021	Year Ended March 31, 2020
A CASH FLOWS FROM OPERATING ACTIVITIES		
Profit/(Loss) Before Tax	(1,261.57)	(348.68)
Adjusted for:		
Depreciation and Amortization Expense	780.88	1,033.72
Finance Costs	816.73	719.03
(Profit) on Sale of Fixed Assets	(101.79)	-
(Profit) / Loss on Sale of Investments	9.60	5.46
Expense on Employee Stock Option Scheme	(1.26)	6.97
Loss on Disposal/Discard of Fixed Assets (Net)	8.41	17.68
Interest Income	(57.46)	(44.98)
Allowances For Credit Losses	6.84	3.70
Operating Profit Before Working Capital Changes	200.38	1,392.89
Adjusted for:		
Trade Receivables	(478.18)	(1,403.10)
Other Financial Assets and Other Assets	114.37	(164.57)
Inventories	120.64	54.54
Trade Payables	(186.56)	319.63
Other Financial Liabilities, Other Liabilities and Provisions	(2,593.02)	2,383.35
Cash Generated From Operations	(2,822.37)	2,582.75
Share in Profit/(Loss) of Joint Ventures and Associate Company	23.51	(13.55)
Share in Minority Interest	(98.63)	115.40
Adjustment on Account of Subsidiary Include in Consolidation	-	(163.77)
Taxes Paid	(108.42)	(63.11)
Net Cash Flows From Operating Activities	(3,005.91)	2,457.72
B CASH FLOWS FROM INVESTING ACTIVITIES		
Sale/(Purchase) of Property, Plant and Equipment and Intangible Assets	3,609.20	(1,691.67)
Sale/(Purchase) of Intangible Assets	(111.69)	-
Sale/(Purchase) of Investments	32.71	(128.75)
Interest Income	57.46	44.98
Dividend Received	-	-
Net Cash Used In Investing Activities	3,587.68	(1,775.44)
C CASH FLOWS FROM FINANCING ACTIVITIES		
Proceeds from Issue of Shares	-	307.55
Payment of lease liability	(136.80)	(27.84)
Proceeds from Borrowings	398.59	(373.48)
Dividend Paid (Including Dividend Distribution Tax)	-	(3.48)
Interest Paid	(816.73)	(719.03)
Net Cash Used In Financing Activities	(554.94)	(816.28)
Net (Decrease)/Increase In Cash and Cash Equivalents	26.83	(134.00)
Net (Decrease)/Increase In Cash and Cash Equivalents	26.83	(134.00)
Cash and Cash Equivalents (Opening Balance)	7.41	141.41
Cash and Cash Equivalents (Closing Balance)	34.24	7.41





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

**TO
THE BOARD OF DIRECTORS OF
FUTURE ENTERPRISES LIMITED**

Report on the Audit of Consolidated Financial Results

Qualified Opinion

We have audited the accompanying Statement of Consolidated Financial Results of **FUTURE ENTERPRISES LIMITED** (the "Company") and its subsidiaries (the Holding company and its subsidiaries together referred to as the "Group"), and its associate company and joint ventures for the quarter and year ended March 31, 2021 (the "Statement"), being submitted by the Company pursuant to the requirement of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, 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 reports of other auditors on separate financial statements and on the other financial information of the subsidiaries, associate companies and joint ventures, the aforesaid statement:

- i. includes the results of the entities stated in the Annexure I to this report;
- ii. is presented in accordance with the requirements of Regulation 33 of the Listing Regulations; and
- iii. give the information required by the Companies Act 2013 in the manner so required and except for the effects/possible effects of the matter referred to in the Basis for Qualified Opinion paragraph, 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 companies and joint ventures as at March 31, 2021 and their consolidated loss including other comprehensive income, their consolidated cash flows and consolidated statement of changes in equity for the year ended on that date.

Basis for Qualified Opinion

- a. Attention is invited to the basis for preparation of these audited financial results, which indicate that the accompanying audited consolidated financial results does not include the financial results of Acute Retail Infra Private Limited, Basuti Sales and Trading Private Limited, Brattle Foods Private Limited, Chirag Operating Lease Co. Private Limited, Hare Krishna Operating Lease Private Limited, Nice Texcot Trading & Agency Private Limited, Nishta Mall Management Company Private Limited, Ojas Tradelease and Mall Management Private Limited, Precision Realty Developers Private Limited, Rivaaz Trade Ventures Private Limited, Syntex Trading & Agency Private Limited, Taquito Lease Operators Private Limited, Unique Malls Private Limited, step-down subsidiaries of the holding company, which is in contravention to Indian Accounting Standard (Ind AS) 110 issued by the Institute of



Chartered Accountants of India; accordingly not forming part of consolidated financial results and its impact on consolidated financial results is not quantified.

- b. We draw your attention to the following qualification to the audit opinion of the financial statements of Future Supply Chain Solutions Limited, a subsidiary of the Holding Company issued by an independent firm of Chartered Accountants vide its Report dated June 24, 2021 reproduced by us as under:

Total trade receivables amounting to Rs. 742.33 crores includes related party receivables amounting to Rs. 640.68 crores as at March 31, 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 Rs. 735.88 crores (net of provision Rs. 6.45 crores as at March, 2021).

- c. We draw your attention to the following qualification to the audit opinion of the financial statements of Leanbox Logistics Solutions Private Limited, a subsidiary of the Holding Company issued by an independent firm of Chartered Accountants vide its Report dated June 30, 2021 reproduced by us as under:

The Company is continuously suffering losses from operations with net loss for the year ended March 31, 2021 amounting to Rs. 1.32 crores and as of that date, the Company's accumulated losses amount to Rs. 14.64 crores as against Company's share capital of Rs. 1.36 crores and the net worth of the Company has eroded. These conditions indicate the existence of a material uncertainty that may cast significant doubt about the Company's ability to continue as a going concern. The financial statements do not adequately disclose this matter.

We conducted our audit in accordance with the Standards on Auditing (SAs), as specified under section 143(10) of the Companies Act, 2013, as amended ("the Act"). Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Consolidated Financial Results section of our report. We are independent of the Group, 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 is sufficient and appropriate to provide a basis for our opinion.

Emphasis of Matter Paragraph

We draw attention to following matters:

- i. Note No. 2 of the Statement describes management's assessment of the impact of the COVID-19 pandemic on the operations and financial results of the Company. Our opinion is not modified in respect of these matters.
- ii. In reference to deferred tax, the company has incurred loss before tax in current financial year 2020-21 amounting to Rs. 1238.06 crores but have not created any deferred tax asset. The management is of the opinion that due to current business scenario there is no certainty that future taxable profit will be available against which the deductible temporary differences and tax losses can be utilised and any gain arriving due to deferred tax will be adjusted in subsequent year. Our opinion is not modified in respect of this matter.



- iii. The Emphasis of Matter para to the report on audit of the financial statements of Future Supply Chain Solutions Limited, a subsidiary of the Holding Company issued by an independent firm of Chartered Accountants vide its Report dated June 24, 2021 is reproduced as under:

"We draw attention to Note No. 10 of the Statement, which narrates management's Resolution Plan under a 'Resolution Framework for COVID 19 related stress' announced by the Reserve Bank of India. The Resolution Plan has been approved by Board of Directors and the lenders of the Company as a part of "the OTR Scheme". Our opinion is not modified in respect of this matter."

"We draw attention to Note No. 5 of the Statement, which states management's decision for deferment of payment of annual interest on NCDs. The said annual interest was due to be paid on 26-09-2020 but the same has now been converted into Funded Interest Term Loan (FITL) which shall be payable 50% each in September 2021 & December 2021, respectively. Consent of debenture holder i.e. Azim Premji Trust has been obtained for implementing one-time restructuring of the same hence Our opinion is not modified in respect of this matter."

- iv. The Emphasis of Matter para to the report on audit of the financial statements of Future E-Commerce Infrastructure Limited, a subsidiary of the Holding Company issued by an independent firm of Chartered Accountants vide its Report dated July 12, 2021 is reproduced as under:

"We draw attention to note 23 to the financial statements. As indicated therein, the Company's accumulated losses of Rs. 184.64 crores as at March 31, 2021 (Previous year Rs. 184.53 crores) has its negative net worth of Rs.38.93 crores as at March 31, 2021 (Previous year Rs. 38.81crores). The Company has negative cash flows from operating activities for the current year and positive for previous year, also the Company's current liabilities exceeded its current assets as at the balance sheet date. The above matters indicate material uncertainty that gives raise to substantial doubts regarding the Company's ability to continue as a going concern, which is dependent on establishing profitable operations and obtaining continuing financial support from its Holding Company. These mitigating factors have been more fully discussed in note 23 of the accompanying financial statements. In view of the above, the management has prepared the financial statements on a going concern basis, and consequently, no adjustments have been made to the carrying values or classification of balance sheet account. Our opinion is not qualified in respect of this matter."

Our opinion on the Statement 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.

Management's Responsibilities for the Consolidated Financial Results

The Statement has been prepared on the basis of the consolidated annual financial statements. The Company's Board of Directors are responsible for the preparation and presentation of the Statement that give a true and fair view of the net loss and other comprehensive income and other financial information of the Group in accordance with the applicable accounting standards prescribed under section 133 of the Act read with relevant rules issued thereunder and other accounting principles generally accepted in India and in compliance with Regulation 33 of the Listing Regulations. The respective Board of Directors of the companies included in the Group are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Group and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making



judgments and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the Statement that give a true and fair view and are free from material misstatement, whether due to fraud or error, which have been used for the purpose of preparation of the Statement by the Directors of the Holding Company, as aforesaid.

In preparing the Statement, the respective Board of Directors of the companies included in the Group are responsible for assessing the ability of the Group to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the respective Board of Directors either intends to liquidate the Group or to cease operations, or has no realistic alternative but to do so.

The respective Board of Directors of the companies included in the Group are also responsible for overseeing the financial reporting process of the Group.

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

Our objectives are to obtain reasonable assurance about whether the Statement as a whole is free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of the Statement.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the Statement, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the Board of Directors.
- Conclude on the appropriateness of the Board of Directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the ability of the Group 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 Statement 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 to cease to continue as a going concern.



- Evaluate the overall presentation, structure and content of the Statement, including the disclosures, and whether the Statement represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial results / financial information of the entities within the Group of which we are the independent auditors and whose financial information we have audited, to express an opinion on the Statement. We are responsible for the direction, supervision and performance of the audit of the financial information of such entities included in the Statement of which we are the independent auditors. For the other entities included in the Statement, 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.

Materiality is the magnitude of misstatements in the Consolidated Financial Statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the Statement may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the Statement.

We communicate with those charged with governance of the Company and such other entities included in the Statement 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.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

Other Matter

We did not audit, the financial results, statements and other financial information in respects of 8 subsidiaries, whose financial information reflects total assets of Rs. 1,835.92 Crores as at March 31, 2021 and total revenues of Rs. 573.42 Crores for the year ended on that date respectively and the financial results/statements of 4 joint ventures and 1 associate which reflects Group's share of net profit of Rs. 23.71 Crores and net profit of Rs. 0.75 Crores for the year ended on March 31, 2021 respectively. These financial results/statements and other financial information have been audited by other auditors whose reports have been furnish to us by the management. Our opinion, in so far as it relates to the affairs of such subsidiaries, joint ventures and associates, is based solely on the report of other auditors. Our opinion is not modified in respect of this matter.

The statement includes unaudited financial statements of 2 joint ventures whose financial statements reflects the Group's share of net loss of Rs. 0.96 Crores for the year ended on March 31, 2021, which are certified by the management. These financial statements are furnished to us by the management and our report in so far as it relates to the amounts included of these subsidiary and joint ventures are based solely on such unaudited financial statements.

The Statement includes the results for the quarter ended March 31, 2021 being the balancing figures between the audited figures in respect of the full financial year ended March 31, 2021 and the published unaudited year-to-date figures up to the end of the third quarter of the current



financial year, which were subjected to a limited review by us, as required under the Listing Regulations.

For **DMKH & Co.**

Chartered Accountants

Firm Registration Number: 116886W



Shikha Kabra

Partner

Membership Number: 179437

UDIN: 21179437AAAABA7679

Place: Mumbai

Date: July 30, 2021



Annexure I

Holding Company:

Future Enterprises Limited

List of Subsidiaries:

Future Bazaar India Limited; Future E-Commerce Infrastructure Limited; Ritvika Trading Private Limited; Future Supply Chain Solutions Limited (FSCSL); Leanbox Logistics Solutions Pvt Ltd.; Future Media (India) Limited; Bluerock eServices Private Limited; Future Merchandising & Sourcing Pte. Ltd.

List of Joint Ventures:

Apollo Design Apparel Parks Limited; Goldmohur Design and Apparel Park Limited; Future Generali India Insurance Company Limited; Future Generali India Life Insurance Company Limited; Shendra Advisory Services Private Limited; Sprint Advisory Services Private Limited

List of Associate:

Work Store Limited (WSL)

