

September 5, 2021

Corporate Relationship Department (CRD)
BSE Limited,
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai - 400 001

Listing Department
National Stock Exchange of India Limited
Exchange Plaza, Bandra - Kurla Complex
Bandra (East),
Mumbai - 400 051

Scrip Code: 523574 / 570002

Scrip Symbol: FEL / FELDVR

Debt Scrip Code: 954328-30-40-43 / 955100-101-140-141-371-373-454-456-749-750-957-958 / 956012-13 / 956243-268-69 / 956310-11 / 956954-55 / 957077-263-264-711-712-713 / 957875-76-89 / 958303-04 / 958501-502-841-842

Dear Sir / Madam,

Ref.: Regulation 30 & 34 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Sub.: Notice of the Thirty-third Annual General Meeting alongwith Annual Report for Financial Year 2020-21

Please take note that the Thirty-third Annual General Meeting ("AGM") of the Members of the Company is scheduled to be held on Tuesday, September 28, 2021, at 04:00 pm through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM").

Pursuant to Regulation 30, 34 and all other applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith the Notice of AGM alongwith Annual Report for the financial year 2020-21 which are being sent to the Members through electronic mode.

The copies of the aforesaid Notice and the Annual Report are also available on the website of the Company at www.felindia.in.

AGM date & time	: Tuesday, September 28, 2021 at 04:00 pm
Cut-off date for e-voting	: Tuesday, September 21, 2021
e-voting period start	: at 9:00 am on Saturday September 25, 2021
e-voting period end	: at 5:00 pm on Monday, September 27, 2021

You are kindly requested to take the same on your records.

Thanking you,

Yours faithfully,

For Future Enterprises Limited


Deepak Tanna
Company Secretary



Encl.: As above

Future Enterprises Limited

Regd. Off.: Knowledge House, Shyam Nagar, Off Jogeshwari - Vikhroli Link Road, Jogeshwari (East), Mumbai - 400 060
P +91 22 4055 2200, F +91 22 4055 2201, www.felindia.in CIN L52399MH1987PLC044954

NOTICE

NOTICE is hereby given that the the Thirty-Third Annual General Meeting (“AGM”) of the Future Enterprises Limited (the “Company”) will be held on Tuesday, September 28, 2021 at 04.00 P.M. (IST) through Video Conferencing (VC) / Other Audio Visual Means (OAVM) to transact the businesses mentioned below.

ORDINARY BUSINESS:

1. **To receive, consider and adopt**
 - a. the Audited Standalone Financial Statements of the Company for the Financial Year ended March 31, 2021 together with the reports of the Board of Directors and of Auditors thereon and
 - b. the Audited Consolidated Financial Statements of the Company for the Financial Year ended March 31, 2021 together with the reports of the Auditors thereon.
2. **To appoint a Director in place of Mr. Vijay Biyani, (DIN: 00005827) who retires by rotation and being eligible, offers himself for re-appointment.**

SPECIAL BUSINESS:

3. **Appointment of Ms. Malini Chopra (DIN:08195364) as an Independent Director of the Company.**

To consider and if thought fit, to pass, the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Sections 149, 150 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (**“the Act”**) and Companies (Appointment and Qualifications of Directors) Rules, 2014 (**“the Rules”**) (including any statutory modification(s), amendment(s), clarification(s), re-enactment(s) or substitution(s) thereof for the time being in force), Regulation 16 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any modification(s) thereof or supplement(s) thereto) (**“Listing Regulations”**) and any other applicable law(s), regulation(s), guideline(s), the Articles of Association of the Company and pursuant to recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors, Ms. Malini Chopra (DIN: 08195364), who was appointed as an Additional Director and designated as Independent Director of the Company with effect from February 12, 2021 and who holds office upto the date of 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 her candidature for the office of Independent Director, the Consent of Members of the Company be and is hereby accorded to appoint Ms. Malini Chopra as an Independent Director of the Company for a period of 5 (Five) years with effect from February 12, 2021 till February 11, 2026 on the Board and who shall not be liable to retire by rotation.

RESOLVED FURTHER THAT anyone of the Directors or the Company Secretary of the Company be and is hereby authorised to do all such acts, matters, deeds and things as may be necessary, expedient or desirable to give effect to the above resolution including filing of necessary forms/returns with the Registrar of Companies, Ministry of Corporate Affairs and/or other regulatory authorities from time to time.”

4. **Appointment of Mr. C. P. Toshniwal (DIN:00036303) as a Director of the Company.**

To consider and if thought fit, to pass, the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Sections 149, 150 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (**“the Act”**) and Companies (Appointment and Qualifications of Directors) Rules, 2014 (**“the Rules”**) (including any statutory modification(s), amendment(s), clarification(s), re-enactment(s) or substitution(s) thereof for the time being in force), Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any modification(s) thereof or supplement(s) thereto) (**“Listing Regulations”**) any other applicable law(s), regulation(s), guideline(s), the Articles of Association of the Company and pursuant to recommendation

of the Nomination and Remuneration Committee and approval of the Board of Directors, Mr. C. P. Toshniwal (DIN: 00036303), who was appointed as an Additional Director and designated as Non-executive Director of the Company with effect from March 31, 2021 and who holds office upto the date of 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 his candidature for the office of Director, the Consent of Members of the Company, be and is hereby accorded to appoint Mr. C. P. Toshniwal as a Non-executive Director of the Company who shall be liable to retire by rotation.

RESOLVED FURTHER THAT anyone of the Directors or the Company Secretary of the Company be and is hereby authorised to do all such acts, matters, deeds and things as may be necessary, expedient or desirable to give effect to the above resolution including filing of necessary forms/returns with the Registrar of Companies, Ministry of Corporate Affairs and/or other regulatory authorities from time to time.”

5. Approval for entering into Related Party Transaction(s).

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

“RESOLVED THAT in partial modification of the earlier resolution(s) passed by the Members of the Company and pursuant to the provisions of Section 188 and other applicable provisions, if any, of the Companies Act, 2013 (**“the Act”**) read with the Companies (Meetings of Board and its Powers) Rules, 2014 (including any statutory modification(s), amendment(s), clarification(s), re-enactment(s) or substitution(s) thereof for the time being in force), Regulation 23 (4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 including any modification(s) thereof or supplements thereto (**“SEBI Listing Regulations”**), the provisions of the Memorandum and Articles of Association of the Company and the applicable rules, guidelines and circulars issued by the concerned statutory or regulatory authorities, the consent of the Members of the Company be and is hereby accorded to the Board of Directors (hereinafter referred to as **“the Board”** which term shall include the Audit Committee or any other Committee constituted or to be constituted to exercise the powers including the powers conferred under this resolution), for entering into the Related Party Transaction(s) as entered / to be entered into by the Company during the financial year 2021-22, as set out in the statement annexed to this Notice, in excess of threshold limit permitted to Audit Committee to approve any such transactions.

RESOLVED FURTHER THAT the Board be and is hereby authorised to do and perform all such acts, deeds, matters and things, as may be required or deemed necessary or incidental thereto and to settle and finalise all issues that may arise in this regard, including without limitation, negotiation, finalising and executing necessary agreements, undertakings, memorandum, deeds, documents and such other papers or writings as may be deemed necessary or expedient in its own discretion and in the best interest of the Company without further referring to the Members of the Company and further authorised to delegate all or any of its powers herein conferred to the Committee and/or any Director(s)/Officer(s) of the Company, to give effect to this resolution.”

NOTES

1. In view of the massive outbreak of the COVID-19 pandemic, social distancing is a norm to be followed and pursuant to the Circular No. 14/2020 dated April 08, 2020, Circular No.17/2020 dated April 13, 2020 issued by the Ministry of Corporate Affairs followed by Circular No. 20/2020 dated May 05, 2020 and Circular No. 02/2021 dated January 13, 2021 (collectively referred to as **‘MCA Circulars’**) and all other relevant circulars issued from time to time, physical attendance of the Members to the AGM venue is not required and Annual General Meeting (AGM) be held through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing AGM through VC/OAVM. In compliance with the provisions of the Companies Act, 2013 (**‘Act’**), the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**‘SEBI Listing Regulations’**) and MCA Circulars the 33rd AGM of the Company is being held through VC/OVM on Tuesday, September 28, 2021 at 04:00 pm. The deemed venue for the AGM will be the Registered Office of the Company Knowledge House, Shyam Nagar, Off Jogeshwari-Vikhroli Link Road, Jogeshwari (East), Mumbai – 400 060.
2. 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 pursuant to the MCA Circulars through VC / OAVM, 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 Attendance Slip and Proxy Form are not annexed to this Notice. However, the Body Corporates are entitled to appoint authorised representatives to attend the AGM through VC/OAVM and participate thereat and cast their votes through e-voting.

3. Institutional investors and corporate members of the Company under the category of Institutional Investors are encouraged to attend and vote at the AGM through VC / OVAM. Corporate members intending to authorise their representatives to participate and vote at the meeting are requested to send a certified copy of the Board resolution / authorisation letter with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to bhattvirendra1945@yahoo.co.in with a copy marked to evoting@nsdl.co.in.
4. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for 1,000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), as on September 21, 2021 ("**Cut-off Date**") Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
5. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
6. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the /AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorised agency. The facility of casting votes by a member using remote e-voting system as well as venue voting on the date of the AGM will be provided by NSDL.
7. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, and SEBI Circular dated May 12, 2020, Notice of the AGM along with Annual Report 2020-21 is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company / Depository Participants. Members may note that the Notice and the Annual Report 2020-21 will also be available on the website of the Company at www.felindia.in. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively and the AGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. www.evoting.nsdl.com.
8. AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 08, 2020 and MCA Circular No. 17/2020 dated April 13, 2020, MCA Circular No. 20/2020 dated May 05, 2020 and MCA Circular No. 2/2021 dated January 13, 2021.

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER:-

The remote e-voting period begins on Saturday, September 25, 2021 at 09:00 A.M. and ends on Monday, September 27, 2021 at 05:00 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 ("**cut-off date**") i.e. Tuesday September 21, 2021 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 Tuesday September 21, 2021

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 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 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.	- 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. - 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
	- 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. - 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  
Individual Shareholders holding securities in demat mode with CDSL	- 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. - After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote. - If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration - 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.
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 request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30
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 022- 23058738 or 022-23058542-43

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 .pdf file. 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.

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.

General Guidelines for shareholders

1. 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 bhattvirendra1945@yahoo.co.in with a copy marked to evoting@nsdl.co.in.
2. 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.
3. 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 toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request at evoting@nsdl.co.in

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 investorsrelations@futuregroup.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 investorsrelations@futuregroup.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 and joining virtual meeting for Individual shareholders holding securities in demat mode.
3. Alternatively shareholder/members may send a request to evoting@nsdl.co.in 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.

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.

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.
5. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at investorsrelations@futuregroup.in. The same will be replied by the company suitably.

Speaker Registration for the AGM

1. Members who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance atleast 7 (Seven) days prior to AGM mentioning their name, demat account number/ folio number, e-mail address, mobile number at investorrelations@futuregroup.in.
2. Only those shareholders who have registered themselves as a speaker will be allowed to express their views/ask questions during the meeting.
3. Members will get confirmation on first cum first served basis.
4. Members who are registered as speakers for the event are requested to download and install necessary software as required for attending AGM.
5. Members are requested to speak only when moderator of the meeting/ management will announce the name and serial number for speaking.
6. Please note that the Company reserves the right to restrict the number of questions and number of speakers, depending upon availability of time as appropriate for smooth conduct of the AGM
7. The Members who do not wish to speak during the AGM but have queries may send their queries in advance 7 (seven) days prior to AGM mentioning their name, demat account number/ folio number, e-mail address, mobile number at investorrelations@futuregroup.in. These queries will be replied to by the Company suitably by email.
9. The Statement pursuant to Section 102 of the Companies Act, 2013 ("the Act"), relating to the Special Business to be transacted at the AGM is annexed hereto. Additional information with respect to Item No. 2 is annexed hereto.
10. Information as required under Regulation 26(4) and 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and the Secretarial Standard on General Meetings ("SS-2") issued by the Institute

of Company Secretaries of India ("ICSI"), in respect of the Director seeking re-appointment / change in terms of remuneration at the Annual General Meeting ("AGM") is annexed hereto as Annexure - I and forms part of the notice..

11. As per Regulation 40 of the Listing Regulations, as amended, securities of listed companies can be transferred only in dematerialized form with effect from April 1, 2019, except in case of request received for transmission or transposition of securities. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, members holding shares in physical form are requested to consider converting their holdings to dematerialized form. Members can contact the Company or Company's Registrar and Transfer Agents - Link Intime India Private Limited for assistance in this regard.
 12. To support the "**Green Initiative**", Members who have not registered their email addresses are requested to register the same with the Company's Registrar and Share Transfer Agent/their Depository Participants, in respect of shares held in physical/electronic mode, respectively.
 13. The requisite Statutory Registers maintained under sections 170 and 189 the Act and certificate(s) will be available electronically for inspection by the members during the AGM.
 14. All documents referred to in the Notice will also be available for electronic inspection without any fee by the members from the date of circulation of this Notice up to the date of AGM, i.e. September 28, 2021. Members seeking to inspect such documents can send an email to investorrelations@futuregroup.in
 15. Members are requested to intimate changes, if any, pertaining to their name, postal address, email address, telephone/mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc., to their Depository Participant in case the shares are held in electronic form and to Link Intime India Private Limited, in case the shares are held in physical form.
 16. 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.
 17. Only Registered Members (i.e. Equity Shareholder and Class B (Series 1) Shareholder) of the Company may attend through VC/OAVM and vote at the AGM.
 18. Since the AGM will be held through VC / OAVM, the Route Map is not annexed in this Notice.
 19. Members are requested to send all communications to our Registrar & Share Transfer Agent (R & T Agent) at the following address:
LINK INTIME INDIA PRIVATE LIMITED
C - 101, Embassy 247, LBS Marg, Vikhroli (West), Mumbai 400 083
Phone No. +91 22 49186270; Fax No. +91 22 49186060;
Email ID : rnt.helpdesk@linkintime.co.in
Website: www.linkintime.co.in
 20. Members are requested to send their queries with regard to the Accounts at least 7 (Seven) days in advance to investorsrelations@futuregroup.in.
 21. Pursuant to Sections 124 and 125 of the Companies Act, 2013, read with the IEPF Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 ('**IEPF Rules**') dividend that are unpaid / unclaimed for a period of seven years from the date it became due for payment are required to be transferred by the Company to the Investor Education and Protection Fund ("**IEPF**"). Further, share in respect of such dividend which have not been claimed for a period of seven consecutive years are also required to be transferred to the demat account of IEPF Authority. In the interest of the Members, the Company sent periodical reminders to the Members to claim their dividend in order to avoid transfer of dividend / shares to IEPF Authority. Notices in this regard are also published in the newspapers and the details of unclaimed dividend and Members whose share are required to be transferred to the IEPF Authority, are uploaded on the Company's web link <http://felindia.in/investors/shares-transferred-to-IEPF.aspx>.
- During the year under review, the Company has transferred ₹ 9,37,868/- to IEPF of unclaimed dividend, of the Company outstanding for seven consecutive years for the 2011-12. Further, No Equity Shares and Class B (Series-1) Shares of the Company have also been transferred to the demat account of IEPF Authority.
22. The Members who have to claim dividend and / or shares that are transferred to demat account of IEPF Authority may claim the same from IEPF Authority by submitting an online application in the prescribed Form No. IEPF-5 available on the website www.iepf.gov.in and sending physical copy of the same, duly signed to the Company, along with requisite

documents enumerated in the Form No. IEPF-5. No claims shall lie against the Company in respect of the dividend / shares so transferred.

23. To prevent fraudulent transactions, Members are advised to exercise due diligence and notify the Company of any change in address or demise of any Member as soon as possible. Members are also advised not to leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified.

24. Members who have not registered their e-mail ID so far are requested to register the same for receiving all communication including Annual Report, Notices, Circulars, etc. from the Company in electronic form.

25. Voting through Electronic Means

I. In compliance with provisions of Section 108 of the Act and Rule 20 of the Companies (Management and Administration) Rules 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of the (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**Listing Regulations**") and Secretarial Standard on General Meetings (**SS-2**) issued by the ICSI as amended from time to time, the Company is pleased to provide its Members the facility to exercise their rights to vote on the resolutions proposed to be considered at the AGM by electronic means and business may be transacted through e-voting Services. The facility of casting the votes by the Members using an electronic voting system from a place other than venue of the AGM ("Remote e-voting") will be provided by National Securities Depository Limited ("**NSDL**").

i) The Notice of the AGM shall be placed on the website of the Company www.felindia.in and on the website of NSDL www.evoting.nsdl.com.

ii) The remote e-voting period commences at 9.00 A.M. (IST) on Saturday, September 25, 2021 and ends at 5.00 P.M. (IST) on Monday, September 27, 2021. During this period, Members holding shares either in physical or dematerialized form as on the Cut-Off Date i.e., Tuesday, September 21, 2021, may cast their votes electronically. The e-voting module shall be disabled by NSDL for voting thereafter. Those Members, who will be present in the AGM through VC / OAVM facility and have not cast 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 during the AGM.

iii) The Company has appointed Mr. Virendra Bhatt, Practicing Company Secretaries (Membership No. FCS 1157, Certificate of practice 124) as the Scrutinizer to scrutinize the voting at the meeting and remote e-voting process, in a fair and transparent manner.

iv) The Members who have cast their vote by remote e-voting prior to the AGM may also attend / participate in the AGM through VC / OAVM but shall not be entitled to cast their vote again.

v) The voting rights of Members shall be in proportion to their share in the paid-up equity share capital of the Company as on September 21, 2021 ("Cut-Off Date").

vi) Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the Cut-off date i.e. September 21, 2021, may obtain the login ID and password by sending a request at evoting@nsdl.co.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 forgot your password, you can reset your password by using "Forgot User Details/Password" option available on www.evoting.nsdl.com.

Other Information :

a) The Chairman or the person authorized by him in writing shall forthwith on receipt of the consolidated Scrutinizer's Report, declare the Results of the voting. The Results declared, along with the Scrutinizer's Report, shall be placed on the Company's website and on the website of NSDL immediately after the results is declared and communicated to the Stock Exchanges where the shares of the Company are listed.

b) Subject to the receipt of requisite number of votes, the Resolutions forming part of the Notice of Annual General Meeting shall be deemed to be passed on the date of the AGM i.e. Tuesday, September 28, 2021.

General Guidelines for Member

I. A person, whose name is recorded in the register of Members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting.

- II. Mr. Virendra Bhatt, Practicing Company Secretary (Membership No. 1157, Certificate of Practice No. 124) has been appointed as the Scrutinizer to scrutinize the remote e-voting process and votes cast at the AGM in a fair and transparent manner.
 - III. The Chairman of the Meeting shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, for all those Members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.
 - IV. The Scrutiniser shall after the conclusion of voting at the AGM, will first count the votes cast at the AGM and thereafter unblock the votes cast through remote e-voting in the presence of at least 2 (Two) witnesses not in the employment of the Company and shall make, within 2 (two) working days from the conclusion of the AGM, a consolidated scrutiniser's report of the total votes cast in favour or against, if any, to the Chairperson or a person authorised by him/her in writing, who shall countersign the same and declare the result of the voting forthwith.
 - V. The Results declared along with the report of the scrutinizer shall be placed on the website of the Company www.felindia.in and on the website of NSDL www.evoting.nsdl.com after the declaration of result by the Chairman/ Director or any person authorised by him in writing, of the meeting. The result shall also be forwarded to Stock Exchanges.
26. The Securities and Exchange Board of India ("SEBI") has made it mandatory for all companies to use the bank account details furnished by the Depositories for any payment (including dividend) through Electronic Clearing Service ("ECS") to investors. In the absence of ECS facility, companies shall mandatorily print the bank account details of the investors on such payment instruments. Members are encouraged to avail ECS facility and requested to update bank account details in the prescribed form to their respective Depository Participant(s) and/or the Company's R&T Agents.
 27. Members are requested to intimate changes, if any, pertaining to their name, postal address, e-mail ID, telephone/mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc., to their respective Depository Participant(s) in case the shares are held in electronic form and to the Company's R&T Agents in case the shares are held in physical form.
 28. In terms of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), securities of listed companies can only be transferred in dematerialised form with effect from April 1, 2019, except in case of transmission or transposition of securities. In view of the above, Members are advised to dematerialise shares held by them in physical form.

❖ **Process for registration of email id for obtaining Annual Report and user id/password for e-voting and updation of bank account mandate for receipt of dividend:**

A. Process for registration of email id

Physical Holding	Members are requested to register their e-mail address with Link Intime India Private Limited, by clicking the link: https://linkintime.co.in/emailreg/email_register.html and follow the registration process as guided therein. Members are requested to provide details such as Name, Folio Number, Certificate number, PAN, mobile number, e-mail ID, and also upload the image of share certificate and a duly signed request letter (upto 1 MB) in PDF or JPEG format.
For Permanent Registration for Demat shareholders	Members are requested to register their e-mail address with the respective Depository Participant (DP) by following the procedure prescribed by the Depository Participant.
For Temporary Registration for Demat shareholders	Members are requested to register their e-mail address with Link Intime India Private Limited, by clicking the link: https://linkintime.co.in/emailreg/email_register.html and follow the registration process as guided therein. Members are requested to provide details such as Name, DPID, Client ID/ PAN, mobile number and e-mail ID, and also to upload a duly signed request letter (upto 1 MB) in PDF or JPEG format.

Alternatively, Members whose e mail IDs are not registered may send an e mail request to e-voting@nsdl.co.in for obtaining User ID and Password by providing the details mentioned above.

B. Process for registration of Bank Account Details

Physical Holding	Members are requested to register their e-mail address with Link Intime India Private Limited, by clicking the link: https://linkintime.co.in/emailreg/email_register.html and follow the registration process as guided therein. Members are requested to provide details such as Name, Folio Number, Certificate number, PAN, e – mail id along with the copy of the cheque leaf with the first named members name imprinted in the face of the cheque leaf containing bank name and branch, type of account, bank account number, MICR details and IFSC code and a duly signed request letter in PDF or JPEG format.
Demat Holding	Members are requested to register their bank details with the respective Depository Participant (DP) by following the procedure prescribed by the Depository Participant.

On submission of the details for registration of email id / bank account an OTP will be received by the Member which needs to be entered in the link for verification. In case of any query, a Member may send an e-mail to RTA at rnt.helpdesk@linkintime.co.in

You are requested to register your e-mail address/Bank Details with Link Intime India Private Limited, by clicking the link: https://linkintime.co.in/emailreg/email_register.html.

By order of the Board
For Future Enterprises Limited

Place : Mumbai
Date : August 20, 2021

Sd/-
Deepak Tanna
Company Secretary

Registered Office:
Future Enterprises Limited
(CIN : L52399MH1987PLC044954)
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
E-mail: investorrelations@futuregroup.in; Website: www.felindia.in

STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

ITEM NO. 3

The Board of Directors of the Company on recommendation of the Nomination and Remuneration Committee, has appointed Ms. Malini Chopra (DIN: 08195364) as an Additional Director and designated as an Independent Director not liable to retire by rotation, for a term of five years i.e. from February 12, 2021 up to February 11, 2026 subject to approval of the Members.

In terms of provisions of Section 160 of the Companies Act, 2013 (**"the Act"**), read with relevant rules thereto, the Company has received notice in writing from a Member of the Company, signifying its intention to propose her appointment as an Independent Director of the Company.

Ms. Malini Chopra holds BA (Hon.) in Economics from Miranda House, Delhi University and Master's in Business from Delhi University. She is a senior business professional with an illustrious career of over 31 years in leading Indian and Multinational organisations. She is a corporate profit-center head and policy maker specializing in Governance, Financial Controls, Risk management & Digital transformation. She is a Certified Corporate Director from Institute of Directors – New Delhi. She is also a Certified Corporate Governance Professional from Indian Institute of Corporate Affairs. During her professional career, she has worked with various renowned corporates in various managerial capacities.

The Company has received necessary consent and declaration from Ms. Malini Chopra to act as a Director of the Company and confirmation that she is not disqualified from being appointed as Director of the Company and is not debarred from holding office of Director by virtue of any order of Securities and Exchange Board of India or any other authority. She has also confirmed that she meets the criteria of independence as prescribed under section 149(6) of the Act and Regulation 16 (1) (b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (**"Listing Regulations"**). In the opinion of the Board, she fulfils the conditions specified in the Act and is Independent of the management.

Brief Profile of Ms. Malini Chopra, including nature of her expertise as required under Regulation 36 of the Listing Regulations and Secretarial Standard on General Meetings (**"SS-2"**) is attached as Annexure – I to this Notice.

The Board of Directors recommends the resolution at Item No 3 as an Ordinary Resolution for the approval of Members of the Company.

Except Ms. Malini Chopra being an appointee and her relatives to the extent of their shareholding in the Company if any, none of other Directors, Key Managerial Personnel(s) of the Company and their respective relatives are in anyway, concerned or interested, financially or otherwise, in passing of this Resolution.

Item No. 4

The Board of Directors of the Company on recommendation of the Nomination and Remuneration Committee, has appointed Mr. C. P. Toshniwal (DIN: 00036303) as an Additional Director designated as Non-Executive Non-Independent Director of the Company in their Meeting held on March 31, 2021 subject to approval of the Members.

In terms of provisions of Section 160 (1) of the Companies Act, 2013 (**"the Act"**), read with relevant rules thereto, the Company has received notice in writing from a Member of the Company, signifying its intention to propose his appointment as Director of the Company. Mr. C. P. Toshniwal once appointed will be liable to retire by rotation.

Mr. C.P. Toshniwal, is a qualified Chartered Accountant and Company Secretary. Mr. Toshniwal started his journey with Future Group in May 1997 and has over 25 years of rich managerial experience. Prior to his association with Future Group, he worked with other corporate houses like Donear Synthetics Limited, Orient Vegetexpo Limited and Control Print India Limited. He has strong domain knowledge of the Indian Retail Industry with good understanding of Information Technology Systems and a proven ability in setting up systems and procedures for Robust Management Accounting. He has rich experience in the field of Corporate and Strategic Planning, Financial Planning & Restructuring, Risk Management System and Process Implementation, Mergers, Amalgamations, Takeover of Business Enterprises, Raising Capital through innovative financial products. Additionally, he is a very good leader with strong relationships with stakeholders and employees. He has been awarded the Best CFO Award-2011 in the Service Sector Category by The Institute of Chartered Accountants of India. He has been also awarded **"CFO100 Roll of Honour"** by CFO India for his extraordinary performance as senior finance leader in Retail Industry.

The Company has received necessary consent and declaration from Mr. C. P. Toshniwal to act as a Director of the Company and confirmation that he is not disqualified from being appointed as Director of the Company and is not debarred from holding office of Director by virtue of any order of Securities and Exchange Board of India or any other authority.

Brief Profile of Mr. C. P. Toshniwal, including nature of his expertise as required under Regulation 36 of the Listing Regulations and Secretarial Standard on General Meetings (**"SS-2"**) is attached as Annexure – I to this Notice.

The Board of Directors recommends the resolution at Item No 4 as an Ordinary Resolution for the approval of Members of the Company.

Except Mr. C. P. Toshniwal being an appointee and his relatives to the extent of their shareholding in the Company if any, none of other Directors, Key Managerial Personnel(s) of the Company and their respective relatives are in anyway, concerned or interested, financially or otherwise, in passing of this Resolution.

Item No. 5

The Company enters into related party transaction(s) with Future Retail Limited ("FRL") for Purchase/Sale of Goods and Services, All the related party transaction(s) were entered or to be entered into are at arm's length basis and in the ordinary course of business, in line with the Company's Policy on Related Party Transactions post approval of the Audit Committee and the Board of Directors of the Company.

It is envisaged that the maximum value of the above related party transaction(s) to be entered into individually or taken together with previous transactions during the financial year 2021-22 would exceed ten percent of the annual consolidated turnover of the Company, as per the last audited financial statements of the Company.

Further, the approval of Members is required if as per the provisions of Section 188 (1) of the Act read with relevant rules framed thereunder, the amount of related party transaction(s) exceed the threshold limit provided therein and / or if as per Regulation 23 of SEBI Listing Regulations, the transaction is material. Accordingly, the approval of Members of the Company is required. In terms of provisions of Companies (Meetings of the Board and its Powers) Rules, 2014 as amended, the details in relation to related party transaction(s) are as under:

Nature of Transactions as per Section 188 of the Companies Act, 2013	Name of the Related Party	Name of Director or Key Managerial Personnel who is related, if any	Nature of Relationship	Nature, Material Terms and particulars of the contract or arrangement	Monetary Value of Transactions (₹ in crore)	Any other information relevant or important for the Members to take decision on the proposed resolution
Purchase & Sale of Goods & Services	Future Retail Limited ("FRL")	Mr. Kishore Biyani	Related party	As per the terms of the respective contracts or arrangements entered into or to be entered into from time to time in the ordinary course of business and on an arms' length basis.	800	The transaction have been reviewed and approved by the Audit Committee and Board and an arms' length price has been established. In case of resale by FRL the same is being sold at cost of procurement plus minimum margin for handling as per applicable Regulations.

Pursuant to Regulation 23 of SEBI Listing Regulations, all entities falling under the definition of "Related Party" shall abstain from voting in respect of the proposed resolution given in the Notice, irrespective of whether the entity is a party to the particular transaction or not.

The Board of Directors recommends the resolution at Item No. 5 as an Ordinary Resolution for the approval by the Members.

Mr. Kishore Biyani and his relatives, if any, shall be deemed to be concerned or interested in the Resolution to the extent of their shareholdings in the Company. None of the other Directors, Key Managerial Personnel(s) of the Company and their respective relatives are concerned or interested, financially or otherwise, in the passing of the proposed Resolution.

By order of the Board
For Future Enterprises Limited

Place : Mumbai
Date : August 20, 2021

Sd/-
Deepak Tanna
Company Secretary

Registered Office:
Future Enterprises Limited
(CIN : L52399MH1987PLC044954)
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
E-mail: investorrelations@futuregroup.in; Website: www.felindia.in

Annexure – I

Pursuant to Regulation 36 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards on General Meetings (SS-2) in respect of Director seeking appointment / re-appointment at the Annual General Meeting is furnished below:

Name of Director	Mr. Vijay Biyani	Ms. Malini Chopra	Mr. C. P. Toshniwal
Date of Birth	July 4, 1959	September 15, 1964	September 29, 1966
Age	61 years	57 years	55 years
DIN	00005827	08195364	00036303
Date of first appointment on the Board	September 26, 2009	February 12, 2021	March 31, 2021
Qualification	B. Com from Mumbai University.	BA (Hon.) in Economics from Miranda House, Delhi University and Master's in Business from Delhi University.	B. Com, Chartered Accountant and Company Secretary
Experience and expertise	He has more than 36 years of experience in textile, yarn and readymade apparels business. He is also actively involved in the financial and administrative functions of the Company.	She is a senior business professional with an illustrious career of over 31 years in leading Indian and Multinational organisations. She is a corporate profit-center head and policy maker specializing in Governance, Financial Controls, Risk management & Digital transformation. She is a Certified Corporate Director from Institute of Directors – New Delhi. She is also a Certified Corporate Governance Professional from Indian Institute of Corporate Affairs.	He possesses over 25 years of rich managerial experience in the field of Corporate and Strategic Planning, Financial planning & restructuring, Risk management system and process implementation, mergers, amalgamations, takeover of business enterprises, raising capital through innovative financial products. He has been awarded the Best CFO Award-2011 by The Institute of Chartered Accountants of India. He has been awarded "CFO100 Roll of Honour" by CFO India for his extraordinary performance as
Terms and Conditions of Re-appointment along with details of remuneration sought to be paid	As approved in the general meeting held on December 30, 2020.	As per Resolution No.3	As per Resolution No. 4
Remuneration last Drawn	During the year 2020-21, remuneration of ₹ 1.39 crore was paid to him.	During the year 2020-21, the sitting fees was paid for attending Board and Committee Meetings of the Company.	During the year 2020-21, the sitting fees was paid for attending Committee Meeting of the Company.
Number of Board Meeting attended during the year 2020 - 21	7 (Seven) out of 7 (Seven).	2 (Two) out of 2 (Two)	1 (One) out of 1 (One)
Directorship held in other Listed Companies (As on March 31, 2021)	None	Future Supply Chain Solutions Limited	• Future Supply Chain Solutions Limited • Future Lifestyle Fashions Limited

Name of Director	Mr. Vijay Biyani	Ms. Malini Chopra	Mr. C. P. Toshniwal
Directorship in other Companies (excluding foreign companies & Section 8 companies) (As on March 31, 2021)	• Future Generali India Insurance Company Limited; • Utsav Mall Management Company Private Limited; • Shendra Advisory Services Private Director Limited; • Kesari Realty Private Limited; • Kuber Mall Management Private Limited; • Dhanshree Fashions Private Limited; • Nimbi Jodha Trading & Finvest Private Limited; • Sprint Advisory Services Private Limited; • Future Corporate Resources Private Limited.		• Future Brands Limited; • FDRT Consultancy Services Limited (formerly known as Future Digital Payment Systems Limited); • NuFuture Digital (India) Limited; • Sun City Properties Private Limited; • Sprint Advisory Services Private Limited; • Shendra Advisory Services Private Limited
Chairmanship / Membership of Committees of the Board of Directors of other listed companies as on March 31, 2021	None	Future Supply Chain Solutions Limited – Audit Committee	Future Supply Chain Solutions Limited - Stakeholders Relationship Committee
Chairmanship / Membership of Committees of the Board of Directors of other companies as on March 31, 2021	None	None	Future Brands Limited Audit Committee Nomination & Remuneration Committee Committee of Directors Future Lifestyle Fashions Limited Committee of Directors Risk Management Committee Share Transfer Committee Corporate Social Responsibility Committee Future Supply Chain Solutions Limited Corporate Social Responsibility Committee Committee of Directors Future Retail Limited Risk Management Committee
Shareholding of Director in the Company (As on March 31, 2021)	2,121 Class B (Series 1) Shares of the Company	Nil	10,000 Equity Shares in HUF 21,000 Class B (Series 1) Shares in Trust
Relationship with other Director / Key Managerial Personnel ("KMP")	Mr. Vijay Biyani is brother of Mr. Kishore Biyani, who is the Vice-Chairman and Non-executive Director of the Company.	Not related to any Director / Key Managerial Personnel	Not related to any Director / Key Managerial Personnel

Note : For further details related to remuneration drawn and proposed please refer to Board's Report, Corporate Governance Report and resolutions proposed in the Notice.

[illegible]



FUTURE ENTERPRISES LIMITED

ANNUAL REPORT **2020-21**

Corporate Information

BOARD OF DIRECTORS

Mr. V. K. Chopra
Chairman & Director (up to 05/03/2021)
DIN: 02103940

Mr. Kishore Biyani
Vice-Chairman & Director
DIN: 00005740

Mr. Vijay Biyani
Redesignated as Chairman &
Managing Director (w.e.f. 30/07/2021)
DIN: 00005827

Ms. Bala C. Deshpande
Director
DIN: 00020130

Mr. Anand Chandrasekaran
Director
DIN: 08535001

Ms. Malini Chopra
Director (w.e.f. 12/02/2021)
DIN: 08195364

Mr. C. P. Toshniwal
Director (w.e.f. 31/03/2021)
DIN: 00036303

Mr. Dinesh Maheshwari
Executive Director
& Chief Financial Officer
(up to 31/12/2020)
DIN: 00088451

BANKERS

Axis Bank Ltd.
Central Bank of India
Canara Bank
DBS Bank Ltd.
Dhanlaxmi Bank
IDBI Bank Ltd.
Indian Bank
Indian Oversea Bank
Punjab National Bank
South Indian Bank
State Bank of India

DY. CHIEF FINANCIAL OFFICER

Mr. Bhagchand Baser
(w.e.f. 30/07/2021)

COMPANY SECRETARY

Mr. Deepak Tanna

STATUTORY AUDITORS

DMKH & CO.
Chartered Accountants

SHARE TRANSFER AGENTS

Link Intime India Pvt. Ltd.
C-101, 247 Park, L. B. S. Marg,
Vikhroli (West),
Mumbai - 400 083.
Tel . No. + 91 22 4918 6270
Fax No. + 91 22 4918 6060

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

Website: www.felindia.in

INVESTOR EMAIL ID

Investorrelations@futuregroup.in

CORPORATE IDENTITY NUMBER

L52399MH1987PLC044954

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MANAGEMENT DISCUSSION AND ANALYSIS

Economic Overview

India focused on saving lives and livelihoods by its willingness to take short-term pain for long-term gain, at the onset of the COVID-19 pandemic. An early, intense lockdown provided a strategy to save lives and preserve livelihoods via economic recovery in the medium to long-term. A public investment programme centered around the National Infrastructure Pipeline to accelerate the demand push and further the recovery was rolled out.

As per the Reserve Bank of India's (RBI) estimates, India's real GDP growth is projected at 9.5% in FY22, which includes growth of 18.5% in the first quarter of FY22; 7.9% growth in the second quarter of FY22; 7.2% growth in the third quarter of FY22 and 6.6% growth in the fourth quarter of FY22. A V-shaped recovery is expected, and there has been a resurgence in high frequency indicators such as power demand, e-way bills, GST collection, steel consumption, etc.

As anticipated, while the lockdown resulted in a 23.9 per cent contraction in GDP in Q1, the recovery has been a V-shaped one as seen in the 7.5 per cent decline in Q2 and the recovery across all key economic indicators. Starting July, a resilient V-shaped recovery is underway, as demonstrated by the recovery in GDP growth in Q2 after the sharp decline in Q1, a sustained resurgence in high frequency indicators such as power demand, E-way bills, GST collection, steel consumption, etc. The reignited inter and intra state movement and record-high monthly GST collections have marked the unlocking of industrial and commercial activity. A sharp rise in commercial paper issuances, easing yields, and sturdy credit growth to MSMEs portend revamped credit flows for enterprises to survive and grow. Imports contracted more sharply than exports, with Forex reserves rising to cover 18 months of imports. Inflation, mainly driven by food prices, remained above 6 per cent for much of the year; the softening in December suggests easing of supply-side constraints.

India's GDP is estimated to contract by 7.7 per cent in FY2020-21, composed of a sharp 15.7 per cent decline in first half and a modest 0.1 per cent fall in the second half. Sector-wise, agriculture has remained the silver lining while contact-based services, manufacturing, construction were hit hardest, and have been recovering steadily. Government consumption and net exports have cushioned the growth from diving further down.

The V-shaped economic recovery is supported by the initiation of a mega vaccination drive with hopes of a robust recovery in the services sector. Together, prospects for robust growth in consumption and investment have been rekindled with the estimated real GDP growth for FY 2021-22 at 11 per cent, though second wave of Covid-19 during the first quarter of the financial year could prove a dampener to the estimated real GDP growth rate.

Operational Overview

Future Enterprises Limited (FEL) is a leading integrated fashion business, home to distinguished fashion labels and well-established retail destinations. It is fashion manufacturing company of Future Group and it will continue to operate in fashion consolidation having vast experience in predicting trends.

FY 2021 was challenging year for the business. Revenues declined sharply due to the pandemic, coupled with the lockdown impacted the operations of shopping malls and retail stores across all states. Restrictions on movements of employees, customers and goods - during the early stage of the lockdown-impacted the retail trade severely. Hence, the off-take of fashion merchandise by the retail companies was severely impacted. Company focused on rationalising its cost base aggressively.

There is going to be significant challenges in the short to medium term as the country is slowly recovering from the second wave of COVID-19 and the government taking measures to bring back life to normalcy in a phased manner.

Awards & Recognition

The Group as well as the Company had been recognised and awarded for its various initiatives in the retail sector from time to time. The Company now being part of the B2B business initiative, there is no specific categories in which it would be recognised and awarded as in past. However, the various initiatives of the Company, are helping the other retail formats of the Group to compete for various award categories and get recognitions as in past.

Competition

Considering the industry in which the Company operates and the challenges of understanding these markets, the responsibility to understand and cater to the needs of the customer is a substantial risk. With the increasing competition, current state of the textile and

apparel industry, and the frequent change in customer expectations as a result of the pandemic, the risk of company losing its market share is also something the company evaluates on an ongoing basis. The Company's B2B customers has a strong digital presence and is leveraging the same to thrive during these times which has witnessed an increase in overall customer base shifting to online buying. Frequent interactions with the customers and various other initiatives are undertaken by the Company to sustain during such unprecedented times.

Human Resource Initiatives

At FEL we believe that our employees are the cornerstone of our growth and progress and they are the Company's most valuable asset. The Company has employee-friendly policies and promotes a healthy work culture which is essential for overall development of the employees. We understand the importance of work life balance and we make constant efforts to encourage a culture with emphasis on the same. The industrial relations remained generally cordial throughout the year under review. The Company continues to focus on overall individual development and the aspirational needs of employees are kept in mind while formulating various policies.

The outbreak of COVID-19 pandemic and the subsequent lockdowns created a lot of disruption, panic and uncertainty. The pandemic has disrupted organizations and led everyone to think differently about their role in a new work environment while ensuring health, safety and well-being of the employees and their families. We have taken certain initiatives to help our employees and their families including organising COVID-19 vaccination for employees and providing them access to medical care facilities.

Business Outlook

The Government of India is working on major initiatives and reforms in the Textile and Apparel sector, including launch of a 'Mega Integrated Textile Region and Apparel (MITRA) Park' scheme to establish seven textile parks with state-of-the-art infrastructure, common utilities and R&D lab over a three-year period; starting a focused product scheme; positioning the country as a global hub in the man-made fibre (MMF) and technical textiles segments. Competitive advantage, robust demand, favourable government policies, increasing investments and urbanisation are expected to be the key drivers for revival of the industry.

The fashion and apparel industry witnessed signs of recovery since Q3, FY 21 during the festive period.

The sector continued to improve since festive period until it got hit by second covid wave in March. The sector is expected to rebound from second half of the year, as India's consumption patterns are expected to revive. The priorities of industry players will be that stores remain operational, manage cash flows tightly, leverage digital platforms and ensure customer and employee safety by following all protocols and ensure faster vaccination for all their employees.

India ranks 2nd as the largest producer of textiles and garments and is the 5th largest exporter of textiles spanning apparel, home and technical products. The Indian textile and apparel industry is set for growth, buoyed by both strong domestic consumption as well as export demand. Favourable demographic, rising per capital income and a shift in customer preference to branded products is expected to revive the textile and apparel industry which has been severely impacted by the COVID-19 pandemic.

Risks and Threats

The pandemic has been a unique economic shock that has triggered both supply and demand side shocks simultaneously across economies around the world. Increased uncertainty, lower confidence, loss of incomes, weaker growth prospects, fear of contagion, curtailment of spending options due to closure of all contact-sensitive activities, the triggering of precautionary savings, risk aversion among businesses and resultant fall in consumption and investment – leading to the first order demand shock. The supply chain disruptions caused by closure of economic activity and restricted movement of labour lead to the first order supply shocks.

The first order supply side disruptions potentially created second round effects on both demand and supply. The initial supply shock, resulting in wage and income loss, could impact aggregate demand and impair productive capacity leading to supply shocks. These effects were further amplified through international trade and financial linkages, dampening global activity and pushing commodity prices down. The feedback loops of demand and supply generated potential hysteresis effects - when households demand less, firms get reduced revenues, which feeds into reduced activity by firms, and thus reduced household income.

The policies to 'flatten the epidemiological curve', therefore, needed to be accompanied by economic policies designed and targeted to mitigate the resulting shock to the economic system and 'flatten the

recession curve'. There was, however, unprecedented uncertainty about the potential spread of the pandemic. The pandemic, therefore, posed unprecedented dilemmas before policymakers – lives vs livelihoods and flattening the twin curves of pandemic and the resultant economic recession.

Internal controls and their adequacy

Company's internal controls and risk management practices are validated periodically with suitable review mechanisms in place. The internal control over Financial Reporting is the bedrock for the risk and control framework for Company. The companies Act 2013 requires the Board of Directors and statutory auditors of the Company to comment on sufficiency of internal controls.

FEL has instituted the three lines of defence model, viz. (i) management and internal control measures, (ii) financials controls, risk management practices, security measures and compliance oversight, and (iii) a robust internal audit function providing the third level of defence.

The Company has identified key external and internal risks associated with the operations as well as control process to mitigate such risks. Further, regular review of identification of risks and control process to mitigate such identified risks ensures new evolved risks are identified well within time and appropriate control process to counter such risks is established. All such internal controls and their adequacy, financial and risk management policies, significant audit findings, compliance with accounting and or other standards are regularly reviewed by the Audit Committee.

Review of Financial Performance of the Company for the year under review.

Sales: The Company's Sales and Other Operating Income has decreased from ₹ 4,043.15 Crore in previous twelve months to ₹ 886.93 Crore with YOY de-growth of 78.06 % for the financial year ended March 31, 2021. The Covid-19 pandemic has had a significant impact on business. Operational challenges mounted due to restricted movement and disrupted supply lines.

Loss Before Tax: Loss Before Tax (including exceptional items) of the Company for financial year ended March 31, 2021 stood at ₹ 1,067.79 Crore as compared to Loss Before Tax of ₹ 325.36 Crore during the previous twelve months.

Interest: Interest & Financial charges outflow has Increased from ₹ 635.75 Crore incurred in previous twelve months to ₹ 717.00 Crore for financial year ended March 31, 2021 due to increase in debt.

Net Profit/Loss: Net Loss (including exceptional items) of the Company for financial year ended March 31, 2021 stood at ₹ 1,049.90 Crore as compared to Net loss of ₹ 288.50 Crore in the previous twelve months with increase of ₹ 761.40 Crore over the previous twelve months due to Covid-19 pandemic which had significant impact on business of the Company.

Dividend: While considering the Company's dividend distribution policy, the uncertainties created by COVID-19 and in view of Loss during the year under review, the Board has not recommended any dividend for the financial year ended March 31, 2021.

Capital Employed: The capital employed (net of cash) in the business is ₹ 9,013.71 Crore as at March 31, 2021. Return on capital employed (EBIDTA including exceptional item/average capital employed) during FY 2020-21 is 2.75% as compared to 11.58% during FY 2019-20.

Surplus management: The Company have cash loss of ₹ 439.12 Crore (without impact of IND AS) for financial year ended March 31, 2021 as compared to cash profit of ₹ 517.46 Crore in the previous twelve months.

Equity Share Capital: The equity share capital of the Company ₹ 98.86 Crore during the financial year under review.

Debt-Equity: Debt-Equity ratio of the Company was 2.52 times as at March 31, 2021.

Earnings Per Share (EPS): The Company's Basic EPS has gone down from ₹ (5.84) per share in previous financial year to ₹ (21.24) per share for the current financial year ended March 31, 2021.

Cash Earnings Per Share (CEPS): The Company's Cash Earnings per Share (CEPS) has decreased to ₹ (8.23) in current financial year in comparison to ₹ 9.70 in the preceding financial year.

Investment: The Company's investment portfolio has decreased from ₹ 1,233.44 Crore to ₹ 1,180.52 Crore during the current financial year ended March 31, 2021. The decreased in investment during the financial year is mainly due to divestment in equity of Livquick

Technology (India) Private Limited, debentures of Galaxy Cloud Kitchens Limited, 9% Corporate bonds of Mahindra & Mahindra Financial Services Limited and 8.45% Corporate bonds of Bajaj Finance Limited.

Net worth: The Net worth of the Company has decreased from ₹ 3,630.36 crore to ₹ 2,573.41 mainly due to Loss for the current year.

Details of significant changes (i.e. changes of 25% or more as compared to immediately previous financial year) in key financial ratios along with detailed explanations therefor, including:

Debtors Turnover	0.43
Inventory Turnover	0.82
Interest Coverage Ratio	0.36
Current Ratio	1.03
Debt Equity Ratio	2.52
Gross Margin	26.50%
Net Margin	(118.37%)
Return on Net Worth	(33.85%)

Details of significant changes in the key financial ratios:

1. Debtors Turnover and Inventory Turnover: It has been adversely affected due to decline in revenue on account of COVID-19.

2. Current Ratio: It has been adversely affected due to decline in revenue and profitability on account of COVID-19.
3. Interest coverage ratio: It has been adversely affected due to decline in profitability on account of COVID-19.
4. Debt*-Equity ratio and Return on Net Worth: Ratios have been adversely impacted due to decline in profitability on account of COVID-19 and increase in borrowings.
5. Net Profit Margin: It has been adversely affected due to decline in profitability on account of COVID-19.

**Debt = Borrowings (excluding Lease Liabilities accounted as per Ind AS 116)*

CAUTIONARY STATEMENT

The statement forming part of this Report may contain certain forward-looking remarks with meaning of applicable Laws and Regulations. Many factors could cause the actual results, performances, or achievements of the Company to be materially different from any future results, performances, achievements. Significant factors that could make difference to the Company's operations include domestic and international economic conditions, changes in government regulations, tax regime and other statutes.

DIRECTORS' REPORT

To
The Members,

Your Directors are pleased to present the Thirty-Third Annual Report of the Company together with the Audited financial statements for the financial year ended March 31, 2021.

FINANCIAL HIGHLIGHTS:

The financial performance of the Company is as follows:

(₹ in Crore)

Particulars	Financial Year 2020-21		Financial Year 2019-20	
	Standalone	Consolidated	Standalone	Consolidated
Revenue from operations	886.93	1422.14	4,043.15	5,365.66
Other Income	132.87	168.54	42.05	67.40
Total Income	1019.80	1590.68	4085.20	5,433.06
Profit / (Loss) before Depreciation & Tax	(458.05)	(457.18)	535.32	627.21
Less : Depreciation	609.74	780.88	860.68	1,033.72
Profit / (Loss) before tax	(1067.79)	(1238.06)	(325.36)	(406.51)
Less : Tax expense	(17.89)	(17.89)	(36.86)	(37.00)
Profit / (Loss) after Tax	(1049.90)	(1220.17)	(288.50)	(369.51)
Other Comprehensive Income for the year	(6.16)	(13.73)	(12.26)	10.10
Total Comprehensive Income for the year	(1056.06)	(1233.90)	(300.76)	(359.41)
Earnings Per Equity Share of Face Value of ₹ 2/- each				
- Basic and Diluted (in ₹)	(21.24)	(22.69)	(5.84)	(6.71)
Earnings Per Equity Shares - Class B (Series 1) of Face Value of ₹ 2/- each				
- Basic and Diluted (in ₹)	(21.24)	(22.69)	(5.84)	(6.71)

REVIEW OF PERFORMANCE

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. During the year under review, the Company earned a total income on consolidated basis of ₹ 1590.68 crore compared to ₹ 5,433.06 crore in previous year resulting in decrease of 70.72% in consolidated revenue. Further the Company incurred losses of ₹ 1220.17 crore for the year under review compared to loss of ₹ 369.51 crore in previous year.

Furthermore, during the year under review, there was no material change in nature of business of the Company.

COVID 19

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.

COMPOSITE SCHEME OF ARRANGEMENT

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:

- merger of Future Consumer Limited (Transferor Company 1"), Future Lifestyle Fashions Limited ("Transferor Company 2"), Future Market Networks Limited ("Transferor Company 3"), Future Retail

Limited ("Transferor Company 4"), Future Supply Chain Solutions Limited ("Transferor Company 5"), FutureBazaar India Limited ("Transferor Company 6"), Acute Retail Infra Private Limited ("Transferor Company 7"), Basuti Sales and Trading Private Limited ("Transferor Company 8"), Brattle Foods Private Limited ("Transferor Company 9"), Chirag Operating Lease Co. Private Limited ("Transferor Company 10"), Hare Krishna Operating Lease Private Limited ("Transferor Company 11"), Nice Texcot Trading & Agency Private Limited ("Transferor Company 12"), Nishta Mall Management Company Private Limited ("Transferor Company 13"), Ojas Tradelease and Mall Management Private Limited ("Transferor Company 14"), Precision Realty Developers Private Limited ("Transferor Company 15"), Rivaaz Trade Ventures Private Limited ("Transferor Company 16"), Syntex Trading and Agency Private Limited ("Transferor Company 17"), Taquito Lease Operators Private Limited ("Transferor Company 18") and Unique Malls Private Limited ("Transferor Company 19") collectively referred to as "Transferor Companies" with Future Enterprises Limited ("the Company" or "FEL" or "Transferee Company") and their respective Shareholders and Creditors, between Future Enterprises Limited ("FEL") and Reliance Retail Ventures Limited ("RRVL") and their respective shareholders and creditors and between Future Enterprises Limited and Reliance Retail and Fashion Lifestyle Limited ("RRVL WOS") and their respective shareholders and creditors ("The Composite Scheme of Arrangement" / Scheme"), pursuant to Sections 230 to 232 and other relevant provisions of the Companies Act, 2013.

Pursuant to the Scheme becoming effective, the shareholders of FRL, FCL, FMNL, FLFL and FSC will be allotted equity shares of the Company in the ratio as mentioned in the Scheme.

Fractional entitlement arising out of the aforesaid allotment were consolidated and allotted to one of the persons nominated by the Board. Sale Proceeds of these shares was distributed to shareholders who were entitled to such fractional shares. The new shares to be issued to the shareholders of Transferor Companies in terms of aforesaid share entitlement ratio shall rank *pari passu* in all respects with the existing equity shares of the Company and accordingly be listed on the aforesaid stock exchanges, subject to obtaining necessary regulatory approvals.

No shares would be issued upon merger of wholly owned subsidiary, Future Bazaar India Limited

(FBIL) and its wholly owned subsidiary companies, pursuant to the Scheme, since merging with holding company.

- (ii) Transfer and vesting of the Logistics & Warehousing Undertaking from the Company, 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 the Company as a going concern on a slump sale basis to Reliance Retail and Fashion Lifestyle Limited, a wholly owned subsidiary of RRVL ("RRVL WOS");
- (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.

The Company is awaiting directions from National Company Law Tribunal (NCLT) for convening the meetings of the shareholders and creditors for their approval.

SHARE CAPITAL

During the year under review, the Company has not issued and allotted any Shares.

DIVIDEND AND RESERVES

In view of losses the Company could not recommend any dividend for the year under review.

As per Regulation 43A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirement) Regulation, 2015 ("Listing Regulations"), Dividend Distribution Policy is given as **Annexure I** to this

Report and same is also available on the website of the Company at the weblink: https://felindia.in/pdf/Dividend_Distribution_Policy.pdf.

In view of the losses, the Board has noted that no amount can be transferred to General Reserve for the year under review.

INVESTMENTS

During the year under review, the Company has made following investment which are as under:

- Joint Venture / SPV Company

The Company has made further investment of ₹ 7.15 Crore in Future Generali India Life Insurance Company Limited, ₹ 7.38 Crore in Sprint Advisory Services Private Limited as a part of its entitlements and unsubscribed portion of other shareholders in Rights issue.

DIVESTMENTS

On August 11, 2020 Company has transferred 11,68,116 Compulsory Convertible Debentures (CCDs) of Galaxy Cloud Kitchens Limited ("Galaxy") to Central Departmental Stores Private Limited, Promoter Group Company by way of inter-se transfer.

DEBENTURES

During the year under review, the Company has not carried out any fresh issue of Non-Convertible Debentures in current financial year. The Company has Listed, Secured, Non-Convertible Debentures (NCDs) aggregating to ₹ 3878 crore outstanding as on March 31, 2021 and as on that date there was overdue of interest to the extent of ₹ 207.93 crore. The Company has implemented One Time Restructuring (OTR) under Reserve Bank of India Circular no. DOR. No. BP/3/21.04.048/2020-21 dated August 6, 2020 regularising all such overdues.

ONE TIME RESOLUTION PLAN (OTR)

During the year, the COVID-19 pandemic had deeply impacted the long-term business viability and led to significant financial stress on the business of the Company. The debt burden had become disproportionate relative to the cash flow generated by the Company owing to the multiple and prolonged lockdowns since pandemic surfaced, posing significant financial stability risks to the business.

As per 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 and Debentures has been converted into Funded Interest Term Loan (FITL).

PUBLIC DEPOSITS

During the current financial year, the Company has accepted Fixed Deposits from its Members and Public in accordance with the provisions of Sections 73 and 76 and other applicable provisions of the of the Companies Act, 2013 ("the Act") and the Companies (Acceptance of Deposits) Rules, 2014.

The details relating to Deposits in terms of Rule 8(5) (v) of the Companies (Accounts) Rules, 2014 are given hereinunder:

Sr. No.	Particulars	Amount (₹ Crore)												
1.	Deposits accepted during the year	2.91												
2.	Deposit remaining unpaid or unclaimed at the end of the year	-												
3.	Whether there has been any default in repayment of deposits or payment:													
	<table> <tr> <th>Particulars</th><th>Number of such cases</th><th>Total Amount Involved</th></tr> <tr> <td>At the beginning of the year</td><td>-</td><td>-</td></tr> <tr> <td>Maximum during the year</td><td>-</td><td>-</td></tr> <tr> <td>At the end of the year</td><td>-</td><td>-</td></tr> </table>	Particulars	Number of such cases	Total Amount Involved	At the beginning of the year	-	-	Maximum during the year	-	-	At the end of the year	-	-	
Particulars	Number of such cases	Total Amount Involved												
At the beginning of the year	-	-												
Maximum during the year	-	-												
At the end of the year	-	-												
4.	Details of the deposits which are not in compliance with the requirements of Chapter V of the Act	-												

The Company has received a declaration as a part of Fixed Deposit Application form, from its Directors, at the time of receipt of money, declaring that the amount is not being given out of funds acquired by him by way of any kind of borrowing or accepting loans or deposits from others.

MANAGEMENT DISCUSSION & ANALYSIS

The Management Discussion and Analysis Report as required under Regulation 34 read with Schedule V of the Listing Regulations, forms part of the Annual Report.

CORPORATE GOVERNANCE

A Report on Corporate Governance along with a Certificate from the Statutory Auditors of the Company regarding the compliance with the conditions of Corporate Governance as stipulated under Regulation 17 to 27 read with Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), forms part of the Annual Report.

POLICIES AND DISCLOSURE REQUIREMENTS

The Company has in *inter-alia* following policies and code of conduct duly approved by the Board of Directors of the Company:

- Details of programmes for familiarization of Independent Directors with the Company are available on the website of the Company at the link https://felindia.in/pdf/Details_of_Familiarisation_Programs_Imparted_to_Independent_Directors.pdf
- Policy for determining material subsidiaries of the Company is available on the website of the Company at the link https://felindia.in/pdf/Policy_For_Material_Subsiary.pdf
- Policy for determining Materiality of Events of the Company is available on the website of the Company at the link https://felindia.in/pdf/Policy_For_Determining_Materiality_Of_Events.pdf
- Archival policy of the Company is available on the website of the Company at the link https://felindia.in/pdf/Archival_Policy.pdf
- Policy for determining the code of conduct of board of directors and senior management personnel of the Company is available on the website of the Company at the link <https://felindia.in/pdf/code-of-conduct.pdf>
- The Remuneration Policy is available on the website of the Company at the link https://felindia.in/pdf/Remuneration_Policy.pdf
- Policy on dealing with related party transactions is available on the website of the Company at the link https://felindia.in/pdf/Related_Party_Transaction_Policy.pdf
- The Dividend distribution policy is given as Annexure - I to this Report. The same is also available on the

website of the Company at the link https://felindia.in/pdf/Dividend_Distribution_Policy.pdf

Furthermore, the foregoing policies are approved and revised by the Board of Director (including concerned committees) from time to time.

NUMBER OF BOARD MEETINGS

The Board of Directors has met 7 (Seven) times and one adjourned meeting during the financial year 2020-21. The details of Board meetings and the attendance of the Directors therein are provided in the Corporate Governance Report which forms part of the Annual Report.

COMMITTEES OF THE BOARD OF DIRECTORS

Details of Committees of the Company along with their terms of reference, composition and meetings held during the year, are provided in the Corporate Governance Report, which forms part of the Annual Report.

SUBSIDIARY COMPANIES

The Company has following Subsidiaries (including step down subsidiaries), as at the end of financial year ended March 31, 2021.

Futurebazaar India Limited

Futurebazaar India Limited ("FBIL") is a wholly owned subsidiary and is set up as the e-Retailing arm of the Future Group for providing on-line shopping experience through e-portal www.futurebazaar.com. FBIL is successfully operating its e-retailing business and during the financial year ended March 31, 2021, it has registered total income amounting to ₹ NIL and its net loss stood at ₹ 0.30 crore.

Future Media (India) Limited

Future Media (India) Limited ("FMIL") is the Future Group's media venture, aimed at creation of media properties in the ambience of consumption and thus offers active engagement to brands and consumers. The Company holds equity capital of 93.10% in FMIL however, considering the total capital comprising of convertible preference capital the Company's holding in the total capital of FMIL works out to 35.37%. FMIL also has Convertible Preference Shares, which has not yet been converted into equity shares. During the financial year ended March 31, 2021, FMIL registered total income amounting to ₹ 4.15 crore and the net loss stood at ₹ 3.02 crore.

Bluerock eServices Private Limited

Bluerock eServices Private Limited ("BEPL") is wholly owned subsidiary of the Company. BEPL deals in the business of providing services for operation and maintenance of IT enabled platforms. BEPL has earned total income of ₹ 0.09 crore & incurred net loss of ₹ 0.23 crore during the year ended March 31, 2021.

Future E-Commerce Infrastructure Limited

Future E-Commerce Infrastructure Limited ("FECIL") is to capture the consumption space through the internet, as well as other technology based and digital modes and provide infrastructure services for the same. The Company holds equity capital of 86.71% however, considering total capital comprising of convertible preference capital the Company's holding in the total capital of FECIL works out to 40.33%. FECIL also has convertible preference shares, which has not yet been converted into equity shares. During the financial year ended March 31, 2021, FECIL registered total income amounting to ₹ 0.05 crore and the net loss stood at ₹ 0.11 crore.

Future Merchandising & Sourcing Pte. Ltd.

Future Merchandising & Sourcing Pte. Limited (FMSPL) is wholly owned subsidiary of company based in Singapore to undertake the activity of global sourcing of food, fashion, footwear and others from international markets.

FMSPL has earned total income of ₹ NIL & incurred net loss of ₹ 0.08 Crore during the period ended March 19, 2021.

FMSPL ceased to be subsidiary of the Company with effect from July 5, 2021.

Ritvika Trading Private Limited

The Company acquired 100% equity share capital of Ritvika Trading Private Limited ("RTPL") on November 19, 2018 and consequently RTPL became the wholly owned subsidiary of the Company. The RTPL is in the business of buying, selling, importing, exporting, supplying, trading, dealing in all types of goods and services. During the financial year ended March 31, 2021, RTPL registered total income amounting to ₹ NIL and the net loss stood at ₹ 0.26 crore.

Future Supply Chain Solutions Limited

Future Supply Chain Solutions Limited ("FSCSL") covers the entire gamut of supply chain services across logistics value chain including smart warehousing, an efficient transportation and distribution system, temperature-controlled logistics and last mile delivery logistics. The solution architecture is orchestrated through sophisticated and highly automated state-of-the-

art technology systems, pan-India distribution network, integrated warehouse management systems and hub and spoke transportation model enabling innovative service offering to the customers in an optimised and cost-efficient manner.

FSCSL has registered total income amounting to ₹ 500.28 crore and the earned net loss of ₹ 184.36 crore during the year ended March 31, 2021.

Leanbox Logistics Solutions Pvt Ltd.

Leanbox Logistics Solutions Pvt Ltd. (LLSL) is engaged in business of providing technology driven logistics and delivery solutions to general retailers/retail stores and wholesale trading of FMCG products. LLSL is Associate of FSCSL. LLSL has earned total income of ₹ 68.85 crore & incurred net loss of ₹ 1.32 crore during the year ended March 31, 2021.

ASSOCIATE COMPANY

Work Stores Limited

Work Stores Limited ("WSL") is designed to capture the consumption space of office supplies, office equipment and products. WSL was formed as a joint venture between the Company and Staples Asia Investment Limited (a subsidiary of Staples Inc USA). Your Company holds equity capital of 41.57% in WSL. During the financial year ended March 31, 2021, WSL has registered total income amounting to ₹ 85.84 crore and the net profit stood at ₹ 1.81 crore.

JOINT VENTURES

Apollo Design Apparel Parks Limited and Goldmohur Design & Apparel Park Limited

The Company has entered joint venture with National Textile Corporation (NTC) for the restructuring and development of the Apollo Mills and Goldmohur Mills situated in Mumbai. For the same two separate SPV companies have been created viz. Apollo Design Apparel Parks Limited ("ADAPL") & Goldmohur Design & Apparel Park Limited ("GDAPL"). The ADAPL & GDAPL would be working for the restructuring and development of the Apollo Mills and Goldmohur Mills, respectively as per the memorandum of understanding and other documents signed between Company and NTC. During the financial year ended March 31, 2021, ADAPL registered total income amounting to ₹ 18.71 crore and earned net loss of ₹ 1.05 crore. Furthermore, GDAPL registered total income amounting to ₹ 20.74 crore and earned net loss of ₹ 1.40 crore.

Future Generali India Life Insurance Company Limited

Future Generali India Life Insurance Company Limited ("FGI-Life") is Company's joint venture with Participatie Maatascchappij Graafsschap Holland NV, (Generali) in the Life insurance sector. FGI-Life has introduced many insurance products to suit requirements of various categories of customers. During the financial year ended March 31, 2021, FGI-Life has registered total income of ₹ 1823.97 crore and net loss of ₹ 117.84 crore.

Future Generali India Insurance Company Limited

Future Generali India Insurance Company Limited ("FGI-Nonlife") is Company's joint venture with Participatie Maatascchappij Graafsschap Holland NV, (Generali) in the general insurance sector. FGI-Nonlife has introduced insurance products for various general insurance needs of the different categories of customers. During the financial year ended March 31, 2021, FGI-Nonlife has registered total income of ₹ 2603.03 crore and net profit of ₹ 134.24 crore.

Shendra Advisory Services Private Limited

Shendra Advisory Services Private Limited ("Shendra") is a SPV with respect to the Company's insurance arm Future Generali India Insurance Company Limited. During the financial year ended March 31, 2021, Shendra has registered total income of ₹ 0.16 crore and net profit of ₹ 0.03 crore.

Sprint Advisory Services Private Limited

Sprint Advisory Services Private Limited ("Sprint") is a SPV with respect to the Company's insurance arm Future Generali India Life Insurance Company Limited. During the financial year ended March 31, 2021, Sprint has registered total income of ₹ NIL and net loss of ₹ 0.16 crore.

Separate statement containing the salient features of the financial statements of subsidiaries and associate companies including joint ventures is provided in Form AOC-1 forming part of financial statements of the Company.

CONSOLIDATED FINANCIAL STATEMENTS

Your Directors have pleasure in attaching the Consolidated Financial Statement which is prepared in accordance with the Accounting Standards prescribed by the Institute of Chartered Accountants of India in this regard.

Pursuant to the provisions of Section 129(3) of the Companies Act, 2013, a statement containing salient features of the financial statements of the Company's

subsidiaries, associates and Joint Venture Companies as on March 31, 2021 in the prescribed Form AOC-1 is attached to the Financial Statements of the Company, which forms part of this Annual Report.

In accordance to the provisions of Section 136(1) of the Act, the Annual report of the Company, containing therein the audited standalone and 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 at a weblink – www.felindia.in. The audited financial statements in respect of subsidiaries shall also be available for electronic inspection without any fees by the Members and 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.

DIRECTORS

During the year under review, Mr. V. K. Chopra, ceased to be Chairman and Independent Director of the Company w.e.f. March 5, 2021 upon completion of his term and consequently ceased to vacant office from the various Committees of the Board in which he was a Member / Chairman with effect from the said date.

The Board recorded its appreciation on behalf of the Company for the valuable services rendered by Mr. V. K. Chopra during his tenure as Director and Chairman of the Board.

Ms. Malini Chopra was appointed as an Additional Director on February 12, 2021 for a period of 5 (Five) years.

Mr. Chandra Prakash Toshniwal was appointed as an Additional Non-Executive Director on March 31, 2021.

During the Current Financial year Mr. Vijay Biyani has been re-designated as Chairman & Managing Director w.e.f. (July 30, 2021).

In terms of section 152 of the Act, Mr. Vijay Biyani (DIN 00005827) is liable to retire by rotation and being eligible, offers himself for re-appointment.

The Company has also received requisite declarations/disclosures from the Directors seeking appointment / re-appointment. Additional information as required pursuant to regulation 36(3) of the Listing Regulations and Secretarial Standard on General Meeting (SS-2),

in respect of the Directors seeking appointments / re-appointment at the forthcoming Annual General Meeting (AGM) are given in the Notice convening the AGM.

KEY MANAGERIAL PERSONNEL

Mr. Dinesh Maheshwari, resigned as Executive Director and Chief Financial Officer ("CFO") of the Company with effect from the closure of the business hours on December 31, 2020 and accordingly he ceased to be a director and member of various committees of the Board and CFO with effect from the said date.

The Board placed on record its appreciation for the valuable contribution & support made by Mr. Dinesh Maheshwari during his tenure as Executive Director and Chief Financial Officer of the Company.

Mr. Bhagchand Baser has been appointed as the Deputy Chief Financial Officer of the Company with effect from July 30, 2021.

DECLARATION OF INDEPENDENCE

The Company has received necessary declarations from all the Independent Directors that they meet the criteria of independence laid down in Section 149(6) of the Act and Regulation 16(1)(b) of the Listing Regulations and that they are not aware of any circumstance or situation, which exist or may be reasonably anticipated which could impair or impact their ability to discharge their duties with an objective of independent judgment and without any external influence.

Further, a confirmation in connection with enrolment in the Data Bank created by Ministry of Corporate Affairs for Independent Directors, has been received from all the Independent Directors of the Company

POLICY ON DIRECTORS' APPOINTMENT AND REMUNERATION

The Company's policy on directors' appointment and remuneration and other matters provided in section 178(3) of the Act, has been disclosed in the Corporate Governance Report, which forms part of this Annual Report.

PARTICULARS OF EMPLOYEE STOCK OPTION PLAN, 2015 ("FEL ESOP, 2015") AND EMPLOYEE STOCK OPTION PLAN, 2019 ("FEL ESOP, 2019")

During the year under review, the Nomination and Remuneration Committee has cancelled 23,67,500 Stock Options under Employee Stock Option Plan, 2015 ("FEL ESOP 2015") and 43,39,208 Restrictive Stock Units under Employee Stock Option Plan, 2019 ("FEL ESOP 2019")

The applicable disclosures as stipulated under Rule 12 of Companies (Share Capital and Debentures) Rules, 2014

and SEBI (Share Based Employee Benefits) Regulation, 2014 as on March 31, 2021 with regard to ESOP, 2015 and ESOP, 2019 are provided in **Annexure II** to this Report.

EXTRACT OF ANNUAL RETURN

In terms of provisions of Section 92(3) of the Act and Rule 12 of the Companies (Management and Administration) Rules, 2014, the Annual Return for FY 2020-21 is available on the Company's website at https://felindia.in/Annual_Return.html.

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, guarantee provided and investment made by the Company which are covered under the provision of Section 186 of the Act, is provided in note no. 46 of Notes forming part of Financial Statements.

PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES

During the year under review, all transactions entered into by the Company with related parties as defined under the Act and the Listing Regulations, were in the ordinary course of business and on an arm's length basis. There were no materially significant transactions with the related parties during the financial year which were in conflict with the interest of the Company. Disclosure of transactions with related parties as required under the Indian Accounting Standard (Ind AS) has been made in the notes forming part of the financial statements.

Particulars of contract or arrangements with related parties referred to in section 188(1) of the Act, in the prescribed Form AOC-2, is appended as **Annexure III**, which forms part of this Report.

SIGNIFICANT AND MATERIAL ORDERS

There are no significant and material orders passed by the regulators or courts or tribunals impacting the going concern status and the Company's operations in future.

INVESTOR EDUCATION AND PROTECTION FUND (IEPF)

Pursuant to the Section 124 and other applicable provisions of the Act read with the IEPF Authority (Accounting, Audit, Transfer and Refund Rules, 2016, all unpaid or unclaimed dividends are required to be transferred by the Company to the IEPF established by the Government of India, after completion of seven years.

Accordingly, the Company has transferred the unclaimed and unpaid dividends of ₹ 9,37,868/- relating to financial year 2011-12.

MATERIAL CHANGES AND COMMITMENTS

Your Directors further state that there were no material changes that could have an impact on the financial position of the Company from the date of closure of financial year under review till the date of signing of this report.

FUTURE OUTLOOK

The Government of India is working on major initiatives and reforms in the Textile and Apparel sector, including launch of a 'Mega Integrated Textile Region and Apparel (MITRA) Park' scheme to establish seven textile parks with state-of-the-art infrastructure, common utilities and R&D lab over a three-year period; starting a focused product scheme; positioning the country as a global hub in the man-made fibre (MMF) and technical textiles segments. Competitive advantage, robust demand, favourable government policies, increasing investments and urbanisation are expected to be the key drivers for revival of the industry.

The fashion and apparel industry witnessed signs of recovery since Q3, FY 21 during the festive period. The sector continued to improve since festive period until it got hit by second covid wave in March. The sector is expected to rebound from second half of the year, as India's consumption patterns are expected to revive. The priorities of industry players will be that stores remain operational, manage cash flows tightly, leverage digital platforms and ensure customer and employee safety by following all protocols and ensure faster vaccination for all their employees.

India ranks 2nd as the largest producer of textiles and garments and is the 5th largest exporter of textiles spanning apparel, home and technical products. The Indian textile and apparel industry is set for growth, buoyed by both strong domestic consumption as well as export demand. Favourable demographic, rising per capital income and a shift in customer preference to branded products is expected to revive the textile and apparel industry which has been severely impacted by the COVID-19 pandemic.

VIGIL MECHANISM

The Company has established a vigil mechanism to provide a framework to promote responsible and secure whistle blowing and to provide a channel to the employee(s) and Directors 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, as adopted / framed from time to time. The mechanism provides for adequate safeguards against victimisation of employees and Directors to avail of the mechanism and also provide for direct access to the Chairman of the Audit Committee in exceptional cases.

The Company has formulated and disseminated a Whistle Blower Policy to provide Vigil Mechanism for employees and Directors of the Company to report genuine concerns that could have serious impact on the operations and performance of the business of the Company. This Policy is in compliance with the provisions of the Act and the regulations of the Listing Regulations.

Furthermore, the policy outlining this mechanism is approved and revised by the Board of Directors from time to time.

AUDITORS AND AUDITORS' REPORT

As per Section 139 of the Act and the rules made thereunder, M/s. DMKH & Co., Chartered Accountants, (Firm Registration No.: 116886W) was appointed as the Statutory Auditors of the Company to hold office for a period of 5 (Five) years consecutive years from the conclusion of the 29th Annual General Meeting of the Company held on August 29, 2017 till the conclusion of the 34th Annual General Meeting to be held in the year 2022.

The Company has received a written confirmation from the M/s DMKH & Co., Chartered Accountants, for their appointment as Statutory Auditors that their continued appointment shall be in accordance with the criteria and provisions as provided under Section 139 and 141 of the Act and rules made thereunder.

The statutory auditors included qualifications in their report on the Consolidated Financial Statements for the year 2020-21. The Audit Committee and Board of Directors at their respective meetings held while approving the said Financial Statements reviewed such qualifications and provided appropriate explanations.

A statement containing the details of qualifications explanations by the Board and impact of the qualifications as required under Section 134(3)(f) and regulation 34(2), 33(3)(d) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 are as follows:

a) Results of Step down subsidiaries

Consolidated financial results does not include financial results of 13 step-down subsidiaries of the Companies, 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 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.

Management Note

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.

b) Future Supply Chain Solutions Limited

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

Management Note

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.

c) Leanbox Logistics Solutions Private Limited

The Company is continuously suffering losses from operations with net loss for the year ended March 31, 2021 amounting to ₹ 1.32 crore and as of that date, the Company's accumulated losses amount to ₹ 14.64 crore as against Company's share capital of ₹ 1.36 crore 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.

Management Note

During the year the Company has achieved revenue of ₹ 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 ₹ 1.32 crore, compared to ₹ 40.97 crore 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.

The Auditors' Report is enclosed with the financial statements as a part of this Annual Report.

During the year 2020-21 there was no instance of fraud committed against the Company by its officers or employees, as reported by Statutory Auditors or Secretarial Auditor to the Audit Committee under section 143(12) of the Companies Act, 2013.

SECRETARIAL AUDITOR

Pursuant to Section 179 and 204 of the Act and rules made thereunder, M/s. Virendra Bhatt, Practicing Company Secretary (Membership No. 1157 / Certificate of Practice No. 124) was appointed as a Secretarial Auditor to conduct the secretarial audit of the Company for the financial year 2020-21, as required under section 204 of the Act and rules made thereunder.

The Secretarial Audit Report for the financial year 2020-21 is appended as **Annexure IV** which forms part of this Report.

The said Secretarial Auditors' Report does not contain any qualifications, reservations or adverse remarks.

DIRECTORS' RESPONSIBILITY STATEMENT

Pursuant to the requirements of Section 134(5) of the Act, it is hereby confirmed that:

- a) in the preparation of the annual accounts for the financial year ended March 31, 2021, 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 March 31, 2021 and of the loss of the Company for that year;
- c) the Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Act 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 March 31, 2021, 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 had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

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

The particulars as required under Section 134(3)(m) of the Act read with Rule 8 of the Companies (Accounts) Rules, 2014 relating to conservation of energy, technology absorption, foreign exchange earnings and outgo, are provided in **Annexure V** which forms part of this report.

The Company being concentrating on the domestic consumption space does not have any specific exports initiatives to report to members.

AUDIT COMMITTEE

During the year under review, the Committee was comprised of Mr. V. K. Chopra Chairman, Ms. Bala Deshpande, Mr. Anand Chandrasekaran as members of the Committee.

Mr. V. K. has ceased to be Chairman and Independent Director of the Company on completion of his term, he also ceased to be Chairman of the Audit Committee from the said date.

The Board has re-constituted the Committee and appointed Ms. Malini Chopra as Member of the Committee w.e.f. February 12, 2021 and as a Chairperson of the Committee w.e.f. July 30, 2021.

The present composition of the Audit Committee of the Company are 3 (three) Directors all of them are Independent Directors viz. Ms. Malini Chopra, Chairperson of the Audit Committee, Ms. Bala C. Deshpande and Mr. Anand Chandrasekaran, Members of the Committee. All Members of the Committee possess accounting and Financial Management expertise.

There were no instances where the Board had not accepted any of the recommendations of the Audit Committee.

The Composition, terms of reference, powers and roles of Audit Committee of the Company are disclosed in the Corporate Governance Report, which forms part of the Annual Report.

RISK MANAGEMENT POLICY AND INTERNAL FINANCIAL CONTROL

The Company has a well-defined risk management framework in place, which provides an integrated approach for identifying assessing, mitigating, monitoring and reporting of all risk associated with the business of the Company.

The Board has delegated responsibility to the Risk Management Committee to monitor and review risk management, assessment and minimisation procedures and to develop, implement and monitor the risk management plan and identify, review and mitigate all elements of risk which the Company may be exposed to.

Moreover, as per SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018, the role

of Committee has been widened by adding a function of looking after cyber security of the Company.

The Audit Committee and the Board also periodically review the risk management assessment and minimisation procedures.

The Company has in place adequate internal financial controls with reference to Financial Statements. Key risks and threats to the Company and internal Controls are analysed and mentioned in the Management Discussion and Analysis which forms part of this Annual Report.

CORPORATE RESPONSIBILITY STATEMENT (CSR)

The Company has constituted a Corporate Social Responsibility Committee ("CSR Committee") in accordance with Section 135 of the Act. The Board of Directors of the Company has based on recommendation made by CSR Committee, formulated and approved CSR Policy of the Company and which has also been placed on website at a weblink : https://felindia.in/pdf/CSR_Policy.pdf.

The Future Group has set up "Sone Ki Chidiya" Foundation Trust with an objective to consolidate and merge the CSR funds at Future Group level so that the combined corpus from all the Group entities would help in undertaking better and larger CSR initiatives.

The disclosures including *inter-alia* the composition of CSR Committee and the brief outline of CSR policy as per Rule 8 of Companies (Corporate Social Responsibility Policy) Rules, 2014 is made in prescribed form which is annexed to this Report as **Annexure VI**.

BUSINESS RESPONSIBILITY REPORT

Pursuant to the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, a Business Responsibility Report is appended hereto and forms part of this Annual Report.

DISCLOSURE UNDER THE SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013.

Your Company has always believed in providing a safe and harassment free workplace for every individual working in the Company premises through various interventions and practices. The Company always endeavors to create and provide an environment that

is free from discrimination and harassment including sexual harassment.

The Company has in place a robust policy on prevention of sexual harassment at workplace. The policy aims at prevention of harassment of employees as well as contractors and lays down the guidelines for identification, reporting and prevention of sexual harassment. The Company has complied with the provisions relating to Internal Complaints Committee ("ICC"). Further, ICC is responsible for redressal of complaints related to sexual harassment and follows the guidelines as provided in the policy. ICC conducts training workshop mainly focusing on investigation skills, basic counselling skills like listening, paraphrasing and dealing with biases through various kind of case studies, role plays activities based on real life examples, role of ICC, critical attitudes of an ICC member and investigation process & report writing, etc.

The Detail regarding the cases filed pursuant to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 are disclosed in the Corporate Governance Report which forms part of this Annual Report.

PERFORMANCE EVALUATION OF BOARD

Pursuant to the provisions of the Act, the Board has carried out an annual evaluation of performance of its own, the Committees and individual directors thereof.

At the meeting of the Board, all the relevant factors that are material for evaluating the performance of the Committees and of the Board were discussed in detail.

A separate exercise was carried out to evaluate the performance of individual directors including the Chairman of the Board, who were evaluated on parameters such as level of engagement and contribution, independence of judgment, safeguarding the interest of the Company and its minority shareholders, etc. The performance evaluation of the independent directors was carried out by the entire Board except the independent director being evaluated. The performance evaluation of the Chairman and Non-Independent Directors was carried out by the Independent Directors. The Directors expressed their satisfaction with the evaluation process.

Moreover, further detail regarding skill, expertise and competencies of directors are disclosed in the Corporate Governance Report which forms part of the Annual Report.

PARTICULARS OF EMPLOYEES

The statement also provides details of the performance and financial position of each of the subsidiaries. In accordance with Section 136 of the Companies Act, 2013, the audited financial statements, including the consolidated financial statements and other related information of the Company and audited accounts of each of its subsidiaries, are available on our website, www.felindia.in.

If any member is interested in obtaining such information, such member may write to the Company Secretary and the same will be furnished on request. The full Annual Report including aforesaid information is being sent electronically to all those Members who have registered their e-mail addresses and is also available on the Company's website.

CREDIT RATING

The details pertaining to credit rating obtained or assigned during the year under review is given in Corporate Governance Report forming part of this Annual Report.

SECRETARIAL STANDARDS

During the year under review, the Company has complied with Secretarial Standards on meetings of the Board of Directors ("SS-1") and on General Meetings ("SS-2")

as amended and issued by the Institute of Company Secretaries of India in terms of Section 118(10) of the Act.

OTHER DISCLOSURES

During the year under review:

- There were no events relating to non-exercising of voting rights in respect of shares purchased directly by employees under a scheme pursuant to Section 67(3) of the Act read with Rule 16(4) of Companies (Share Capital and Debentures) Rules, 2014;
- None of Managing Director or the Whole-time Directors of the Company is in receipt of any remuneration or commission from any of its subsidiary companies;
- Maintenance of cost records and requirement of cost audit as prescribed under the provisions of Section 148(1) of the Act are not applicable for the business activities carried out by the Company.

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, their employees, bankers, regulatory authorities. Your Directors would also like to place on record their appreciation for the efforts put in by employees of the Company during the year.

For and on behalf of the Board of Directors

Place: Mumbai

Date: July 30, 2021

Vijay Biyani

Chairman & Managing Director

ANNEXURE I

DIVIDEND DISTRIBUTION POLICY

Company's philosophy:

Future Enterprises strives to ensure and preserve stakeholders' value and work towards enhancing net worth of the Company as well as overall stakeholders' value. While achieving the above objective, the Company also ensures protecting the interest of all stakeholders, including the society at large.

Future Enterprises looks upon good Corporate Governance practices as a key driver of sustainable corporate growth and long term stakeholder value creation. Good Corporate Governance Practices enable a Company to attract high quality financial and human capital. In turn, these resources are leveraged to maximise long-term stakeholder value, while preserving the interests of multiple stakeholders, including the society at large. Our Dividend philosophy is in line with the above principles.

Our dividend pay-out ratio would be ranging from 25% to 60% of the earned profits for the year, after adjusting any carried forward losses. Dividend payout ratio would be reviewed every three year and would be based upon profitability and retained earnings and would be further subject to business requirements and general economic conditions. The Company will attempt to maintain a consistent dividend record to reward shareholders.

Declaration of Dividend:

In line with the philosophy described above, the Board reviews the operating performance every quarter and shall strive to distribute optimum and appropriate level of profits in the form of interim / final dividend, from time to time. All dividend are subject to statutory regulations and approvals, as applicable. Overall, the dividend payout in each year will depend upon business performance, investment requirements of the annual operating plan for the year and any other strategic priorities identified by the Company.

Per share basis:

The dividend will be declared on per share basis only.

Circumstances under which the shareholders of the listed entities may not expect dividend:

The Board may choose not to recommend a dividend, if there are important strategic priorities which require large investments that would deplete the company's cash reserves or uncertainties in the business performance in the near to medium term.

Financial parameters considered while declaring dividend:

The financial parameters that may be considered before declaring dividend are profitability, cash flow, obligations, taxation policy, past dividend rates and future growth and profitability outlook of the company.

Internal and external factors considered while declaring dividend:

The Board leads the strategic management of the company on behalf of the Shareholders, exercise supervision through direction and control and appoints various committees to handle specific areas of responsibilities. In this endeavour, the Board reviews various types of information provided to it which has a bearing on declaring dividend.

Key internal and external factors are listed below (not exhaustive):

Internal:

- Annual operating plans, budgets, updates
- Capital budgets
- Quarterly and Annual results
- Investments including Mergers and Acquisitions (M&A)
- Strategic updates / financial decisions
- Funding arrangements
- Any other matter / risks

External:

- Macro-economic environment
- Competition
- Legislations impacting business
- Statutory restrictions
- Changes in accounting policies and applicable standards
- Client related risks

Any other matter / risks apprehended by the Board

Usage of retained earnings:

Retained earnings would be used to further the company's business priorities. If there are excess reserves beyond the medium to long term business requirements, the retained earnings would be distributed to shareholders via Dividends or other means as permitted by applicable regulations.

Parameters that are adopted with regard to various classes of shares:

The Company would ensure compliance with statutory guidelines, terms and conditions of issue of shares of specific class and provisions contained in Article of Association. To the extent permitted, the Company would aim for highest level of transparency and equitable treatment of all investors to all shareholders.

ANNEXURE II

Future Enterprises Limited Employees Stock Option Plan - 2015 (FEL ESOP - 2015) and Restrictive Stock Units / FEL Employees Stock Option Plan - 2019 (FEL RSU/ESOP - 2019) of the Company as at March 31, 2021

Future Enterprises Limited ("FEL") has granted Options to eligible employees in 2019 under Employee Stock Option Scheme, 2015 ("FEL ESOP, 2015") and Restrictive Stock Units / FEL Employees Stock Option Plan - 2019 (FEL RSU/ESOP - 2019).

Sr. No.	Particulars	FEL ESOP 2015	FEL RSU / ESOP 2019
A.	Disclosure in terms of the Guidance note on accounting for employee share based payments issued by ICAI or any other relevant accounting standards as prescribed from time to time.	Refer Note No. 37 to Financial Statements	Refer Note No. 37 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.	Refer Note No. 36 to Financial Statements	Refer Note No. 36 to Financial Statements

C. Disclosure with respect to Future Enterprises Limited Employees Stock Option Plan - 2015 (FEL ESOP 2015) and Restrictive Stock Units / FEL Employees Stock Option Plan - 2019 (FEL RSU/ESOP – 2019) of the Company as at March 31, 2021

Sr. No.	Particulars	FEL ESOP, 2015	FEL RSU / ESOP, 2019
I.	Date of Shareholders' approval	Approved by the shareholders dated March 30, 2015	Approved by the shareholders dated July 30, 2019
II.	Total number of options approved	75,00,000 (Seventy-Five Lakh only) Equity Shares of face value of ₹2/- each.	1,36,00,000 (One Crore Thirty Six Lakh only) Equity Shares of face value of ₹2/- each.
III.	Vesting requirements	Options granted under FEL ESOP 2015 would vest not less than 1 year and not more than 18 months from the date of such grant	Options granted under FEL RSU/ ESOP 2019 would vest not less than 1 year and not more than 36 months from the date of such grant
IV.	Exercise price or pricing formula (in ₹)	2, 21.60 and 21.90	2
V.	Maximum term of options granted	3 Years from the respective date of vesting of options granted	3 Years from the respective date of vesting of options granted
VI.	Source of shares (primary, secondary or combination)	Primary	Primary
VII.	Variation in terms of options	None	None
VIII.	Method used to account for ESOP	Black Scholes Method	Black Scholes Method

D. The stock-based compensation cost was calculated as per the fair value method, the total cost to be recognised in the financial statements for the year 2020-21 would be ₹ (0.88) crore.

E. Option movement during the year ended on March 31, 2021

Sl. No.	Particulars	Details	
		FEL ESOP 2015	FEL RSU / ESOP 2019
I.	Details Number of options outstanding at the beginning of the year	51,25,000	66,51,984
II.	Number of options revised during the year	NIL	NIL
III.	Number of options granted during the year	NIL	NIL
IV.	Number of options forfeited / Cancelled / lapsed during the year	23,67,500	43,39,208
V.	Number of options vested during the year	NIL	NIL
VI.	Number of Options Unvested	NIL	NIL
VII.	Number of options exercised during the year	NIL	NIL
VIII.	Number of shares arising as a result of exercise of options	NIL	NIL
IX.	Exercise Price	NIL	NIL
X.	Money realised by exercise of options, if scheme is implemented directly by the Company	NIL	NIL
XI.	Loan repaid by the Trust during the year from exercise price received	N.A	N.A
XII.	Total number of options outstanding (in force) at the end of the year	27,57,500	23,12,776
XIII.	Number of options exercisable at the end of the year	25,57,500	9,25,110

F. Weighted average Share Price of options granted during the year:

		FEL ESOP 2015	FEL RSU / ESOP 2019
I	Exercise price equals market price (in ₹)	37.40 and 38.23	21.63
II	Exercise price is greater than market price (in ₹)	-	-
III	Exercise price is less than market price (in ₹)	-	-

Weighted average Exercise Price of options granted during the year:

		FEL ESOP 2015	FEL RSU / ESOP 2019
I	Exercise price equals market price (in ₹)	-	-
II	Exercise price is greater than market price (in ₹)	-	-
III	Exercise price is less than market price (in ₹)	2, 21.60 and 21.90	2

Weighted average Fair Value of options (Black Scholes) granted during the year:

		FEL ESOP 2015	FEL RSU / ESOP 2019
I	Exercise price equals market price (in ₹)	-	-
II	Exercise price is greater than market price (in ₹)	-	-
III	Exercise price is less than market price (in ₹)	22.78 and 23.29	20

G. Employee-wise details of options granted during the year on March 31, 2021

I	Senior Managerial Personnel & KMP : None
II	Employees who were granted, options amounting to 5% or more of the options granted during the year : None
III	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 at the time of grants:- None

H. Method and Assumptions used to estimate the fair value of options granted during the year

The fair value has been calculated using the Black Scholes Option Pricing model

The Assumptions used in the model are as follows

	FEL ESOP 2015	FEL RSU / ESOP 2019
Risk Free Interest Rate	7.72% and 7.20%	5.80% , 5.82%, 5.86%
Expected Life	3.65 years	3.40 and 3.65 years
Expected Volatility	44.03% and 43.75%	57.92% , 57.63% , 57.27%
Expected Dividend	0	0
Stock Price	Average price on NSE Limited on the date of grant has been considered.	
Volatility	Volatility was calculated using standard deviation of daily change in stock price. The historical period taken into account match the expected life of the option.	
Risk-free rate of return	The risk-free interest rate being considered for the calculation is the interest rate applicable for a maturity equal to the expected life of the options based on the zero coupon yield curve for Government Securities	
Exercise Price	Exercise Price of each specific grant has been considered	
Time to Maturity	Time to Maturity / Expected Life of options is the period for which the Company expects the options to be live	
Expected Dividend Yield	Expected dividend yield has been calculated as an average of dividend yields for five financial years preceding the date of the grant.	

I. Details of the Company's Employees' Welfare Trust:

The details *inter-alia*, in connection with transactions made by the Trust meant for the purpose of administering the Future Enterprises Limited Employee Stock Option Plan - 2015 and Restrictive Stock Units / FEL Employees Stock Option Plan - 2019 (FEL RSU/ESOP - 2019) are as under:

i. General Information of the Trust

Name of the Trust	Future Enterprises Limited Employees' Welfare Trust
Details of the Trustee(s)	Milestone Trusteeship Services Private Limited
Amount of loan disbursed by Company / any Company in the group, during the year	NIL
Amount of loan outstanding (repayable to Company / any Company in the group) as at the end of the year	NIL
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
Any other contribution made to the Trust during the year	NIL

ii. Brief details of transactions in shares by the Trust : None

iii. In case of secondary acquisition of shares by the Trust : None

For and on behalf of the Board of Directors

Place: Mumbai
Date: July 30, 2021

Vijay Biyani
Chairman & Managing Director

ANNEXURE - III

FORM NO. 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)

This form pertains to the 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 arm's length transactions under third proviso thereto

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

Name(s) of the related party and nature of relationship	Nature of contracts/ arrangements/ transactions	Duration of the contracts/ arrangements/ transactions	Salient terms of the contracts or arrangements or transactions including the value	Justification for entering into such contracts or arrangements or transactions	Date(s) of approval by the Board	Amount paid as advances, if any	Date on which the special resolution was passed in general meeting as required under first proviso to Section 188
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NIL

Details of material contract or arrangements or transactions at arm's length basis:

The details of material contracts or arrangements or transaction at arm's length basis for the year ended March 31, 2021 are as follows:

Name of the Related Parties and Nature of Relationship	Nature of contracts/ arrangements/ transactions	Duration of the contracts/ arrangements/ transactions	Salient terms of the contracts or arrangements or transactions including the value (₹ in Crore)	Amount paid as advances, if any	Date(s) of approval by the Board, if any#
Future Retail Limited ("FRL") (Related Party)	Purchase & Sale of Goods, Products & Services	N.A.	2,500	Refer below notes	September 7, 2020
	Purchase and Sale of Capital Goods	N.A.	50		September 7, 2020
1. Future Consumer Limited; 2. Future Lifestyle Fashions Limited; 3. Future Market Network Limited; 4. Future Retail Limited; 5. Future Supply Chain Solutions Limited; 6. Futurebazaar India Limited; 7. Acute Retail Infra Private Limited; 8. Brattle Foods Private Limited; 9. Basuti Sales & Trading Private Limited; 10. Chirag Operating Lease Company Private Limited; 11. Hare Krishna Operating Lease Private Limited; 12. Nice Texcot Trading & Agency Private Limited; 13. Nishta Mall Management Company Private Limited;	Composite Scheme of Arrangement u/s. 230-232 of the Companies Act, 2013	N.A.	N.A.		August 29, 2020

Name of the Related Parties and Nature of Relationship	Nature of contracts/ arrangements/ transactions	Duration of the contracts/ arrange- ments/ transactions	Salient terms of the contracts or arrangements or transactions including the value (₹ in Crore)	Amount paid as advances, if any	Date(s) of approval by the Board, if any#
14. Ojas Tradelease Mall Management Private Limited; 15. Precision Realty Developers Private Limited; 16. Rivaaz Trade Ventures Private Limited; 17. Syntex Trading & Agency Private Limited; 18. Taquito Lease Operators Private Limited; 19. Unique Malls Private Limited					

Notes:

(#) Necessary approvals of Audit Committee, Board of Directors and Shareholders have been obtained by the Company. Advances in respect of related transactions being adjusted against billings/invoices.

For and on behalf of the Board of Directors

Place: Mumbai
Date : July 30, 2021

Vijay Biyani
Chairman & Managing Director

ANNEXURE - IV**Form No. MR - 3****SECRETARIAL AUDIT REPORT****FOR THE FINANCIAL YEAR ENDED MARCH 31, 2021**

[Pursuant to Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and 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 Enterprises Limited

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

Based on my verification of the Company's statutory registers, papers, minute books, forms and returns filed with the Registrar of Companies ('the ROC'), soft copy of the various records sent over mail as provided by the Company and other relevant 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, during the audit period covering the financial year ended on 31st March, 2021 ("audit period"), has prima facie 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 statutory registers, papers, minute books, forms and returns filed with the ROC and other relevant records maintained by the Company for the financial year ended on 31st March, 2021 according to the provisions of:

- (i) The Companies Act, 2013 ('the Act') and the rules made there under;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made there under;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;
- (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 - applicable only to the extent of Foreign Direct Investments and Overseas Direct Investment;
- (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 (Share Based Employee Benefits) Regulations, 2014;
 - (d) The Securities and Exchange Board of India (Issue and listing of Debt securities) Regulations, 2008;

Though the following laws are prescribed in the format of Secretarial Audit Report by the Government, the same were not applicable to the Company for the financial year ended 31st March, 2021:-

- (a) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
- (b) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009;
- (c) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018;
- (d) 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.

- (vi) The management has identified and confirm the other laws as specifically applicable to the Company and the Company have proper system to comply with the provisions of the respective Acts, rules and Regulations;
- (vii) I have also examined compliance with the applicable clauses of the following:
 - (a) The Listing agreements entered into by the Company with Stock Exchanges read with SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
 - (b) Secretarial Standards 1 and 2 issued by the Institute of Company Secretaries of India

During the period under review, I am of the opinion that the Company has prima facie complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above except the following:

The Company has delayed in filing of the Financial Results for the financial year ended 31st March, 2020 and for the quarter ended 30th September, 2020 and the Stock Exchanges levied fine for the same.

I further report that I have not examined the Financial Statement, financial Books & related financial Act like Income Tax, Sales Tax, Value Added Tax, Goods and Service Tax Act, ESIC, Provident Fund & Professional Tax, Related Party Transactions etc. For these matters, I rely on the report of statutory auditor's for Financial Statement for the year ended 31st March, 2021.

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. 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.

I further report that as per the information provided, prima facie adequate notice was given to all directors to schedule the Board Meetings; agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on agenda items before the meeting and for meaningful participation at the meeting.

I further report that I was informed and I observed from the minutes of the Board and Committee Meetings that all the decisions at the Meetings were carried out unanimously.

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 the management is responsible for compliances of all business laws. This responsibility includes maintenance of statutory registers/ records required by the concerned authorities and internal control of the concerned department.

I further report that during the audit period, the Company at its Board Meeting held on 29th August, 2020 has approved the Composite Scheme of Arrangement and the same was pending with the respective Authorities as on 31st March, 2021.

I further report that during the audit period, the Company was failed to pay principal amount in respect of the payment of Commercial Paper and in respect of the interest on Non-Convertible Debentures (NCDs). It has been informed by the management that the Company has implemented One Time Restructuring (OTR) under Reserve Bank of India Circular No.: DOR. No. BP/3/21.04.048/2020-21 dated 06th August, 2020 regularising all such defaults

I further report that during the audit period, the Company at the Board Meeting held on 07th September, 2020 withdrawn the continuation scheme of Fixed Deposit.

I further report that during the audit period, as per the information provided by the Company, prima facie there were no instances of transaction by the designated persons in the securities of the Company during the closure of trading window.

I further report that during the audit period, the Company has filed majority Forms required to be filed within prescribed time and some with the additional fees.

I further report that during the audit period, there were no instances of:

- i. Public/ Rights/ Preferential issue of shares/debentures/ sweat equity, etc.;
- ii. Issue of equity shares under Employee Stock Option Scheme except cancellation of various Stock Options granted ESOP;
- iii. Redemption / Buy-back of securities;

- iv. Major decisions taken by the Members in pursuance to Section 180 of the Companies Act, 2013 which would have major bearing on the Company's affairs.
- v. Foreign Technical Collaborations.
- vi. As informed, the Company has not received any directions from the SEBI.

I further report that:

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 basis to ensure that correct facts are reflected in the Secretarial records. I believe that the processes and practices, I followed provide a reasonable basis for my opinion.
3. Where ever required, I have obtained the Management representation about the compliance of Laws, Rules and Regulations and happening of events etc.
4. I have not verified the correctness and appropriateness of financial records and Books of Accounts of Company.
5. The compliance of the provisions of Corporate and other applicable Laws, Rules, Regulations, Standards is the responsibility of the Management. My examination was limited to the verification of procedures on test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the company nor the efficacy or effectiveness with which the Management has conducted the affairs of the Company.
7. I have conducted online verification and examination of records, as facilitated by the Company due to Covid-19 and subsequent lockdown situation for the purpose of issuing this Report.

Virendra G. Bhatt

Practicing Company Secretary
ACS No.: 1157 / COP No.: 124
Peer Review Cert. No.: 491/2016
UDIN: A001157C000726519

Date: 30th July, 2021
Place: Mumbai

ANNEXURE V

Conservation of Energy, Technology Absorption, Foreign Exchange Earnings and Outgo

Information on conservation of Energy, Technology absorption, Foreign Exchange earnings and outgo under Section 134 of the Companies Act, 2013 read with Companies (Accounts) Rules, 2014 are provided hereunder:

(A)	Conservation of Energy:		
	(i) the steps taken or impact on conservation of energy	The operations of your company are not energy intensive, however adequate measures have been taken to reduce energy consumption.	
	(ii) the steps taken by the company for utilising alternate sources of energy	All efforts are made to use more natural lights in offices / store premises to optimise the consumption of energy.	
	(iii) the capital investment on energy conservation equipments;	NIL	
(B)	Technology Absorption:		
	(i) the efforts made towards technology absorption	N.A.	
	(ii) the benefits derived like product improvement, cost reduction, product development or import substitution	N.A.	
	(iii) in case of imported technology (imported during the last three years reckoned from the beginning of the financial year)	N.A.	
	a) the details of technology imported;		
	b) the year of import;		
	c) whether the technology been fully absorbed;		
	d) if not fully absorbed, areas where absorption has not taken place, and the reasons thereof.		
	(iv) the expenditure incurred on Research and Development.	N.A.	
(C)	Foreign Exchange Earnings and Outgo:		(₹ in Crore)
	Particulars	2020-21	2019-20
	Total Foreign Exchange Used	4.18	153.14
	Total Foreign Exchange Earned	-	6.38

For and on behalf of the Board of Directors

Place: Mumbai
Date : July 30, 2021

Vijay Biyani
Chairman & Managing Director

ANNEXURE VI

CORPORATE SOCIAL RESPONSIBILITY

Pursuant to Rule 8 of the Companies (Corporate Social Responsibility Policy) Rules, 2014

1. A brief outline on Company's CSR policy:

The Company's CSR Policy *inter-alia* includes CSR activities to be undertaken by the Company in line with Schedule VII of the Companies Act, 2013 ("the Act").

The Company has deployed its CSR funds through – implementing agency, "Sone Ki Chidiya" Foundation ("SKC Foundation") as and when it became applicable.

2. The Composition of the Corporate Social Responsibility Committee is as follows:

- Ms. Bala C. Deshpande - Chairperson;
- Mr. Kishore Biyani - Member;
- Mr. Vijay Biyani - Member

3. 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:

Company's CSR Policy of the Company is available on the website of the Company at the link https://felindia.in/pdf/CSR_Policy.pdf.

4. Provide the details of Impact assessment of CSR projects carried out in pursuance of sub-rule (3) of rule 8 of the Companies (Corporate Social Responsibility Policy) Rules, 2014, if applicable (attach the report):

None

5. Details of the amount available for set off in pursuance of sub-rule (3) of rule 7 of the Companies (Corporate Social Responsibility Policy) Rules, 2014 and amount required for set off for the financial year, if any:

Sl. No.	Financial Year	Amount available for set-off from preceding financial years (in ₹)	Amount required to be setoff for the financial year, if any (in ₹)
NIL			

6. Average net profit of the Company as per section 135(5): The Company has incurred average net loss for the last three financial years in ₹ 468.43.

7. a. Two per cent of average net profit of the Company as per section 135(5): (₹468.43)
- b. Surplus arising out of the CSR projects or programmes or activities of the previous financial years: NIL
- c. Amount required to be set off for the financial year, if any: NIL
- d. Total CSR obligation for the financial year (7a+7b+7c): NIL

8. a. 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 section 135(6).		Amount transferred to any fund specified under Schedule VII as per second proviso to section 135(5).		
	Amount	Date of transfer	Name of the fund	Amount	Date of transfer
NIL					

b. Details of CSR amount spent against ongoing projects for the financial year:

1	2	3	4	5		6	7	8	9	10	11	
SI No.	Name of the project	Item from the list of activities in Schedule VII to the Act.	Local area (Yes / No).	Location of the project.		Project duration.	Amount allocated for the project (in ₹).	Amount spent in the current financial Year (in ₹).	Amount transferred to Unspent CSR Account for the project as per Section 135(6) (in ₹).	Mode of Implementation - Direct (Yes/No).	Mode of Implementation - Through Implementing Agency	
				State	Dist.						Name	CSR Registration Number
Not Applicable												

c. Details of CSR amount spent against other than ongoing projects for the financial year:

1	2	3	4		5	6	7	8	
SI No.	Name of the Project	Item from the list of activities in schedule VII to the Act.	Local area (Yes/ No).		Location of the project	Amount spent for the project (in ₹).	Mode of implementation - Direct (Yes / No).	Mode of implementation - Through implementing agency	
			State	Dist.				Name	CSR Registration No.
Not Applicable									

d. Amount spent in Administrative overheads: NIL
e. Amount spent on Impact assessment, if any: NIL
f. Total amount spent for the Financial Year (8b+8c+8d+8e): NIL
g. Excess amount of set off, if any:

Sl. No.	Particulars	Amount (in ₹)
(i)	Two percent of average net profit of the company as per section 135(5)	NIL
(ii)	Total amount spent for the Financial Year	NIL
(iii)	Excess amount spent for the financial year [(ii)-(i)]	NIL
(iv)	Surplus arising out of the CSR projects or programmes or activities of the previous financial years, if any	NIL
(v)	Amount available for set off in succeeding financial years [(iii)-(iv)]	NIL

9. (a) Details of Unspent CSR amount for the preceding three financial years:

Sl. No.	Preceding Financial Year.	Amount transferred to Unspent CSR Account under section 135 (6) (in ₹)	Amount spent in the reporting Financial Year (in ₹).	Amount transferred to any fund specified under Schedule VII as per section 135(6), if any.			Amount remaining to be spent in succeeding financial years. (in ₹)
				Name of the Fund	Amount (in ₹).	Date of transfer.	
Not Applicable							

(b) Details of CSR amount spent in the financial year for ongoing projects of the preceding financial year(s):

1	2	3	4	5	6	7	8	9
SI No.	Project ID	Name of the Project	Financial Year in which the project was commenced.	Project duration.	Total amount allocated for the project (in ₹).	Amount spent on the project in the reporting Financial Year (in ₹).	Cumulative amount spent at the end of reporting Financial Year. (in ₹)	Status of the project - Completed / Ongoing.
Not Applicable								

10. In case of creation or acquisition of capital asset, furnish the details relating to the asset so created or acquired through CSR spent in the financial year:
(asset wise details)
- Date of creation or acquisition of the capital asset(s): Not Applicable
 - Amount of CSR spent for creation or acquisition of capital asset: NIL
 - Details of the entity or public authority or beneficiary under whose name such capital asset is registered, their address etc.: Not Applicable
 - Provide details of the capital asset(s) created or acquired (including complete address and location of the capital asset): Not Applicable
11. Specify the reason(s), if the company has failed to spend two per cent of the average net profit as per section 135(5): Not Applicable since the Company has incurred average net loss for the last three financial years.

For and on behalf of the Board of Directors

Place: Mumbai

Date : July 30, 2021

Bala C. Deshpande

CSR Committee Chairperson

Vijay Biyani

Chairman & Managing Director

ANNEXURE VII

Details pertaining to remuneration 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

- The percentage increase/decrease in remuneration of each Director, Chief Financial Officer and Company Secretary during the financial year 2020-21, ratio of the remuneration of each Director to the Median Remuneration of the Employees ("MRE") of the Company for the financial year 2020-21 are as under:

(₹ in Crore)

Name of Director / KMP and Designation	Remuneration of Director / KMP for financial year 2020-21 (1)	% increase in Remuneration in the Financial Year 2020-21 (2)	Ratio of remuneration of each Director to MRE for Financial Year 2020-21 (3 = (1) / MRE)
1. Managing Director			
Mr. Vijay Biyani	1.39	(43.23)	78.59
2. Executive Director & Chief Financial Officer			
Mr. Dinesh Maheshwari	1.35 ^s	(22.49) ^s	76.57
3. Company Secretary			
Mr. Deepak Tanna	0.46	(10.71)	25.80

Notes:

For the year under review, there was no change in the Sitting fees for attending meetings of the Board and/or Committee thereof to the Non-Executive / Independent Director of the Company. While calculating the above, the sitting fees paid for attending Board / Committee meetings have not been considered.

\$ For part of the year and includes full and final settlement.

- The MRE of the Company during the year was ₹ 1,76,400/- and for the previous year it was ₹ 1,74,912/-;
- There was 1% increase in the median remuneration of employees in the financial year;
- There were 1,900 permanent employees on the rolls of Company as on March 31, 2021;
- Average percentile increase / decrease made in the salaries of employees other than the managerial personnel in the last financial year i.e. 2020-21 and the managerial remuneration for the same financial year was NIL;
- The Company affirms that the remuneration is as per the Remuneration Policy of the Company.

For and on behalf of the Board of Directors

Place: Mumbai
Date : July 30, 2021

Vijay Biyani
Chairman & Managing Director

CORPORATE GOVERNANCE REPORT

COMPANY'S PHILOSOPHY ON CORPORATE GOVERNANCE

Corporate Governance indicates transparency, accountability and reliability of any organisation.

One of the core missions of your organisation is to achieve excellence in all spheres, be it profitability, growth in market share, superior quality of products and services to the satisfaction of the stakeholders through an efficient and effective code of governance.

We aim at providing fairness, clarity and transparency in all our dealings and increasing the value of all stakeholders of the Company.

Your Company, in line with the above, taken various initiatives to further strengthen the corporate governance practices and adopted various codes / policies, pursuant to the Companies Act, 2013 ("**the Act**"), and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time ("**Listing Regulations**").

During the financial year under review, the Company has complied with all the applicable provisions of the Listing Regulations.

BOARD OF DIRECTORS

Code of Conduct

The Company has laid down a Code of Conduct ("**Code**") for the Board Members and Senior Management Personnel ("**Specified Persons**") of the Company. The Company has also adopted code of conduct for Independent Directors as prescribed under Schedule IV of the Act. The Code aims at ensuring consistent standards of conduct and ethical business practices across the Company.

All the Specified Persons have affirmed compliance with this Code. A declaration signed by the Chairman and Managing Director to this effect is attached at the end of this Report. This Code has also been hosted on the Company's website www.felindia.in.

Composition of the Board

The composition of the Board of Directors ("**the Board**") is in conformity with the requirement of the Act and Regulation 17 and 17A of the Listing Regulations.

In terms of the provisions of Regulation 17 of the Listing Regulations, the Board is required to have at least one third of the members of the Board as Independent Directors, if Chairman is a Non-Executive Director, (the Company had Non-Executive Director as a Chairman upto March 5, 2021). Accordingly, the Company's Board as on March 31, 2021 comprises of 6 (six) Directors out of which 1 (one) is Executive Director, 2 (two) are Non- Executive Director and 3 (three) are Independent Director which includes 2 (two) Women Independent Directors. The detailed profile of the Directors is available on the Company's website.

None of the Directors on the Board are serving as an Independent Director in more than 7 (seven) / 3 (three) Listed entities, as specified in Regulation 17A of the Listing Regulations. Further, the maximum tenure of Independent Directors are in line with provisions of Section 149 (10) and (11) of the Act and Rules made thereunder. The Independent Directors of the Company have undertaken requisite steps towards the inclusion of their names in the data bank of Independent Directors maintained with the Indian Institute of Corporate Affairs in terms of Section 150 of the Act read with Rule 6 of the Companies (Appointment & Qualification of Directors) Rules, 2014.

As per Regulation 26 of Listing Regulations, none of the Directors on the Board is a Member in more than 10 (ten) Committees and/or Chairman in more than 5 (five) Committees, across all public companies in which he/she is a Director.

The information on Composition of the Board, category and their Directorships/Committee Membership across all the Companies in which they are Directors, as on March 31, 2021 is as under:

Name of Director / Category	Directorships and Category of Directorships in other Listed Companies	No. of Directorships*		**No. of Memberships / Chairmanships of Committees in public companies	
		Public	Private / Non-profit	Memberships	Chairmanships
Mr. Kishore Biyani Vice Chairman and Director (Promoter)	a. Future Consumer Limited (Non-Executive - Non Independent Director) b. Future Lifestyle Fashions Limited (Director & Vice Chairperson) c. Future Retail Limited (Executive Chairman)	7	1	2	1
Mr. Vijay Biyani Managing Director# (Promoter Group)	NIL	2	8	1	0
Ms. Bala C. Deshpande Independent Director	a. Info Edge (India) Limited (Independent Director) b. Future Supply Chain Solutions Limited (Independent Director)	4	4	5	2
Mr. Anandakrishnan Chandrasekaran Independent Director	NIL	1	0	1	0
Ms. Malini Chopra*** Independent Director	Future Supply Chain Solutions Limited (Independent Director)	2	0	3	0
Mr. Chandra Prakash Toshniwal**** Non - Executive Director	a. Future Supply Chain Solutions Limited b. Future Lifestyle Fashions Limited	7	3	2	1
Mr. Dinesh Maheshwari***** Executive Director & CFO	-	-	-	-	-
Mr. V. K. Chopra***** Chairman and Independent Director	-	-	-	-	-

* No. of Directorships held by the Directors do not include directorships in foreign companies.

** In accordance with Regulation 26 of the Listing Regulations, Memberships / Chairmanships of only Audit Committees and Stakeholders' Relationship Committees in all public limited companies have been considered.

*** Ms. Malini Chopra is appointed as an Independent Director of the Company w.e.f. February 12, 2021.

**** Mr. Chandra Prakash Toshniwal is appointed as an Additional Non - Executive Director of the Company w.e.f. March 31, 2021.

***** Mr. Dinesh Maheshwari resigned as a Executive Director & CFO of the Company w.e.f. close of business hours on December 31, 2020.

***** Mr. V K Chopra ceased to be member of the Board and Independent Director of the Company w.e.f. March 5, 2021 upon completion of his term.

Re-designated as Chairman and Managing Director the Company w.e.f. July 30, 2021.

Except Mr. Kishore Biyani and Mr. Vijay Biyani who are brothers, no other directors have any inter se relationship.

We hereby confirm that there is no person appointed as an alternate to the Independent Director as restricted under Regulation 25(1) of SEBI Listing Regulations.

During FY 2020-21, information as mentioned in Part A of Schedule II of the SEBI Listing Regulations, has been placed before the Board for its consideration. The Board periodically reviews the compliance reports of various laws applicable to the Company.

The details of Equity shares, Class-B (Series-1) and Convertible Securities held by Directors in the Company as on March 31, 2021 are as follows:

Sr. No.	Name of the Director	No. of Shares held		
		Equity Shares	Class B (Series 1) Shares	No. of Convertible Instruments held
1.	Mr. Kishore Biyani	NIL	2,121	NIL
2.	Mr. Vijay Biyani	NIL	2,121	NIL
3.	Mr. Chandra Prakash Toshniwal*	10,000#	21,000#	NIL
4.	Mr. Dinesh Maheshwari**	9,774	NIL	NIL

* Mr. Chandra Prakash Toshniwal is appointed as an Additional Non - Executive Director of the Company w.e.f. March 31, 2021.

Shares held in HUF and family trust.

** Mr. Dinesh Maheshwari resigned as a Executive Director & CFO of the Company w.e.f. close of business hours on December 31, 2020.
Except Equity shares, Class B (Series 1) held by the Directors as above, none of the Independent Directors holds Equity shares, Class B (Series 1) / convertible instruments in the Company.

Familiarisation Programme of Independent Director:

The familiarisation programme for Independent Directors of Company aims at familiarising them with the overall structure of the Company, their roles, rights, responsibilities therein, nature of the industry in which the Company operates, business model of the Company, etc., in order to provide them with better understanding of the business and operations of the Company. Details of familiarisation programme imparted to Independent Directors is available at the website of the Company. https://felindia.in/pdf/Independent_Directors_Familiarization_Program.pdf

Matrix Setting out the Skills / Expertise / Competence of the Board of Directors

The performance of the Board, Independent Directors and Committees of the Board are evaluated annually by circulating separate evaluation templates to the respective Directors facilitating them to provide their feedbacks for each of evaluation criteria. The criteria for evaluation has been determined by the Nomination and Remuneration Committee which inter-alia includes preparation and participation in the meetings, personality and conduct, quality of value added, etc. The Board of the Company is highly structured to ensure a high degree of diversity by age, education/ qualifications, professional background, sector expertise, special skills.

The Board has identified the core skills / expertise / competence matrix which provides a guide to the skills, knowledge, experience and other criteria appropriate in the context of its business (es) and sector(s), for the Board to function effectively. The table below summarises the key skills and area of expertise of each directors:

Skills / Expertise / Competencies	Name of Director							
	Mr. Kishore Biyani	Mr. Vijay Biyani	Ms. Bala C. Deshpande	Mr. Anandakrishnan Chandrasekaran	Ms. Malini Chopra*	Mr. Chandra Prakash Toshniwal**	Mr. V. K. Chopra	Mr. Dinesh Maheshwari
Leadership / Operational experience	✓	✓	✓	✓	✓	✓	✓	✓
Strategic Planning	✓	✓	✓	✓	✓	✓	✓	✓
Industry Experience, Research & Development and Innovation	✓	✓	✓	✓	✓	✓	✓	✓

Skills / Expertise / Competencies	Name of Director							
	Mr. Kishore Biyani	Mr. Vijay Biyani	Ms. Bala C. Deshpande	Mr. Anandakrishnan Chandrasekaran	Ms. Malini Chopra*	Mr. Chandra Prakash Toshniwal**	Mr. V. K. Chopra	Mr. Dinesh Maheshwari
Financial	✓	✓	✓	-	✓	✓	✓	✓
Diversity	✓	✓	-	✓	-	✓	✓	-
Risk Management	✓	✓	✓	✓	✓	✓	✓	✓
Global Business	✓	✓	✓	✓	✓	✓	-	-
Legal / Regulatory	✓	✓	✓	-	-	✓	✓	✓
Sustainability	✓	-	-	✓	✓	✓	✓	-
Corporate Governance	✓	-	✓	-	-	-	✓	✓
Taxation	-	-	-	-	-	-	-	✓
Technology	✓	-	-	✓	-	-	-	-

* Ms. Malini Chopra is appointed as an Independent Director of the Company w.e.f. February 12, 2021.

** Mr. Chandra Prakash Toshniwal is appointed as an Additional Non - Executive Director of the Company w.e.f. March 31, 2021.

*** Mr. Dinesh Maheshwari resigned as a Executive Director & CFO of the Company w.e.f. close of business hours on December 31, 2020.

**** Mr. V K Chopra ceased to be member of the Board and Independent Director of the Company w.e.f. March 5, 2021 upon completion of his term.

Declaration of independence of independent Director:

The Company has received necessary declaration from each independent director under Section 149(7) of the Act, that he / she meets the criteria of independence laid down in Section 149(6) of the Companies Act, 2013 and Regulation 25 of the Listing Regulations.

The Board confirms that in terms of provisions of Regulation 17(10) of Listing Regulations as amended by SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018, the Independent Directors of the Company fulfil the conditions specified in Listing Regulations and are independent from the management of the Company.

Reason of Resignation of an independent Director:

During the year under the review,

Mr. V K Chopra ceased to be member of the Board and Independent Director of the Company w.e.f. March 5, 2021 upon completion of his term.

Consequently, he also ceased to be Member / Chairman of the various Committees of the Board in which he was a Member / Chairman. It has been confirmed that there was no other material reasons for their cessation / resignation.

BOARD MEETINGS AND LAST AGM DETAILS

During the year under review, 7 (Seven) Board Meetings were held on July 31, 2020, August 28, 2020, August 29, 2020, September 7, 2020 (adjourned), September 15, 2020, December 16, 2020, February 12, 2021 and March 31, 2021.

The attendance of Directors at the above Board Meetings and AGM is as under:

Sr. No.	Name of the Director	No. of Board Meetings		32nd AGM (December 30, 2020)
		Held	Attended	
1.	Mr. Kishore Biyani	7	5	Yes
2.	Mr. Vijay Biyani	7	7	Yes
3.	Ms. Bala C. Deshpande	7	7	Yes
4.	Mr. Anandkrishnan Chandrasekaran	7	6	Yes
5.	Ms. Malini Chopra*	2	2	NA
6.	Mr. Chandra Prakash Toshniwal**	1	1	N.A
7.	Mr. Dinesh Maheshwari***	5	5	Yes
8.	Mr. V. K. Chopra****	6	6	Yes

* Ms. Malini Chopra is appointed as an Independent Director of the Company w.e.f. February 12, 2021.

** Mr. Chandra Prakash Toshniwal is appointed as an Additional Non - Executive Director of the Company w.e.f. March 31, 2021.

*** Mr. Dinesh Maheshwari resigned as a Executive Director & CFO of the Company w.e.f. close of business hours on December 31, 2020.

**** Mr. V K Chopra ceased to be member of the Board and Independent Director of the Company w.e.f. March 5, 2021 upon completion of his term.

AUDIT COMMITTEE

The Audit Committee of the Company comprised of 3 (three) Directors all of them are Independent Directors. All the Members of the Committee possess accounting and financial management expertise.

The Chairman of the Audit Committee was present at the Thirty-Second Annual General Meeting of the Company held on December 30, 2020.

The Company Secretary functions as Secretary to the Committee.

During the year under review, 7 (Seven) meetings of the Audit Committee were held on July 31, 2020, August 29, 2020, September 7, 2020, September 15, 2020, December 16, 2020, February 12, 2021 and March 31, 2021.

The Composition of the Audit Committee and the attendance of the Chairperson / Members at the above meetings are as under:

Sr. No.	Name of Director	Designation	No. of Meetings	
			Held	Attended
1	Ms. Bala C. Deshpande	Independent Director / Member	7	7
2	Mr. Anandkrishnan Chandrasekaran	Independent Director / Member	7	6
3	Ms. Malini Chopra*	Independent Director / Chairperson#	2	2
4	Mr. V. K. Chopra**	Independent Director / Chairperson	6	6

* Ms. Malini Chopra is appointed as a member of the committee w.e.f. February 12, 2021.

** Mr. V K Chopra ceased to be member of the Board and Independent Director of the Company w.e.f. March 5, 2021 upon completion of his term and consequently ceased to be member / chairperson of the Committee w.e.f. March 5, 2021.

Ms. Malini Chopra is appointed as a Chairperson of the committee w.e.f. July 30, 2021.

The Committee's composition meets with the requirements of Section 177 of the Act and Regulation 18 of the Listing Regulations.

Terms of Reference

The terms of reference are reviewed from time to time by the Board in line with the changes introduced by regulatory authorities. The Committee has been mandated to comply with the requirements as specified in Part C of Schedule II of the Listing Regulations and the provisions of section 177 of the Act.

Role of the Audit Committee *inter-alia* includes the following:

- 1) Oversight of the company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible;

- 2) Recommendation for appointment, remuneration and terms of appointment of auditors of the company;
- 3) Approval of payment to statutory auditors for any other services rendered by the statutory auditors;
- 4) Reviewing, with the management, the annual financial statements and auditors' report thereon before submission to the Board for approval, with particular reference to:
 - a. Matters required to be included in the Directors' Responsibility Statement to be included in the Board's Report in terms of clause (c) of sub-section 3 of section 134 of the Act;
 - b. Changes, if any, in accounting policies and practices and reasons for the same;
 - c. Major accounting entries involving estimates based on the exercise of judgment by management;
 - d. Significant adjustments made in the financial statements arising out of audit findings;
 - e. Compliance with listing and other legal requirements relating to financial statements;
 - f. Disclosure of any related party transactions;
 - g. Modified opinion(s) in the draft audit report;
- 5) Reviewing, with the management, the quarterly financial statements before submission to the Board for approval;
- 6) Reviewing, with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilised for purposes other than those stated in the offer document / prospectus / notice and the report submitted by the monitoring agency monitoring the utilisation of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take up steps in this matter;
- 7) Review and monitor the auditor's independence and performance, and effectiveness of audit process;
- 8) Approval or any subsequent modification of transactions of the company with related parties;
- 9) Scrutiny of inter-corporate loans and investments;
- 10) Valuation of undertakings or assets of the company, wherever it is necessary;
- 11) Evaluation of internal financial controls and risk management systems;
- 12) Reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems;
- 13) Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit;
- 14) Discussion with internal auditors of any significant findings and follow up there on;
- 15) Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the Board;
- 16) Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;
- 17) To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividend) and creditors;
- 18) To review the functioning of the Whistle Blower mechanism;
- 19) Approval of appointment of chief financial officer after assessing the qualifications, experience and background, etc. of the candidate;
- 20) Carrying out any other function as is mentioned in the terms of reference of the Audit Committee.
- 21) Reviewing the utilisation 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 including existing loans / advances / investments existing as on the date of coming into force of this provision.

Reviewing of the following information

1. Management discussion and analysis of financial condition and results of operations;
2. Statement of significant related party transactions (as defined by the Audit Committee), submitted by management;
3. Management letters / letters of internal control weaknesses issued by the statutory auditors;
4. Internal audit reports relating to internal control weaknesses;
5. The appointment, removal and terms of remuneration of the Chief internal auditor shall be subject to review by the Audit Committee; and
6. Statement of deviations:
 - a) quarterly statement of deviation(s) including report of monitoring agency, if applicable, submitted to stock exchange(s) in terms of Regulation 32(1) of the Listing Regulations.
 - b) annual statement of funds utilised for purposes other than those stated in the offer document / prospectus / notice in terms of Regulation 32(7) of the Listing Regulations.

NOMINATION & REMUNERATION COMMITTEE

The Nomination and Remuneration Committee of the Company comprised of 4 (four) Directors, consist of 3 (three) Independent Directors and 1 (one) Non-independent Director. Ms. Bala C. Deshpande is the Chairperson of the Committee

During the year under review, 4 (Four) meetings of the Nomination and Remuneration Committee were held on September 7, 2020, September 15, 2020, February 12, 2021 and March 31, 2021.

The Composition of the Nomination & Remuneration Committee and the attendance of the Chairperson / Members at the above meetings are as under:

Sr. No.	Name of Director	Designation	No. of Meetings	
			Held	Attended
1	Ms. Bala C. Deshpande	Independent Director / Chairperson	4	4
2	Mr. Kishore Biyani	Non-Independent Director / Member	4	3
3	Ms. Malini Chopra*	Independent Director / Member	1	1
4	Mr. V. K. Chopra*	Independent Director / Member	3	3

* Ms. Malini Chopra is appointed as a member of the committee w.e.f. February 12, 2021.

** Mr. V K Chopra ceased to be member of the Board and Independent Director of the Company w.e.f. March 5, 2021 upon completion of his term and consequently ceased to be member / chairperson of the Committee w.e.f. March 5, 2021.

Terms of Reference

The terms of reference are reviewed from time to time by the Board and the Committee has been mandated to comply with the requirements as specified in Part D of the Schedule II of the Listing Regulations, the provisions of section 178 of the Act and Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 (including corresponding provisions of Securities and Exchange Board of India (Share Based Employee Benefits) Regulation, 2014) as may be applicable.

The role of the Nomination and Remuneration Committee inter-alia includes the following:

1. To formulate the criteria for determining qualifications, positive attributes and independence of a Director and recommend to the Board a policy, relating to the remuneration for the directors, key managerial personnel and other employees;
2. To formulate the criteria for evaluation of performance of Independent Directors and the Board;
3. To devise a policy on Board diversity;
4. To Identify 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;

5. Whether to extend or continue the term of appointment of the Independent Director, on the basis of the report of performance evaluation of Independent Director;
6. To recommend to the board, all remuneration, in whatever form, payable to senior management.
7. To establish and from time to time review the policy for ESOP, ESOS and recommend the grants to be made of options under ESOP / ESOS; and
8. To review Company's remuneration and human resources policy.

Performance evaluation criteria for Independent Directors

The Company has also devised a process for performance evaluation of Independent Directors, the Board, Committees and other individual Directors. The Independent Directors were evaluated on the criteria such as engagement, leadership, analytical, quality of decision-making, interaction, integrity, governance, responsibility towards stakeholders, etc.

REMUNERATION OF DIRECTORS

Remuneration Policy

The Company believes that human resource is the key for the continuous growth and development of the Company. The Company's Remuneration Policy is designed to attract, retain and motivate employees by offering appropriate remuneration packages and retiral benefits and also rewarding performance of key employees by offering employee stock options to contribute and participate in the overall corporate growth, profitability and financial success of the organisation. The Remuneration Policy is in consonance with the existing industry practice.

Remuneration Policy for Executive Directors

The Company pays remuneration by way of salary, benefits, perquisites and allowances (fixed component) and commission or performance bonus (variable component) to its Managing Director / Executive Director, as approved by the Board and the Members of the Company. In determining the remuneration package of the Executive Directors, the Nomination and Remuneration Committee ("**NRC**") evaluates the remuneration paid by comparable organisation and thereafter makes its recommendation to the Board. Annual increments are decided by the NRC within the scale of remuneration approved by the Members of the Company. NRC also reviews and decides the quantum of commission or performance bonus payable to the Managing Director / Executive Director as per terms of appointment and based on the performance of the individual as well as the Company. Performance criteria for Managing Director / Executive Director, entitled for Commission or Performance Bonus are determined by NRC.

Criteria of making payments to non-executive Directors

The eligible Non-Executive Directors may be paid commission upto an aggregate maximum of 1% of the net profits of the Company as specifically computed for this purpose and as may be approved by Board of Directors of the Company. The criteria of making payments to Non-Executive Directors cover, *inter-alia*, number of meetings attended, Chairmanship of Committees of the Board, time spent in deliberations with the senior management on operational matters other than at meetings and contribution at the Board/Committee(s) levels. The Company also reimburse the out-of-pocket expenses incurred by the directors for attending the meetings.

Non-Executive Directors are paid sitting fees for attending any Meeting of the Board and Committee of the Board including meeting of Independent Directors, as decided from time to time by the Board. The Members of Corporate Social Responsibility Committee have voluntarily waived the acceptance of sitting fees for attending the Meeting of the Committee.

Remuneration to Managing Director / Executive Director

Name of Managing Director / Executive Director	Salary and allowances	Performance Bonus / Commission	Company's Contribution to Funds	Perquisites#	Total	Total Contract Period	Notice period in months	Stock Options granted
Mr. Vijay Biyani	1.26	-	0.13	0.00	1.39	September 26, 2020 to September 25, 2023	6	NIL
Mr. Dinesh Maheshwari	1.32	-	0.03	0.00	1.35\$	May 04, 2019 upto December 31, 2020*	-	Yes

includes ₹ 39,600/- towards value of perquisite for provisions of car facility.

* Actual contract period ends on May 03, 2022 but due to resignation of date mentioned as December 31, 2020.

\$ For part of the year and includes full and final settlement.

Remuneration to Non-Executive Directors

The sitting fees and commission paid to Non-Executive Directors during the year under review are as under:

(₹ in Crore)

Name of Director	Sitting Fee paid	Commission paid
Mr. Kishore Biyani	0.05	-
Ms. Bala C. Deshpande	0.12	-
Mr. Anandakrishnan Chandrasekaran	0.10	-
Ms. Malini Chopra*	0.04	-
Mr. Chandra Praksah Toshniwal**	0.01	-
Mr. Dinesh Maheshwari***	-	-
Mr. V. K. Chopra****	0.10	-

* Ms. Malini Chopra is appointed as an Independent Director of the Company w.e.f. February 12, 2021.

** Mr. Chandra Prakash Toshniwal is appointed as an Additional Non - Executive Director of the Company w.e.f. March 31, 2021.

*** Mr. Dinesh Maheshwari resigned as an Executive Director & CFO of the Company w.e.f. close of business hours on December 31, 2020.

**** Mr. V K Chopra ceased to be member of the Board and Independent Director of the Company w.e.f. March 5, 2021 upon completion of his term.

STAKEHOLDERS' RELATIONSHIP COMMITTEE

The Stakeholders' Relationship Committee comprised of 3 (three) Directors out of which 2 (two) are Independent Directors and 1 (one) is Executive Director.

During the year under review, 1 (One) Meeting of Stakeholders' Relationship Committee were held on March 31, 2021.

The Composition of the Stakeholders' Relationship Committee and the attendance of the Chairperson / Members at the above meetings are as under:

Sr. No.	Name of Director	Designation	No. of Meetings	
			Held	Attended
1	Ms. Bala C. Deshpande	Independent Director / Chairperson	1	1
2	Mr. Vijay Biyani	Managing Director / Member	1	1
3	Ms. Malini Chopra*	Independent Director / Member	1	1

* Ms. Malini Chopra appointed as a member in committee w.e.f. February 12, 2021.

Terms of reference of the Committee

The terms of reference of the Stakeholders' Relationship Committee *inter-alia* includes the following:

- To resolve the grievances of 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.

- To review measures taken for effective exercise of voting rights by shareholders.
- To review the adherence of service standards adopted by the Company in respect of various services being rendered by the Registrar & Share Transfer Agent.
- To review 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.
- To determine on behalf of the Board the Company's policy on serving the stakeholders in line with best corporate governance norms;
- To periodically review stakeholders' grievance mechanism of the Company;
- The Committee is also authorised to:
 - i. Investigate any activity within its terms of reference;
 - ii. Seek any information from any employee of the Company;
 - iii. Obtain outside legal or independent professional advice. Such advisors may attend meetings, if necessary; and
 - iv. Incur such reasonable expenditure, as it deems necessary.

With a view to expedite the process of share transfers, necessary authority has been delegated to the Share Transfer Committee.

SHARE TRANSFER COMMITTEE

The Share Transfer Committee comprises of 2 (Two) Directors, Mr. Kishore Biyani and Mr. Vijay Biyani (Mr. Dinesh Maheshwari members upto December 31, 2020). The Share Transfer Committee meets as and when required to consider the transfer proposals and attend to Investors' grievances, transmission of shares, split, consolidation, issue of duplicate share certificate, dematerialisation and rematerialisation of shares.

Investors' Grievance Redressal

During the year under review, 1 complaint was received from the Investor and the same was attended to and resolved promptly. As on March 31, 2021 there was no complaint pending from our end.

Compliance Officer

Mr. Deepak Tanna, Company Secretary of the Company is the Compliance Officer of the Company.

Share Transfer System

All transfer, transmission or transposition of securities, are conducted in accordance with the provisions of Regulation 40, Regulation 61 and Schedule VII of the SEBI Listing Regulations read together with SEBI Circulars SEBI/HO/MIRSD/RTAMB/CIR/P/2020/166 dated September 7, 2020 and SEBI/HO/MIRSD/RTAMB/CIR/P/2020 /236 dated December 2, 2020.

All requests for transfer and/or dematerialisation of securities held in physical form, should be lodged with the office of the Company's Registrar & Share Transfer Agent, Link Intime India Private Limited, C-101, Embassy 247, L.B.S. Marg, Vikhroli (West), Mumbai -400 083 or at the registered office of the Company for dematerialisation.

Securities lodged for transfer at the Registrar's address are normally processed within 15 days from the date of lodgment, if the documents are clear in all respects. All requests for dematerialization of securities are processed and the confirmation is given to the depositories within 15 days. The Executives of the Registrar are empowered to approve transfer of shares and debentures and other investor related matters. Grievances received from investors and other miscellaneous correspondence on change of address, mandates, etc. are processed by the Registrars within 15 days.

The following compliances pertain to share transfers, grievances, etc.:

- (1) Pursuant to Regulation 7(3) of the SEBI Listing Regulations, certificates are filed with the stock exchanges on half yearly by the Compliance Officer and the representative of the Registrar and Share Transfer Agent for maintenance of an appropriate share transfer facility.
- (2) Pursuant to Regulation 13 of the SEBI Listing Regulations, a statement on pending investor complaints is filed with the stock exchanges and placed before the Board of Directors on a quarterly basis.
- (3) Pursuant to Regulation 39(3) of the SEBI Listing Regulations, information regarding loss of share certificates and issue of the duplicate certificates, are submitted to the stock exchanges within 2 days of the Company receiving the information.

- (4) Pursuant to Regulation 40(9) of the SEBI Listing Regulations, the Company obtains a half-yearly certificate from the Practicing Company Secretary certifying that, the RTA has issued all share certificates within 30 days of the date of lodgment for transfer, subdivision, consolidation, renewal, exchange or endorsement of calls/ allotment monies and this certificate is simultaneously filed with the Indian Stock Exchanges pursuant to Regulation 40(10) of the SEBI Listing Regulations.
- (5) A Company Secretary-in-Practice carries out a Reconciliation of Share Capital Audit on a quarterly basis, as per Regulation 76 of the Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018 read with SEBI Circular No. D&CC / FITTC/Cir- 16/2002 dated December 31, 2002, to reconcile the total admitted capital with depositories viz National Securities Depository Limited (NSDL) and Central Depository Services Limited (CDSL) and the total issued and listed capital. The audit confirms that the total issued/paid up capital is in agreement with the aggregate of the total number of shares in physical form and the total number of shares in dematerialized form (held with NSDL and CDSL).
- (6) Pursuant to Regulation 61(4) read together with Regulation 40(9) of the SEBI Listing Regulations, a Certificate by the Company Secretary-in-Practice is filed with the stock exchanges within one month from the end of each half of the financial year, certifying that all certificates are issued within thirty days of the date of lodgement for transfer, sub-division, consolidation, renewal, exchange.

Code of Conduct for Regulating, Monitoring and Reporting of Trading by Designated Persons

The Company's Code of Conduct for regulating, monitoring and reporting of trading by Designated Persons as adopted by the Company, *inter-alia*, prohibits dealing in the securities of the Company by Designated Persons while in possession of unpublished price sensitive information in relation to the Company. This Code has been revised in line with the SEBI (Prohibition of Insider Trading) (Amendment) Regulations, 2018.

Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information

The Board has also laid down the Code of Practices and Procedure for Fair Disclosure of Unpublished Price Sensitive Information ("**Code of Fair Disclosures**") in accordance with the provisions of SEBI (Prohibition of Insider Trading) Regulations, 2015, as amended, with a view to regulate communication of unpublished price sensitive information for any purpose other than the legitimate purpose as defined under the said Code of Fair Disclosures. The Code of Fair Disclosure is hosted on Company's website at the weblink: https://felindia.in/pdf/UPSI_Code.pdf

INDEPENDENT DIRECTORS' MEETING

During the year under review, a separate meeting of Independent Directors was held on September 15, 2020 and the attendance of Independent Directors at the above Meeting is as under:

Designation	No. of Meetings	
	Held	Attended
Mr. V. K. Chopra*	1	1
Ms. Bala C. Deshpande	1	1
Mr. Anandakrishnan Chandrasekaran	1	1
Ms. Malini Chopra**	NA	NA

* Mr. V K Chopra ceased to be member of the Board and Independent Director of the Company w.e.f. March 5, 2021 upon completion of his terms.

** Ms. Malini Chopra is appointed as an Independent Director of the Company w.e.f. February 12, 2021.

CORPORATE SOCIAL RESPONSIBILITY COMMITTEE

The Corporate Social Responsibility Committee presently comprises of Ms. Bala C. Deshpande, Independent Director Mr. Kishore Biyani, Non-Executive Director and Mr. Vijay Biyani, Managing Director of the Company. During the year under review, no meeting of the Committee was held.

The Committee functions in accordance with the terms of reference as specified under the Act, and as may be specified by the Board from time to time, which inter-alia includes:

- a) formulate and recommend to the Board, a Corporate Social Responsibility Policy which shall indicate the activities to be undertaken by the Company as specified in Schedule VII of the Act;
- b) recommend the amount of expenditure to be incurred on the activities referred to in clause (a); and
- c) monitor the Corporate Social Responsibility Policy of the Company from time to time.

The disclosures as per Companies (Corporate Social Responsibility Policy) Rules, 2014 is made in prescribed form which is appended to the Director's Report. The Company carries out its CSR activities through 'Sone Ki Chidiya' foundation. The Policy adopted by the Company is available on the website of the Company at a weblink: https://felindia.in/pdf/CSR_Policy.pdf

COMMITTEE OF DIRECTORS

The Committee of Directors comprises of Mr. Kishore Biyani, Non-executive Director, Mr. Vijay Biyani, Managing Director and Mr. Dinesh Maheshwari, Executive Director and Chief Financial Officer of the Company (upto December 31, 2020). The Board has delegated powers to the Committee of Directors to carry out various activities for day to day operations of the Company. 9 (nine) meetings of the Committee were held during the financial year 2020-21.

RISK MANAGEMENT COMMITTEE

During the year under review the provision relating to the Risk Management Committee under Regulation 21 of Listing Regulations was not applicable to our Company. However, with the amendment in Listing Regulations, the same is applicable to the Company.

During the year under review, the Committee was comprised of Mr. Kishore Biyani, Non-executive Director, Mr. Vijay Biyani, Managing Director Mr. Dinesh Maheshwari, Executive Director and Chief Financial Officer as members of the Committee.

Mr. Dinesh Maheshwari has resigned as an Executive Director & CFO of the Company w.e.f. close of business hours on December 31, 2020. He ceased to be member of the Risk Management Committee.

The Board has re-constituted the Committee and appointed Ms. Malini Chopra, Independent Director and Mr. Bhagchand Baser, Deputy Chief Financial Officer as Members of the Committee w.e.f. July 30, 2021.

The following are members of the Risk Management Committee:

Sr. No.	Name of Director	Designation
1	Mr. Kishore Biyani	Non-executive Director / Chairman
2	Mr. Vijay Biyani	Managing Director / Member
3	Ms. Malini Chopra	Independent Director / Member
4	Mr. Bhagchand Baser	Dy. Chief Financial Officer / Member

The Committee functions in accordance with the terms of reference as specified by the Board from time to time, which inter-alia includes implementing and monitoring of risk management plan and policy of the Company and specifically cover matters related to cyber security.

RISK MANAGEMENT

The Company has a well-defined risk management framework in place, which provides an integrated approach for identifying, assessing, mitigating, monitoring and reporting of all risks associated with the business of the Company.

The Audit Committee / Board of Directors periodically review the risk assessment and minimisation procedures and ensures that executive management controls risk through means of properly defined framework.

The risk management framework adopted by the Company is discussed in detail in the Management Discussion and Analysis forming part of this Annual Report.

GENERAL BODY MEETINGS

Annual General Meeting

The details of the Annual General Meetings held during the last three years are as follows:

Year	No. of AGM	Day, Date & Time of AGM	Venue
2019-20	32	Wednesday, December 30, 2020 at 10:00 AM	through Video Conferencing (VC) / Other Audio Visual Means (OAVM)
2018-19	31	Tuesday, July 30, 2019 at 05:30 PM	Rangaswar, Fourth Floor, Y.B. Chavan Centre, Gen. Jagannath Bhosale Marg, Mumbai - 400 021
2017-18	30	Wednesday, August 29, 2018 at 04:00 PM	

Special Resolutions passed in the previous three Annual General Meetings are as follows:

AGM No.	AGM date	Special Resolutions Passed
32	December 30, 2020	Re-appointment and payment of Mr. Vijay Biyani as Managing Director of the Company
31	July 30, 2019	- Approval for payment of remuneration to Mr. Vijay Biyani, Managing Director of the Company; - Re-appointment of Mr. V. K. Chopra (DIN: 02103940) as an Independent Director of the Company; - Re-appointment of Ms. Bala Despande (DIN: 00020130) as an Independent Director of the Company; - Re-appointment of Mr. Dinesh Maheshwari as Executive Director & Chief Financial Officer of the Company and payment of remuneration thereof; - Issue of Securities on Private Placement basis; - Approval of Future Enterprises Limited Employee Stock Option Plan, 2019 and Grant of Employee Stock Options/Restricted Stock Units to the employees of the Company thereunder; - Grant of Employee Stock Options/Restricted Stock Units to the employee of the Subsidiary Company(ies) of the Company under Future Enterprises Limited Employee Stock Option Plan, 2019; - Grant of Employee Stock Options/Restricted Stock Units to the Employees of Company and that of the Subsidiary Company(ies) by way of secondary acquisition under Future Enterprises Limited Employee Stock Option Plan, 2019; - Approval of Trust Route for implementations of Future Enterprises Limited Employee Stock Option Plan, 2019; - Provision of money by the Company for purchase of its own shares by the trust/trustees for the benefit of employees under Future Enterprises Limited Employee Stock Option Plan, 2019
30	August 29, 2018	NIL

Extraordinary General Meeting

During the year under review, no Extraordinary General Meeting ("EGM") of the Members of the Company was held.

Postal Ballot

During the year under review, the Company had not obtained any approval from its Members through Postal Ballots as per provisions of section 110 and other applicable provisions of the Act read with the Companies (Management and Administration) Rules, 2014 (including any statutory modification or re-enactment thereof) ("the Rules").

MEANS OF COMMUNICATION

The Company regularly informs its unaudited as well as audited Financial Results to the Stock Exchanges, as soon as these are taken on record / approved by the Board. The Financial Results are published in leading English and Marathi dailies, viz. "The Free Press Journal" - (English Daily) and "Nav Sakthi" (Marathi Newspaper). The Company's

Annual Report, Financial Results, Shareholding Pattern and official news releases are displayed on the Company's website www.felindia.in. The Company's presentations to institutional investors and analysts, if made, are put up on the website of the Company.

The Company sends Annual Report, Notices related to General Meetings and Postal Ballot by e-mail to those shareholders whose e-mail ids are registered with the Company / Depository Participants and in hard copies to those shareholders whose e-mail ids are not registered.

All filing, disclosures and communications to Stock Exchanges are made electronically through their specific web portals to disseminate such information and make such information generally available.

GENERAL SHAREHOLDERS INFORMATION

Date, Time and Venue of the 33rd Annual General Meeting.

Tuesday, September 28, 2021 at 4.00 PM through Video Conferencing (VC) / Other Audio Visual Means (OAVM) Facility

Financial Year

The financial year covers the period from April 1 of every year to March 31 of the next year.

Financial Reporting for

Quarter	Release Date (tentative & subject to change)
1st Quarter ending June, 30	Second week of August, 2021
2nd Quarter/Half-year ending September, 30	Second week of November, 2021
3rd Quarter ending December, 31	Second week of February, 2022
4th Quarter/Year ending March, 31	Fourth week of May, 2022

Note: The above dates are indicative.

Dividend

During the year under review, the Board of Directors of the Company has not recommended any dividend for the year ended March 31, 2021.

Registered Office

Knowledge House, Shyam Nagar, Off. Jogeshwari - Vikhroli Link Road, Jogeshwari (East), Mumbai – 400 060

Listing on Stock Exchanges

Equity Shares and Class B (Series 1) Shares.

The Equity Shares and Class B (Series 1) Shares of the Company are listed in the following Stock Exchanges:

BSE Limited

P. J. Towers, Dalal Street, Mumbai - 400 001

National Stock Exchange of India Limited

Exchange Plaza, C - 1, Block G, Bandra-Kurla Complex, Bandra (East), Mumbai - 400 051

Debt Securities

Non-convertible Debentures Series (XIV A) & (XIV B), (XIV D) & (XIV E), (XV A) to (XV H), (XVI A) to (XVI F), (XVII A) to (XVII E), (XVIII A) to (XVIII C), (XIX A) & (XIX B), (XX A) to (XX C), (XXII A) & (XXII B), (XXIII), (XXIV A) & (XXIV B), (XXV A) & (XXV B) and (XXVI A) & (XXVI B) of the Company are listed on the Wholesale Debt Market (WDM) Segment of BSE Limited.

Listing Fees

Listing Fees, as prescribed, has been paid to both the Stock Exchanges where the securities of the Company are listed.

Debenture Trustees

For Non-convertible Debentures Series (XV A) to (XV H), (XVII A) to (XVII E), (XVIII A) to (XVIII C) and (XX A) to (XX C).

Axis Trustee Services Limited
The Ruby, 2nd Floor, SW,
29 Senapati Bapat Marg,
Dadar West, Mumbai – 400 028.
Tel No.: +91 22 6230 0607, Fax No.: +91 22 6230 0451
Website: www.axistrustee.com

For Non-convertible Debentures Series (XIV A) & (XIV B), (XIV D) & (XIV E), (XVI A) to (XVI F), (XIX A) & (XIX B), (XXII A) & (XXII B), (XXIII), (XXIV A) & (XXIV B), (XXV A) & (XXV B) and (XXVI A) & (XXVI B)

Centbank Financial Services Limited
Central Bank of India - MMO Building,
3rd Floor, 55, M.G. Road, Fort
Mumbai 400 001
Tel No.: +91 22 2261 6217, Fax No.: +91 22 2261 6208
Website : www.cfsl.in

Stock Code

Shares & Debentures	ISIN No.	Stock Code	
		BSE	NSE
Equity	INE623B01027	523574	FEL
Class B (Series 1) Shares	IN9623B01058	570002	FELDVR
10.25% Secured Non-Convertible Debentures (Series XIV A)	INE623B07339	954328	-
10.25% Secured Non-Convertible Debentures (Series XIV B)	INE623B07347	954330	-
10.25% Secured Non-Convertible Debentures (Series XIV D)	INE623B07362	954340	-
10.25% Secured Non-Convertible Debentures (Series XIV E)	INE623B07370	954343	-
9.75% Secured Non-Convertible Debentures (Series XV A)	INE623B07404	955100	-
9.80% Secured Non-Convertible Debentures (Series XV B)	INE623B07412	955101	-
9.75% Secured Non-Convertible Debentures (Series XV C)	INE623B07420	955140	-
9.80% Secured Non-Convertible Debentures (Series XV D)	INE623B07438	955141	-
9.75% Secured Non-Convertible Debentures (Series XV E)	INE623B07446	955371	-
9.80% Secured Non-Convertible Debentures (Series XV F)	INE623B07453	955373	-
9.50% Secured Non-Convertible Debentures (Series XV G)	INE623B07461	955454	-
9.55% Secured Non-Convertible Debentures (Series XV H)	INE623B07479	955456	-
9.60% Secured Non-Convertible Debentures (Series XVI A)	INE623B07487	955749	-
9.60% Secured Non-Convertible Debentures (Series XVI B)	INE623B07495	955750	-
9.60% Secured Non-Convertible Debentures (Series XVI C)	INE623B07503	955957	-
9.60% Secured Non-Convertible Debentures (Series XVI D)	INE623B07511	955958	-
9.60% Secured Non-Convertible Debentures (Series XVI E)	INE623B07529	956012	-
9.60% Secured Non-Convertible Debentures (Series XVI F)	INE623B07537	956013	-
9.28% Secured Non-Convertible Debentures (Series XVII A)	INE623B07545	956243	-
9.17% Secured Non-Convertible Debentures (Series XVII B)	INE623B07552	956268	-
9.28% Secured Non-Convertible Debentures (Series XVII C)	INE623B07560	956269	-

Shares & Debentures	ISIN No.	Stock Code	
		BSE	NSE
9.17% Secured Non-Convertible Debentures (Series XVII D)	INE623B07578	956310	-
9.28% Secured Non-Convertible Debentures (Series XVII E)	INE623B07586	956311	-
8.80% Secured Non-Convertible Debentures (Series XVIII A)	INE623B07594	956954	-
8.91% Secured Non-Convertible Debentures (Series XVIII B)	INE623B07602	956955	-
8.91% Secured Non-Convertible Debentures (Series XVIII C)	INE623B07610	957077	-
9.25% Secured Non-Convertible Debentures (Series XIX A)	INE623B07628	957263	-
9.25% Secured Non-Convertible Debentures (Series XIX B)	INE623B07636	957264	-
9.40% Secured Non-Convertible Debentures (Series XX A)	INE623B07644	957711	-
9.50% Secured Non-Convertible Debentures (Series XX B)	INE623B07651	957712	-
9.50% Secured Non-Convertible Debentures (Series XX C)	INE623B07669	957713	-
9.75% Secured Non-Convertible Debentures (Series XXII A)	INE623B07685	957875	-
9.75% Secured Non-Convertible Debentures (Series XXII B)	INE623B07693	957876	-
10.00% Secured Non-Convertible Debentures (Series XXIII)	INE623B07701	957889	-
10.15% Secured Non-Convertible Debentures (Series XXIV A)	INE623B07719	958303	-
10.15% Secured Non-Convertible Debentures (Series XXIV B)	INE623B07727	958304	-
10.50% Secured Non-Convertible Debentures (Series XXV A)	INE623B07735	958501	-
10.60% Secured Non-Convertible Debentures (Series XXV B)	INE623B07743	958502	-
10.15% Secured Non-Convertible Debentures (Series XXVI A)	INE623B07750	958841	-
10.15% Secured Non-Convertible Debentures (Series XXVI B)	INE623B07768	958842	-

The Company has implemented One Time Restructuring (OTR) Plan on April 23, 2021 due to which the tenure and interest of certain Series of Non-Convertible Debentures (NCDs) has changed. The Company has obtained the requisite approval from the BSE Limited, where the said NCDs are listed on July 9, 2021. Accordingly, the ISINs of the NCDs as given hereunder has been changed as follows:

Debentures	Old ISIN No.	New ISIN No.	Stock Code BSE
10.25% Secured Non-Convertible Debentures (Series XIV A)	INE623B07339	INE623B07776	954328
10.25% Secured Non-Convertible Debentures (Series XIV B)	INE623B07347	INE623B07784	954330
10.25% Secured Non-Convertible Debentures (Series XIV D)	INE623B07362	INE623B07792	954340
10.25% Secured Non-Convertible Debentures (Series XIV E)	INE623B07370	INE623B07800	954343
9.60% Secured Non-Convertible Debentures (Series XVI A)	INE623B07487	INE623B07818	955749
9.60% Secured Non-Convertible Debentures (Series XVI B)	INE623B07495	INE623B07826	955750
9.60% Secured Non-Convertible Debentures (Series XVI C)	INE623B07503	INE623B07834	955957
9.60% Secured Non-Convertible Debentures (Series XVI D)	INE623B07511	INE623B07842	955958
9.60% Secured Non-Convertible Debentures (Series XVI E)	INE623B07529	INE623B07859	956012
9.60% Secured Non-Convertible Debentures (Series XVI F)	INE623B07537	INE623B07867	956013
9.25% Secured Non-Convertible Debentures (Series XIX A)	INE623B07628	INE623B07875	957263
9.25% Secured Non-Convertible Debentures (Series XIX B)	INE623B07636	INE623B07883	957264
9.75% Secured Non-Convertible Debentures (Series XXII A)	INE623B07685	INE623B07891	957875
9.75% Secured Non-Convertible Debentures (Series XXII B)	INE623B07693	INE623B07909	957876
10.00% Secured Non-Convertible Debentures (Series XXIII)	INE623B07701	INE623B07917	957889
10.15% Secured Non-Convertible Debentures (Series XXIV A)	INE623B07719	INE623B07925	958303

Debentures	Old ISIN No.	New ISIN No.	Stock Code BSE
10.15% Secured Non-Convertible Debentures (Series XXIV B)	INE623B07727	INE623B07933	958304
10.50% Secured Non-Convertible Debentures (Series XXV A)	INE623B07735	INE623B07941	958501
10.60% Secured Non-Convertible Debentures (Series XXV B)	INE623B07743	INE623B07958	958502
10.15% Secured Non-Convertible Debentures (Series XXVI A)	INE623B07750	INE623B07966	958841
10.15% Secured Non-Convertible Debentures (Series XXVI B)	INE623B07768	INE623B07974	958842

Corporate Identification Number (CIN)

The Company's CIN as allotted by the Ministry of Corporate Affairs, is L52399MH1987PLC044954.

Stock Performance

The performance of the Equity Shares of the company at the Stock Exchanges during the year under review are as follows:

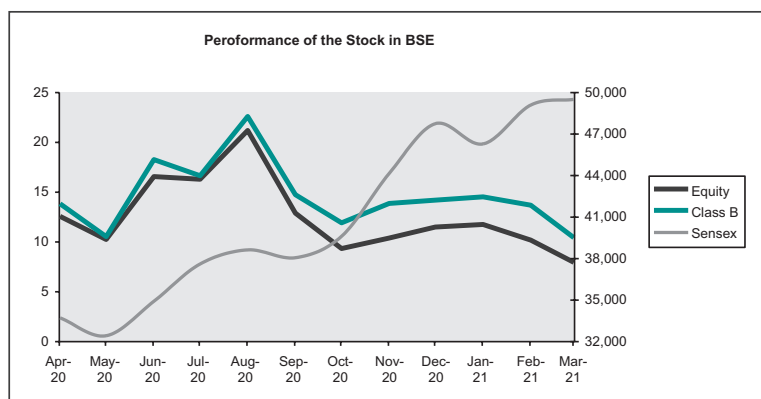
Month	BSE Limited (BSE)			National Stock Exchange of India Limited (NSE)		
	High	Low	Volume	High	Low	Volume
April - 2020	14.74	7.55	8,89,572	14.35	7.55	36,13,443
May - 2020	12.25	7.98	8,94,064	12.55	8.00	94,55,462
June - 2020	18.31	10.74	48,42,170	18.20	10.50	2,03,49,062
July - 2020	17.20	10.05	67,32,227	17.20	10.00	3,05,66,888
August - 2020	21.20	14.55	3,16,70,674	21.10	14.55	13,13,91,562
September - 2020	22.25	11.20	2,99,13,030	22.15	11.15	14,02,46,711
October - 2020	13.43	8.18	1,07,91,764	13.50	8.20	5,39,26,301
November - 2020	11.51	8.60	1,32,75,775	11.50	8.70	2,04,55,828
December - 2020	11.90	9.88	85,19,636	11.95	9.85	4,16,95,920
January - 2021	13.24	10.74	78,78,292	13.00	10.75	2,67,17,966
February - 2021	12.60	10.04	86,91,314	12.55	9.95	3,63,27,048
March - 2021	10.56	7.61	66,32,483	10.60	7.90	2,59,86,848

The performance of the Class B (Series 1) Shares of the company at the Stock Exchanges during the year under review are as follows:

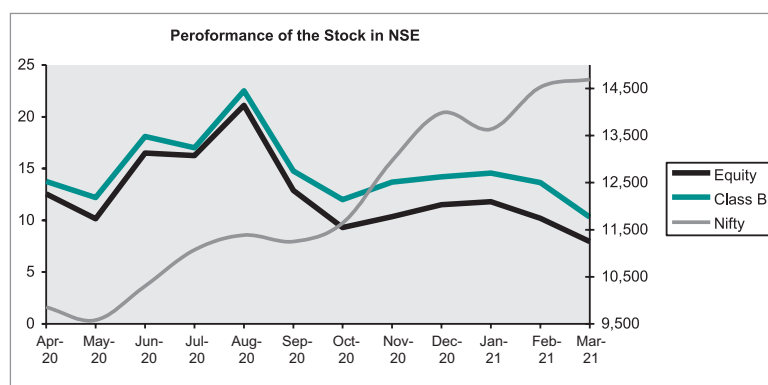
Month	BSE Limited (BSE)			National Stock Exchange of India Limited (NSE)		
	High	Low	Volume	High	Low	Volume
April - 2020	16.30	9.31	1,11,710	14.70	8.25	6,55,323
May - 2020	14.00	9.13	21,902	13.75	8.85	16,89,320
June - 2020	20.19	11.06	4,86,582	20.00	12.10	24,16,229
July - 2020	18.25	10.25	4,97,093	18.70	10.35	33,73,978
August - 2020	22.60	15.80	8,97,677	22.50	15.85	48,57,271
September - 2020	23.70	12.85	8,04,339	23.60	12.95	53,14,755
October - 2020	15.19	9.46	1,57,043	15.20	9.50	13,56,230
November - 2020	15.72	11.01	2,83,272	15.80	11.10	8,16,427
December - 2020	15.80	12.85	2,71,763	15.65	12.40	16,58,321
January - 2021	16.23	13.00	1,65,115	16.30	13.10	13,11,057
February - 2021	16.50	12.64	3,84,107	16.20	12.20	14,16,222
March - 2021	14.15	9.75	2,62,680	14.20	9.90	11,33,205

[Source: This information is compiled from the data available from the websites of BSE and NSE]

The performance comparison is based on the closing price / Sensex on the last trading day of the month.



The performance comparison is based on the closing price / CNX Nifty on the last trading day of the month.



Dematerialisation of shares

99.90% of the Equity Shares and 99.86% of Class B (Series 1) Shares of the Company have been dematerialised as on March 31, 2021. The Company has entered into agreements with both National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) whereby shareholders have an option to dematerialise their shares with either of the Depositories. Entire shareholding of Promoters and Promoter Group is in dematerialised form.

Status of Dematerialisation of Equity Shares and Class B (Series 1) Shares as on March 31, 2021 are as under:

Particulars	Equity Shares		Class B (Series 1) Shares	
	No. of Shares	% of Total Capital	No. of Shares	% of Total Capital
National Securities Depository Limited	33,19,22,776	72.96%	3,28,95,964	83.55%
Central Depository Services (India) Limited	12,25,47,307	26.94%	64,22,678	16.31%
Total Dematerialised	45,44,70,083	99.90%	3,93,18,642	99.86%
Physical	4,60,318	0.10%	56,037	0.14%
Total	45,49,30,401	100.00%	3,93,74,679	100.00%

Distribution of Shareholding of Equity and Class B (Series 1) Shares as on March 31, 2021

Equity Shares

No. of Shares	No. of Shareholders	%	No. of Shares for the Range	%
1 to 500	75,340	70.0642	1,16,74,720	2.5663
501 to 1000	13,667	12.7099	1,15,00,835	2.5280
1001 to 5000	14,317	13.3144	33,73,137	7.4159
5001 to 10000	2,352	2.1873	1,79,43,898	3.9443
10001 to 50000	1,545	1.4368	3,15,73,839	6.9404

No. of Shares	No. of Shareholders	%	No. of Shares for the Range	%
50001 to 100000	161	0.1497	1,18,15,112	2.5971
100001 & above	148	0.1376	33,66,84,860	74.0080
Total	1,07,530	100.0000	45,49,30,401	100.0000

Class B (Series 1) Shares

No. of Shares	No. of Shareholders	%	No. of Shares	%
1 to 500	15,957	86.3942	13,36,639	3.3947
501 to 1000	1,190	6.4429	10,12,729	2.5720
1001 to 5000	1,064	5.7607	24,76,041	6.2884
5001 to 10000	143	0.7742	10,83,045	2.7506
10001 to 50000	96	0.5198	20,91,031	5.3106
50001 to 100000	6	0.0325	4,58,014	1.1632
100001 & above	14	0.0758	3,09,17,180	78.5205
Total	18,470	100.0000	3,93,74,679	100.0000

Categories of Shareholders as on March 31, 2021

Categories	Equity Shares		Class B (Series 1) Shares	
	No. of Shares	% of Holding	No. of Shares	% of Holding
Promoters and Promoter Group	9,37,67,852	20.61	2,84,36,580	72.22
Mutual Funds	500	0.00	50	0.00
Banks, Financial Institutions	1,97,63,704	4.34	0	0.00
Venture Capital Funds	0	0.00	0	0.00
Insurance Companies	72,97,294	1.60	82,391	0.21
Foreign Portfolio Investor	8,64,035	0.19	0	0.00
Non-Resident Indians	35,51,508	0.78	1,56,143	0.40
Bodies Corporate	19,09,69,588	41.98	4,16,845	1.06
NBFC registered with RBI	1,932	0.00	0	0.00
Indian Public (Individual)	13,07,99,164	28.75	99,84,200	25.36
Directors & their Relatives	0	0.00	0	0.00
Clearing Members	26,98,833	0.59	1,21,224	0.31
Trust	655	0.00	127	0.00
Hindu Undivided Family	46,65,536	1.03	1,22,343	0.31
Foreign Nationals	0	0.00	0	0.00
Investor Education and Protection Fund	5,49,800	0.12	54,776	0.14
Total	45,49,30,401	100.00	3,93,74,679	100.00

Outstanding GDR /ADR /Warrants or any convertible instruments, conversion date and impact on equity.

The Company has not issued and GDR / ADR / Warrants during the year under review.

Plant Locations

- G-6, MIDC, Tarapur, Dist. Palghar.
- No. 4, Puttappa Industrial Estate, Mahadevpura, Near Hindustan Petroleum, Bengaluru 560 048

Address for Correspondence:

Investor Correspondence for securities physical form Registrar and Share Transfer Agents:

Link Intime India Private Limited
C-101, Embassy 247, L B S. Marg, Vikhroli (West),
Mumbai 400 083
Telephone No. : +91 22 4918 6270
Fax No. : +91 22 4918 6060
email : rnt.helpdesk@linkintime.co.in
Website: www.linkintime.co.in

For securities held in Demat Form:

Investors' concerned Depository Participant(s) and / or Link Intime India Private Limited.

For any query on the Annual Report:

Mr. Deepak Tanna, Company Secretary
Future Enterprises Limited
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 : investorrelations@futuregroup.in
Website: www.felindia.in

List of all credit ratings obtained by the Company along with any revisions for the financial year 2020-21:

The Company has obtained rating from CARE Ratings Limited, Acuite Ratings & Research Limited, Brickwork Ratings India Private Limited and Infomerics Valuation and Rating Private Limited during the year ended March 31, 2021. Further the same had been reaffirmed / revalidated periodically during the year under review. Details of credit rating are as follows:

CARE Ratings Limited

Sr. No.	Date	Rating	Security
1	May 20, 2020	CARE BBB+ (Credit watch with Negative implications)	Long Term Bank Facilities (Term Loan, Fund Based)
		CARE BBB+ (Credit watch with Negative implications)	Non-Convertible Debenture
		CARE A3+ (Credit watch with Negative implications)	Short Term Bank Facilities (Non-Fund Based)
		CARE BBB+ (FD) (Credit watch with Negative implications)	Fixed Deposit
2	July 30, 2020	CARE BB (Credit watch with developing implications)	Non-Convertible Debenture
3	August 25, 2020	CARE C	Long Term Bank Facilities (Term Loan, Fund Based)
		CARE C & CARE D	Non-Convertible Debenture
		CARE C (FD)	Fixed Deposit
		CARE A4	Short Term Bank Facilities (Non-Fund Based)
		CARE C (FD)	Fixed Deposit

Sr. No.	Date	Rating	Security
4	September 7, 2020	CARE C (Credit watch with developing implications)	Long Term Bank Facilities (Term Loan, Fund Based)
		CARE C & CARE D (Credit watch with developing implications)	Non-Convertible Debenture
		CARE A4 (Credit watch with developing implications)	Short Term Bank Facilities (Non-Fund Based)
		CARE C (FD) (Credit watch with developing implications)	Fixed Deposit
5	March 26, 2021	CARE C (Under credit watch with developing implications)	Long Term Bank Facilities (Term Loan, Fund Based)
		CARE C & CARE D (Under credit watch with developing implications)	Non-Convertible Debenture
		CARE A4 (Under credit watch with developing implications)	Short Term Bank Facilities (Non-Fund Based)
		CARE C (FD) (Under credit watch with developing implications)	Fixed Deposit

Note: Rating has been withdrawn for Commercial Paper

Acuite Ratings & Research Limited

1	May 6, 2020	ACUITE A (Under watch with Negative Implications)	Long Term Bank Facilities (Term Loan, Fund Based)
		ACUITE A1 (Under watch with Negative Implications)	Short Term Bank Facilities (Non-Fund Based)
2	July 30, 2020	ACUITE BBB+ (Under watch with Negative Implications)	Long Term Bank Facilities (Term Loan, Fund Based)
		ACUITE A2 (Under watch with Negative Implications)	Short Term Bank Facilities (Non-Fund Based)
3	August 12, 2020	ACUITE BB+ (Under watch with Negative Implications)	Non-Convertible Debenture
		ACUITE BB+ (Under watch with Negative Implications)	Long Term Bank Facilities (Term Loan, Fund Based)
		ACUITE A4+ (Under watch with Negative Implications)	Short Term Bank Facilities (Non-Fund Based)
		ACUITE FBB+ (Under watch with Negative Implications)	Fixed Deposit
4	October 28, 2020	ACUITE D	Non-Convertible Debenture
		ACUITE D	Long Term Bank Facilities (Term Loan, Fund Based)
		ACUITE D	Short Term Bank Facilities (Non-Fund Based)
		ACUITE D	Commercial Paper
		ACUITE FD	Fixed Deposit

Brickwork Ratings India Private Limited

Sr No.	Date	Rating	Security
1	August 21, 2020	BWR BB+ (Credit watch with Negative implications)	Non-Convertible Debenture

Infomercials Valuation and Rating Private Limited

1	September 15, 2020	IVR D	Commercial Paper
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Commodity Price Risk or Foreign Exchange Risk and Hedging activities

The Company does not deal in commodities and hence the disclosure pursuant to SEBI Circular dated November 15, 2018 is not required to be given. The Company is exposed to exchange fluctuation risk for its purchase from overseas suppliers in various foreign currencies. The Company follows established risk management policies including the use of derivatives like foreign exchange forward contracts to hedge exposures to foreign currency risk.

The details of foreign currency exposure are disclosed in Note No. 30 in the Notes forming part of the Financial Statements.

Transfer of Unclaimed / Unpaid Dividend amount to the Investor Education and Protection Fund (IEPF) :

Pursuant to Sections 124 and 125 of the Act, read with the IEPF Authority (Accounting, Audit, Transfer and Refund Rules, 2016 ("IEPF Rules"), dividend that are unpaid / unclaimed for a period of seven years from the dates it became due for payment are required to be transferred by the Company to the Investor Education and Protection Fund ("IEPF").

Further, share in respect of such dividend which have not been claimed for a period of seven consecutive years are also required to be transferred to the demat account of IEPF Authority. The said requirements does not apply to shares in respect of which there is specific order of Court, Tribunal or Statutory Authority, restraining any transfer of the shares.

In the interest of the shareholders of the Company, the Company send periodical reminders to the shareholders to claim their dividend in order to avoid transfer of dividend / shares to IEPF Authority. Notices in this regard are also published in the newspapers and the details of unclaimed dividend and shareholders whose shares are required to be transferred to the IEPF Authority, are uploaded on the Company's website <https://felindia.in/unclaimed-and-unpaid-dividends.aspx>.

In light of the aforesaid provisions, the Company has during the year, transferred ₹9,37,868/- to IEPF unclaimed dividend for FY 2011-12 of the Company.

the same from IEPF Authority by submitting an online application in the prescribed Form No. IEPF - 5 available on the website www.iepf.gov.in and sending physical copy of the same, duly signed to the Company, along with requisite documents enumerated in the Form No. IEPF - 5. No claims shall lie against the Company in respect of the dividend / shares so transferred.

Given below the dates of declaration of dividend and corresponding dates when unpaid / unclaimed dividend are due for transfer to IEPF:

Financial Year	Date of Declaration	Date of Payment	Date on which dividend will become part of IEPF
31/03/2014	02/08/2014	06/08/2014	07/09/2021
31/03/2015	26/08/2015	31/08/2015	01/10/2022
31/03/2016	29/08/2016	02/09/2016	03/10/2023
31/03/2017	29/08/2017	02/09/2017	03/10/2024
31/03/2018	N.A.	N.A.	N.A.
31/03/2019	N.A.	N.A.	N.A.
31/03/2020	N.A.	N.A.	N.A.

Members who have so far not encashed their dividend warrants are requested to write to the Company / Registrar and Share Transfer Agent and claim the same, to avoid transfer to IEPF.

Unclaimed Shares

None of the equity shares of the Company are lying in the demat suspense account or unclaimed suspense account so the requirement to disclose the details of such shares pursuant to Regulation 34(3) and Schedule V Part F of Listing Regulations doesn't arise.

DISCLOSURES

Related Party Transactions

All Related Party Transactions were reviewed / approved by the Audit Committee and were entered into in the ordinary course of business and at arm's length basis. During the year under review, there were no materially significant transactions entered into between the Company and related parties that may have potential conflict with the interests of the Company at large. The details of related party transactions are presented in Note No. 34 in Notes forming part of the financial statements for the year ended March 31, 2021. Policy on dealing with related party transactions is available on the website of the Company at the link https://felindia.in/pdf/Related_Party_Transaction_Policy.pdf

Details of utilisation of funds raised through preferential allotment or qualified institutions placement

During the year under review, the Company has not raised funds through preferential allotment or qualified institutions placement so the requirement of mentioning utilization of funds as per Regulation 32(7A) of Listing Regulations does not arise.

Recommendations of Committee to the Board:

During the year under review, there was no such instance wherein any recommendations from the Committees of the Board were not accepted by the Board of Directors of the Company.

Total Fees paid to Statutory Auditor for all services rendered by them:

(₹ in Crores)

Particulars	Amount
Statutory Audit Fees	0.28
Other Expenses	0.06
Total	0.34

Complaint under Sexual Harassment of Women at Workplace (prevention, Prohibition and Redressal) Act, 2013

Sr. No.	Number of Complaints filed during the financial year	Number of Complaints disposed of during the financial year	Number of Complaints pending as on end of the financial year
		NIL	

Disclosure of Accounting Treatment

During the year under review, the Company followed the applicable Accounting Standards in the preparation of its Financial Statements.

Management

A Management Discussion and Analysis ("MDA") forms part of the Annual Report.

All members of the Senior Management have confirmed to the Board that there are no material, financial and/or commercial transactions between them and the Company, which could have any potential conflict of interest with the Company at large.

CEO/CFO Certification

As required under Regulation 17(8) of the Listing Regulations, the Managing Director and the Deputy Chief Financial Officer of the Company have certified to the Board regarding the financial statements for the year ended March 31, 2021.

Certificate of Non-Disqualification of Directors

Pursuant to Regulation 34(3) and Schedule V Para C clause (10)(i) of Listing Regulations, the Company has received certificate from Mr. Virendra Bhatt, Practicing Company Secretary, Secretarial Auditor of the Company certifying that none of the Directors on the Board of the Company have been disqualified from being appointed or continued as

Directors of the Companies by the Securities and Exchange Board of India and / or Ministry of Corporate Affairs or any such statutory authority.

Subsidiary Companies

The Company does not have any material un-listed Indian subsidiary company as on March 31, 2021. However, the Company has a policy for determining material subsidiaries of the Company, which is available on the website of the Company at the link http://felindia.in/pdf/Policy_For_Material_Subsiary.pdf

Details of Non-Compliance

The Company has complied with all the requirements of regulatory authorities. During the last three years, there were no instances of non-compliance by the Company and no penalty or strictures were imposed on the Company by the Stock Exchange or Securities and Exchange Board of India or any statutory authority, on any matter relating to the capital markets.

However, post March 31, 2020 and due to onset of Covid-19 pandemic and continued lockdown, there was delay in declaring the financial results for the quarter and year ended on March 31, 2020 and quarter and half year ended on September 30, 2020 within the stipulated time. The result for the quarter and year ended March 31, 2020 was declared on September 07, 2020 and quarter and half year ended on September 30, 2020 was declared on December 16, 2020 and the accordingly the Company has paid applicable fine to BSE and NSE and intimated the same as per required process.

Establishment of Whistle Blower Policy/Vigil Mechanism

The Company has established a whistle blower policy/vigil mechanism. This policy aims to provide an avenue for Stakeholders to raise genuine concerns of any violations of legal or regulatory requirements, actual or suspected fraud or violation of the Company's code of conduct and ethical business practices. This Policy inter-alia provides a direct access to a Whistle Blower to the Chairman of the Audit Committee. This policy is available on the website of the Company at the link: https://felindia.in/pdf/Vigil_Mechanism.pdf

Internet Access: www.felindia.in

The website of the Company contains all relevant information about the Company. The Annual Reports, Shareholding pattern, unaudited quarterly results and all other material information are hosted on this website.

Compliance with mandatory requirements

Your Company has complied with all the mandatory requirements of the Listing Regulations relating to Corporate Governance.

Discretionary Requirements (Part E of Schedule II of Listing Regulations):

- 1. Chairman of the Board:** At present, Chairman of the Board is an Executive Director. Upto March 5, 2021 Company had an Independent Director as a Chairman. The Company did not maintain a Chairman's office at the Company's expense or reimburse expenses incurred in performance of his duties, during the year under review.
- 2. Shareholders' Rights:** Quarterly and half yearly financial results of the Company are furnished to the Stock Exchanges and are also published in the newspapers and uploaded on website of the Company. Hence, half yearly results were not separately sent to shareholders. Significant events are also posted on the Company's website under the Investors Section. The complete Annual Report is sent to every shareholder of the Company.
- 3. Modified opinion(s) in audit report:** During the year under review, the Company has unmodified opinion for Company Standalone financial statements and modified audit opinion on the Company's Consolidated financial statements.
- 4. Reporting of Internal Auditor:** Internal Auditors are invited to the meetings of Audit Committee to make presentation directly to the Committee on their observations during the course of their Internal Audit.

INDEPENDENT AUDITORS' CERTIFICATE ON CORPORATE GOVERNANCE

To,
The Members of
Future Enterprises Limited

1. We, DMKH & Co., Chartered Accountants, the Statutory Auditors of Future Enterprises Limited (the "Company") have examined the compliance of conditions of Corporate Governance by the Company for the financial year ended on March 31, 2021 as stipulated in Regulations 17 to 27 and clauses (b) to (i) of sub regulation (2) of regulation 46 and para C, D and E of Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations").

Managements' Responsibility

2. The compliance of conditions of Corporate Governance is the responsibility of the Management. The 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 the SEBI 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 the books of account and other 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.
5. We have carried out an examination of the relevant records of the Company in accordance with the Guidance Note on Certification of Corporate Governance issued by the Institute of Chartered Accountants of India (the ICAI), the Standards on Auditing specified under Section 143(10) of the Companies Act, 2013, in so far as applicable for the purpose of this certificate and as per the Guidance Note on Reports or Certificates for Special Purposes issued by the ICAI which requires that we comply with the ethical requirements of the Code of Ethics issued by the ICAI.
6. We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) 1, Quality Control for Firms that Perform Audits and Reviews of Historical Financial Information, and Other Assurance and Related Services Engagements.

Opinion

7. Based on our examination of the relevant records and according to the information and explanations provided to us and the representation 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) of regulation 46(2) and para C and D of Schedule V of the SEBI Listing Regulations during the year ended 31st March, 2021.
8. We further 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.

Restriction on Use

9. The certificate is addressed and provided to the members of the Company solely for the purpose to enable the Company to comply with the requirement of the Listing Regulations, and it should not be used by any other person or for any other purpose. Accordingly, we do not accept or assume any liability or any duty of care for any other purpose or to any other person to whom this certificate is shown or into whose hands it may come without our prior consent in writing. We have no responsibility to update this certificate for any event or circumstances occurring after the date of this certificate.

For DMKH & Co.,

Chartered Accountants

Firm Registration Number: 116886W

Shikha Kabra

Partner

Place: Mumbai

Date: July 30, 2021

Membership Number: 179437

UDIN: 21179437AAAABE1372

DECLARATION ON COMPLIANCE OF CODE OF CONDUCT

To
The Members of
Future Enterprises Limited

I hereby declare that the Directors and Senior Management Personnel of the Company have affirmed their compliances with the code of conduct of Board of Directors and senior management, for the year ended March 31, 2021.

For Future Enterprises Limited

Place: Mumbai
Date : July 30, 2021

Vijay Biyani
Chairman & 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)

To,
The Members of
Future Enterprises 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 of the **Future Enterprises Limited** having CIN: L52399MH1987PLC044954 and having registered office at Knowledge House, Shyam Nagar, Off. Jogeshwari – Vikhroli Link Road, Jogeshwari (East), Mumbai – 400060 (hereinafter referred to as “the Company”), produced before me by 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 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 explanations furnished to me by the Company & its officers, I hereby certify that none of the Directors on the Board of the Company as stated below for the Financial Year ending on March 31, 2021 have been disqualified from being appointed or continuing as Directors of Companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs:-

Sr. No.	Name of the Director	DIN	Date of Appointment at current Designation	Original Date of Appointment
1	Kishore Laxminarayan Biyani	00005740	04/05/2016	01/06/1991
2	Vijay Laxminarayan Biyani	00005827	04/05/2016	26/09/2009
3	Bala C Deshpande	00020130	15/11/2007	09/08/2001
4	Anandakrishnan Chandrasekaran	08535001	08/11/2019	10/08/2019
5	Malini Chopra	08195364	12/02/2021	12/02/2021
6	Chandra Prakash Toshniwal	00036303	31/03/2021	31/03/2021

Ensuring the eligibility for the appointment / continuity of every Director on the Board is the responsibility of the management of the Company. My responsibility is to express an opinion on these based on my 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.

Date: July 30, 2021

Place: Mumbai

UDIN: A001157C000726521

Virendra G. Bhatt
Practicing Company Secretary
ACS No.: 1157 / COP No.: 124
Peer Review Cert. No.: 491/2016

Note:

I have conducted online verification and examination of records, as facilitated by the Company due to Covid-19 and subsequent lockdown situation for the purpose of issuing this Certificate.

BUSINESS RESPONSIBILITY REPORTING

OVERVIEW

Future Enterprises Limited (referred to as “FEL” hereon) is a leading integrated fashion business, home to distinguished fashion labels and well-established retail destinations. It is fashion manufacturing company of Future Group and it will continue to operate in fashion consolidation having vast experience in predicting trends. The Company also holds the Future Group’s investments in subsidiaries and joint ventures including insurance, textile manufacturing, supply chain and logistics. While Future Supply Chains manages the logistics- from warehousing, storage to distribution of raw materials and products, Future Generali- a JV with the globally known Generali Group, offers financial security solutions like savings, insurance and policies to its customers.

The Directors of FEL present the Business Responsibility Report (BRR) of the Company for the financial year ended on March 31, 2021, pursuant to Regulation 34(2)(f) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The COVID-19 pandemic severely affected our business and operations. During the lockdown and even after the year has been challenging for our customers, vendors as well as our employees. Several key reporting areas of the BRR could not be taken into consideration since we did not open our offices at major locations including our HO. The said decision of closure of the stores was also part of the conducting business with responsibility and ensuring well being of all its stakeholders by avoiding any spread of the Covid-19 pandemic by following the norms and the rules laid out by the various government and local authorities. We always endeavour to conduct business with responsibility and accountability towards stakeholders keeping in view nine principles of the Government of India’s ‘National Voluntary Guidelines on Social, Environmental and Economic Responsibilities of Business’. This BRR is in line with the format proposed by Securities Exchange Board of India.

PART A: GENERAL INFORMATION ABOUT THE COMPANY

Sl.No.	Particulars	Company Information
1	Corporate Identity Number (CIN) of the Company	L52399MH1987PLC044954
2	Name of the Company	Future Enterprises Limited
3	Registered address	Knowledge House, Shyam Nagar, Off Jogeshwari - Vikhroli Link Road, Jogeshwari (East), Mumbai - 400060
4	Website	www.felindia.in
5	E-mail id	investorrelations@futuregroup.in
6	Financial Year reported	2020-21
7	Sector(s) that the Company is engaged in (industrial activity code-wise)	Manufacturing and Trading (NIC Code 14)
8	List three key products/services that the Company manufactures/provides (as in balance sheet)	i. Manufacturing & Trading in Readymade Garments ii. Renting of Assets activities iii. Investment
9	Total number of locations where business activity is undertaken by the Company	
	(a) Number of International Locations (Provide details of major 5)	There are no International Locations where we operate
	(b) Number of National Locations	Pan India across
10	Markets served by the Company- Local/State/ National/International	Local, State and National

PART B: FINANCIAL DETAILS OF THE COMPANY

Sl. No.	Particulars	Company Information
1	Paid up Capital (INR)	₹ 98.86 Crore
2	Total Turnover (INR)	₹ 1019.80 crore (standalone)
3	Total loss after taxes (INR)	₹ (1049.90) crore (standalone)
4	Total Spending on Corporate Social Responsibility (CSR) as percentage of profit after tax (%)	In view of losses there is no obligation for spending on CSR activities for the year ending March 31, 2021.
5	List of activities in which expenditure in 4 above has been incurred:-	NA

PART C: OTHER DETAILS

Sl. No.	Particulars	Company Information
1	Does the Company have any Subsidiary Company/ Companies?	Yes, FEL has eight subsidiaries and thirteen step down subsidiary as on March 31, 2021.
2	Do the Subsidiary Company/Companies participate in the BR Initiatives of the parent Company? If yes, then indicate the number of such subsidiary Company(s)	FEL has positively influenced its subsidiary companies to participate and formulate their own BR initiatives and conduct their business in an ethical, transparent and accountable manner.
3	Do any other entity/entities (e.g. suppliers, distributors etc.) that the Company does business with, participate in the BR initiatives of the Company? If yes, then indicate the percentage of such entity/entities? [Less than 30%, 30-60%, More than 60%]	The Business Responsibility policies are applicable to the management and all employees of FEL, it encourages adoption of BR initiatives by its Business Partners. Based on engagement with its suppliers and distributors on BR issues, currently less than 30% of other entities participate in the BR initiatives of the Company

PART D: BR INFORMATION**1. Details of Director / Directors responsible for BR:**

- 1.1 Details of the Director and BR head responsible for implementation of the BR policy / policies (DIN, Name, Designation):

Sl. No.	Particulars	Details
1	DIN Number (if applicable)	00005827
2	Name	Mr. Vijay Biyani
3	Designation	Managing Director
4	Telephone number	022-40552200
5	e-mail id	vijay.biyani@futuregroup.in

2. Principle-wise (as per NVGs) BR Policy / policies (Replies in Y - Yes / N - No):

The National Voluntary Guidelines on Social, Environmental and Economic Responsibilities of Business (NVGs) released by the Ministry of Corporate Affairs has adopted nine areas of Business Responsibility. These briefly are as under:

Principle 1 (P1)	Businesses should conduct and govern themselves with Ethics, Transparency and Accountability.
Principle 2 (P2)	Businesses should provide goods and services that are safe and contribute to sustainability throughout their life cycle.
Principle 3 (P3)	Businesses should promote the well-being of all employees.
Principle 4 (P4)	Businesses should respect the interests of, and be responsive towards all stakeholders, especially those who are disadvantaged, vulnerable and marginalised.
Principle 5 (P5)	Businesses should respect and promote human rights.
Principle 6 (P6)	Businesses should respect, protect, and make efforts to restore the environment.

Principle 7 (P7)	Businesses, when engaged in influencing public and regulatory policy, should do so in a responsible manner.
Principle 8 (P8)	Businesses should support inclusive growth and equitable development.
Principle 9 (P9)	Businesses should engage with and provide value to their customers and consumers in a responsible manner.

(a) BR Policies and coverage of NVG Nine principles

Sl. No.	Questions	Business Ethics	Product Responsibility	Well-being of employee	Stakeholders	Human Rights	Environment	Public Policy	CSR	Customer relations
		P1	P2	P3	P4	P5	P6	P7	P8	P9
1	Do you have a policy/ policies for	Y	Y	Y	Y	Y	Y	Y	Y	Y
2	Has the policy being formulated in consultation with the relevant stakeholders?	Y	Y	Y	Y	Y	Y	Y	Y	Y
3	Does the policy conform to any national / international standards? If yes, specify? (50 words)	Yes. The policies are based on the 'National Voluntary Guidelines on Social, Environmental and Economic Responsibilities of Business' released by the Ministry of Corporate Affairs.								
4	Has the policy being approved by the Board? Is yes, has it been signed by MD/ owner/ CEO/ appropriate Board Director?	Yes, The policies have been approved by the Board and signed by the Managing Director.								
5	Does the Company have a specified committee of the Board/ Director/Official to oversee the implementation of the policy?	Yes, the Company's officials/respective departments are authorised to oversee the implementation of the policy.								
6	Indicate the link for the policy to be viewed online?	Link of the website http://felindia.in/investors/Policies.html								
7	Has the policy been formally communicated to all relevant internal and external stakeholders?	Yes, the policies have been communicated to all the internal and external stakeholders								
8	Does the Company have in-house structure to implement the policy / policies?	Y	Y	Y	Y	Y	Y	Y	Y	Y
9	Does the Company have a grievance redressal mechanism related to the policy / policies to address stakeholders' grievances related to the policy/ policies?	Y	Y	Y	Y	Y	Y	Y	Y	Y
10	Has the Company carried out independent audit/ evaluation of the working of this policy by an internal or external agency?	The Company is working on developing and improving its system for evaluating the implementation of the policies. The policies are evaluated from time to time and updated whenever required.								

(b) If answer to S. No. 1 above against any principle, is 'No', please explain why: Not Applicable

3. Governance related to BR:

Indicate the frequency with which the Board of Directors, Committee of the Board or CEO assess the BR performance of the Company. Within 3 months, 3-6 months, Annually, More than 1 year.	The Board of Directors of the Company assesses various initiatives forming part of the BR performance of the Company at least once in a year.
Does the Company publish a BR or a Sustainability Report? What is the hyperlink for viewing this report? How frequently it is published?	The Company is publishing the information on BR in the Annual Report for the financial year 2020-21, which is also available on the website of the Company. https://felindia.in/Policies.html

PART E: PRINCIPLE WISE PERFORMANCE

Principle 1: Ethics, Transparency & Accountability

Businesses should conduct and govern themselves with ethics, transparency and accountability

FEL stands on the foundation of integrity and stewardship, it conducts its business and affairs in full compliance with applicable laws, rules and regulations in letter and spirit. FEL encourages and promote such behaviour amongst its senior management, officers and employees, and with its stakeholders. The Code of Conduct delineates precisely its approach whilst dealing with its customers, partners, vendors and community:

1. Service standards at stores and for our products shall be of the highest order and no false or misleading claims shall be made whilst marketing our products or services to customers.
2. FEL values an individual and teams' contributions, it offers opportunities to share in its commercial success with equal opportunities provided to all.
3. FEL cultivates a global network of collaborative and mutually beneficial alliances and respects partners' customs and traditions, and is honest and ethical in all dealings.
4. FEL has a fair procurement process, administering tendering and contracting procedures in good faith.
5. FEL contributes to the well-being of the societies in which it operates, it maintains the highest level of integrity while respecting local laws, customs and traditions.

FEL strictly prohibits any kind of sexual harassment and has set up a committee to redress complaints with regards the same. FEL has established a vigil mechanism for FEL's employees and directors to report grievances about unethical behaviour, actual or suspected fraud or violation of the FEL's Code of Conduct or ethics policy. It promotes responsible and secure whistle blowing and adequately safeguards the whistle blower from victimisation. All individuals working in FEL must abide by the Code of Conduct. For the subsidiaries, the Code is applicable in line with the local requirements prevailing in the country of operation. FEL encourages its business partners to follow the code.

The senior managements' affirmation to the Code of Conduct is communicated to all stakeholders by Managing Director, through a declaration in the Annual Report. The duties of independent directors are well defined as per the Company Code of Conduct.

Feedback of any type is taken with utmost seriousness and the attempt is to satisfactorily close all customer feedbacks expeditiously.

Any violation / suspected violation of the code have to be promptly communicated to the compliance officer of FEL which would be taken up in the meetings of the Audit Committee / Board of Directors.

In order to adhere to each of the nine Principles as per National Voluntary Guidelines, FEL will have in place the necessary policies and processes in the next reporting period. These Guidelines have been placed before the Board and adopted on May 19, 2017.

FEL has received 1 investor complaints which have been resolved. The Company discloses all information required by the statutory law.

FEL has an Internal Complaints Committee (ICC) to redress complaints received regarding sexual harassment. No complaints were received in 2020-21 by ICC.

The Company has formulated its own Whistle Blower Policy and there were no complaints which were received during the year 2020-21.

PRINCIPLE 2: PRODUCTS CONTRIBUTING TO SUSTAINABILITY

Businesses should provide goods and services that are safe and contribute to sustainability throughout their lifecycle.

FEL develops, owns and leases the retail infrastructure for certain retail chains of Future Group which has helped the Future Group entities develop state of the infrastructure for smooth operations of the retail chains. FEL claims to address product stewardship with a high degree of commitment while addressing the social and environmental values of the product.

FEL ensures that products and services are designed shall offer the best possible value to customers such that the brand becomes the customers' first choice for quality and service.

- FEL is in the process of developing sustainable sourcing guidelines. Fabric and equipment are procured from manufacturers / producers keeping in mind quality and consistency.
- FEL has implemented projects at a number of existing and upcoming stores to move into more energy efficient and LED base lighting as well as other energy conservation devices. FEL is currently not tracking the reductions at the entity end but fittings are regularly upgraded to provide the most energy efficient equipment including lighting and energy conservation devices at retail stores.
- In the coming years FEL endeavours to develop a sound monitoring system to develop operational excellence in quantification of the inputs.

FEL does not undertake any process which gives rise to activity relating with recycling of products and waste. All wastes are disposed with by selling through scrap dealers.

There were no incidents of non-compliance with regulations or voluntary codes resulting in fine, penalty or notices received concerning emissions, health and safety impacts of the FEL's products in production, use or disposal.

Sustainable sourcing

FEL plans to draw up its sustainable sourcing guidelines which will identify and evaluate new suppliers in a fair manner, and a robust monitoring policy for the performance assessment on environmental and social parameters.

FEL avails services of local communities after providing them necessary training for its manufacturing of ready-made garments process.

In FEL's factory at Tarapur and Bengaluru internship programmes are organised to train local youth. This employment promotion program (EPP) is a part of the Rozgar Prothsahan project (which is a skill development project under the State Government of Maharashtra).

Product Labelling

FEL endeavours to provide customers with appropriate labelling and signages as per Indian Care Labelling System which provides information in the form of symbols so as to indicate to customers how the garment must be handled, washed or treated, The content label provides the fibre type, fibre content, country of origin and certification labelling (if applicable).

FEL discloses all information truthfully and factually as per the Code of Conduct including the risks to the individual.

PRINCIPLE 3: WELFARE OF EMPLOYEES

Businesses should promote the well-being of all employees

FEL is an "equal opportunity" organisation that prohibits discrimination or harassment based on race, colour, religion, national origin, sex, age, sexual orientation, marital status, citizenship status, or disability which is consistent with local legislation.

The manpower at Future Enterprises Limited as on March 31, 2021 was as under:

FEL	Total Strength	No. of female employees	% of female employees to total strength
Total	1900	1224	64%

No of employees with disabilities: 1

Employee Well-being

FEL wants to attract, develop and motivate the best people through creation of a work environment that is open, honest and unprejudiced and which encourages people to achieve their full potential. It promotes a healthy lifestyle.

FEL ensures that its policies and processes concerning labour and human rights are in line with the laws of the land, and is updated from time to time. Trainings on diversity and inclusion are conducted to enhance awareness around these issues.

FEL ensures all its employees enjoy a flexible life and are able to maintain a work life balance through:-

- a) The Company's flexi time policy provides employees to maintain a healthy work life balance which also takes care of emergency situations faced by the employee through options of regularization of biometric attendance log through their respective reporting manager. During the reporting year, we were hit by Coronavirus and all our offices were shut during the lockdown and after. The people office (HR) at FEL enabled the use of geometric punch in from any location allowing employees to punch in their attendance regularly. We made sure that no work was disturbed during the 'Work from Home' regime.
- b) Provision of paternity and maternity leave as governed by Indian laws
- c) Insurance policies such as Medi-claim, EDLI as well as Life security plans have been implemented on a group level.
- d) The Future Group offices, backend offices, stores and factories are disability friendly.
- e) There has been an introduction of ergonomics in seating and design, space management and facility creation.

COVID Initiatives

Employee's lives and jobs across the world have been significantly influenced by COVID-19, and their working experience has been disrupted. FEL is investing great time and efforts in creating a positive employee experience and keep its business running during these unprecedented times. Some initiatives taken-up by FEL for supporting its employees, customers, and communities during the pandemic are mentioned as follows:

- Thermal screening of all entrances at all Offices and factories in order to check temperature before entry.
- Use of sanitizers / hand washing: at all Offices and factories
- Wearing Mask is Mandatory: No entry without Mask
- Installation of Arogya Setu app - All employees are required to install the Arogya Setu app mandated by the GOI on their mobile phones
- Daily Sanitization of Work Place
- Repeated communication to follow Social Distancing and use of Mask
- COVID awareness display like: Symptoms, Dos and DON'Ts
- Ensuring distancing in canteens.

FEL takes care to ensure that there is no child labour, forced labour or any form of involuntary labour, paid or unpaid at any of its premises.

Employee growth, development raining and development and overall well-being –

FEL's diverse people initiatives are aimed to attract, motivate and empower our employees in many ways. FEL recruits, employs and rewards on ability and contribution, it hence ensures continuous skill and competence upgradation by providing equal and non-discriminatory learning opportunities to all.

FEL conducts a job analysis to ensure employees are well equipped in terms of functional as well as skill based competencies required for the job. Through Individual Development Plans, customised training needs are identified in the Behavioural and Skills department and the same is imparted to all eligible employees. Some of the trainings being Design thinking, Digital Learning, dialogue design etc.

Through diverse trainings concerning overall development of the employee from the group level to customised growth plans, has helped establish a robust retention scheme is catered to. The Company has several programs designed to benefit marginalised stakeholders it includes:

- **GENISIS:** FEL's Management Trainee Program aims to develop trainees into future leaders at the Company through on-the-job training, project work and functional implementation.
- **Shishya:** An initiative that provides an opportunity to develop and enhance skills and knowledge through various educational and learning programs.
- **Seekho:** An initiative, aimed at encouraging employees who are consistent performers to fast-track their career growth by completing their higher education (MBA) in the retail domain.
- **Vidyarambh:** 'The festival of learning at our stores' is aimed at building a culture of a knowledge-led organisation.
- **Suprabhat:** A residential program that has Processes & Games, Guided Meditation, Power Breathing Techniques, Understanding Bias Barriers & Nature of the Mind. Combined with timeless wisdom and innovative, contemporary management techniques, the program helps employees explore their inner-self in collaboration with the Art of Living Foundation.
- **L.E.A.P:** Our Leadership Excellence Advancement Program identifies and develops an individual's leadership potential

An Employee assistance plan is intended to help employees deal with personal and professional problems that might adversely impact work performance, health and overall well-being.

Collective Bargaining

FEL's employees do not participate in collective bargaining practices. FEL ensures all grievances of the employees are addressed through an active and functioning grievance mechanism.

Occupational Health and Safety

FEL provides a congenial environment where adequate health and safety measures are taken for the employees. Functional Heads shall ensure that due compliances to all laws and regulations pertaining to health and safety measures are undertaken on a continuous basis.

FEL believes in supporting the welfare for people who work for the organisation, visit its facilities, lives near its establishments, and is committed to fulfil its duty of care with due diligence. Following are the few initiatives taken by the Company to adhere to Principle 3:

- FEL has constituted safety committee and safety representatives for its units and offices which meets on quarterly basis. It has also defined its safety principles.
- Systems for reporting and monitoring various Safety and Environment parameters are defined and circulated. Injury incidents are being reported to the corporate safety team.
- Various guidelines are being developed for third party or contractors working on site for issues like safety management, working at height and road safety.
- Quarterly Evacuation Mock Drills are conducted at all units so that safety is maintained in the surroundings and observations from them are recorded.

PRINCIPLE 4: STAKEHOLDER ENGAGEMENT

Businesses should respect the interests of, and be responsive towards all stakeholders, especially those who are disadvantaged, vulnerable and marginalised

FEL believes that stakeholders are partners in business and the Company engages with internal and external stakeholder groups, in order to ensure there is a dialogue created, identify and address concerns and work towards creating shared value. FEL will act as a driving force in stimulating inclusiveness as a powerful development tool with an objective to create a sustainable community while partnering with stakeholders from the vulnerable and marginalised society.

FEL focuses on three key enablers for inclusive growth: employability, innovation and entrepreneurship. While employability helps create a qualified and skilled workforce, innovation and entrepreneurship help drive growth and generate employment.

FEL has identified its stakeholders, understood their level of concern, defined purpose and the scope of engagement. They are committed to keep a healthy relation with all their stakeholders

Shareholders

FEL provides a platform for all shareholders to engage with top management during general meetings. The Company has Stakeholders' Relationship Committee which meets to review the complaints received, pending and addressed during the year from the investors.

Employees

FEL strives to create a positive work environment that encourages people to achieve their full potential and provides opportunities for personal growth and professional development through engagements that involve appropriate communication and consultation with employees.

Through a pro-inclusion mind-set which ensures that differently abled or minority members are not discriminated against, FEL works to engage with, motivate and address employee concerns as per guidelines thus creating happy work spaces:

- Happiness Index Program: A priority initiative aimed towards building a culture of employee-level conversations to achieve happiness through sensitivity and empowerment.
- Idea Board: Unlike a "suggestion box", the Idea Board is an open forum that offers a platform for employees to voice their ideas openly.

Statutory bodies

FEL interacts with the following bodies: Factory Inspector, Government Labour Office, Employment office, PF, ESIC office, Municipal Corporation and Labour Courts, SPCB, ground water authority, excise, VAT, GST, customs, DGFT, RBI, Banks and FI, Income Tax Dept., SEBI, BSE, NSE, MCA, Depositories.

FEL interact with these statutory bodies as required, maintains records and ensure compliances internally and externally.

Business Partners

FEL cultivates a global network of collaborative and mutually beneficial alliances. It works with partners in the creation of successful ventures and shares its values and principles in dialogue with other organisations and in considering new and existing relationships.

Suppliers/Vendors

FEL values the diversity of its vendors and works with them in innovative ways that create added value for customers and trading partners.

FEL recognises the potential to address economic inequality/disparity and accomplish other objectives contributing to inclusive growth, with the aim to foster a symbiotic relationship with entrepreneurs across communities to create increased self-employment opportunities.

Customers

FEL considers their customers as the retail brands and chains that are served directly. All interactions are limited to the retail chains. FEL endeavours to provide products, infrastructure and equipment that are technologically competitive and develop mutually beneficial relationships of an enduring nature with its customers.

A well-established system is in place for dealing with customer feedback and complaints. Customers are provided multiple options to connect with FEL through email, telephone, website, social media, feedback forms, etc. All complaints are appropriately addressed and resolved. (For more details refer to P9)

Communities

FEL contributes to the well-being of the societies in which it operates through its business activities and the skills of its people. FEL works with community and other organisations to support non-profit making activities that benefit wider society.

(Please refer to Principle 8 for more details)

PRINCIPLE 5: HUMAN RIGHTS

Businesses should respect and promote human rights

FEL's human rights policy currently extends to the Group. The intent of this policy has been conveyed to all relevant stakeholders. Wherever violations are brought to the notice of the management, it makes every effort to resolve the same.

Human rights violation of any kind as articulated in the Constitution of India and the International Bill on Human Rights is not tolerated across its operations, including sexual harassment, child labour, forced labour, discrimination of any kind is brought to the notice of the management to resolve the same.

All contracts with suppliers, contractors and vendors state need to comply with labour laws, monthly pay is to be made within prescribed time limits, medical facilities to be provided, ensuring contributions including to PF, ESIC, Gratuity.

FEL has set up grievance mechanisms accessible to all stakeholders impacted by the business. FEL has received no complaints during the reporting period under review.

PRINCIPLE 6: ENVIRONMENT

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

FEL endeavours to establish sustainability as the core strategy and business practices. The EHS policy has been adopted by FEL and is being extended to its subsidiaries, joint ventures, vendors and suppliers. Sustainability coupled with inclusive growth will help FEL build a stronger foundation for long-term, sustainable growth.

FEL believes in caring for environment and society in which it works and recognises its responsibility towards ensuring environmental care in all its operations to provide products that make a positive impact on its intermediary consumers.

A manufacturing unit at Tarapur installed LED lights and optimised daylighting to save upon electricity consumption.

There were no incidents of non-compliance with regulations or voluntary codes resulting in fine, penalty or notices received concerning emissions, health and safety impacts of FEL's products in production, use or disposal.

There are no show cause and legal notices received during the year which are pending from the CPCB or SPCB at any of the Company's operations.

PRINCIPLE 7: POLICY ADVOCACY

Businesses, when engaged in influencing public and regulatory policy, should do so in a responsible manner

FEL contributes by participating in industry events and is a member of the Retailers Association of India (RAI). RAI is working towards development of the healthy organised retail in the Country.

FEL is committed to public good, however it has not advocated or lobbied through the above associations. The senior leadership team interacts with various professional bodies and organisations to anticipate and understand the economic scenario, industrial environment, future emission norms, government regulations and advancement of public goods and services. These inputs are used for defining future growth drivers.

PRINCIPLE 8: INCLUSIVE GROWTH

Businesses should support inclusive growth and equitable development

FEL has developed its Corporate Social Responsibility (CSR) policy and complies with all the requirements detailed in Section 135 of the Companies Act 2013 ("the Act") and the Companies (Corporate Social Responsibility Policy) Rules, 2014 issued by the Ministry of Corporate Affairs ("MCA").

FEL engages with a reputed NGO - "Sone Ki Chidiya" (SKC) foundation Trust, Maharashtra to provide clothing support to underprivileged children.

In view of losses there was no statutory obligation on FEL to spent on CSR activities during the financial year 2020-21.

The CSR committee reviews its CSR obligations on an annual basis and in the year it would be applicable, reviewing the projects / programmes / initiatives to be considered for CSR activities.

PRINCIPLE 9: VALUE TO CUSTOMERS

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

FEL's intent to maintain a healthy relationship with the stakeholders, the Company takes feedback from its customers – Future Retail Limited and Future Lifestyle Fashions Limited for improving the products and services provided to them.

FEL ensures that its advertising and communications do not mislead or confuse the consumers or violate any of the principles in these Guidelines.

FEL ensures display of adequate information on product label in addition to information regarding a product's environmental or social responsibility. (Please refer to Principle 2 for more details)

There are no cases filed by any stakeholder against the Company regarding unfair trade practices, irresponsible advertising and/or anti-competitive behaviour during the last five years and pending as on end of financial year.

5 YEAR FINANCIAL SUMMARY

Key Highlights of Financial Position

(₹ in crore)

Particulars	Mar-21	Mar-20	Mar-19	Mar-18	Mar-17
Share Capital	98.86	98.86	98.71	98.67	94.57
Reserves & Surplus	2,474.55	3,531.50	3,859.51	3,811.96	3,715.23
Net Worth	2,573.41	3,630.36	3,958.22	3,910.63	3,809.80
Total Borrowings	6,490.29	6,204.13	6,479.14	5,730.87	5,199.41
Capital Employed	9,063.70	9,834.49	10,437.36	9,641.50	9,009.21
Net Block	4,021.67	7,490.24	7,001.12	6,439.29	5,847.93
Investments	1,180.52	1,233.45	1,152.36	1,120.56	1,404.45
Inventory	1,083.53	1,202.63	1,245.33	1,087.23	873.13

Key Highlights of Financial Results

(₹ in crore)

Particulars	Mar-21	Mar-20	Mar-19	Mar-18	Mar-17
Sales & Operating Income	886.93	4,043.15	4,565.64	4,184.80	3,782.09
Total Income	1,019.80	4,085.20	4,592.75	4,368.68	4,013.14
COGS	651.93	2,716.36	3,037.83	2,938.96	2,675.41
PBDIT	258.95	1,171.07	1,349.35	1,248.17	1,184.36
Interest	717.00	635.75	577.92	568.41	507.61
Depreciation	609.74	860.68	769.19	698.40	633.19
Profit Before Tax (excluding non-cash exceptional items)	(1,067.79)	(325.36)	2.24	(18.64)	43.56
Profit After Tax	(1,049.90)	(288.50)	24.02	(12.19)	43.56

Key Financial Ratios

Particulars	Mar-21	Mar-20	Mar-19	Mar-18	Mar-17
COGS / Sales & Operating Income(%)	73.50%	67.18%	66.54%	70.23%	70.74%
Interest / Total Income (%)	70.31%	15.56%	12.58%	13.01%	12.65%
PBDIT/ Interest (Debt-Service Ratio)	0.36	1.84	2.33	2.20	2.33
PBDIT / Total Income (%)	25.39%	28.67%	29.38%	28.57%	29.51%
PBT (excluding non-cash exceptional items) / Total Income (%)	(104.71%)	(7.96%)	0.05%	(0.43%)	1.09%
PAT / Total Income (%)	(102.95%)	(7.06%)	0.52%	(0.28%)	1.09%
Basic EPS (₹)	(21.24)	(5.84)	0.48	(0.25)	0.92
Debt Equity Ratio	2.52	1.71	1.64	1.47	1.36

INDEPENDENT AUDITOR'S REPORT

To
The Members of
Future Enterprises Limited

REPORT ON THE AUDIT OF THE STANDALONE FINANCIAL STATEMENTS

OPINION

We have audited the accompanying standalone financial statements of **Future Enterprises Limited** (the "Company"), which comprise the Balance Sheet as at March 31, 2021, the Statement of Profit and Loss (including Other Comprehensive Income), the Statement of Cash Flows and the Statement of Changes in Equity for the year then ended, and a summary of significant accounting policies and other explanatory information (hereinafter referred to as the "standalone financial statements").

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Companies Act, 2013 (the "Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, ("Ind AS") and other accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2021, its loss and total comprehensive income, the changes in equity and its cash flows for the year ended on that date.

BASIS FOR OPINION

We conducted our audit of the standalone financial statements in accordance with the Standards on Auditing specified under section 143(10) of the Act ("SA"s). 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 ("ICAI") together with the ethical requirements that are relevant to our audit of the standalone financial statements under the provisions of the Act and the Rules made thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI's Code of Ethics. We believe that the audit evidence obtained by us is sufficient and appropriate to provide a basis for our audit opinion on the standalone financial statements.

EMPHASIS OF MATTER

We draw your attention to the following matters:

- i. Note no. 48 of the standalone financial statements describes management's assessment of the impact of the COVID-19 pandemic on the operations and financial results of the Company. Further, due to Covid-19 related lock down restrictions, management was able to perform year end physical verification of Inventory and Fixed Assets at certain locations subsequent to the year end. We were unable to physically observe the verification of inventory that was carried out by the management and have relied on the managements' representation provided for the same.
- ii. As stated in note no. 3 of the standalone financial statements for the year ended March 31, 2021, the company holds investment in following companies:
 - Future E-Commerce Infrastructure Limited being ₹ 17.72 crores as Equity Shares, ₹ 48.65 Crores as Non-Cumulative Compulsory Convertible Preference Shares and ₹ 0.11 crore in Non-Cumulative Preference Shares.
 - Futurebazaar India Limited being ₹ 19.16 crores in equity shares
 - Ritvika Trading Private Limited being ₹ 0.01 crore in equity shares.
 - Bluerock eservices Private Limited being ₹ 10.92 crores in equity shares.
 - Future Merchandising and Sourcing Pte. Limited being ₹ 0.20 crore in equity shares.

In respect of above-mentioned companies, the management has not provided provision for diminution in value of the long term investments totalling to ₹ 96.77 crores (Book Value) as in the opinion of the management such diminution is temporary in nature considering the intrinsic value of the assets, future prospects and claims (impact unascertainable).

- iii. Note No. 50 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”.

- iv. In reference to deferred tax, the company has incurred loss before tax in current financial year 2020-21 amounting to ₹ 1062.72 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 the above matters.

KEY AUDIT MATTERS

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the standalone financial statements of the current period. 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. We have determined the matters described below to be the key audit matters to be communicated in our report.

Key Audit Matters	How our audit addressed the key audit matter
External Confirmations COVID-19 has impacted the procedure of external confirmation request to vendors and customers at the year-end and therefore, positive external confirmation request was sent through electronic mode. However, due to suspension of business activities of the many confirming parties, most confirmations were not received. The Company seeks and had sought confirmations from vendors and customers during the year. In such events, we auditors performed alternative audit procedures. This matter is considered to be key audit matter given the circumstances of the year-end confirmations under COVID-19 vis-à-vis non-COVID-19 scenario.	Our audit procedures included, among others, the following: - Revised assessed risk and modify our audit procedures to mitigate these risks; - Obtained a reliable assurance pertaining to transactions with confirming parties, in sense for accurate and complete process of routine and significant classes of transactions such as revenue, purchases, etc.; - Selected samples and tested the effectiveness of controls related to accuracy and completeness of transactions in totality considering the frequency and regularity of transactions; - Performed alternative audit procedures like - For accounts receivable balances : scrutiny of ledger accounts and verification of subsequent receipts; - For accounts payable balances : scrutiny of ledger accounts and other documents/records, such as bills from vendors.
Carrying value of trade receivables As at March 31, 2021, trade receivables constitutes approximately 20% of total assets of the Company. The company is required to regularly assess the recoverability of its Trade Receivables. Recoverability of trade receivables was significant to our audit due to the value of amounts which also represents significant portion of the Company's working capital. Considering the 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. Management has made provision for expected credit loss of ₹ 4.34 crores.	Our audit procedures in respect of evaluation of receivables included the following: - Tested the ageing of trade receivables and receipts subsequent to the year-end; - Evaluated Management's assessment of the current financial situation of the major entities whose balances are receivable as the year-end. - Assessed the company's expected credit loss calculations made in determining the recoverable amount. In making this assessment we evaluated the objectivity and independence of company's personnel involved in the process. - Sent and obtained confirmations for major parties possible.

Key Audit Matters	How our audit addressed the key audit matter
Accordingly, the recoverability of trade receivables is a key audit matter in our audit of Ind AS financial statements.	Assessed the adequacy of the company disclosures in relation to trade receivables included in the standalone Ind AS financial statements as per Ind AS 109.
Related Party Transactions	
The Company has significant transactions with related parties which includes sale of products, services, rent, loans and advances given. Company's major portion of total revenue comes from related party. Considering the high volume of transactions with related parties and determination of arm's length price to be a key audit matter in our audit of the standalone Ind AS financial statements.	Performed test of controls over related party transactions with respect to approval of transactions by the Board of Directors of the Company, entering into agreements/ contracts and recording in books of account; - Read contracts and agreements with related parties to understand the nature of the transactions; - Assessed the disclosures made in the standalone Ind AS financial statements as per Ind AS 24.

INFORMATION OTHER THAN THE FINANCIAL STATEMENTS AND AUDITOR'S REPORT THEREON

The Company's Board of Directors is responsible for the other information. The other information comprises the information included in the Management Discussion and Analysis, Board's Report including Annexures to Board's Report, Business Responsibility Report, Corporate Governance Report and Shareholder's Information, but does not include the standalone financial statements and our auditor's report thereon.

Our opinion on the standalone financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the standalone financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the standalone financial statements or our knowledge obtained during the course of our 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.

MANAGEMENT'S RESPONSIBILITIES FOR THE STANDALONE FINANCIAL STATEMENTS

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, changes in equity and cash flows of the Company in accordance with the Ind AS and other accounting principles generally accepted in India. This responsibility

also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding 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 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.

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.

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

AUDITOR'S RESPONSIBILITIES FOR THE AUDIT OF THE STANDALONE FINANCIAL STATEMENTS

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 these standalone financial statements.

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, 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 financial 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 system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the 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.

Materiality is the magnitude of misstatements in the standalone financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the standalone financial statements 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 standalone financial statements.

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.

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.

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 of the current period 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.

REPORT ON OTHER LEGAL AND REGULATORY REQUIREMENTS

1. As required by Section 143(3) of the Act, based on our audit we report that:
 - a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
 - b) 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 Other Comprehensive Income, Statement of Changes in Equity and the Statement of Cash Flows dealt with by

this Report are in agreement with the relevant books of account.

- d) In our opinion, the aforesaid standalone financial statements comply with the Ind AS specified under Section 133 of the Act.
- e) On the basis of the written representations received from the directors as on March 31, 2021 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2021 from being appointed as a director in terms of Section 164(2) of the Act.
- f) 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 A". Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company's internal financial controls over financial reporting.
- g) With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended,

In our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the Company to its directors during the year is in accordance with the provisions of section 197 of the Act.

- h) 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.
 - ii. The Company has made provision, as required under the applicable law or accounting standards, for material foreseeable losses, if any, on long-term contracts including derivative contracts;
 - iii. There were no amounts required to be transferred to the Investor Education and Protection Fund by the Company.
2. As required by the Companies (Auditor's Report) Order, 2016 ("the Order") issued by the Central Government in terms of Section 143(11) of the Act, we give in "Annexure B" a statement on the matters specified in paragraphs 3 and 4 of the Order.

For **DMKH & CO.,**
Chartered Accountants
Firm Registration Number: 116886W

Shikha Kabra
Partner

Place: Mumbai
Date: July 30, 2021

Membership Number: 179437
UDIN: 21179437AAAABB8073

ANNEXURE “A” TO THE INDEPENDENT AUDITOR’S REPORT

(Referred to in paragraph 1(f) under ‘Report on Other Legal and Regulatory Requirements’ section of our report to the members of Future Enterprises Limited of even date)

Report on the Internal Financial Controls Over Financial Reporting under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 (“the Act”).

We have audited the internal financial controls over financial reporting of FUTURE ENTERPRISES LIMITED (the “Company”) as of March 31, 2021 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 Management of the Company 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 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 Company’s internal financial controls over financial reporting of the Company 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”) issued by the ICAI and the Standards on Auditing prescribed under Section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls. 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 over financial reporting 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 system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, 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 judgment, 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 system over financial reporting with reference to financial statements.

MEANING OF INTERNAL FINANCIAL CONTROLS OVER FINANCIAL REPORTING

A company’s internal financial control over financial reporting 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 over financial reporting 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 the 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 OVER FINANCIAL REPORTING

Because of the inherent limitations of internal financial controls over financial reporting, 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 over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting 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, to the best of our information and according to the explanations given to us, the Company has, in all material respects, adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2021, based on the internal financial 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

For **DMKH & CO.,**
Chartered Accountants
Firm Registration Number: 116886W

Shikha Kabra

Partner

Place: Mumbai
Date: July 30, 2021

Membership Number: 179437
UDIN: 21179437AAAABB8073

ANNEXURE 'B' TO THE INDEPENDENT AUDITOR'S REPORT

(Referred to in Paragraph 2 under the heading of "Report on other Legal and Regulatory Requirements" of our report to the members of Future Enterprise Limited of even date)

Report on the Companies (Auditor's Report) Order, 2016, issued in terms of Section 143(11) of the Companies Act, 2013 ("the Act") of Future Enterprises Limited ("the Company"):

- i. In respect of company's property, plant and equipment:
 - a. The Company has maintained proper records showing full particulars, including quantitative details and situation of Property, Plant and Equipment.
 - b. All property, plant and equipment have not been physically verified by the management during the year but there is a regular program of verification which, in our opinion, is reasonable having regard to the size of the Company and the nature of its assets. No material discrepancies were noticed on such verification.
 - c. According to the information and explanations given by the management, the title deeds of immovable properties included in property, plant and equipment are held in the name of the Company.
- ii. As explained to us, the Management has conducted physical verification of inventory at regular intervals during the year. In our opinion and according to the information and explanations given to us, the procedure of physical verification of inventory followed by the management were reasonable and adequate in relation to the size of the Company and nature of its business. No material discrepancies were noticed on such physical verification.
- iii. According to the information and explanations given to us, the Company has not granted loans, secured or unsecured, to companies, firms, Limited Liability Partnerships or other parties listed in the register maintained under Section 189 of the Companies Act, 2013. Accordingly, the provisions of clauses 3(iii) (a), (b) and (c) of the order are not applicable to the Company.
- iv. In our opinion and according to the information and explanations given to us, provisions of section 185 and 186 of the Companies Act, 2013 in respect of loans to directors including entities in which they are interested and in respect of loans and advances

given, investments made and, guarantees, and securities given have been complied by the company.

- v. The Company has accepted deposits within the meaning of Sections 73 to 76 of the Act and the Companies (Acceptance of Deposits) Rules, 2014 (as amended). Accordingly, the provisions of clause 3(v) of the Order have been complied.
- vi. To the best of our knowledge and as explained, the Central Government has not specified the maintenance of cost records under clause 148(1) of the Companies Act, 2013, for the products/services of the Company. Thus, reporting under clause 3(vi) of the order is not applicable to the Company.
- vii. According to the information and explanations given to us, in respect of statutory dues:
 - a. The Company has been generally regular during the year, in depositing undisputed statutory dues, including provident fund, income-tax, employees' state insurance, goods and service tax, cess and other statutory dues applicable to it to the appropriate authorities. The provisions relating to duty of excise are not applicable to the Company.
 - b. There were no undisputed amounts payable in respect of provident fund, employees' state insurance, income-tax, goods and service tax, cess and other statutory dues outstanding, at the year end, for a period of more than six months from the date they became payable.
 - c. Details of dues of income-tax, sales-tax, service tax, duty of custom, value added tax, goods and service tax, and cess which have not been deposited as on March 31, 2021 on account of disputes, are given below:

Name of Statute	Nature of Dues	Amount* (in ₹ Crore)	Period to which the amount relates	Forum where dispute is pending
Central Sales Tax Act, 1956 and Sales Tax Act of various States	CST / VAT	0.52	Various years from FY 2012-13 to 2016-17	Assistant Commissioner/ Deputy Commissioner of Sales Tax
		0.08	FY 2008-09	Additional Commissioner Grade 2
		1.02	FY 2010-11	Special Commissioner of VAT

Name of Statute	Nature of Dues	Amount* (in ₹ Crore)	Period to which the amount relates	Forum where dispute is pending
The West Bengal Tax on Entry of Goods into Local Areas Act 2012	Entry Tax	3.62	FY 2016-17 & 2017-18	Calcutta High Court
Customs Act, 1962	Custom Duty	4.77	FY 2017-18	Commissioner of Custom (Appeals) and Customs ,Excise & Service Tax Appellate Tribunal

* Net of amounts paid.

- viii. In our opinion and according to the information and explanations given by the management, the Company has not defaulted in repayment of loans or borrowing to a bank or dues to debenture holders. However, the Company along with the lenders decided to implement an OTR Scheme under a 'Resolution Framework for COVID-19 related stress' announced by the Reserve Bank of India.
- ix. In our opinion and according to the information and explanation given by the management, we are of the opinion that money raised by Company by way of term loan has been applied for the purpose for which they were raised. The Company did not raise any money by way of Initial Public offer or further public offer.
- x. Based upon the audit procedures performed for the purpose of reporting the true and fair view of the 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 by the officers and employees of the Company has been noticed or reported during the year.
- xi. According to the information and explanations given by the management, the managerial remuneration has been paid / provided in accordance with the requisite approvals mandated by the provisions of section 197 read with Schedule V to the Companies Act, 2013.
- xii. In our opinion and according to the information and explanations given to us, the Company is not a Nidhi company. Therefore, the provisions of clause 3(xii) of the Order are not applicable to the company and hence not commented upon.
- xiii. According to the information and explanations given by the management, transactions with the related parties are in compliance with Sections 177 and 188 of the 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. According to the information and explanations given to us and on an overall examination of the balance sheet, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year under review and hence, reporting requirements under clause 3(xiv) are not applicable to the company and, not commented upon.
- xv. According to the information and explanations given by the management, the Company has not entered into any non-cash transactions with directors or persons connected with him as referred to in section 192 of the Companies Act, 2013.
- xvi. According to the information and explanations given to us, the provisions of section 45-IA of the Reserve Bank of India Act, 1934 are not applicable to the Company.

For **DMKH & CO.,**
Chartered Accountants
Firm Registration Number: 116886W

Shikha Kabra
Partner

Place: Mumbai
Date: July 30, 2021

Membership Number: 179437
UDIN: 21179437AAAABB8073

STANDALONE BALANCE SHEET AS AT MARCH 31, 2021

		(₹ in Crore)	
	Note No.	As at March 31, 2021	As at March 31, 2020
ASSETS			
1. Non-Current Assets			
Property, Plant and Equipment	2	3,276.53	6,769.45
Capital Work-in-Progress	2	92.14	624.17
Intangible Assets	2	745.14	720.79
Right-of-Use Assets	38	5.70	1.68
Financial Assets			
Investments	3	1,180.52	1,233.45
Net Investment on Sublease		22.56	44.84
Loans	4	329.55	333.20
Other Financial Assets	5	0.57	0.72
Other Non-Current Assets	6	412.95	350.31
Total Non-Current Assets		6,065.66	10,078.61
2. Current Assets			
Inventories	7	1,083.53	1,202.63
Financial Assets			
Trade Receivables	8	2,062.44	1,520.10
Cash and Cash Equivalents	9	30.70	3.12
Bank Balances Other Than The Above	10	18.71	19.78
Loans	11	12.89	14.62
Other Financial Assets	12	171.75	193.41
Other Current Assets	13	745.73	720.94
Total Current Assets		4,125.75	3,674.60
Total Assets		10,191.41	13,753.21
EQUITY AND LIABILITIES			
Equity			
Equity Share Capital	14	98.86	98.86
Other Equity	15	2,474.55	3,531.50
Total Equity		2,573.41	3,630.36
Liabilities			
1. Non-Current Liabilities			
Financial Liabilities			
Borrowings	16	3,335.55	4,405.25
Lease Liability	38	17.61	32.57
Other Financial Liabilities	17	269.30	428.02
Provisions	18	6.32	7.79
Total Non-Current Liabilities		3,628.78	4,873.63
2. Current Liabilities			
Financial Liabilities			
Borrowings	19	1,503.90	1,291.02
Lease Liability	38	7.74	12.50
Trade Payables Due to:	20		
Micro and Small Enterprises		26.23	22.26
Others		708.30	919.13
Other Financial Liabilities	21	1,708.81	353.42
Provisions	22	1.33	1.33
Other Current Liabilities	23	32.91	2,649.56
Total Current Liabilities		3,989.22	5,249.22
Total Equity and Liabilities		10,191.41	13,753.21
The accompanying notes are an integral part of the financial statements.			
	1 - 50		

As per our report of even date attached

For DMKH & CO.
Chartered Accountants
FRN: 116886W

Shikha Kabra
Partner
Membership No.: 179437

Mumbai
July 30, 2021

For and on behalf of Board of Directors

Vijay Biyani
Chairman & Managing Director

Deepak Tanna
Company Secretary

Kishore Biyani
Vice Chairman

Bhagchand Baser
Deputy Chief Financial Officer

STATEMENT OF PROFIT AND LOSS FOR YEAR ENDED MARCH 31, 2021

(₹ in Crore)

	Note No.	Year Ended March 31, 2021	Year Ended March 31, 2020
INCOME			
Revenue From Operations	24	886.93	4,043.15
Other Income	25	132.87	42.05
Total Income		1,019.80	4,085.20
EXPENSES			
Cost of Materials Consumed		26.86	73.84
Purchase of Stock-In-Trade		508.57	2,591.86
Changes in Inventories of Finished Goods, Work-in-Progress and Stock-in-Trade (Increase) / Decrease	26	116.50	50.66
Employee Benefits Expense	27	58.06	101.04
Finance Costs	28	717.00	635.75
Depreciation and Amortization Expense	2 & 38	609.74	860.68
Other Expenses	29	50.86	96.73
Total Expenses		2,087.59	4,410.56
Profit / (Loss) Before Tax		(1,067.79)	(325.36)
Tax Expense	32	(17.89)	(36.86)
(1) Current Tax		-	-
(2) Deferred Tax		-	(36.86)
(3) Earlier Years Tax		(17.89)	-
Net Profit / (Loss) For The Year		(1,049.90)	(288.50)
Other Comprehensive Income For The Year (Net of Taxes)			
Items that will not be Re - Classified to Profit & Loss Account			
Re-measurement Gains/ (Losses) on Defined Benefit Plans	31	0.97	(0.65)
Fair Value Changes On Investments		(7.13)	(11.61)
Total Comprehensive Income For The Year (Net of Taxes)		(1,056.06)	(300.76)
Earnings Per Equity Share of Face Value of ₹ 2/- each	36		
Basic - Equity Share (₹)		(21.24)	(5.84)
Basic - Class B (Series-1) Share (₹)		(21.24)	(5.84)
Diluted - Equity Share (₹)		(21.24)	(5.84)
Diluted - Class B (Series-1) Share (₹)		(21.24)	(5.84)
The accompanying notes are an integral part of the financial statements.	1 - 50		

As per our report of even date attached

For and on behalf of Board of Directors

For DMKH & CO.
Chartered Accountants
FRN: 116886W

Vijay Biyani
Chairman & Managing Director

Kishore Biyani
Vice Chairman

Shikha Kabra
Partner
Membership No.: 179437

Deepak Tanna
Company Secretary

Bhagchand Baser
Deputy Chief Financial Officer

Mumbai
July 30, 2021

STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED MARCH 31, 2021

	As at March 31, 2021	(₹ in Crore) As at March 31, 2020
(A) EQUITY SHARE CAPITAL		
Opening Balance	98.86	98.71
Change during the year		
Issue of Equity Shares Under Employee Stock Option Scheme	-	0.15
Closing Balance	98.86	98.86
(B) OTHER EQUITY		
Retained Earnings		
Opening Balance	287.32	582.00
Profit/(Loss) For The Year	(1,049.90)	(288.50)
Transition Effect (IND AS 116 Impact)	-	(5.53)
Re-measurement Gains/ (Losses) on Defined Benefit Plans	0.97	(0.65)
Closing Balance	(761.61)	287.32
Reserve for fair Value Through Other Comprehensive Income (FVTOCI)		
Opening Balance	(0.64)	10.97
Fair Value Changes On Investments	(7.13)	(11.61)
Closing Balance	(7.77)	(0.64)
Securities Premium		
Opening Balance	2,831.82	2,830.73
Change During The Year		
Issue of Equity Shares	-	1.09
Closing Balance	2,831.82	2,831.82
Debenture Redemption Reserve		
Opening Balance	292.15	292.15
Change During The Year	-	-
Closing Balance	292.15	292.15
General Reserve		
Opening Balance	110.82	110.82
Change During The Year	-	-
Closing Balance	110.82	110.82
Share Options Outstanding Account		
Opening Balance	10.03	5.29
Change During The Year		
Expense on Employee Stock Option Scheme	(0.88)	5.83
Exercise of Stock Options	-	(1.09)
Closing Balance	9.15	10.03
Promotor Equity Contribution		
Opening Balance	-	27.55
Change During The Year	-	(27.55)
Closing Balance	-	-
TOTAL OTHER EQUITY	2,474.55	3,531.50

As per our report of even date attached

For DMKH & CO.
Chartered Accountants
FRN: 116886W

Shikha Kabra
Partner
Membership No.: 179437

Mumbai
July 30, 2021

For and on behalf of Board of Directors

Vijay Biyani
Chairman & Managing Director

Deepak Tanna
Company Secretary

Kishore Biyani
Vice Chairman

Bhagchand Baser
Deputy Chief Financial Officer

STATEMENT OF CASH FLOW 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	(1,067.79)	(325.36)
Adjusted for:		
Depreciation and Amortization Expense	609.74	860.68
Finance Costs	717.00	635.75
(Profit) /Loss on Sale of Investments	9.60	5.46
Expense on Employee Stock Option Scheme	(0.88)	5.83
(Profit) /Loss on Disposal/Discard of Fixed Assets (Net)	(101.79)	9.13
Unwinding of ROU and Lease Liability	(3.91)	-
Allowance for Credit Loss / Bad Debts	4.34	5.55
Dividend Income	-	(2.47)
Interest Income	(27.12)	(23.92)
Operating Profit Before Working Capital Changes	139.19	1,170.65
Adjusted for:		
Trade Receivables	(546.68)	(992.15)
Other Financial Assets and Other Assets	(96.58)	(108.21)
Inventories	119.10	42.69
Trade Payables	(206.86)	280.53
Financial Liabilities, Other Liabilities and Provisions	(2,831.67)	2,401.16
Cash Generated From Operations	(3,423.50)	2,794.69
Taxes Paid	55.29	31.19
Net Cash Flows From Operating Activities	(3,368.21)	2,825.89
B CASH FLOWS FROM INVESTING ACTIVITIES		
Sale/(Purchase) of Property, Plant and Equipment	3,602.52	(962.01)
Sale/(Purchase) of Intangible Assets	(109.86)	(506.45)
Sale/(Purchase) of Investments	36.21	(98.17)
Dividend Income	-	2.47
Interest Income	27.12	23.92
Net Cash Used In Investing Activities	3,555.99	(1,540.24)
C CASH FLOWS FROM FINANCING ACTIVITIES		
Proceeds from Issue of Shares	-	7.56
Payment of lease liability	8.63	(23.81)
Proceeds from Borrowings	492.09	(610.19)
Interest Paid	(660.91)	(670.71)
Net Cash Used In Financing Activities	(160.19)	(1,297.15)
Net (Decrease)/Increase In Cash and Cash Equivalents (A+B+C)	27.58	(11.50)
Net (Decrease)/Increase In Cash and Cash Equivalents	27.58	(11.50)
Cash and Cash Equivalents (Opening Balance)	3.12	14.62
Cash and Cash Equivalents (Closing Balance)	30.70	3.12

As per our report of even date attached

For and on behalf of Board of Directors

For DMKH & CO.
Chartered Accountants
FRN: 116886W

Vijay Biyani
Chairman & Managing Director

Kishore Biyani
Vice Chairman

Shikha Kabra
Partner
Membership No.: 179437

Deepak Tanna
Company Secretary

Bhagchand Baser
Deputy Chief Financial Officer

Mumbai
July 30, 2021

NOTES FORMING PART OF THE FINANCIAL STATEMENTS

1 COMPANY OVERVIEW AND SIGNIFICANT ACCOUNTING POLICIES

1.1 Company Overview

Future Enterprises Limited is a public Company domiciled in India and incorporated under the provisions of Companies Act, 1956 on October 12, 1987. The Company is engaged in the business of manufacturing, trading and leasing of assets.

The Company has its registered office at Mumbai, Maharashtra, India. The Company has its primary listings on the National Stock Exchange of India Limited and BSE Limited.

The financial statements were authorised for issue in accordance with a resolution of the Board of Directors on July 30, 2021

1.2 Basis of Preparation and Presentation

These financial statements are prepared in accordance with Indian Accounting Standards (Ind AS) under the historical cost convention on the accrual basis except for certain financial instruments which are measured at fair values. The Ind AS are prescribed under Section 133 of the Companies Act, 2013 (Act) read with Rule 3 of the Companies (Indian Accounting Standards) Rules, 2015 and Companies (Indian Accounting Standards) Amendment Rules, 2016.

1.3 Use of Estimates

The preparation of the financial statements in conformity with Ind AS requires management to make estimates, judgments and assumptions. These estimates, judgments and assumptions affect the application of accounting policies and the reported amounts of assets and liabilities, the disclosures of contingent assets and liabilities at the date of the financial statements and reported amounts of revenues and expenses during the period. Accounting estimates could change from period to period. Actual results could differ from those estimates. Appropriate changes in estimates are made as management becomes aware of changes in circumstances surrounding the estimates. Changes in estimates are reflected in the financial statements in the period in which changes are made and, if material, their effects are disclosed in the notes to the financial statements.

1.4 Property, Plant and Equipment

Property, plant and equipment are stated at cost, less accumulated depreciation and impairment, if any. Costs directly attributable to acquisition are capitalized until the property, plant and equipment are ready for use, as intended by management.

An item of property, plant and equipment and any significant part initially recognised is derecognized upon disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss arising on derecognition of the asset is included in the Statement of Profit or Loss when the asset is derecognized.

The company depreciates property, plant and equipment over their estimated useful lives using the straight-line method. The estimated useful lives of assets are as follows:

Building	: 30 years
Plant and Equipment	: 15 years
Office Equipment*	: 3 to 6 years
Furniture and Fixture	: 10 years
Electrical Installation and Equipment	: 10 years
Vehicles	: 10 years
Leasehold Improvement*	: Lease term or 15 years, whichever is lower

** Based on technical evaluation, the management believes that the useful lives as given above best represent the period over which management expects to use these assets. Hence, the useful lives for these assets is different from the useful lives as prescribed under Part C of Schedule II of the Companies Act, 2013.*

NOTES FORMING PART OF THE FINANCIAL STATEMENTS

The residual values, useful lives and methods of depreciation of property, plant and equipment are reviewed at each financial year end and adjusted prospectively, if appropriate.

In other cases, buildings constructed on leasehold lands are amortised over the primary lease period of the lands.

Advances paid towards the acquisition of property, plant and equipment outstanding at each balance sheet date is classified as capital advances under other non-current assets and the cost of assets not put to use before such date are disclosed under 'Capital work-in-progress'.

1.5 Intangible Assets

Intangible assets are stated at acquisition cost and other cost incurred, which is attributable to preparing the asset for its intended use, less accumulated amortization and accumulated impairment losses, if any. The cost of intangible assets acquired in a business combination is recorded at fair value on the date of acquisition. The useful lives of intangible assets are assessed as either finite or indefinite. Intangible assets with finite lives are amortised over the useful economic life not exceeding ten years and assessed for impairment whenever there is an indication that the Intangible assets may be impaired. Intangible assets with indefinite useful lives are not amortised, but are tested for impairment annually, either individually or at the cash-generating unit level.

An item of Intangible Asset is derecognized upon disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss arising on derecognition of the asset is included in the Statement of Profit or Loss when the asset is derecognized.

The residual values, useful lives and methods of amortisation of Intangible Assets are reviewed at each financial year end and adjusted prospectively, if appropriate.

1.6 Business Combinations

Business combinations have been accounted for using the acquisition method under the provisions of Ind AS 103, Business Combinations. The cost of an acquisition is measured at the fair value of the assets transferred, equity instruments issued and liabilities incurred or assumed at the date of acquisition, which is the date on which control is transferred to the Company. The cost of acquisition also includes the fair value of any contingent consideration. Identifiable assets acquired, liabilities and contingent liabilities assumed in a business combination are measured initially at their fair value on the date of acquisition. Business combinations between entities under common control is accounted for at carrying value. Transaction costs that the Company incurs in connection with a business combination such as finder's fees, legal fees, due diligence fees, and other professional and consulting fees are expensed as incurred.

1.7 Impairment of Assets

(i) Financial Assets

The Company recognizes loss allowances using the expected credit losses (ECL) model for the financial assets which are not fair valued through statement of profit and loss. Loss allowance for trade receivables with no significant financing component is measured at an amount equal to lifetime ECL. For all other financial assets, expected credit losses are measured at an amount equal to the 12-month ECL, unless there has been a significant increase in credit risk from initial recognition in such case those are measured at lifetime ECL. The amount of expected credit losses (or reversal) that is required to adjust the loss allowance at the reporting date to the amount that is required to be recognised is recognised as an impairment gain or loss in statement of profit and loss.

NOTES FORMING PART OF THE FINANCIAL STATEMENTS

(ii) Non-Financial Assets

Intangible Assets and Property, Plant and Equipment

Intangible assets and property, plant and equipment are evaluated for recoverability whenever events or changes in circumstances indicate that their carrying amounts may not be recoverable. For the purpose of impairment testing, the recoverable amount (i.e. the higher of the fair value less cost to sell and the value-in-use) is determined on an individual asset basis unless the asset does not generate cash flows that are largely independent of those from other assets. In such cases, the recoverable amount is determined for the Cash Generating Unit to which the asset belongs.

If such assets are considered to be impaired, the impairment to be recognized in the Statement of Profit and Loss is measured by the amount by which the carrying value of the assets exceeds the estimated recoverable amount of the asset. An impairment loss is reversed in the statement of profit and loss if there has been a change in the estimates used to determine the recoverable amount. The carrying amount of the asset is increased to its revised recoverable amount, provided that this amount does not exceed the carrying amount that would have been determined (net of any accumulated amortization or depreciation) had no impairment loss been recognised for the asset in prior years.

(iii) Share Capital

Ordinary Shares

Ordinary shares are classified as equity. Incremental costs directly attributable to the issuance of new ordinary shares and share options are recognized as a deduction from equity, net of any tax effects.

1.8 Financial instruments

(i) Initial Recognition and Measurement

The Company recognizes financial assets and liabilities when it becomes a party to the contractual provisions of the instrument. All financial assets and liabilities are recognized at fair value on initial recognition, except for trade receivables which are initially measured at transaction price. Transaction costs that are directly attributable to the acquisition or issue of financial assets and liabilities that are not at fair value through profit or loss are added to the fair value on initial recognition. Regular way purchase and sale of financial assets are recognised on the trade date.

(ii) Subsequent Measurement

a) Non-Derivative Financial Instruments

(i) Financial Assets Carried At Amortised Cost

A financial asset is subsequently measured at amortised cost if it is held within a business model whose objective is to hold the asset in order to collect contractual cash flows and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

(ii) Financial Assets At Fair Value Through Other Comprehensive Income

A financial asset is subsequently measured at fair value through other comprehensive income if it is held within a business model whose objective is achieved by both collecting contractual cash flows and selling financial assets and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

The Company has made an irrevocable election for its investments which are classified as equity instruments to present the subsequent changes in fair value in other comprehensive income based on its business model. Further, in cases where the Company has made an irrevocable election based on its business model, for its investments which are classified as equity instruments, the subsequent changes in fair value are recognized in other comprehensive income.

NOTES FORMING PART OF THE FINANCIAL STATEMENTS

(iii) Investments in Associates, Joint Venture and Subsidiaries

Investments in Associates, Joint Venture and Subsidiaries are carried at cost.

(iv) Financial Assets at Fair Value Through Profit or Loss

A financial asset which is not classified in any of the above categories are subsequently fair valued through profit or loss.

(v) Financial Liabilities

Financial liabilities are subsequently carried at amortized cost using the effective interest method, except for contingent consideration recognized in a business combination which is subsequently measured at fair value through profit and loss. For trade and other payables maturing within one year from the Balance Sheet date, the carrying amounts approximate fair value due to the short maturity of these instruments.

b) Derivative Financial Instruments

The Company holds derivative financial instruments such as foreign exchange forward and option contracts to mitigate the risk of changes in exchange rates on foreign currency exposures. The counterparty for these contracts is generally a bank.

(i) Financial Assets or Liabilities, at Fair Value Through Profit or Loss.

This category has derivative financial assets or liabilities which are not designated as hedges.

Although the company believes that these derivatives constitute hedges from an economic perspective, they may not qualify for hedge accounting under Ind AS 109, Financial Instruments. Any derivative that is either not designated a hedge, or is so designated but is ineffective as per Ind AS 109, is categorized as a financial asset or financial liability, at fair value through profit or loss.

Derivatives not designated as hedges are recognized initially at fair value and attributable transaction costs are recognized in net profit in the Statement of Profit and Loss when incurred. Subsequent to initial recognition, these derivatives are measured at fair value through profit or loss and the resulting exchange gains or losses are included in other income. Assets/ liabilities in this category are presented as current assets/ liabilities if they are either held for trading or are expected to be realized within 12 months after the balance sheet date.

(ii) Derecognition of Financial Instruments

The company derecognizes a financial asset when the contractual right to receive the cash flows from the financial asset expire or it transfers the financial asset.

A financial liability is derecognized when the obligation under the liability is discharged, cancelled or expires.

1.9 Current Versus Non-Current Classification

An asset is considered 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 FORMING PART OF THE FINANCIAL STATEMENTS

All other assets are classified as non-current.

A liability is considered as current when it is:

- Expected to be settled in normal operating cycle
- Held primarily for the purpose of trading
- 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.

All other liabilities are classified as non-current.

Deferred tax assets and liabilities are classified as non-current assets and liabilities.

1.10 Measurement of 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. 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 Company.

The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest.

A fair value measurement of a non-financial asset takes into account a market participant's ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use.

The Company uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximizing the use of relevant observable inputs and minimizing the use of unobservable inputs.

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorized 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 — Input for the asset or liability that are not based on observable market data (unobservable inputs).

1.11 Inventories

Inventories are valued at lower of cost or net realizable value. Inventories of traded goods are valued at lower of cost or net realizable value. Finished Goods and Work-in-Progress include cost of purchase, cost of conversion and other costs incurred in bringing the inventories to their present location and condition. Costs of inventories are computed on weighted average basis.

NOTES FORMING PART OF THE FINANCIAL STATEMENTS

1.12 Employee Benefits

Short term employee benefits are recognised as an expense at the undiscounted amount in the Statement of Profit and Loss for the period in which the related service is rendered.

Post-employment and other long term employee benefits are recognised as an expense in the Statement of Profit and Loss for the period in which the employee has rendered services. The expense is recognised at the present value of the amounts payable determined using actuarial valuation techniques. Gains and losses through re-measurements of the net defined benefit liability/ (asset) are recognized in other comprehensive income. The actual return of the portfolio of plan assets, in excess of the yields computed by applying the discount rate used to measure the defined benefit obligation is recognized in other comprehensive income. The effect of any plan amendments are recognized in net profit in the statement of profit and loss.

1.13 Share-Based Payment

The Company recognizes compensation expense relating to share-based payments in statement of profit and loss, using fair-value. The estimated fair value of awards is charged to income on a straight-line basis over the requisite service period for each separately vesting portion of the award as if the award was in-substance, multiple awards with a corresponding increase to share options outstanding account.

1.14 Provisions

A provision is recognized if, as a result of a past event, the company has a present legal or constructive obligation that is reasonably estimable, and it is probable that an outflow of economic benefits will be required to settle the obligation. Provisions are determined by discounting the expected future cash flows at a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the liability.

Provisions for warranty-related costs are recognised when the product is sold or service provided to the customer. Initial recognition is based on historical experience. The initial estimate of warranty-related costs is revised annually.

1.15 Revenue recognition

Revenue is recognised on a fair value basis to the extent it is probable that the economic benefits will flow to the company and the revenue can be reliably measured.

(i) Sale of goods

Revenue from sale of goods is recognised, when significant risks and rewards of ownership have been transferred to the buyer and no significant uncertainty exists regarding the amount of the consideration that will be derived from the sale of goods. It also includes excise duty and excludes Goods and service tax (GST). It is measured at fair value of consideration received or receivable, net of returns and allowances.

(ii) Revenue from Sale of Services

Revenue from Sale of services are recognised as they are rendered based on arrangements with the customers.

(iii) Lease Income

Lease agreements where the risks and rewards incidental to the ownership of an asset substantially vest with the lessor are recognised as operating leases. Lease rentals are recognised on straight - line basis as per the terms of the agreements in the statement of profit or loss.

(iv) Interest Income

For all financial instruments measured at amortised cost, interest income is recorded using the effective interest rate (EIR), which is the rate that exactly discounts the estimated future cash payments or receipts over the expected life of the financial instrument or a shorter period, where appropriate, to the net carrying amount of the financial asset.

NOTES FORMING PART OF THE FINANCIAL STATEMENTS

(v) Dividend Income

Dividend income is recognised when the Company's right to receive the payment is established.

1.16 Foreign Currency Transactions

(i) Functional Currency

Financial statements of the Company's are presented in Indian Rupees (₹), which is also the functional currency.

(ii) Transactions and Translations

Foreign-currency denominated monetary assets and liabilities are translated into the relevant functional currency at exchange rates in effect at the balance sheet date. The gains or losses resulting from such translations are included in net profit in the Statement of Profit and Loss. Non-monetary assets and non-monetary liabilities denominated in a foreign currency and measured at fair value are translated at the exchange rate prevalent at the date when the fair value was determined. Non-monetary assets and non-monetary liabilities denominated in a foreign currency and measured at historical cost are translated at the exchange rate prevalent at the date of the transaction. Transaction gains or losses realized upon settlement of foreign currency transactions are included in determining net profit for the period in which the transaction is settled.

Foreign exchange differences regarded as an adjustment to borrowing costs are presented in the statement of profit and loss, within finance costs. All other foreign exchange gain and losses are presented in the statement of profit and loss on net basis within other gains/ (losses).

1.17 Leases

The Company as a lessee

The Company's lease asset classes primarily consist of leases for Buildings (leased stores). The Company assesses whether a contract contains a lease, at inception of a contract. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration. To assess whether a contract conveys the right to control the use of an identified asset, the Company assesses whether: (i) the contract involves the use of an identified asset (ii) the Company has substantially all of the economic benefits from use of the asset through the period of the lease and (iii) the Company has the right to direct the use of the asset.

At the date of commencement of the lease, the Company recognizes a right-of-use asset ("ROU") and a corresponding lease liability for all lease arrangements in which it is a lessee, except for leases with a term of twelve months or less (short-term leases) and low value leases. For these short-term and low value leases, the Company recognizes the lease payments as an operating expense on a straight-line basis over the term of the lease.

Certain lease arrangements include the option to extend or terminate the lease before the end of the lease term. ROU assets and lease liabilities includes these options when it is reasonably certain that they will be exercised.

The right-of-use assets are initially recognised at cost, which comprises the initial amount of the lease liability adjusted for any lease payments made at or prior to the commencement date of the lease plus any initial direct costs less any lease incentives. They are subsequently measured at cost less accumulated depreciation and impairment losses.

Right-of-use assets are depreciated from the commencement date on a straight-line basis over the shorter of the lease term and useful life of the underlying asset. Right of use assets are evaluated for recoverability whenever events or changes in circumstances indicate that their carrying amounts may not be recoverable. For the purpose of impairment testing, the recoverable amount (i.e. the higher of the fair value less cost to sell

NOTES FORMING PART OF THE FINANCIAL STATEMENTS

and the value-in-use) is determined on an individual asset basis unless the asset does not generate cash flows that are largely independent of those from other assets. In such cases, the recoverable amount is determined for the Cash Generating Unit (CGU) to which the asset belongs.

The lease liability is initially measured at amortized cost at the present value of the future lease payments. The lease payments are discounted using the interest rate implicit in the lease or, if not readily determinable, using the incremental borrowing rates in the country of domicile of these leases. Lease liabilities are remeasured with a corresponding adjustment to the related right of use asset if the Company changes its assessment if whether it will exercise an extension or a termination option. Lease liability and ROU asset have been separately presented in the Balance Sheet and lease payments have been classified as financing cash flows.

The Company as a lessor

Leases for which the Company is a lessor is classified as a finance or operating lease. Whenever the terms of the lease transfer substantially all the risks and rewards of ownership to the lessee, the contract is classified as a finance lease. All other leases are classified as operating leases.

When the Company is an intermediate lessor, it accounts for its interests in the head lease and the sublease separately. The sublease is classified as a finance or operating lease by reference to the right-of-use asset arising from the head lease.

For operating leases, rental income is recognised on a straight line basis over the term of the relevant lease.

1.18 Taxation

Income tax comprises current and deferred income tax. It is recognized in profit or loss except to the extent that it relates to items recognized directly in equity, in which case it is recognized in other comprehensive income.

Provision for current tax is made after taking into consideration benefits admissible under the provisions of the Income-tax Act, 1961.

Deferred income tax assets and liabilities are recognized for all temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the financial statements. Deferred income tax assets and liabilities are measured using tax rates and tax laws that have been enacted or substantively enacted by the balance sheet date and are expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled. The effect of changes in tax rates on deferred income tax assets and liabilities is recognized as income or expense in the period that includes the enactment or the substantive enactment date. A deferred income tax asset is recognized to the extent there is reasonable certainty that future taxable profit will be available against which the deductible temporary differences and tax losses can be utilized. The company offsets current tax assets and current tax liabilities, where it has a legally enforceable right to set off the recognized amounts and where it intends either to settle on a net basis, or to realize the asset and settle the liability simultaneously.

1.19 Earnings Per Share

Basic earnings per share is calculated by dividing the net profit or loss for the period attributable to equity shareholders of the Company by the weighted average number of equity shares outstanding during the period.

For the purpose of calculating diluted earnings per share, the net profit or loss for the period attributable to equity shareholders of the Company and the weighted average number of shares outstanding during the period, are adjusted for the effects of all dilutive potential equity shares.

1.20 Borrowing Costs

Borrowing costs, directly attributable to the acquisition, construction or production of an asset that necessarily takes a substantial period of time to get ready for its intended use, are capitalized as part of the cost of the respective asset. All other borrowing costs are charged in the period they occur in the statement of profit and loss.

NOTES FORMING PART OF THE FINANCIAL STATEMENTS

2. PROPERTY, PLANT AND EQUIPMENT

Tangible Assets	Land	Building	Leasehold Improvements	Plant & Equipments	Office Equipments	Furniture and Fixtures	Vehicles	Total	Capital work in progress
Cost									(₹ in Crore)
As At April 01, 2019	5.76	7.53	2,109.03	1,384.65	333.53	5,552.96	5.04	9,398.50	521.84
Additions	-	-	111.24	104.67	55.92	534.78	-	806.61	102.33
Disposals/ Transfers	-	-	10.99	1.20	6.00	1.60	-	19.78	-
As At March 31, 2020	5.76	7.53	2,209.28	1,488.12	383.45	6,086.14	5.04	10,185.33	624.17
As At April 01, 2020	5.76	7.53	2,209.28	1,488.12	383.45	6,086.14	5.04	10,185.33	624.17
Additions	-	-	188.36	37.83	1.23	305.36	0.13	532.91	-
Disposals/ Transfers	-	-	1,202.57	766.39	231.42	3,271.64	3.72	5,475.74	532.03
As At March 31, 2021	5.76	7.53	1,195.07	759.56	153.26	3,119.87	1.45	5,242.50	92.14
Depreciation									
As At April 01, 2019	0.08	0.68	363.52	296.22	194.39	1,753.31	3.53	2,611.73	-
Depreciation For The Year	0.01	0.24	115.15	91.63	46.53	555.05	0.54	809.15	-
Disposals/ Transfers	-	-	2.91	0.39	1.26	0.43	-	5.00	-
As At March 31, 2020	0.09	0.92	475.76	387.46	239.66	2,307.93	4.07	3,415.88	-
As At April 01, 2020	0.09	0.92	475.76	387.46	239.66	2,307.93	4.07	3,415.88	-
Depreciation For The Year	0.02	0.20	71.53	59.68	29.08	362.05	0.25	522.81	-
Disposals/ Transfers	-	-	270.74	210.57	166.73	1,321.15	3.53	1,972.72	-
As At March 31, 2021	0.11	1.12	276.55	236.57	102.01	1,348.82	0.79	1,965.97	-
Net book value									
As At March 31, 2021	5.65	6.41	918.52	522.99	51.25	1,771.05	0.66	3,276.53	92.14
As At March 31, 2020	5.67	6.61	1,733.52	1,100.66	143.79	3,778.21	0.97	6,769.45	624.17

NOTES FORMING PART OF THE FINANCIAL STATEMENTS

(₹ in Crore)

Intangible Assets	Computer Software	Intellectual Property Rights	Total
Cost			
As At April 01, 2019	-	216.44	216.44
Additions	26.59	520.66	547.25
Disposals	-	-	-
As At March 31, 2020	26.59	737.10	763.69
As At April 01, 2020	26.59	737.10	763.69
Additions	0.09	109.78	109.87
Disposals	-	-	-
As At March 31, 2021	26.67	846.88	873.56
Amortization			
As At April 01, 2019	-	2.09	2.09
Amortization For The Year	0.55	40.26	40.81
Disposals	-	-	-
As At March 31, 2020	0.55	42.35	42.90
As At April 01, 2020	0.55	42.35	42.90
Amortization For The Year	2.67	82.85	85.52
Disposals	-	-	-
As At March 31, 2021	3.21	125.20	128.42
Net book value			
As At March 31, 2021	23.46	721.68	745.14
As At March 31, 2020	26.04	694.75	720.79

NOTES FORMING PART OF THE FINANCIAL STATEMENTS

3 NON-CURRENT FINANCIAL ASSETS - INVESTMENTS

(₹ in Crore)

	As at March 31, 2021	As at March 31, 2020
Trade Investments Fully paid up of ₹10/- each unless otherwise stated		
Investments in Equity Instruments		
Quoted		
Subsidiary Company		
100 Equity Shares of Future Supply Chain Solutions Limited	0.00	0.00
Others		
83,69,819 (61,22,935) Equity Shares of Galaxy Cloud Kitchens Limited	10.11	10.50
100 Equity Shares of Future Consumer Limited of ₹ 6/- each	0.00	0.00
Unquoted		
Subsidiary Companies		
1,91,60,000 Equity Shares of Future Bazaar India Limited	19.16	19.16
2,73,78,746 Equity Shares of Future Media (India) Limited	36.65	36.65
2,09,30,419 Equity Shares of Future E-Commerce Infrastructure Limited	17.72	17.72
2,24,52,099 Equity Shares of Bluerock eServices Private Limited	10.92	10.92
5,08,388 Equity Shares of Leanbox Logistics Solutions Private Limited	15.00	15.00
30,000 Equity Shares of Future Merchandising and Sourcing Pte. Limited of \$ 1/- each	0.20	0.20
10,000 Equity Shares of Ritvika Trading Private Limited	0.01	0.01
Joint Ventures		
22,03,500 Equity Shares of Apollo Design Apparel Parks Limited	73.84	73.84
23,07,80,872 Equity Shares of Future Generali India Insurance Company Limited	230.78	230.78
17,46,04,318 (16,69,54,012) Equity Shares of Future Generali India Life Insurance Company Limited	174.60	166.95
22,81,500 Equity Shares of Goldmohur Design and Apparel Park Limited	70.50	70.50
30,44,36,236 (29,70,64,566) Equity Shares of Sprint Advisory Services Private Limited	304.44	297.06
13,50,29,966 Equity Shares of Shendra Advisory Services Private Limited	135.03	135.03
Associates		
Nil (7,11,74,377) partly paid Equity Shares of Livquik Technology (India) Private Limited of ₹1/- each	-	10.00
20,93,288 Equity Shares of Work Store Limited	19.09	19.09

NOTES FORMING PART OF THE FINANCIAL STATEMENTS

(₹ in Crore)

	As at March 31, 2021	As at March 31, 2020
In Preference Shares		
Unquoted		
Subsidiary Companies		
45,13,966 0.001% Non-Cumulative Compulsory Convertible Preference Shares (Series -2) of Future E-Commerce Infrastructure Limited	48.65	48.65
71,72,820 0.001% Non-Cumulative Compulsory Convertible Preference Shares (Series -1) of Future E-Commerce Infrastructure Limited	0.11	0.11
Others		
6,30,000 9 % Redeemable Preference Shares of Praxis Home Retail Limited of ₹ 100 Each	-	-
In Debentures		
Nil (34,15,000) Compulsory Convertible Debentures of ₹30/- each of Galaxy Cloud Kitchens Limited	-	10.25
Non-Trade Investments paid up of ₹10/- each unless otherwise stated		
Unquoted		
Others		
48,281 Equity Shares of Foot-Mart Retail India Limited	0.08	0.08
Less : Provision	(0.08)	(0.08)
28,40,878 Equity Shares of Planet Retail Holdings Private Limited	3.13	3.13
In Government and Other Securities		
Quoted		
9000 (3,00,000) 9% Corporate Bonds of Mahindra & Mahindra Financial Services Limited of ₹1000/- each	0.93	31.13
35 (200) 8.45% Corporate Bonds of Bajaj Finance Limited of ₹10,00,000/- each	3.52	20.13
60 8.75% Corporate Bonds of Bajaj Finance Limited of ₹10,00,000/- each	6.07	6.07
Unquoted		
50 Equity Shares of Saraswat Co-Operating Bank Limited	0.00	0.00
National Saving Certificates (Deposited with Sales Tax Authorities)	0.05	0.05
LIC Mutual Fund Liquid Plan	-	0.52
	1180.52	1,233.45
Note:		
Quoted Investment Carried At Fair Value Through Other Comprehensive Income		
1 Aggregate Amount of Quoted Investments	20.64	67.84
2 Market Value of Quoted Investments	20.64	67.84
3 Aggregate Amount of Unquoted Investments	1159.96	1165.69
4 Aggregate Amount of Diminution in Value of Investments	0.08	0.08

NOTES FORMING PART OF THE FINANCIAL STATEMENTS

4 NON-CURRENT FINANCIAL ASSETS - LOANS

	(₹ in Crore)	
	As at March 31, 2021	As at March 31, 2020
Others Unsecured, Considered Good	329.55	333.20
	329.55	333.20

5 NON-CURRENT FINANCIAL ASSETS - OTHERS

	(₹ in Crore)	
	As at March 31, 2021	As at March 31, 2020
Bank Balances Other Than Cash and Cash Equivalents		
Deposit With Banks*	0.57	0.72
	0.57	0.72

*Held as margin money or security against the borrowings, guarantees and other commitments

6 OTHER NON-CURRENT ASSETS

	(₹ in Crore)	
	As at March 31, 2021	As at March 31, 2020
Capital Advances		
Others Unsecured, Considered Good	62.85	42.13
Others		
Others Unsecured, Considered Good*	350.10	308.18
	412.95	350.31

(* Includes Balances with Statutory Authorities.)

7 INVENTORIES

	(₹ in Crore)	
	As at March 31, 2021	As at March 31, 2020
Raw Materials	7.12	9.72
Work-in-Progress	7.57	5.07
Stock-in-Trade	1,068.84	1,187.84
Included Goods in Transit of ₹ 0.83 Crore (2020: ₹ 2.68 Crore)	1,083.53	1,202.63

8 TRADE RECEIVABLES

	(₹ in Crore)	
	As at March 31, 2021	As at March 31, 2020
Unsecured, Considered Good	2,062.44	1,520.10
Unsecured, Considered Doubtful	4.34	4.91
	2,066.78	1,525.01
Less : Allowance for Credit Losses	4.34	4.91
	2,062.44	1,520.10

9 CASH AND CASH EQUIVALENTS

	(₹ in Crore)	
	As at March 31, 2021	As at March 31, 2020
Balances with Banks	30.67	3.09
Cash on Hand	0.03	0.03
	30.70	3.12

NOTES FORMING PART OF THE FINANCIAL STATEMENTS

10 BANK BALANCES OTHER THAN THE ABOVE

(₹ in Crore)

	As at March 31, 2021	As at March 31, 2020
Deposit With Banks*	18.52	19.59
On Dividend Accounts	0.19	0.19
	18.71	19.78

*Held as margin money or security against the borrowings, guarantees and other commitments

11 CURRENT FINANCIAL ASSETS - LOANS

(₹ in Crore)

	As at March 31, 2021	As at March 31, 2020
Unsecured, Considered Good	12.89	14.62
	12.89	14.62

12 CURRENT FINANCIAL ASSETS-OTHERS

(₹ in Crore)

	As at March 31, 2021	As at March 31, 2020
Others	171.75	193.41
	171.75	193.41

13 OTHER CURRENT ASSETS

(₹ in Crore)

	As at March 31, 2021	As at March 31, 2020
Other Advances #		
Unsecured, Considered Good	745.73	720.94
	745.73	720.94

Includes Advance to Suppliers, Prepaid Expenses, Balance with Statutory Authorities, etc.

14 SHARE CAPITAL

	As at March 31, 2021		As at March 31, 2020	
	Number	(₹ in Crores)	Number	(₹ in Crores)
Authorised				
Equity Shares of ₹ 2/- each	60,00,00,000	120.00	60,00,00,000	120.00
Equity Shares of Class B (Series -1) of ₹ 2/- each	5,00,00,000	10.00	5,00,00,000	10.00
	65,00,00,000	130.00	65,00,00,000	130.00
Issued *				
Equity Shares of ₹ 2/- each	45,50,26,279	91.00	45,50,26,279	91.00
Equity Shares of Class B (Series -1) of ₹ 2/- each	3,93,83,172	7.88	3,93,83,172	7.88
	49,44,09,451	98.88	49,44,09,451	98.88
Subscribed and Paid up *				
Equity Shares of ₹ 2/- each	45,49,30,401	90.99	45,49,30,401	90.99
Equity Shares of Class B (Series -1) of ₹ 2/- each	3,93,74,679	7.87	3,93,74,679	7.87
	49,43,05,080	98.86	49,43,05,080	98.86

*Refer Note No 14 (v)

NOTES FORMING PART OF THE FINANCIAL STATEMENTS

(i) Reconciliation of Number of shares

Equity Share of ₹ 2/- each

Particulars	As at March 31, 2021	As at March 31, 2020
	Number of Shares	Number of Shares
Opening Balance	45,49,30,401	45,42,17,268
Add : Shares Issued*	-	713,133
Closing Balance	45,49,30,401	45,49,30,401

* Nil (2020 : 7,13,133) equity shares of ₹ 2/- each issued pursuant to exercise of employees stock options scheme

Equity Shares of Class B (Series -1) of ₹ 2/- each

Particulars	As at March 31, 2021	As at March 31, 2020
	Number of Shares	Number of Shares
Opening Balance	3,93,74,679	3,93,74,679
Shares Issued	-	-
Closing Balance	3,93,74,679	3,93,74,679

(ii) Terms/Rights Attached to Equity Shares

The Company has Equity Shares having a par value of ₹ 2/- each at the Balance Sheet Date. Equity Shares have been further classified into Equity Shares carrying normal voting and dividend rights (Ordinary Shares) and Equity Shares carrying differential voting and dividend rights Class B (Series-1) Shares.

Each holder of Ordinary Shares, is entitled to one vote per member in case of voting by show of hands and one vote per Ordinary Shares held in case of voting by poll/ballot. Each holder of Equity Share is also entitled to normal dividend (including interim dividend, if any) as may declared by the Company.

Each holder of Class B (Series-1) Shares, is entitled to one vote per member in case of voting by show of hands and three vote per four Class B (Series-1) shares held in case of voting by poll/ballot. Each holder of Class B (Series-1) Share is also entitled to 2% additional dividend in addition to normal dividend (including interim dividend, if any) as may declared by the Company. Further, the Company may declare dividend only for Class B (Series-1) Share up to 2% without declaring any dividend for Equity Shares.

All other rights would be same for both classes of Equity Shares.

The Company declares and pays dividends in Indian Rupees. The dividend proposed by the Board of Directors is subject to approval of the shareholders in the Annual General Meeting.

In the event of liquidation of company, the holders of equity shares will be entitled to receive remaining assets of the company, after distribution of all preferential amounts. The distributions will be in proportion to the number of equity shares held by shareholder.

NOTES FORMING PART OF THE FINANCIAL STATEMENTS

(iii) The Company does not have any holding Company.

(iv) Shares in the Company held by each shareholder holding more than 5 percent shares and number of Shares held are as under:

Name of Shareholders	As at March 31, 2021		As at March 31, 2020	
	No. of Shares held	% of Holding	No. of Shares held	% of Holding
Equity Shares				
Central Departmental Stores Private Limited	6,58,68,710	14.48	20,28,49,049	44.59
Bennett, Coleman and Company Limited	5,89,09,916	12.95	5,89,09,916	12.95
Future Corporate Resources Private Limited	2,78,20,408	6.12	2,78,20,408	6.12
Vistra ITCL India Limited	9,23,77,579	20.31	-	-
Brand Equity Treaties Limited	2,49,99,999	5.50	2,49,99,999	5.50
Equity Shares of Class B (Series -1)				
Central Departmental Stores Private Limited	2,54,41,753	64.61	2,54,41,753	64.61
Future Corporate Resources Private Limited	28,79,503	7.31	28,79,503	7.31

(v) Pursuant to the provisions of the Companies Act, 1956 and Companies Act 2013, the issue of equity shares are kept in abeyance.

- 11,400 Equity Shares of Rights Issue of 2006.
- 84,478 Equity Shares of Rights Issue of 2015.
- 8,493 Equity Shares of Class B (Series-1) of Rights Issue of 2015.

15 OTHER EQUITY

(₹ in Crore)

	As at March 31, 2021	As at March 31, 2020
Retained Earnings		
Opening Balance	287.32	582.00
Profit/(Loss) For The Year	(1,049.90)	(288.50)
Transition (IND AS 116 Impact)	-	(5.53)
Re-measurement Gains/ (Losses) on Defined Benefit Plans	0.97	(0.65)
Closing Balance	(761.61)	287.32
Reserve for fair Value Through to Other Comprehensive Income (FVTOCI)		
Opening Balance	(0.64)	10.97
Fair Value Changes On Investments	(7.13)	(11.61)
Closing Balance	(7.77)	(0.64)

NOTES FORMING PART OF THE FINANCIAL STATEMENTS

	(₹ in Crore)	
	As at March 31, 2021	As at March 31, 2020
Securities Premium		
Opening Balance	2,831.82	2,830.73
Change During The Year		
Issue of Equity Shares	-	1.09
Closing Balance	2,831.82	2,831.82
Debenture Redemption Reserve		
Opening Balance	292.14	292.15
Change During The Year	-	-
Closing Balance	292.14	292.15
General Reserve		
Opening Balance	110.82	110.82
Change During The Year	-	-
Closing Balance	110.82	110.82
Share Options Outstanding Account		
Opening Balance	10.03	5.29
Change During The Year		
Expense on Employee Stock Option Scheme	(0.88)	5.83
Exercise of Stock Options	-	(1.09)
Closing Balance	9.15	10.03
Promotor Equity Contribution		
Opening Balance	-	27.55
Change During The Year	-	(27.55)
Closing Balance	-	-
TOTAL OTHER EQUITY	2,474.55	3,531.50

NATURE AND PURPOSE OF RESERVES :

a) Securities Premium Reserve

Securities Premium Reserve is created when shares are issued at premium. The Company may issue fully paid-up bonus shares to its members out of the security premium reserve account, and Company can use this reserve for buy-back of shares.

b) Capital Reserve

Capital Reserve reflect amounts arising out of adjustment pursuant to giving effect to various schemes of arrangements.

c) Debenture Redemption Reserve

Debenture Redemption Reserve is created out of profits of the company and is to be utilised to redemption of Debentures only.

d) General Reserve

The General Reserve is mainly created/built by the Company from time to time by transferring the profits from retained earnings. This reserve can be utilised for various purposes in compliance with applicable provisions of the Companies Act, 2013 and rules made there under

NOTES FORMING PART OF THE FINANCIAL STATEMENTS

16 NON-CURRENT FINANCIAL LIABILITIES - BORROWINGS

	(₹ in Crore)	
	As at March 31, 2021	As at March 31, 2020
Secured (Refer Note 45)		
Non-Convertible Debentures	2,988.40	4,018.32
Long-Term Loan from Banks	347.15	386.93
	3,335.55	4,405.25

17 NON-CURRENT FINANCIAL LIABILITIES - OTHERS

	(₹ in Crore)	
	As at March 31, 2021	As at March 31, 2020
Deposit Received from Others	96.24	98.55
Public Deposits	173.06	329.47
	269.30	428.02

18 NON-CURRENT LIABILITIES - PROVISIONS

	(₹ in Crore)	
	As at March 31, 2021	As at March 31, 2020
Long Term Provision for Employee Benefits (Refer Note No. 31)	6.32	7.79
	6.32	7.79

19 CURRENT FINANCIAL LIABILITIES - BORROWINGS

	(₹ in Crore)	
	As at March 31, 2021	As at March 31, 2020
Secured (Refer Note No. 45)		
Short Term Loans From Banks	201.70	158.20
Working Capital Loans from Banks	970.23	512.03
	1,171.93	670.23
Unsecured		
Short Term Loans From Banks	120.00	120.00
Working Capital Loans from Banks	12.11	3.79
Commercial Paper	199.85	497.00
	331.96	620.79
	1,503.90	1,291.02

20 TRADE PAYABLES DUE TO :

	(₹ in Crore)	
	As at March 31, 2021	As at March 31, 2020
Micro, Small and Medium Enterprises (Refer Note No.39)	26.23	22.26
Others	708.30	919.13
	734.53	941.39

NOTES FORMING PART OF THE FINANCIAL STATEMENTS

21 CURRENT-OTHER FINANCIAL LIABILITIES

	(₹ in Crore)	
	As at March 31, 2021	As at March 31, 2020
Current Maturities of Long-Term Borrowings	1,446.11	97.19
Current Maturities of Public Deposits	31.67	81.20
Interest Accrued But Not Due on Borrowings (Refer Note No. 50)	230.84	174.75
Unclaimed Dividends *	0.19	0.28
	1,708.81	353.42

*There are no amounts due and outstanding to be credited to the Investor Education and Protection Fund.

22 CURRENT PROVISIONS

	(₹ in Crore)	
	As at March 31, 2021	As at March 31, 2020
Short Term Provision for Employee Benefits (Refer Note No. 31)	1.33	1.33
	1.33	1.33

23 OTHER CURRENT LIABILITIES

	(₹ in Crore)	
	As at March 31, 2021	As at March 31, 2020
Other Payables	12.12	89.56
Advance from Customer	20.79	2,560.00
	32.91	2,649.56

24 REVENUE FROM OPERATIONS

	(₹ in Crore)	
	Year Ended March 31, 2021	Year Ended March 31, 2020
Sale of Products	766.56	3,501.90
Less: Goods and Service Tax	28.29	175.20
Other Operating Revenue	148.66	716.45
	886.93	4,043.15

25 OTHER INCOME

	(₹ in Crore)	
	Year Ended March 31, 2021	Year Ended March 31, 2020
Interest Income	27.12	23.92
Dividend on Non-Current Investments	-	2.47
Excess Provisions/Liabilities Written Back	-	6.89
Profit on sale of Fixed Assets	101.79	-
Miscellaneous Income	3.96	8.77
	132.87	42.05

NOTES FORMING PART OF THE FINANCIAL STATEMENTS

26 CHANGES IN INVENTORIES OF STOCK-IN-TRADE

(₹ in Crore)

	Year Ended March 31, 2021	Year Ended March 31, 2020
Opening Inventories		
Stock-in-Trade	1,187.84	1,237.46
Work-in-Progress	5.07	6.11
Closing Inventories		
Stock-in-Trade	1,068.84	1,187.84
Work-in-Progress	7.57	5.07
	116.50	50.66

27 EMPLOYEE BENEFITS EXPENSE

(₹ in Crore)

	Year Ended March 31, 2021	Year Ended March 31, 2020
Salaries, Wages and Bonus	55.46	89.15
Contribution to Provident and Other Funds	3.06	5.27
Employee Stock Option Expense	(0.88)	5.83
Staff Welfare Expenses	0.42	0.79
	58.06	101.04

28 FINANCE COSTS

(₹ in Crore)

	Year Ended March 31, 2021	Year Ended March 31, 2020
Interest Expense	684.32	606.49
Other Borrowing Costs	32.68	29.26
	717.00	635.75

29 OTHER EXPENSES

(₹ in Crore)

	Year Ended March 31, 2021	Year Ended March 31, 2020
Power and Fuel	2.93	4.52
Repairs and Maintenance	0.57	1.00
Insurance	5.23	4.48
Rates and Taxes	0.60	1.72
Rent Including Lease Rentals	1.78	5.72
Loss on Disposal/Discard of Fixed Assets (Net)	-	9.13
Loss on Sale of Investment	9.60	5.46
Exchange Fluctuation (Gain)/Loss (Net)	0.02	3.29
Allowance for Credit Losses / Bad Debts	4.34	5.55
Miscellaneous Expenses	25.79	55.86
	50.86	96.73

NOTES FORMING PART OF THE FINANCIAL STATEMENTS

30. FINANCIAL RISK MANAGEMENT

The Company's financial risk management is an integral part of how to plan and execute its business strategies. The Company's financial risk management policy is set by the managing board.

Market risk is the risk of loss of future earnings, fair values or future cash flows that may result from a change in the price of a financial instrument. The value of a financial instrument may change as a result of changes in the interest rates, foreign currency exchange rates and other market changes that affect market risk sensitive instruments. Market risk is attributable to all market risk sensitive financial instruments including loans and borrowings, foreign currency receivables and payables.

The Company manages market risk through treasury department, which evaluates and exercises independent control over the entire process of market risk management. The treasury department recommends risk management objectives and policies which are approved by Senior Management and the Audit Committee. The activities of this department include management of cash resources, implementing hedging strategies for foreign currency exposures and borrowing strategies.

(i) 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 not exposed to significant interest rate risk as at the respective reporting dates.

(ii) Foreign Currency Risk

The Company is exposed to exchange fluctuation risk for its purchase from overseas suppliers in various foreign currencies.

The Company follows established risk management policies including the use of derivatives like foreign exchange forward contracts to hedge exposures to foreign currency risk.

The following table analyzes foreign currency risk from financial instruments as of:

	(₹ in Crore)	
	2020-21	2019-20
Trade Payables	0.35	18.08
Trade Receivables	0.70	0.65

(iii) Credit Risk

Credit risk refers to the risk of default on its obligation by the counter party resulting in a financial loss. The maximum exposure to the credit risk at the reporting date is primarily from trade receivables amounting to ₹ 2066.77 Crore and ₹ 1525.01 Crore as of March 31, 2021 and March 31, 2020 respectively. Trade receivables are typically unsecured and are derived from revenue earned from customers. Credit risk has always been managed by the company through credit approvals establishing credit limits and continuously monitoring the credit worthiness of customers to which the company grants credit terms in the normal course of business. On account of adoption of Ind AS 109, the company uses expected credit loss model to assess the impairment loss or gain. The company uses a provision matrix to compute the expected credit loss allowance for trade receivables. The provision matrix takes into account available external and internal credit risk factors and the company's historical experience for customers.

NOTES FORMING PART OF THE FINANCIAL STATEMENTS

Credit Risk Exposure

Change in the loss allowance measured using life-time expected credit loss model:

	(₹ in Crore)	
	2020-21	2019-20
Opening Balance	4.91	-
Provided During The Year	4.34	5.55
Bad Debts Written off	(4.91)	(0.64)
Closing Balance	4.34	4.91

Credit risk on cash and cash equivalents is limited as we generally invest in deposits with banks and financial institutions with high credit ratings assigned by international and domestic credit rating agencies.

(iv) Liquidity Risk

The company's principal sources of liquidity are cash and cash equivalents and the cash flow that is generated from operations. Liquidity risk is defined as the risk that the company will not be able to settle or meet its obligations on time or at a reasonable price. Typically the company ensures that it has sufficient cash on demand to meet expected operational expenses and servicing of financial obligations.

	(₹ in Crore)	
	2020-21	2019-20
Borrowings	1,503.90	1,291.02
Trade Payables	734.53	941.39
Other Financial Liabilities	1,708.81	353.42

(v) Financial Instruments Valuation

All financial instruments are initially recognized and subsequently re-measured at fair value as described below:

- The fair value of quoted investment is measured at quoted price or NAV.
- The fair value of the remaining financial instruments is determined using discounted cash flow analysis.
- All foreign currency denominated assets and liabilities are translated using exchange rate at reporting date.

Fair value measurement hierarchy:

Particulars	As at March 31, 2021			As at March 31, 2020		
	Carrying Amount	Level of Input used in		Carrying Amount	Level of Input used in	
		Level 1	Level 2		Level 1	Level 2
Financial Assets						
At Amortised Cost						
Trade Receivables	2,062.44	-	-	1,520.10	-	-
Cash and Bank Balances	49.41	-	-	22.90	-	-
Loans	342.45	-	-	347.82	-	-
Other Financial Assets	172.33	-	-	194.13	-	-
At FVTOCI						
Investments	23.83	20.64	3.18	81.79	67.84	13.95
Financial Liabilities						
At Amortised Cost						
Borrowings	4,839.44	-	-	5,696.27	-	-
Trade Payables	734.53	-	-	941.39	-	-
Other Financial Liabilities	1,978.12	-	-	781.44	-	-

The financial instruments are categorized into two levels based on the inputs used to arrive at fair value measurements as described below:

NOTES FORMING PART OF THE FINANCIAL STATEMENTS

Level 1: Quoted prices (unadjusted) in active markets for identical assets or liabilities; and

Level 2: Inputs other than the quoted prices included within Level 1 that are observable for the asset or liability either directly or indirectly.

(vi) Capital Management

For the purpose of the Company's capital management, capital includes issued equity capital, share premium and all other equity reserves attributable to the equity holders of the Company. The primary objective of the Company's capital management is to maximize the shareholder value.

The Company manages its capital structure and makes adjustments in light of changes in economic conditions and the requirements of the financial covenants. To maintain or adjust the capital structure, the Company may adjust the dividend payment to shareholders, return capital to shareholders or issue new shares. The Company monitors capital using a gearing ratio, which is net debt divided by total capital plus net debt. In Net debt, the Company includes interest bearing loans and borrowings, trade and other payables less cash and cash equivalents.

	(₹ in Crore)	
	March 31, 2021	March 31, 2020
Gross Debt	6,317.23	5,874.66
Trade Payables	734.53	941.39
Other Payables	533.24	3,252.61
Less: Cash and Cash Equivalents	30.70	3.12
Net Debt	7,554.29	10,065.54
Equity	98.86	98.86
Other Equity	2,474.55	3,531.50
Total Capital	2,573.41	3,630.36
Capital and Net Debt	10,127.70	13,679.90
Gearing Ratio	74.59%	73.57%

In order to achieve this overall objective, the Company's capital management amongst other things aims to ensure that it meets financial covenants attached to the interest-bearing loans and borrowings that define capital structure requirements. Breaches in meeting the financial covenants would permit the bank to immediately call loans and borrowings. There have been no breaches in the financial covenants of any interest-bearing loans and borrowing in the current period.

No changes were made in the objectives, policies or processes for managing capital during the year ended March 31, 2021 and March 31, 2020.

31. EMPLOYEE BENEFITS - GRATUITY

As per Ind AS 19 the disclosures as defined in the Accounting Standard are given below:

(i) Change in Present Value of Defined Benefit Obligation

	(₹ in Crore)	
	2020-21	2019-20
Defined Benefit Obligation at the beginning	5.71	4.88
Service Cost	0.95	0.69
Interest Expense	0.37	0.36
Remeasurement-Actuarial (gains)/losses	(0.97)	0.65
Benefits Paid	(1.18)	(0.87)
Defined Benefit Obligation at the end	4.88	5.71

NOTES FORMING PART OF THE FINANCIAL STATEMENTS

(ii) Change in Fair Value of Plan Assets

	(₹ in Crore)	
	2020-21	2019-20
Fair Value of Plan Assets at the beginning	-	-
Transfer of assets	-	-
Remeasurement-Return on plan assets excluding amounts included in interest income	-	-
Contributions	-	-
Actuarial Gain/ (Loss) on Plan Assets	-	-
Fair Value of Plan Assets at the end	-	-

(iii) Net Defined Benefit Liability/ (Assets)

	(₹ in Crore)	
	2020-21	2019-20
Defined Benefit Obligation	4.88	5.71
Fair Value of Plan Assets	-	-
Surplus /(Deficit)	4.88	5.71
Effect of Assets Ceiling	-	-
Net Defined Benefit Liability/ (Assets)	4.88	5.71

(iv) Total Expenses Recognised in the Statement of Profit and Loss Account

	(₹ in Crore)	
	2020-21	2019-20
Current Service cost	0.95	0.69
Net interest on the net defined benefit liability/asset	0.37	0.36
Immediate recognition of (gains)/losses - other long term benefits	-	-
Total Expenses Recognised in Profit And Loss Account	1.31	1.05

(v) Remeasurement Effects Recognised in Other Comprehensive Income (OCI)

	(₹ in Crore)	
	2020-21	2019-20
Actuarial (gains)/losses	(0.97)	0.65
(Return)/loss on plan assets excluding amounts included in the net interest on the net defined benefit liability/(asset)	-	-
Total (Gain) / Loss included in OCI	(0.97)	0.65

(vi) Total Cost Recognised in Comprehensive Income

	(₹ in Crore)	
	2020-21	2019-20
Expenses Recognised in Profit And Loss Account	1.31	1.05
Remeasurement Effects Recognised in Other Comprehensive Income (OCI)	(0.97)	0.65
Total Cost Recognised in Comprehensive Income	0.35	1.70

NOTES FORMING PART OF THE FINANCIAL STATEMENTS

(vii) Reconciliation of Amounts in Balance Sheet

	(₹ in Crore)	
	2020-21	2019-20
Defined Benefit Obligation at the beginning	5.71	4.88
Acquisitions	-	-
Total expenses recognised in Profit and Loss Account	1.31	1.05
Total Remeasurement included in OCI	(0.97)	0.65
Contribution Paid	-	-
Benefits Paid During the Year	(1.18)	(0.87)
Defined Benefit Obligation at the end	4.88	5.71

(viii) Reconciliation of Amounts in Statement of Other Comprehensive Income

	(₹ in Crore)	
	2020-21	2019-20
OCI (Income)/ Loss beginning of the Year	(1.42)	(2.07)
Total Remeasurement included in OCI	(0.97)	0.65
OCI (Income)/ Loss end of the Year	(2.39)	(1.42)

(ix) Expected Maturity Profile of Defined benefit Obligation

	(₹ in Crore)	
	2020-21	2019-20
Year 1	0.38	0.46
Year 2	0.18	0.27
Year 3	0.43	0.22
Year 4	0.19	0.56
Year 5	0.24	0.25
Year 6 - 10	2.02	2.07

(x) Financial Assumptions

	2020-21	2019-20
Discount Rate	6.91%	6.71%
Expected Rate of Salary Increase	0% for first year, 5% thereafter	0% for first year, 5% thereafter

(xi) Demographic Assumptions

	2020-21	2019-20
Mortality Rate	IALM (2012-14) ultimate	IALM (2012-14) ultimate
Withdrawal Rate	Service < 5 Years : 30% and Service > 5 Years : 2%	Service < 5 Years : 16% and Service > 5 Years : 2%
Retirement age	58 Years	58 Years

NOTES FORMING PART OF THE FINANCIAL STATEMENTS

(xii) Sensitivity Analysis

	(₹ in Crore)	
	2020-21	2019-20
Discount Rate		
a. Discount Rate -100 basis point	5.42	6.37
b. Discount Rate +100 basis point	4.41	5.33
Salary increase Rate		
a. Rate -100 basis point	4.43	5.22
b. Rate +100 basis point	5.39	6.63

32. INCOME TAX EXPENSE

(i) Reconciliation of Tax Expenses

	(₹ in Crore)	
	2020-21	2019-20
Profit / (Loss) Before Tax	(1,067.79)	(325.36)
Applicable tax rate	34.94%	34.94%
Computed expected tax expense	-	-
Deferred Tax	-	(36.86)
Adjustment of tax relating to earlier periods	(17.89)	-
Tax Expense charged to the Statement of Profit & Loss	(17.89)	(36.86)

(ii) Amount for which Deferred Tax

	(₹ in Crore)	
	2020-21	2019-20
Unused Tax Losses	716.35	448.35
Accelerated depreciation for tax purpose	(170.29)	(292.45)
Other items giving rise to temporary differences	2.67	3.18
Deferred tax asset / (liability) *	548.73	159.09

* No deferred income tax asset is recognized as due to current business scenario the management is of the opinion that there is no certainty that future taxable profit will be available in short term against which the deductible temporary differences and tax losses can be utilized. Any gain arising due to deferred tax will be adjusted in subsequent financial year.

33. SEGMENT REPORTING

Ind AS 108 establishes standards for the way that public business enterprises report information about operating segments and related disclosures about products and services, geographic areas, and major customers. The Company's operations predominantly relate to manufacturing, trading and leasing of assets. Based on the "management approach" as defined in Ind AS 108, the Chief Operating Decision Maker (CODM) evaluates the Company's performance and allocates resources based on an analysis of various performance indicators by business segments and geographic segments. Accordingly, information has been presented both along business segments and geographic segments. The accounting principles used in the preparation of the financial statements are consistently applied to record revenue and expenditure in individual segments, and are as set out in the significant accounting policies.

	(₹ in Crore)	
	2020-21	2019-20
1 Segment Revenue		
Manufacturing and Trading	738.27	3,284.60
Leasing and Other	281.53	758.55
Revenue from Operations	1,019.80	4,043.15

NOTES FORMING PART OF THE FINANCIAL STATEMENTS

	(₹ in Crore)	
	2020-21	2019-20
2 Segment Results		
Manufacturing and Trading	23.37	446.76
Leasing and Other	(290.12)	(32.14)
Total Segment Profit Before Interest and Tax	(266.75)	414.62
Less :		
Finance Costs	717.00	635.75
Net Unallocated Income (Net)	84.04	104.22
Total Profit Before Tax	(1,067.79)	(325.36)
3 Segment Assets		
Manufacturing and Trading	2,472.07	2,764.17
Leasing and Other	3,942.61	7,320.12
Unallocated	3,776.73	3,668.92
Total Assets	10,191.41	13,753.21
4 Segment Liabilities		
Manufacturing and Trading	643.82	941.39
Leasing and Other	135.22	473.24
Unallocated	40.74	2,653.38
Total Liabilities	819.78	4,068.01

34. RELATED PARTY DISCLOSURES

Disclosure as required by Ind AS 24 "Related Party Disclosures" are given below:

1. List of Related Parties

A Subsidiary Companies

(i) Bluerock eServices Private Limited (BEPL) (ii) Future E-Commerce Infrastructure Limited (FECIL) (iii) Future Media (India) Limited (FMIL) (iv) Future Merchandising and Sourcing Pte. Ltd. (FMSPL) (v) Futurebazaar India Limited (FBIL) (vi) Ritvika Trading Private Limited (RTPL) (vii) Future Supply Chain Solutions Limited (FSCSL) - (Subsidiary of Ritvika Trading Private Limited) (viii) Leanbox Logistics Solutions Private Limited (LLSPL) Step down subsidiary companies :- Subsidiary of Futurebazaar India Limited (w.e.f. 29th August 2020):- (i) Acute Retail Infra Private Limited (ARIPL) (ii) Basuti Sales and Trading Private Limited (BSTPL) (iii) Brattle Foods Private Limited (BFPL) (iv) Chirag Operating Lease Co. Private Limited (COLPL) (v) Hare Krishna Operating Lease Private Limited (HKOLPL) (vi) Nice Texcot Trading & Agency Private Limited (NTTAPL) (vii) Nishta Mall Management Company Private Limited (NMMCP) (viii) Ojas Tradelease and Mall Management Private Limited (OTMMPL) (ix) Precision Realty Developers Private Limited (PRDPL) (x) Syntex Trading & Agency Private Limited (STAPL) (xi) Rivaaz Trade Ventures Private Limited (RTVPL) (xii) Taquito Lease Operators Private Limited (TLOPL) (xiii) Unique Malls Private Limited (UMPL)

B Associate Company

(i) Livquik Technology (India) Private Limited (LTPL) (upto 23-12-2020) (ii) Work Store Limited (WSL)

C Joint Venture Companies

(i) Apollo Design Apparel Parks Limited (ADAPL) (ii) Future Generali India Insurance Company Limited (FGIICL) (iii) Future Generali India Life Insurance Company Limited (FGILICL) (iv) Goldmohur Design and

NOTES FORMING PART OF THE FINANCIAL STATEMENTS

Apparel Park Limited (GDAPL) (v) Shendra Advisory Services Private Limited (SASPL) (vi) Sprint Advisory Services Private Limited (SASL)

D Other Related Parties

(i) Future Ideas Company Limited (FICL) (ii) Future Lifestyle Fashions Limited (FLFL) (iii) Future Retail Limited (FRL) (iv) Future Sharp Skills Limited (FSSL) (v) Retail Light Techniques India Limited (RLTIL) (vi) Birthright Games & Entertainment Private Limited (BGEPL) (vii) Future Speciality Retail Limited (FSRL) (viii) Future Style Lab Limited (FSLL) (ix) Galaxy Cloud Kitchens Limited (GCKL) (formerly known as Galaxy Entertainment Corporation Ltd) (x) Praxis Home Retail Limited (PHRL) (xi) Aadhaar Wholesale Trading And Distribution Limited (AWTDL) (xii) Future Consumer Limited (FCL) (xiii) Future Coupons Limited (FCOL) (xiv) Integrated Food Park Limited (IFPL) (xv) The Nilgiri Dairy Farm Private Limited (TNDFPL) (xvi) Central Departmental Stores Private Limited (CDSPL) (xvii) Future Corporate Resources Private Limited (FCRPL)- (Formerly known as Suhani Trading & Investment Consultants Private Limited)

E Key Managerial Personnel

- (i) Mr. Vijay Biyani - Managing Director
- (ii) Mr. Dinesh Maheshwari - Executive Director & CFO (up to 31.12.2020)
- (iii) Mr. Deepak Tanna - Company Secretary
- (iv) Mr. Kishore Biyani - Vice Chairman and Director
- (v) Ms. Bala C Deshpande - Independent Director
- (vi) Mr. Vijay Kumar Chopra - Independent Director (upto 05.03.2021)
- (vii) Mr. Anandakrishnan Chandrasekaran - Independent Director
- (viii) Mr. Anandakrishnan Chandrasekaran - Independent Director
- (ix) Mr. Chandra Prakash Toshniwal - Non-Executive Director (w.e.f.31.03.2021)

F Relatives of Key Managerial Personnel

- (i) Mrs. Pravina Tanna

2 Transaction with Related Parties

Sale of Goods and Services to Subsidiary Companies ₹ 0.09 Crore (2020 ₹ 1.71 Crore), Associates/Joint Ventures ₹ 0.02 Crore (2020 ₹ Nil), Other Related Parties ₹ 675.86 Crore (2020 ₹ 3976.22 Crore). Purchase of Goods and Services from Subsidiary Companies ₹ 2.53 Crore (2020 ₹ 21.54 Crore), Associates/Joint Ventures ₹ 27.21 Crore (2020 ₹ 471.33), Other Related Parties ₹ 210.12 Crore (2020 ₹ 27.16 Crore), KMP/Relatives ₹ 0.03 Crore (2020 ₹ 0.03 Crore). Managerial Remuneration to KMP ₹ 3.19 Crore (2020 ₹ 6.33 Crore). Sitting Fees to KMP ₹ 0.42 Crore (2020 ₹ 0.60 Crore). Dividend Received from Associates/Joint Ventures ₹ Nil (2020 ₹ 2.46 Crore). Investment in Subsidiaries ₹ Nil (2020 ₹ 15.00 Crore), Associates/Joint Ventures ₹ 15.02 Crore (2020 ₹ 98.83 Crore). Receivable (Net) from Subsidiaries ₹ 16.72 Crore (2020 ₹ Nil), Other Related Parties ₹ 1945.25 Crore (2020 ₹ Nil). Payable (Net) to Subsidiary Companies ₹ Nil (2020 ₹ 37.66 Crore), Associates/Joint Ventures ₹ 181.27 Crore (2020 ₹ 170.20 Crore), Other Related Parties ₹ Nil (2020 ₹ 1182.68), KMP/Relatives ₹ 0.06 Crore (2020 ₹ Nil)

3. Significant Related Party Transactions

- A Sale of Goods and Services and Fixed Assets includes FRL ₹ 643.57 Crore (2020 : ₹ 3,435.89 Crore), FLFL ₹ 8.95 Crore (2020 : ₹ 513.23 Crore)
- B Purchases of Goods and Services includes FSCSL ₹ 2.53 Crore (2020 : ₹ 21.54 Crore), ADAPL ₹ 10.05 Crore (2020 : ₹ 234.59 Crore), GDAPL ₹ 11.81 Crore (2020 : ₹ 224.15 Crore), FGILICL ₹ Nil (2020 : ₹ 0.31 Crore), FGIICL ₹ 4.18 Crore (2020 : ₹ 3.25 Crore) FICL ₹ Nil (2020 : ₹ 0.03 Crore)

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- C Managerial Remuneration includes Mr. Vijay Biyani ₹ 1.39 Crore (2020 : 2.44 Crore), Mr. Dinesh Maheshwari ₹ 1.35 Crore (2020 : ₹ 3.38 Crore), Key Managerial Remuneration Mr. Deepak Tanna ₹ 0.46 Crore (2020 ₹ 0.51 Crore).
- D Dividend Received includes ADAPL ₹ Nil (2020: ₹ 1.22 Crore), GDAPL ₹ Nil (2020 : ₹ 1.24 Crore).
- E Investment includes SASL ₹ 7.37 Crore (2020 : ₹ 22.70 Crore), SASPL ₹ Nil (2020 : ₹ 23.19 Crore), FGILICL ₹ 7.65 Crore (2020 : ₹ 23.72 Crore), FGIICL ₹ Nil (2020 : ₹ 24.23 Crore), LTPL ₹ Nil (2020 : ₹ 5.00 Crore) , LLSPL ₹ Nil (2020 ₹ 15.00 Crore)

35. JOINT VENTURE COMPANIES INFORMATION

S. No.	Name of the Company	Description of Interest	Country of Incorporation	Percentage of Interest as on March 31, 2021	Percentage of Interest as on March 31, 2020
1	Apollo Design Apparel Parks Limited	Equity	India	39.00%	39.00%
2	Future Generali India Insurance Company Limited	Equity	India	25.51%	25.51%
3	Future Generali India Life Insurance Company Limited	Equity	India	8.88%	8.62%
4	Goldmohur Design and Apparel Park Limited	Equity	India	39.00%	39.00%
5	Sprint Advisory Services Private Limited	Equity	India	49.81%	49.81%
6	Shendra Advisory Services Private Limited	Equity	India	49.82%	49.82%

Company's Interest in the Joint Ventures

(₹ in Crore)

S. No.	Name of the Company	As on	Assets	Liabilities	Year ended on	Income	Expenditure
1	Apollo Design Apparel Parks Limited	March 31, 2021	58.25	10.48	March 31, 2021	7.30	7.60
2	Future Generali India Insurance Company Limited	March 31, 2021	1,976.89	1,669.77	March 31, 2021	669.89	612.90
3	Future Generali India Life Insurance Company Limited	March 31, 2021	521.53	500.08	March 31, 2021	161.97	172.43
4	Goldmohur Design and Apparel Park Limited	March 31, 2021	55.11	9.78	March 31, 2021	8.09	8.60
5	Sprint Advisory Services Private Limited	March 31, 2021	479.86	0.02	March 31, 2021	-	0.08
6	Shendra Advisory Services Private Limited	March 31, 2021	220.85	0.01	March 31, 2021	0.08	0.06

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36. EARNINGS PER SHARE

Statement of Calculation of Basic and Diluted EPS is as under:

	Units	2020-21	2019-20
Profit / (Loss) for the Year attributable to Equity Holders	₹ in Crore	(1,049.90)	(288.50)
The Weighted average number of Ordinary Shares for Basic EPS	No. in Crore	45.49	45.49
The Weighted average number of Class B (Series-1) Shares for Basic EPS	No. in Crore	3.94	3.94
The Weighted average number of Ordinary Shares for Diluted EPS	No. in Crore	45.49	45.49
The Weighted average number of Class B (Series-1) Shares for Diluted EPS	No. in Crore	3.94	3.94
The Nominal Value per Share (Ordinary and Class B Shares)	₹	2.00	2.00
Share of Profit / (Loss) for Ordinary Shares for Basic EPS	₹ in Crore	(966.27)	(265.50)
Share of Profit / (Loss) for Class B (Series-1) Shares for Basic EPS	₹ in Crore	(83.63)	(23.00)
Share of Profit / (Loss) for Ordinary Shares for Diluted EPS	₹ in Crore	(966.27)	(265.50)
Share of Profit / (Loss) for Class B (Series-1) Shares for Diluted EPS	₹ in Crore	(83.63)	(23.00)
Earnings Per Ordinary Share (Basic)	₹	(21.24)	(5.84)
Earnings Per Class B (Series-1) Share (Basic)	₹	(21.24)	(5.84)
Earnings Per Ordinary Share (Diluted)	₹	(21.24)	(5.84)
Earnings Per Class B (Series-1) Share (Diluted)	₹	(21.24)	(5.84)

37. EMPLOYEE STOCK OPTION SCHEME/RSU

The company had received approval of the Board and Shareholders for issuance of 75,00,000 and 1,36,00,000 Employee Stock Options ("ESOP")/ Restricted Stock Units ("RSU") (collectively known as "Stock Options") which shall be exercisable into not more than 75,00,000 and 1,36,00,000 fully paid up equity shares of the Company of face value of ₹ 2/- each (Rupees Two each) for offering to eligible employees of the Company under Employee Stock Option Scheme- 2015 (FEL ESOP 2015) and Employee Stock Option Scheme- 2019 (FEL ESOP 2019"/ "Plan). During the year Company has not granted any ESOP/RSU (2020 -66,51,984), would vest over a maximum period of 3 years or such other period as may be decided by the Human Resources, Nomination and Remuneration Committee from the date of grant based on specified criteria.

Stock Option activity under the scheme is set out below:

	2020-21	2019-20
	Number of options/RSU	Number of options/RSU
Outstanding at the beginning of the year	1,17,76,984	58,38,133
Granted during the year	-	66,51,984
Forfeited / cancelled during the year	67,06,708	-
Exercised during the year	-	7,13,133
Outstanding at the end of the year	50,70,276	1,17,76,984
Exercisable at the end of the year	34,82,610	14,41,250
Weighted average remaining contractual life of outstanding options (in years)	2.75	2.75
Weighted average fair value of options granted ₹		
-On December 12, 2016 : ₹ 14.31		
-On August 13, 2018 : ₹ 22.78		
-On February 5, 2019 : ₹ 23.29		
-On February 14, 2020 : ₹ 20.00		

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Method and Assumptions used to estimate the fair value of options granted during the previous year:

1. Date of Grant	February 14, 2020	February 05, 2019	August 13, 2018
2. Risk Free Interest Rate	5.80%	7.20%	7.72%
3. Expected Life	3.40	3.65	3.65
4. Expected Volatility	57.92%	43.75%	44.03%
5. Dividend Yield	-	-	-
6. Price of the underlying share in market at the time of the option grant (₹)	21.63	38.23	37.40

38. LEASES

The Company has entered into lease arrangements for its office premises etc. These leasing arrangements which are non-cancellable range between 3 to 25 years on an average and are usually renewable by mutual consent on mutually agreeable terms. Leasehold Land has not been considered in recognition of 'Right of use' asset and Lease Liabilities. Effective April 1, 2019, the Company has adopted Ind AS 116 "Leases" and applied the standard to all lease contracts existing on April 1, 2019 using the modified retrospective method and has taken the cumulative adjustments to retained earnings, on the date of initial application. Consequently, the Company has recorded the lease liability at the present value of the lease payments discounted at the incremental borrowing rate and the right of use asset at its carrying amount as if the standard had been applied since commencement date of the lease, but discounted at the Company's incremental borrowing rate at the date of initial application.

The weighted average incremental borrowing rate applied to lease liabilities as at April 1, 2020 is 10.15%

Right of use opening balance as on April 2020 ₹ 1.68 Crore (April 2019 ₹ 132.31 Crore), remeasurement lease amounting to ₹ 5.44 Crore (2019 ₹ 119.91 Crore), Depreciation amounting to 2020 ₹ 1.42 Crore (2019 ₹ 10.71 Crore), and closing Balance as on March 31, 2021 ₹ 5.70 Crore (as on March 31, 2020 ₹ 1.68 Crore).

The aggregate depreciation expense on ROU assets is included under depreciation and amortization in statement of Profit & Loss.

Lease Liability opening balance as on April 2020 ₹ 45.07 crore(as on April 2019 ₹ 137.82 crore), Finance cost, Payment of Lease Liability to 2020 ₹ 7.87. Crore (2019 ₹ 92.75 Crore), remeasurement Lease, Unwinding amounting ₹ 14.02 Crore and closing balance as on March 31, 2021 to ₹ 25.35 Crore (as on March 31, 2020 to ₹ 45.07 Crore).

The break-up Lease Liabilities between current Lease Liabilities to ₹ 7.74 Crore (2020 ₹ 12.50 Crore) and non-current lease liabilities to ₹ 17.61 Crore (2020 ₹ 32.57 Crore)

The Company does not face a significant liquidity risk with regards to its lease Liabilities as the current assets are sufficient to meet obligations to lease liabilities as and when they fall due.

Investment on sublease opening balance as on April 2020 ₹ 44.84 Crore, interest on sublease, lease income amounting to ₹ 6.74 Crores and remeasurement Lease amounting of ₹ 15.54 Crores and closing balance as on March 31, 2021 to ₹ 22.56 Crore.

39. DETAILS OF DUES TO MICRO, SMALL AND MEDIUM ENTERPRISES DEVELOPMENT AS DEFINED UNDER THE MSMED ACT, 2006

There are ₹ 21.93 crore are outstanding for more than 45 days during the year to Micro, Small and Medium Enterprises. This information as required to be disclosed under the Micro, Small and Medium Enterprise Development Act, 2006 has been determined to the extent such parties have been identified on the basis of information available with the company.

NOTES FORMING PART OF THE FINANCIAL STATEMENTS

(₹ in Crore)

	March 31, 2021	March 31, 2020
The principal amount and the interest due thereon remaining unpaid to any supplier as at the end of each accounting year		
- Principal amount due to micro and small enterprises	21.93	18.09
- Interest due on above	5.08	0.91
Total	27.01	19.00
The amount of interest paid by the buyer in terms of section 16 of the MSMED Act, 2006 along with the amounts of the payment made to the supplier beyond the appointed day during each accounting year	-	-
The amount of interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the year) but without adding the interest specified under the MSMED Act, 2006.	0.60	2.63
The amount of interest accrued and remaining unpaid at the end of each accounting year	5.08	0.91
The amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues as above are actually paid to the small enterprise for the purpose of disallowance as a deductible expenditure under section 23 of the MSMED Act, 2006.	5.68	3.54

40. CONTINGENT LIABILITIES

Claims Against the Company Not Acknowledged as Debts, in respect of Income Tax ₹ 8.97 Crore (2020: ₹ 11.88 Crore), Value Added Tax and Entry Tax ₹ 5.24 Crore (2020 : ₹ 2.03 Crore), Letter of Credit ₹ 7 Crore (2020: ₹ 44.10 Crore) and Other money for which the Company is Contingently Liable, Bank Guarantees Given ₹ 10.00 Crore (2020: ₹ 10.00 Crore), Corporate Guarantees Given ₹ 5,750 Crore (2020: ₹ 5,752.00 Crore), Custom Duty ₹ 12.14 Crore (2020: ₹ 9.54 Crore).

There are various labour, legal metrology, food adulteration and cases under other miscellaneous acts pending against the Company, the liability of which cannot be ascertained. However, management does not expect significant or material liabilities devolving on the Company. The company has not made any provision in respect of GST input credit dis-allowance/non payment by suppliers, since same will be recovered from vendors.

41. CAPITAL AND OTHER COMMITMENTS

Estimated amount of contracts remaining to be executed on capital account and not provided for (net of advances) 2021 ₹ 2.78 Crore (2020 : ₹ 42.13 Crore).

42. The borrowing cost capitalized during the year ended March 31, 2021 was ₹ Nil (2020 : ₹ 66.68 Crore).

43. PAYMENT TO THE AUDITOR

(₹ in Crore)

	2020-21	2019-20
Statutory Audit Fees	0.28	0.28
Certification & Consultation Fees	0.06	0.04
Total	0.34	0.32

44. EXPENDITURE ON CORPORATE SOCIAL RESPONSIBILITIES

As per section 135 of the Companies Act, 2013 read with relevant rules thereon, the Company was required to spend ₹ Nil till FY 2020-21 on Corporate Social Responsibility (CSR) activities. Against it, the Company has during the year under review spent an amount of ₹ Nil towards CSR activities. In respect of CSR spending for the year under review, there are no amounts outstanding to be paid.

NOTES FORMING PART OF THE FINANCIAL STATEMENTS

45. SECURITY CLAUSE IN RESPECT TO BORROWINGS

(i) Non-Convertible Debentures

- a) ₹ 100.00 Crore (2020: ₹ 100.00 Crore) are secured by First Pari-Passu charge on Company's specific immovable properties and movable fixed assets, carries coupon rate of 10.25% per annum and are redeemable as per terms of issuance in two instalments as ₹ 40.00 Crore in FY 2021-22 and ₹ 60.00 Crore in FY 2022-23.
- b) ₹ 51.00 Crore (2020: ₹ 51.00 Crore) are secured by First Pari-Passu charge on Company's specific immovable properties, movable fixed assets and Corporate Guarantee of Future Retail Limited, carries coupon rate of 9.75% per annum and are redeemable fully as per terms of issuance in FY 2021-22.
- c) ₹ 84.00 Crore (2020: ₹ 84.00 Crore) are secured by First Pari-Passu charge on Company's specific immovable properties, movable fixed assets and Corporate Guarantee of Future Retail Limited, carries coupon rate of 9.80% per annum and are redeemable as per terms of issuance fully in FY 2023-24.
- d) ₹ 27.00 Crore (2020: ₹ 27.00 Crore) are secured by First Pari-Passu charge on Company's specific immovable properties, movable fixed assets and Corporate Guarantee of Future Retail Limited, carries coupon rate of 9.50% per annum and are redeemable fully as per terms of issuance in FY 2021-22.
- e) ₹ 18.00 Crore (2020: ₹ 18.00 Crore) are secured by First Pari-Passu charge on Company's specific immovable properties, movable fixed assets and Corporate Guarantee of Future Retail Limited, carries coupon rate of 9.55% per annum and are redeemable as per terms of issuance fully in FY 2023-24.
- f) ₹ 1012.77 Crore (2020: ₹ 924.00 Crore) are secured by First Pari-Passu charge on Company's specific immovable properties and movable fixed assets, carries coupon rate of 9.60% per annum and are redeemable as per terms of issuance in two instalments as ₹ 458.37.60 Crore in FY 2021-22 (including overdue interest) and ₹ 554.40 Crore in FY 2022-23.
- g) ₹ 94.00 Crore (2020: ₹ 94.00 Crore) are secured by First Pari-Passu charge on Company's specific immovable properties, movable fixed assets and Corporate Guarantee of Future Retail Limited, carries coupon rate of 9.28% per annum and are redeemable as per terms of issuance fully in FY 2024-25.
- h) ₹ 26.00 Crore (2020: ₹ 26.00 Crore) are secured by First Pari-Passu charge on Company's specific immovable properties, movable fixed assets and Corporate Guarantee of Future Retail Limited, carries coupon rate of 9.17% per annum and are redeemable as per terms of issuance fully in FY 2022-23.
- i) ₹ 88.00 Crore (2020: ₹ 88.00 Crore) are secured by First Pari-Passu charge on Company's specific immovable properties and movable fixed assets, carries coupon rate of 8.80% per annum and are redeemable as per terms of issuance fully in FY 2022-23.
- j) ₹ 162.00 Crore (2020: ₹ 162.00 Crore) are secured by First Pari-Passu charge on Company's specific immovable properties and movable fixed assets, carries coupon rate of 8.91% per annum and are redeemable as per terms of issuance fully in FY 2024-25.
- k) ₹ 163.91 Crore (2020: ₹ 150.00 Crore) are secured by First Pari-Passu charge on Company's specific immovable properties and movable fixed assets, carries coupon rate of 9.25% per annum and overdue interest of Rs.13.91 payable in FY2021-22 and principal are redeemable as per terms of issuance in two installments as ₹ 60 Crore in FY 2022-23 and ₹ 90 Crore in FY 2023-24.
- l) ₹ 20.00 Crore (2020: ₹ 20.00 Crore) are secured by First Pari-Passu charge on Company's specific immovable properties and movable fixed assets, carries coupon rate of 9.40% per annum and are redeemable as per terms of issuance fully in FY 2022-23.
- m) ₹ 84.00 Crore (2020: ₹ 84.00 Crore) are secured by First Pari-Passu charge on Company's specific immovable properties and movable fixed assets, carries coupon rate of 9.50% per annum and are redeemable as per terms of issuance fully in FY 2024-25.

NOTES FORMING PART OF THE FINANCIAL STATEMENTS

- n) ₹ 163.88 Crore (2020: ₹ 150.00 Crore) are secured by Personal Guarantee of Promoters and Corporate Guarantee of Promoter Entity, carries coupon rate of 9.25% per annum and are redeemable as per terms of issuance in three installments as ₹ 58.88 Crore in FY 2021-22 (including overdue interest), ₹ 45 Crore in FY 2022-23 and ₹ 60 Crore in FY 2023-24.
- o) ₹ 300.00 Crore (2020: ₹ 300 Crore) are secured by First Pari-Passu charge on Company's specific immovable properties and movable fixed assets, carries coupon rate of 9.75% per annum and are redeemable as per terms of issuance in two installments as ₹ 120 Crore in FY 2023-24 and ₹ 180 Crore in FY 2024-25.
- p) ₹ 500.00 Crore (2020: ₹ 500.00 Crore) are secured by First Pari-Passu charge on Company's specific immovable properties and movable fixed assets, carries coupon rate of 10.00% per annum and are redeemable as per terms of issuance fully in FY 2024-25.
- q) ₹ 315.14 Crore (2020: ₹ 300 Crore) are secured by First Pari-Passu charge on Company's specific immovable properties and movable fixed assets, carries coupon rate of 10.15% per annum and overdue interest of Rs.15.14 payable in FY2021-22 and principal are redeemable as per terms of issuance in two installments as ₹ 120 Crore in FY 2023-24 and ₹ 180 Crore in FY 2024-25.
- r) ₹ 552.50 Crore (2020: ₹ 500 Crore) are secured by First Pari-Passu charge on Company's specific immovable properties and movable fixed assets, carries coupon rate of 10.50% per annum and are redeemable as per terms of issuance fully in FY 2021-22 including overdue interest.
- s) ₹ 276.50 Crore (2020: ₹ 250 Crore) are secured by First Pari-Passu charge on Company's specific immovable properties and movable fixed assets, carries coupon rate of 10.60% per annum and overdue interest of Rs.26.50 payable in FY2021-22 and principal are redeemable as per terms of issuance fully in FY 2024-25.
- t) ₹ 211.09 Crore (2020: ₹ 200) are secured by First Pari-Passu charge on Company's specific immovable properties and movable fixed assets, carries coupon rate of 10.15% per annum and overdue interest of Rs.11.09 payable in FY2021-22 and principal are redeemable as per terms of issuance in two installments as ₹ 80 Crore in FY 2024-25 and ₹ 120 Crore in FY 2025-26.

(ii) Term Loan from Banks

- a) ₹ 223.91 (2020 : ₹ 200 Crore) are First Pari-Passu charge on tangible fixed assets (movable and immovable) present and future, of the company (excluding specific immovable properties).
- b) ₹ 37.61 Crore (2020 : ₹ 33.74 Crore) are secured by First Pari-Passu charge on tangible fixed assets (movable and immovable) present and future, of the company (excluding specific immovable properties). Also secured by personal guarantee of promoter directors.
- c) ₹ 159.12 (2020: ₹ 151.34 Crore) are secured by First Pari-Passu charge on entire Fixed Assets of the company (present & future) excluding specific immovable properties. Also secured by personal guarantee of promoter directors.
- d) ₹ 104.10 Crore (2020: ₹ 100.81 Crore) are secured by First Pari-Passu charge on Tangible Fixed Assets (movable and immovable) present and future, of the company (excluding specific immovable properties). Lease rental receipts backed by guarantee from Future Retail Limited towards their lease obligation to pay Lease Rental to the company.
- e) ₹ 15.19 Crore (2020: ₹ Nil) are secured by First Pari-Passu Charge on Current Assets (present and future) of the company. Second Pari-Passu Charge on the Tangible Fixed Assets (present and future) of the company (excluding specific immovable properties) and First Pari-Passu Charge on all piece and parcel of lease land situated in G-6 MIDC Industrial Area, Tarapur.

(iii) Working Capital Loans from Banks

- a) ₹ 970.23 Crore (2020 : ₹ 512.03 Crore) are secured by (a) First Pari-Passu Charge on Current Assets (present and future) of the company (b) Second Pari-Passu Charge on the Tangible Fixed Assets (present

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and future) of the company (excluding specific immovable properties) and (c) Corporate Guarantee of Future Retail Limited (d) First Pari-Passu Charge on all piece and parcel of lease land situated in G-6 MIDC Industrial Area, Tarapur.

(iv) Short Term Loan

- a) ₹ 75.57 Crore (2020: ₹ 67.36 crore) are secured by Second Charge on Current Assets of the Company present and future, personal guarantee of promoter directors and Post Dated Cheques.
 - b) ₹ 102.79 Crore (2020: ₹ 90.85 crore) are secured by Subservient charge on movable fixed and current assets of the company, both present and future and personal guarantee of promoter directors.
 - c) ₹ 23.24 Crore (2020 ₹ Nil) funded interest term loan (FITL) are secured by (a) First Pari-Passu Charge on Current Assets (present and future) of the company (b) Second Pari-Passu Charge on the Tangible Fixed Assets (present and future) of the company (excluding specific immovable properties) and (c) Corporate Guarantee of Future Retail Limited (d) First Pari-Passu Charge on all piece and parcel of lease land situated in G-6 MIDC Industrial Area, Tarapur.
- (v) Term Loans from Banks are repayable as follows: ₹ 191.72 Crore in FY 2021-22 (including Current Maturities of ₹ 124 crores, unpaid installments of ₹ 47.49 crores and interest overdue of ₹ 20.23 crore), ₹ 152.26 Crore in FY 2022-23, ₹ 106.12 Crore in FY 2023-24, ₹ 61.34 Crore in FY 2024-25 and ₹ 28.48 Crore in FY 2025-26.
- (vi) Installments falling due in respect of all the above Loans (Term Loan & NCDs) upto 31.03.2022 aggregating ₹ 1446.11 Crore (including Current Maturities of ₹ 1156.60 crores, unpaid installments of ₹ 47.49 crores and interest overdue of ₹ 242.02 crore) have been grouped under Current Maturities of Long-Term Borrowings.
- (vii) Weighted average rate of interest on the Term Loans is 10.60 % p.a. (2020: 10.83% p.a.)
- (viii) Weighted average rate of interest on the Working Capital Loans from Banks is 10.73% p.a. (2020: 9.55% p.a.)
- (ix) Unsecured Loan
- a) ₹ 120.00 Crore (2020 : ₹ 120.00 Crore) Short Term Loans carries interest 10.25% p.a. payable by March 31, 2022.
 - b) ₹ 12.11 Crore (2020 : ₹ 3.79 Crore) Working Capital Loan carries interest 10.25% p.a. payable by March 31, 2022.
 - c) ₹ 199.85 Crore (2020: ₹ 497.00 Crore) Commercial Paper carries weighted average interest 10.64% p.a.
 - d) Unsecured Public Deposit issued of ₹ 204.73 Crores and deposit falling due upto 31.03.2022 aggregating to ₹ 31.67 Crores.

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46. PARTICULARS OF LOANS, GUARANTEE AND INVESTMENT UNDER SECTION 186(4) OF THE COMPANIES ACT, 2013

(₹ in Crore)

S No.	Name	Purpose of Loan	Amount as at March 31, 2021 (Including Interest Accrued)	Maximum outstanding during the year	Amount as at March 31, 2020(Including Interest Accrued)	Maximum outstanding during the Previous year
A	Corporate Guarantee Given					
I	Galaxy Cloud Kitchens Limited For Axis Bank Limited	To Secure Credit Facilities	-	Not Applicable	2.00	Not Applicable
II	Working Capital Consortium Banks of Future Retail Limited	To Secure Credit Facilities	5,750.00	Not Applicable	5,750.00	Not Applicable

47. DETAILS OF MISCELLANEOUS EXPENSES

(₹ in Crore)

	2020-21	2019-20
Professional and Legal Fees	12.61	18.55
Travelling and Conveyance Expenses	0.44	5.32
Bank Charges	1.85	6.23
Labour Charges	0.40	2.33
Other Expenses	10.49	23.43
Total	25.79	55.86

48. 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.

- 49 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.

NOTES FORMING PART OF THE FINANCIAL STATEMENTS

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 Judgement 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 FRL, 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.

NOTES FORMING PART OF THE FINANCIAL STATEMENTS

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.

50. 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).

As per our report of even date attached

For DMKH & CO.
Chartered Accountants
FRN: 116886W

Shikha Kabra
Partner
Membership No.: 179437

Mumbai
July 30, 2021

For and on behalf of Board of Directors

Vijay Biyani
Chairman & Managing Director

Deepak Tanna
Company Secretary

Kishore Biyani
Vice Chairman

Bhagchand Baser
Deputy Chief Financial Officer

INDEPENDENT AUDITOR'S REPORT

To
The Members of
Future Enterprises Limited

REPORT ON THE AUDIT OF THE CONSOLIDATED FINANCIAL STATEMENTS

QUALIFIED OPINION

We have audited the accompanying consolidated financial statements of Future Enterprises Limited ("the Holding Company"), its subsidiaries (the Company and its subsidiaries together referred to as "the Group"), and includes the Group's share of profit in its associates and Jointly Controlled Entities, which comprise the Consolidated Balance Sheet as at March 31, 2021, the Consolidated Statement of Profit and Loss (including Other comprehensive income), the Consolidated statement of Changes in Equity, the Consolidated Cash Flow Statement for the year then ended and a summary of the significant accounting policies and other explanatory information (hereinafter referred to as "the consolidated financial statements").

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid Consolidated Financial Statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and except for the effects of the matter referred to in the Basis for Qualified Opinion paragraph, give a true and fair view in conformity with the Indian Accounting Standards prescribed under Section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, ("Ind AS") and other accounting principles generally accepted in India, of the consolidated state of affairs of the Group and its associates and Jointly Controlled Entities as at March 31, 2021 and consolidated loss, consolidated total comprehensive income, consolidated changes in equity and its consolidated cash flows 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 ₹742.33 crores includes related party receivables amounting to ₹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 ₹735.88 crores (net of provision ₹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 ₹1.32 crores and as of that date, the Company's accumulated losses amount to ₹14.64 crores as against Company's share capital of ₹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 Statements' 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

We draw your attention to the following matters:

- i. Note No. 46 of the consolidated financial 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 this matter.
- ii. In reference to deferred tax, the company has incurred loss before tax in current financial year 2020-21 amounting to ₹ 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. 37 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. 37 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 ₹184.64 crores as at March 31, 2021 (previous year ₹184.53 crores) has its negative net worth of ₹38.93 crores as at March 31, 2021 (Previous year ₹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 rise 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 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.

KEY AUDIT MATTERS

Key audit matters are those matters that, in our professional judgment and based on the consideration of the reports of the other auditors on separate financial statements and on the other financial information of the subsidiaries, associates and Jointly Controlled Entities, were of most significance in our audit of the consolidated financial statements of the current period.

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. We have determined the matters described below to be the key audit matter to be communicated in our report.

The Key Audit Matter	How the matter was addressed in our Audit
Related Party Transactions	
The Company has significant transactions with related parties which includes sale of products, services, rent, loans and advances given.	Performed test of controls over related party transactions with respect to approval of transactions by the Board of Directors of the Company, entering into agreements / contracts and recording in books of account;
Company's major portion of total revenue comes from related party.	Read contracts and agreements with related parties to understand the nature of the transactions;
Considering the high volume of transactions with related parties and determination of arm's length price to be a key audit matter in our audit of the standalone Ind AS financial statements.	Assessed the disclosures made in the standalone Ind AS financial statements as per Ind AS 24.

INFORMATION OTHER THAN THE CONSOLIDATED FINANCIAL STATEMENTS AND AUDITOR'S REPORT THEREON

The Holding Company's Board of Directors is responsible for the other information. The other information comprises the information included in the Management Discussion and Analysis, Board's Report including Annexures to Board's Report, Business Responsibility Report, Corporate Governance and Shareholders Information, but does not include the consolidated financial statements and our auditor's report thereon.

Our opinion on the consolidated financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the consolidated financial statements, our responsibility is to read the other information, compare with the financial statements of the subsidiaries, jointly controlled entities and associates audited by the other auditors to the extent it relates to these entities and, in doing so, place reliance on the work of the other auditors and consider whether the other information is materially inconsistent with the consolidated financial statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated. Other information so far as it relates to the subsidiaries, jointly controlled entities and associates, is traced from their financial statements audited by the other auditors.

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.

MANAGEMENT'S RESPONSIBILITY FOR THE CONSOLIDATED FINANCIAL STATEMENTS

The Holding Company's Board of Directors is responsible for the matter stated in Section 134(5) of the Act with respect to the preparation of these consolidated financial statements that give a true and fair view of the consolidated financial position, consolidated financial performance including other comprehensive income, consolidated changes in equity and consolidated cash flows of the Group including its jointly controlled entities and associates in accordance with the Ind AS and other accounting principles generally accepted in India. The respective Board of Directors of the Companies included in the Group and of its jointly controlled entities and associates are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Group and its jointly controlled entities and associates 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 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.

In preparing the consolidated financial statements, the respective Board of Directors of the Companies included in the Group and of its jointly controlled entities and associates are responsible for assessing the ability of the respective entities to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the management 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 and of its jointly controlled entities and associates are also responsible for overseeing the financial reporting process of the Group.

AUDITOR'S RESPONSIBILITY FOR THE AUDIT OF THE CONSOLIDATED FINANCIAL STATEMENTS

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 Standards on Auditing 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.

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

- Identify and assess the risk 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 financial 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 systems 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 associates and jointly controlled entities 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 associates and jointly controlled entities 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 jointly controlled entities and associates 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 the 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 misstatement in the consolidated financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the consolidated financial statements 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 misstatement in the consolidated financial statements.

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.

We also provide those charged with governance with a statement that we may 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.

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 of the current period 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

We did not audit, the financial statements and other financial information in respects of 8 subsidiaries, whose financial information reflects total assets of ₹ 1,835.92 Crores as at March 31, 2021 and total revenues of ₹ 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 ₹ 23.71 Crores and net profit of ₹ 0.75 Crores for the year ended on March 31, 2021 respectively. These financial 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 consolidated financial statement includes unaudited financial statements of 2 joint ventures whose financial statements reflects the Group's share of net loss of ₹ 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.

Our opinion 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 financial information certified by the Management.

REPORT ON OTHER LEGAL AND REGULATORY REQUIREMENTS

As required by Section 143(3) of the Act, based on our audit and on the consideration of the reports of the other auditors on the separate financial information of the subsidiaries, jointly controlled entities and associates referred to in the Other Matters section above we report, to the extent applicable that:

- a) We have sought and 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.
- b) In our opinion, proper books of accounts as required by law relating to preparation of the aforesaid consolidated financial statements have been kept so far as it appears from our examination of those books and the reports of the other auditors.
- c) The Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss including Other Comprehensive Income, the Consolidated Statement of Changes in Equity and the Consolidated Cash Flow Statement dealt with by this Report are in agreement with the relevant books of accounts maintained for the purpose of preparation of the consolidated financial statements.
- d) In our opinion, the aforesaid consolidated financial statements comply with the Ind AS specified under Section 133 of the Act.
- e) On the basis of the written representations received from the directors of the Company as on March 31, 2021 taken on record by the Board of Directors of the Company and the reports of the

statutory auditors of its subsidiary companies and jointly controlled entities and associate companies incorporated in India, none of the directors of these entities is disqualified as on March 31, 2021 from being appointed as a director in terms of Section 164(2) of the Act.

- f) With respect to the adequacy of internal financial controls over financial reporting and the operating effectiveness of such controls, refer to our separate Report in "Annexure A", which is based on the auditors' reports of the holding company, subsidiary companies, associate companies and jointly controlled companies. Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the internal financial controls over financial reporting of those companies.

- g) With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of Section 197(16) of the Act, as amended,

In our opinion and to best of our information and according to the explanations given to us, the remuneration paid by the Holding Company to its directors during the year is in accordance with the provisions of Section 197 of the Act.

- h) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditor's) Rules, 2014, as amended, in our opinion and to the

best of our information and according to the explanations given to us:

- i. The consolidated financial statements disclose the impact of pending litigations on the consolidated financial position of the Group, its jointly controlled entities and associates (Refer Note 43 to the Consolidated Financial Statements).
- ii. Provision has been made in the consolidated financial statements, as required under the applicable law or accounting standards, for material foreseeable losses, if any, on long-term contracts including derivative contracts.
- iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Holding Company, Subsidiary Companies, Jointly Controlled Entities and Associate Companies during the year ended March 31, 2021.

For **DMKH & CO.,**
Chartered Accountants
Firm Registration Number: 116886W

Shikha Kabra
Partner

Place: Mumbai
Date: July 30, 2021

Membership Number: 179437
UDIN:

ANNEXURE “A” TO THE INDEPENDENT AUDITOR’S REPORT

(Referred to in paragraph (f) under ‘Report on Other Legal and Regulatory Requirements’ section of our report to the Members of Future Enterprises Limited of even date)

Report on the Internal Financial Controls Over Financial Reporting 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 statement of the Company as of and for the year ended March 31, 2021, we have audited the internal financial controls over financial reporting of Future Enterprises Limited (hereinafter referred to as the “Holding Company”) and its Subsidiary Companies, its jointly controlled entities and associates, which are companies incorporated in India, as of that date.

MANAGEMENT’S RESPONSIBILITY FOR INTERNAL FINANCIAL CONTROLS

The Respective Board of Directors of the Holding Company, its subsidiary companies, jointly controlled entities and its associates, 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 respective Companies 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 internal financial controls over financial reporting of the Holding Company, its subsidiary companies, jointly controlled entities and associates, which are companies incorporated in India, 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”) issued by ICAI and the Standards on Auditing, issued by ICAI and deemed to be prescribed under Section 143(10) of the Companies Act, 2013, to

the extend applicable to an audit of internal financial controls. 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 over financial reporting 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 system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, 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 judgment, including the assessment of the risks of material misstatement of the consolidated financial statement, whether due to fraud or error.

We believe that the audit evidence we have obtained and the audit evidence obtained by other auditors of the subsidiary companies, jointly controlled entities and associates, which are companies incorporated in India, 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 Holding Company, its subsidiaries, associates and jointly controlled entities internal financial controls system over financial reporting.

MEANING OF INTERNAL FINANCIAL CONTROLS OVER FINANCIAL REPORTING

A company’s internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statement for external purposes in accordance with generally accepted accounting principles. A company’s internal financial control over financial reporting 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 statement in accordance with generally

accepted accounting principles, and that receipts and expenditure of the company are being made only in accordance with authorization 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 LIMITATION OF INTERNAL FINANCIAL CONTROLS OVER FINANCIAL REPORTING

Because of the inherent limitation of internal financial controls over financial reporting, 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 over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedure may deteriorate.

OPINION

In our opinion, to the best of our information and according to the explanations given to us, the Holding Company, its subsidiary companies, jointly controlled entities and associates, which are companies incorporated in India, have, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial reporting were operating effectively as at March 31, 2021, based on the internal control over financial reporting criteria established by the respective companies considering the essential components of internal control stated in the Guidance Note.

OTHER MATTERS

Our aforesaid report under Section 143(3)(i) of the Act on the adequacy and operating effectiveness of the internal financial controls over financial reporting in so far as it relates to 8 Subsidiary Companies, 4 Joint Ventures entities and 1 Associates, which are companies incorporated in India, is based solely on the corresponding reports of the auditors of such companies.

Our aforesaid report under Section 143(3)(i) of the Act on the adequacy and operating effectiveness of the internal financial controls over financial reporting in so far as it relates to 2 joint venture companies, whose financial information is unaudited and whose efficacy of internal financial controls over financial reporting is based solely on the Management's certification provided to us and our opinion on the adequacy and operating effectiveness of the internal financial controls over financial reporting of the Group is not affected as the financial information of such entities is not material to the Group.

Our opinion is not modified in respect of the above matters with respect to our reliance on the work done by and the reports of such other auditors and the financial information certified by the Management.

For **DMKH & CO.,**
Chartered Accountants
Firm Registration Number: 116886W

Shikha Kabra

Partner

Place: Mumbai
Date: July 30, 2021

Membership Number: 179437
UDIN:

CONSOLIDATED BALANCE SHEET AS AT MARCH 31, 2021

		(₹ in Crore)	
	Note No.	As at March 31, 2021	As at March 31, 2020
ASSETS			
1. Non-Current Assets			
Property, Plant and Equipment	2	3,719.93	7,280.09
Capital Work-in-Progress	2	92.10	629.91
Intangible Assets	2	769.69	747.25
Right-of-Use Assets	41	260.42	329.13
Financial Assets			
Investments	3	1,057.58	1,090.75
Net Investment on Sublease	41	22.56	44.84
Loans	4	291.15	333.20
Other Financial Assets	5	24.73	56.08
Other Non-Current Assets	6	460.12	453.29
Total Non-Current Assets		6,698.28	10,964.54
2. Current Assets			
Inventories	7	1,086.59	1,207.23
Financial Assets			
Investments	8	-	0.01
Trade Receivables	9	2,766.89	2,295.55
Cash and Cash Equivalents	10	34.24	7.41
Bank Balances Other Than The Above	11	21.55	22.61
Loans	12	222.89	14.62
Other Financial Assets	13	240.81	427.40
Other Current Assets	14	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	15	98.86	98.86
Instruments Entirely Equity In Nature	16	15.16	15.16
Other Equity	17	2,811.65	4,039.84
Total Equity		2,925.67	4,153.86
Liabilities			
1. Non-Current Liabilities			
Financial Liabilities			
Borrowings	18	3,759.41	4,753.26
Lease Liability	41	222.66	295.80
Other Financial Liabilities	19	274.79	428.58
Provisions	20	13.12	14.91
Total Non-Current Liabilities		4,269.98	5,492.55
2. Current Liabilities			
Financial Liabilities			
Borrowings	21	1,608.99	1,380.14
Trade Payables Due to:	22		
Micro and Small Enterprises		50.31	25.42
Others		1,068.50	1,279.95
Other Financial Liabilities	23	1,794.65	546.43
Lease Liability	41	100.21	119.34
Provisions	24	1.90	2.22
Other Current Liabilities	25	35.40	2,665.93
Total Current Liabilities		4,659.96	6,019.43
Total Equity and Liabilities		11,855.61	15,665.84
The accompanying notes are an integral part of the financial statements.			
	1 - 48		

As per our report of even date attached

For and on behalf of Board of Directors

For DMKH & CO.
Chartered Accountants
FRN: 116886W

Vijay Biyani
Chairman & Managing Director

Kishore Biyani
Vice Chairman

Shikha Kabra
Partner
Membership No.: 179437

Deepak Tanna
Company Secretary

Bhagchand Baser
Deputy Chief Financial Officer

Mumbai
July 30, 2021

STATEMENT OF CONSOLIDATED PROFIT AND LOSS FOR YEAR ENDED MARCH 31, 2021

			(₹ in Crore)
	Note No.	Year Ended March 31, 2021	Year Ended March 31, 2020
INCOME			
Revenue From Operations	26	1,422.14	5,365.66
Other Income	27	168.54	67.40
Total Income		1,590.68	5,433.06
EXPENSES			
Cost of Materials and Services Consumed	28	315.32	843.90
Purchase of Stock-In-Trade	29	562.12	2,710.49
Change in Inventories of Finished Goods, Work-in-Progress and Stock-in-Trade (Increase) / Decrease	30	116.88	47.43
Employee Benefits Expense	31	137.99	215.82
Finance Costs	32	816.73	719.03
Depreciation and Amortization Expense	28&41	780.88	1,033.72
Other Expenses	33	122.33	211.35
Total Expenses		2,852.25	5,781.74
Profit / (Loss) Before Exceptional Items, tax and share of Associate and Joint Ventures		(1,261.57)	(348.68)
Exceptional Item		-	(71.38)
Profit / (Loss) Before tax and Share of Profit From Associate and Joint Ventures		(1,261.57)	(420.06)
Share of Profit From Associate and Joint Ventures		23.51	13.55
Profit / (Loss) Before Tax		(1,238.06)	(406.51)
Tax Expense			
(1) Current Tax		-	-
(2) Deferred Tax		-	(37.00)
(3) Earlier Years Tax		(17.89)	-
Net Profit / (Loss) For The Year		(1,220.17)	(369.51)
Net profit / (Loss) Attributable To :			
Equity Holders of The Parent		(1,121.79)	(331.33)
Non-Controlling Interest		(98.38)	(38.18)
Other Comprehensive Income For The Year			
Items that will not be Re - Classified to Profit & Loss Account			
Other Comprehensive Income	34	(6.64)	(13.62)
Share of OCI from Associate and Joint Ventures		(7.09)	23.72
Total Comprehensive Income For The Year (Net of Taxes)		(13.73)	10.10
Other Comprehensive Income Attributable To :			
Equity Holders of The Parent		(13.48)	10.77
Non-Controlling Interest		(0.25)	(0.68)
Total Comprehensive Income For The Year		(1,233.90)	(359.41)
Earnings Per Equity Share of Face Value of ₹ 2/- each	40		
Basic - Equity Share (₹)		(22.69)	(6.71)
Basic - Class B (Series-1) Share (₹)		(22.69)	(6.71)
Diluted - Equity Share (₹)		(22.69)	(6.71)
Diluted - Class B (Series-1) Share (₹)		(22.69)	(6.71)
The accompanying notes are an integral part of the financial statements.	1 - 48		

As per our report of even date attached

For and on behalf of Board of Directors

For DMKH & CO.
Chartered Accountants
FRN: 116886W

Vijay Biyani
Chairman & Managing Director

Kishore Biyani
Vice Chairman

Shikha Kabra
Partner
Membership No.: 179437

Deepak Tanna
Company Secretary

Bhagchand Baser
Deputy Chief Financial Officer

Mumbai
July 30, 2021

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED MARCH 31, 2021

	(₹ in Crore)	
	As at March 31, 2021	As at March 31, 2020
(A) EQUITY SHARE CAPITAL		
Opening Balance	98.86	98.71
Change During The Year		
Issue of Equity Shares Under Employee Stock Option Scheme	-	0.15
Closing Balance	98.86	98.86
(B) INSTRUMENTS ENTIRELY EQUITY IN NATURE		
Preference Share Capital		
Opening Balance	15.16	15.40
Change During The Year	-	(0.24)
Closing Balance	15.16	15.16
(C) OTHER EQUITY		
Retained Earnings		
Opening Balance	289.46	382.72
Profit/(Loss) For The Year	(1,121.79)	(331.33)
Adjustment / Restatement on Account of Associate and JV	-	299.28
Proposed Dividend on Equity Shares	-	(3.48)
Re-measurement Gains/ (Losses) on Defined Benefit Plans	0.59	(12.94)
Transition Effect (IND AS 116 Impact)	-	(44.79)
Closing Balance	(831.74)	289.46
Reserve for fair Value Through Other Comprehensive Income (FVTOCI)		
Opening Balance	24.35	0.64
Fair Value Changes On Investments	(7.11)	23.71
Closing Balance	17.24	24.35
Capital Reserve		
Opening Balance	-	17.14
Adjustment / Restatement on Account of Subsidiary	-	(17.14)
Closing Balance	-	-
Securities Premium		
Opening Balance	2,852.93	2,987.36
Change During The Year		
Add : Issue of Equity Shares	-	1.09
Less : Adjustment on account of Subsidiary	-	(135.52)
Closing Balance	2,852.93	2,852.93
Share Options Outstanding Account		
Opening Balance	15.51	10.03
Change During The Year		
Expense on Employee Stock Option Scheme	(1.26)	6.97
Exercise of Stock Options	-	(1.09)
Transfer to Securities Premium on exercise of ESOP	-	(0.40)
Closing Balance	14.25	15.51

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED MARCH 31, 2021

(₹ in Crore)

	As at March 31, 2021	As at March 31, 2020
Capital Reserve on Consolidation		
Opening Balance	35.71	41.40
Change During The Year	-	(5.69)
Closing Balance	35.71	35.71
Non - Controlling Interest		
Opening Balance	393.92	278.52
Change During The Year	(98.63)	115.40
Closing Balance	295.29	393.92
Debenture Redemption Reserve		
Opening Balance	317.15	317.15
Add : Transfer From Profit & Loss Account	-	-
Closing Balance	317.15	317.15
Promoter Equity Contribution		
Opening Balance	-	27.55
Change During The Year	-	(27.55)
Closing Balance	-	-
General Reserve		
Opening Balance	110.82	110.82
Change During The Year	-	-
Closing Balance	110.82	110.82
TOTAL OTHER EQUITY	2,811.65	4,039.84

As per our report of even date attached

For DMKH & CO.
Chartered Accountants
FRN: 116886W

Shikha Kabra
Partner
Membership No.: 179437

Mumbai
July 30, 2021

For and on behalf of Board of Directors

Vijay Biyani
Chairman & Managing Director

Deepak Tanna
Company Secretary

Kishore Biyani
Vice Chairman

Bhagchand Baser
Deputy Chief Financial Officer

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/Bad Debts	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 Included 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
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 From/Used In Financing Activities	(554.94)	(816.28)
Net Increase/(Decrease) In Cash and Cash Equivalents (A+B+C)	26.83	(134.00)
Net Increase/(Decrease) 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

As per our report of even date attached

For and on behalf of Board of Directors

For DMKH & CO.
Chartered Accountants
FRN: 116886W

Vijay Biyani
Chairman & Managing Director

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Vice Chairman

Shikha Kabra
Partner
Membership No.: 179437

Deepak Tanna
Company Secretary

Bhagchand Baser
Deputy Chief Financial Officer

Mumbai
July 30, 2021

NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS

1 COMPANY OVERVIEW AND SIGNIFICANT ACCOUNTING POLICIES

1.1 Overview

Future Enterprises Limited ('the company or parent ') is a public company domiciled in India and incorporated under the provisions of Companies Act, 1956 on October 12, 1987. The Company, its Subsidiaries, Joint Ventures and Associate collectively refer to as a 'Group'.

The Group engaged in the business of manufacturing, trading, leasing of assets, logistics services and joint ventures with Life and Non Life Insurance services.

The Group has its registered office at Mumbai, Maharashtra, India. The Group has its primary listings on the National Stock Exchange of India Limited and BSE Limited.

The consolidated financial statements were authorised for issue in accordance with a resolution of the Board of Directors on July 30, 2021.

1.2 Basis of Preparation and Presentation

These consolidated financial statements are prepared in accordance with Indian Accounting Standards (Ind AS) under the historical cost convention method on accrual basis except for certain financial instruments which are measured at fair values. The Ind AS are prescribed under Section 133 of the Companies Act, 2013 (Act) read with Rule 3 of the Companies (Indian Accounting Standards) Rules, 2015 and Companies (Indian Accounting Standards) Amendment Rules, 2016.

1.3 Basis of Consolidation

The Group consolidate entities which it owns or controls. The consolidated financial statements comprise the financial statements of the Group, it controlled its subsidiaries, associates and joint venture.

Control exists when the parent has power over the entity, is exposed, or has rights, to variable returns from its involvement with the entity and has the ability to affect those returns by using its power over the entity. Power is demonstrated through existing rights that give the ability to direct relevant activities, those which significantly affect the entity's returns. Subsidiaries are consolidated from the date control commences until the date control ceases.

The financial statements of the Group companies are consolidated on a line-by-line basis and intra-Group balances and transactions including unrealized gain / loss from such transactions are eliminated upon consolidation. These financial statements are prepared by applying uniform accounting policies in use at the Group. Non-controlling interests which represent part of the net profit or loss and net assets of subsidiaries that are not, directly or indirectly, owned or controlled by the Group, are excluded.

Associates are entities over which the Group has significant influence but not control. Investments in associates and joint ventures are accounted for using the equity method of accounting. The investment is initially recognized at cost, and the carrying amount is increased or decreased to recognize the investor's share of the profit or loss of the investee after the acquisition date. The Group's investment in associates and joint ventures includes goodwill identified on acquisition.

1.4 Use of Estimates

The preparation of the consolidated financial statements in conformity with Ind AS requires management to make estimates, judgments and assumptions. These estimates, judgments and assumptions affect the application of accounting policies and the reported amounts of assets and liabilities, the disclosures of contingent assets and liabilities at the date of the consolidated financial statements and reported amounts of revenue and expenses during the period. Accounting estimates could change from period to period. Actual results could differ from those estimates. Appropriate changes in estimates are made as management becomes aware of changes in

NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS

circumstances surrounding the estimates. Changes in estimates are reflected in the consolidated financial statements in the period in which changes are made and, if material, their effects are disclosed in the notes to the consolidated financial statements.

1.5 Property, Plant and Equipment

Property, plant and equipment are stated at cost, less accumulated depreciation and impairment, if any. Costs directly attributable to acquisition are capitalized until the property, plant and equipment are ready for use, as intended by management.

An item of property, plant and equipment and any significant part initially recognised is derecognized upon disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss arising on derecognition of the asset is included in the Statement of Profit or Loss when the asset is derecognized.

The Group depreciates property, plant and equipment over their estimated useful lives using the straight-line method. The estimated useful lives of assets are as follows:

Building : 30 years

Plant and Equipment : 15 years

Office Equipment* : 3 to 6 years

Furniture And Fixture : 10 years

Electrical Installation and Equipment : 10 years

Vehicles : 10 years

Leasehold Improvement* : Lease term or 15 Years, whichever is lower

** Based on technical evaluation, the management believes that the useful lives as given above best represent the period over which management expects to use these assets. Hence, the useful lives for these assets is different from the useful lives as prescribed under Part C of Schedule II of the Companies Act 2013.*

The residual values, useful lives and methods of depreciation of property, plant and equipment are reviewed at each financial year end and adjusted prospectively, if appropriate.

In other cases, buildings constructed on leasehold lands are amortised over the primary lease period of the lands.

Advances paid towards the acquisition of property, plant and equipment outstanding at each balance sheet date is classified as capital advances under other non-current assets and the cost of assets not put to use before such date are disclosed under 'Capital work-in-progress'.

1.6 Intangible Assets

Intangible assets are stated at acquisition cost and other cost incurred, which is attributable to preparing the asset for its intended use, less accumulated amortization and accumulated impairment losses, if any. The cost of intangible assets acquired in a business combination is recorded at fair value on the date of acquisition. The useful lives of intangible assets are assessed as either finite or indefinite. Intangible assets with finite lives are amortised over the useful economic life not exceeding ten years and assessed for impairment whenever there is an indication that the Intangible assets may be impaired. Intangible assets with indefinite useful lives are not amortised, but are tested for impairment annually, either individually or at the cash-generating unit level.

An item of Intangible Asset is derecognized upon disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss arising on derecognition of the asset is included in the Statement of Profit or Loss when the asset is derecognized.

NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS

The residual values, useful lives and methods of amortisation of Intangible Assets are reviewed at each financial year end and adjusted prospectively, if appropriate.

1.7 Goodwill

Goodwill on acquisition of Subsidiaries and Joint Ventures is included in intangible assets. Goodwill is not amortized but it is tested for impairment annually, or more frequently if events or changes in circumstances indicate that it might be impaired, and is carried at cost less accumulated impairment losses.

1.8 Impairment of Assets

(i) Financial Assets

The Group recognizes loss allowances using the expected credit losses (ECL) model for the financial assets which are not fair valued through statement of profit and loss. Loss allowance for trade receivables with no significant financing component is measured at an amount equal to lifetime ECL. For all other financial assets, expected credit losses are measured at an amount equal to the 12-month ECL, unless there has been a significant increase in credit risk from initial recognition in such case those are measured at lifetime ECL. The amount of expected credit losses (or reversal) that is required to adjust the loss allowance at the reporting date to the amount that is required to be recognised is recognised as an impairment gain or loss in statement of profit and loss.

(ii) Non-Financial Assets

(a) Intangible Assets and Property, Plant and Equipment

Intangible assets and property, plant and equipment are evaluated for recoverability whenever events or changes in circumstances indicate that their carrying amounts may not be recoverable. For the purpose of impairment testing, the recoverable amount (i.e. the higher of the fair value less cost to sell and the value-in-use) is determined on an individual asset basis unless the asset does not generate cash flows that are largely independent of those from other assets. In such cases, the recoverable amount is determined for the Cash Generating Unit to which the asset belongs.

If such assets are considered to be impaired, the impairment to be recognized in the Statement of Profit and Loss is measured by the amount by which the carrying value of the assets exceeds the estimated recoverable amount of the asset. An impairment loss is reversed in the statement of profit and loss if there has been a change in the estimates used to determine the recoverable amount. The carrying amount of the asset is increased to its revised recoverable amount, provided that this amount does not exceed the carrying amount that would have been determined (net of any accumulated amortization or depreciation) had no impairment loss been recognised for the asset in prior years.

1.9 Share Capital

Ordinary shares are classified as equity. Incremental costs directly attributable to the issuance of new ordinary shares and share options are recognized as a deduction from equity, net of any tax effects.

1.10 Financial instruments

(i) Initial Recognition and Measurement

The Group recognizes financial assets and liabilities when it becomes a party to the contractual provisions of the instrument. All financial assets and liabilities are recognized at fair value on initial recognition, except for trade receivables which are initially measured at transaction price. Transaction costs that are directly attributable to the acquisition or issue of financial assets and liabilities that are not at fair value through profit or loss are added to the fair value on initial recognition. Regular way purchase and sale of financial assets are recognised on the trade date.

NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS

(ii) Subsequent Measurement

a) Non-Derivative Financial Instruments

(i) Financial Assets Carried At Amortized Cost

A financial asset is subsequently measured at amortized cost if it is held within a business model whose objective is to hold the asset in order to collect contractual cash flows and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

(ii) Financial Assets At Fair Value Through Other Comprehensive Income

A financial asset is subsequently measured at fair value through other comprehensive income if it is held within a business model whose objective is achieved by both collecting contractual cash flows and selling financial assets and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

The Group has made an irrevocable election for its investments which are classified as equity instruments to present the subsequent changes in fair value in other comprehensive income based on its business model. Further, in cases where the Group has made an irrevocable election based on its business model, for its investments which are classified as equity instruments, the subsequent changes in fair value are recognized in other comprehensive income.

(iii) Investments in Associates and Joint Venture

Investments in Associates and Joint Venture are carried at cost.

(iv) Financial Assets at Fair Value Through Profit or Loss

A financial asset which is not classified in any of the above categories are subsequently fair valued through profit or loss.

(v) Financial Liabilities

Financial liabilities are subsequently carried at amortized cost using the effective interest method, except for contingent consideration recognized in a business combination which is subsequently measured at fair value through profit and loss. For trade and other payables maturing within one year from the Balance Sheet date, the carrying amounts approximate fair value due to the short maturity of these instruments.

b) Derivative Financial Instruments

The Group holds derivative financial instruments such as foreign exchange forward and option contracts to mitigate the risk of changes in exchange rates on foreign currency exposures. The counterparty for these contracts is generally a bank.

(i) Financial Assets or Liabilities, at Fair Value Through Profit or Loss.

This category has derivative financial assets or liabilities which are not designated as hedges.

Although the Group believes that these derivatives constitute hedges from an economic perspective, they may not qualify for hedge accounting under Ind AS 109, Financial Instruments. Any derivative that is either not designated a hedge, or is so designated but is ineffective as per Ind AS 109, is categorized as a financial asset or financial liability, at fair value through profit or loss.

Derivatives not designated as hedges are recognized initially at fair value and attributable transaction costs are recognized in net profit in the Statement of Profit and Loss when incurred. Subsequent to initial recognition, these derivatives are measured at fair value through profit or loss and the resulting

NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS

exchange gains or losses are included in other income. Assets/ liabilities in this category are presented as current assets/ liabilities if they are either held for trading or are expected to be realized within 12 months after the balance sheet date.

(ii) Derecognition of Financial Instruments

The Group derecognizes a financial asset when the contractual right to receive the cash flows from the financial asset expire or it transfers the financial asset.

A financial liability is derecognized when the obligation under the liability is discharged, cancelled or expires.

1.11 Current Versus Non-Current Classification

An asset is considered as current when it is:

- Expected to be realized 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.

All other assets are classified as non-current.

A liability is considered as current when it is:

- Expected to be settled in normal operating cycle
- Held primarily for the purpose of trading
- 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.

All other liabilities are classified as non-current.

Deferred tax assets and liabilities are classified as non-current assets and liabilities.

1.12 Measurement of 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. 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.

The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic interest.

A fair value measurement of a non-financial asset takes into account a market participant's ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use.

The Group uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximizing the use of relevant observable inputs and minimizing the use of unobservable inputs.

NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS

All assets and liabilities for which fair value is measured or disclosed in the consolidated financial statements are categorized 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- Input for the asset or liability that are not based on observable market data (unobservable inputs).

1.13 Inventories

Inventories are valued at lower of cost or net realizable value. Inventories of traded goods are valued at lower of cost or net realizable value. Finished Goods and Work-in-Progress include cost of purchase, cost of conversion and other costs incurred in bringing the inventories to their present location and condition. Costs of inventories are computed on weighted average basis.

1.14 Employee Benefits

Short term employee benefits are recognised as an expense at the undiscounted amount in the Statement of Profit and Loss for the period in which the related service is rendered.

Post-employment and other long term employee benefits are recognised as an expense in the Statement of Profit and Loss for the period in which the employee has rendered services. The expense is recognised at the present value of the amounts payable determined using actuarial valuation techniques. Gains and losses through re-measurements of the net defined benefit liability/ (asset) are recognized in other comprehensive income. The actual return of the portfolio of plan assets, in excess of the yields computed by applying the discount rate used to measure the defined benefit obligation is recognized in other comprehensive income. The effect of any plan amendments are recognized in the statement of profit and loss.

1.15 Share-Based Payment

The Group recognizes compensation expense relating to share-based payments in statement of profit and loss, using fair-value. The estimated fair value of awards is charged to income on a straight-line basis over the requisite service period for each separately vesting portion of the award as if the award was in-substance, multiple awards with a corresponding increase to share options outstanding account.

1.16 Provisions

A provision is recognized if, as a result of a past event, the Group has a present legal or constructive obligation that is reasonably estimable, and it is probable that an outflow of economic benefits will be required to settle the obligation. Provisions are determined by discounting the expected future cash flows at a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the liability.

Provisions for warranty-related costs are recognised when the product is sold or service provided to the customer. Initial recognition is based on historical experience. The initial estimate of warranty-related costs is revised annually.

1.17 Business Combinations

Business combinations have been accounted for using the acquisition method under the provisions of Ind AS 103, Business Combinations. The cost of an acquisition is measured at the fair value of the assets transferred, equity instruments issued and liabilities incurred or assumed at the date of acquisition, which is the date on which control is transferred to the Company. The cost of acquisition also includes the fair value of any contingent consideration. Identifiable assets acquired, liabilities and contingent liabilities assumed in a business combination are measured initially at their fair value on the date of acquisition. Business combinations between entities under common

NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS

control is accounted for at carrying value. Transaction costs that the Company incurs in connection with a business combination such as finder's fees, legal fees, due diligence fees, and other professional and consulting fees are expensed as incurred.

1.18 Revenue recognition

Revenue is recognised on a fair value basis to the extent that it is probable that the economic benefits will flow to the Group and the revenue can be reliably measured.

(i) Sale of goods

Revenue from sale of goods is recognised, when significant risks and rewards of ownership have been transferred to the buyer and no significant uncertainty exists regarding the amount of the consideration that will be derived from the sale of goods. It also includes excise duty and excludes value added tax and Goods and Service Tax (GST). It is measured at fair value of consideration received or receivable, net of returns and allowances.

(ii) Revenue from Sale of Services

Revenue from Sale of services are recognised as they are rendered based on arrangements with the customers.

(iii) Lease Income

Lease agreements where the risks and rewards incidental to the ownership of an asset substantially vest with the lessor are recognised as operating leases. Lease rentals are recognised on straight - line basis as per the terms of the agreements in the statement of profit or loss.

(iv) Interest Income

For all financial instruments measured at amortized cost, interest income is recorded using the effective interest rate (EIR), which is the rate that exactly discounts the estimated future cash payments or receipts over the expected life of the financial instrument or a shorter period, where appropriate, to the net carrying amount of the financial asset.

(v) Dividend Income

Dividend income is recognised when the Group's right to receive the payment is established.

1.19 Foreign Currency Transactions

(i) Functional Currency

Consolidated financial statements of the Group are presented in Indian Rupees (₹), which is also the functional currency.

(ii) Transactions and Translations

Foreign-currency denominated monetary assets and liabilities are translated into the relevant functional currency at exchange rates in effect at the balance sheet date. The gains or losses resulting from such translations are included in the Statement of Profit and Loss. Non-monetary assets and non-monetary liabilities denominated in a foreign currency and measured at fair value are translated at the exchange rate prevalent at the date when the fair value was determined. Non-monetary assets and non-monetary liabilities denominated in a foreign currency and measured at historical cost are translated at the exchange rate prevalent at the date of the transaction. Transaction gains or losses realized upon settlement of foreign currency transactions are included in determining net profit for the period in which the transaction is settled.

Foreign exchange differences regarded as an adjustment to borrowing costs are presented in the statement of profit and loss, within finance costs. All other foreign exchange gain and losses are presented in the statement of profit and loss on net basis within other gains/ (losses).

NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS

1.20 Leases

The Company as a lessee

The Company's lease asset classes primarily consist of leases for Buildings (leased stores). The Company assesses whether a contract contains a lease, at inception of a contract. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration. To assess whether a contract conveys the right to control the use of an identified asset, the Company assesses whether: (i) the contract involves the use of an identified asset (ii) the Company has substantially all of the economic benefits from use of the asset through the period of the lease and (iii) the Company has the right to direct the use of the asset.

At the date of commencement of the lease, the Company recognizes a right-of-use asset ("ROU") and a corresponding lease liability for all lease arrangements in which it is a lessee, except for leases with a term of twelve months or less (short-term leases) and low value leases. For these short-term and low value leases, the Company recognizes the lease payments as an operating expense on a straight-line basis over the term of the lease.

Certain lease arrangements include the option to extend or terminate the lease before the end of the lease term. ROU assets and lease liabilities includes these options when it is reasonably certain that they will be exercised. The right-of-use assets are initially recognised at cost, which comprises the initial amount of the lease liability adjusted for any lease payments made at or prior to the commencement date of the lease plus any initial direct costs less any lease incentives. They are subsequently measured at cost less accumulated depreciation and impairment losses.

Right-of-use assets are depreciated from the commencement date on a straight-line basis over the shorter of the lease term and useful life of the underlying asset. Right of use assets are evaluated for recoverability whenever events or changes in circumstances indicate that their carrying amounts may not be recoverable. For the purpose of impairment testing, the recoverable amount (i.e. the higher of the fair value less cost to sell and the value-in-use) is determined on an individual asset basis unless the asset does not generate cash flows that are largely independent of those from other assets. In such cases, the recoverable amount is determined for the Cash Generating Unit (CGU) to which the asset belongs.

The lease liability is initially measured at amortized cost at the present value of the future lease payments. The lease payments are discounted using the interest rate implicit in the lease or, if not readily determinable, using the incremental borrowing rates in the country of domicile of these leases. Lease liabilities are remeasured with a corresponding adjustment to the related right of use asset if the Company changes its assessment if whether it will exercise an extension or a termination option. Lease liability and ROU asset have been separately presented in the Balance Sheet and lease payments have been classified as financing cash flows.

The Company as a lessor

Leases for which the Company is a lessor is classified as a finance or operating lease. Whenever the terms of the lease transfer substantially all the risks and rewards of ownership to the lessee, the contract is classified as a finance lease. All other leases are classified as operating leases.

When the Company is an intermediate lessor, it accounts for its interests in the head lease and the sublease separately. The sublease is classified as a finance or operating lease by reference to the right-of-use asset arising from the head lease.

For operating leases, rental income is recognised on a straight line basis over the term of the relevant lease.

NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS

1.21 Taxes on Income

Income tax comprises current and deferred income tax. It is recognized in profit or loss except to the extent that it relates to items recognized directly in equity, in which case it is recognized in other comprehensive income.

Provision for current tax is made after taking into consideration benefits admissible under the provisions of the Income-tax Act, 1961.

Deferred income tax assets and liabilities are recognized for all temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the consolidated financial statements. Deferred income tax assets and liabilities are measured using tax rates and tax laws that have been enacted or substantively enacted by the balance sheet date and are expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled. The effect of changes in tax rates on deferred income tax assets and liabilities is recognized as income or expense in the period that includes the enactment or the substantive enactment date. A deferred income tax asset is recognized to the extent there is reasonable certainty that future taxable profit will be available against which the deductible temporary differences and tax losses can be utilized. The Group offsets current tax assets and current tax liabilities, where it has a legally enforceable right to set off the recognized amounts and where it intends either to settle on a net basis, or to realize the asset and settle the liability simultaneously.

1.22 Earnings Per Share

Basic earnings per share is calculated by dividing the net profit or loss for the period attributable to equity shareholders of the Group by the weighted average number of equity shares outstanding during the period.

For the purpose of calculating diluted earnings per share, the net profit or loss for the period attributable to equity shareholders of the Group and the weighted average number of shares outstanding during the period, are adjusted for the effects of all dilutive potential equity shares.

1.23 Borrowing Costs

Borrowing costs, directly attributable to the acquisition, construction or production of an asset that necessarily takes a substantial period of time to get ready for its intended use, are capitalized as part of the cost of the respective asset. All other borrowing costs are charged in the period, in which they occur in the statement of profit and loss.

NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS

2. PROPERTY, PLANT AND EQUIPMENT

Tangible Assets (Owned)	Land	Leasehold Improvement	Building	Plant and Machinery	Computer	Furniture and Fitting	Office Equipment	Vehicle	Total	Capital Work-in-Progress
Cost										
As At April 01, 2020	5.76	2,228.06	7.53	1,914.90	78.15	6,146.27	454.65	8.83	10,844.15	629.91
Additions	-	189.09	-	42.72	0.75	305.90	4.40	0.13	542.99	-
Disposals/ Transfers	-	1,208.06	-	772.72	4.29	3,274.12	234.80	3.72	5,497.71	537.81
As At March 31, 2021	5.76	1,209.09	7.53	1,184.90	74.61	3,178.05	224.25	5.24	5,889.43	92.10
Accumulated Depreciation:										
As At April 1st, 2020	0.09	476.88	0.82	460.99	36.14	2,327.35	255.27	6.52	3,564.06	-
Depreciation Charged For The Year	0.02	73.60	0.20	89.47	19.45	368.01	38.99	0.82	590.56	-
Disposals / Transfers	-	275.27	-	211.96	3.90	1,322.20	168.26	3.53	1,985.12	-
As At March 31, 2021	0.11	275.21	1.02	338.50	51.69	1,373.16	126.00	3.81	2,169.50	-
Net book value										
As At March 31, 2021	5.65	933.87	6.51	846.40	22.92	1,804.88	98.25	1.43	3,719.93	92.10
As At March 31, 2020	5.67	1,751.18	6.71	1,453.91	42.01	3,818.92	199.38	2.31	7,280.09	629.91

(₹ in Crore)

Other Intangible Assets	Computer Software	Brands / Trademarks	Total
Cost			
As At April 01, 2020	33.63	762.39	796.02
Additions	1.91	109.78	111.69
Disposals/ Transfers	0.01	-	0.02
As At March 31, 2021	35.53	872.17	907.70
Accumulated Amortisation			
As At April 1st, 2020	3.63	45.14	48.77
Amortisation Charged For The Year	3.90	85.35	89.25
Disposals / Transfers	0.01	-	0.01
As At March 31, 2021	7.52	130.49	138.01
Net book value			
As At March 31, 2021	28.00	741.68	769.69
As At March 31, 2020	30.00	717.25	747.25

NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS

3 NON-CURRENT FINANCIAL ASSETS - INVESTMENTS

	(₹ in Crore)	
	As at March 31, 2021	As at March 31, 2020
Quoted Investments		
Investments in Equity Instruments		
Other		
100 Equity Shares of Future Consumer Limited of ₹ 6/- each	0.00	0.00
83,69,819 (61,22,935) Equity Shares of Galaxy Cloud Kitchens Limited	10.11	10.50
Unquoted Investments		
Subsidiaries		
10,000 (Nil) Equity Shares of Basuti Sales and Trading Private Limited	0.00	-
10,000 (Nil) Equity Shares of Chirag Operating Lease Co. Private Limited	0.00	-
10,000 (Nil) Equity Shares of Hare Krishna Operating Lease Private Limited	0.00	-
10,000 (Nil) Equity Shares of Nice Texcot Trading and Agency Private Limited	0.00	-
10,000 (Nil) Equity Shares of Syntex Trading & Agency Private Limited	0.00	-
10,32,746 (Nil) Equity Shares of Unique Malls Private Limited	0.05	-
10,89,978 (Nil) Equity Shares of Acute Retail Infra Private Limited	0.01	-
11,00,00,000 (Nil) Equity Shares of Taquito Lease Operators Private Limited	0.11	-
3,33,59,930 (Nil) Equity Shares of Precision Realty Developers Private Limited	0.03	-
4,04,033 (Nil) Equity Shares of Rivaaz Trade Ventures Private Limited	0.04	-
4,17,919 (Nil) Equity Shares of Nishta Mall Management Company Private Limited	0.04	-
85,41,204 (Nil) Equity Shares of Ojas TradeLease and Mall Management Pvt. Ltd.	0.09	-
92,24,172 (Nil) Equity Shares of Brattle Foods Private Limited	0.09	-
Joint Ventures		
22,03,500 Equity Shares of Apollo Design Apparel Parks Limited	97.40	96.58
23,07,80,872 Equity Shares of Future Generali India Insurance Company Limited	296.36	262.12
17,46,04,318 (16,69,54,012) Equity Shares of Future Generali India Life Insurance Company Limited	90.37	100.28
22,81,500 Equity Shares of Goldmohur Design and Apparel Park Limited	92.58	91.85
30,44,36,236 (29,70,64,566) Equity Shares of Sprint Advisory Services Private Limited	302.65	295.35
13,50,29,966 Equity Shares of Shendra Advisory Services Private Limited	134.02	134.01
Associates		
20,93,288 Equity Shares of Work Store Limited	19.90	19.19
Nil (7,11,74,377) partly paid Equity Shares of Livquik Technology (India) Private Limited of ₹ 1/- each	-	9.58

NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS

	(₹ in Crore)	
	As at March 31, 2021	As at March 31, 2020
In Preference Shares		
6,30,000 9 % Redeemable Preference Shares of Praxis Home Retail Limited of ₹ 100 Each	-	0.00
Others		
Nil (34,15,000) Compulsory Convertible Debentures of ₹ 30/- each of Galaxy Cloud Kitchens Limited	-	10.25
Non - Trade Investments Paid Up of ₹ 10/- each Unless Otherwise Stated		
Equity Instruments		
Unquoted		
Others		
48,281 Equity Shares of Foot-Mart Retail India Limited	0.08	0.08
Less: Provision	(0.08)	(0.08)
28,40,878 Equity Shares of Planet Retail Holdings Private Limited	3.13	3.13
Investment in Government or Other Securities		
Quoted		
9000 (3,00,000) 9% Bonds of Mahindra & Mahindra Financial Services Limited	0.93	31.13
35(200) 8.45% Bonds of Bajaj Finance Ltd	3.52	20.13
60 8.75% Bonds of Bajaj Finance Ltd	6.07	6.07
Unquoted		
National Saving Certificates (Deposited with Sales Tax Authorities)	0.05	0.05
LIC Mutual Fund Liquid Plan	-	0.52
50 (50) Equity Shares of Saraswat Co-Operating Bank Limited	0.00	0.00
	1,057.58	1,090.75
Note:		
Investment Carried At Fair Value Through Other Comprehensive Income		
Aggregate Amount of Quoted Investments	20.64	67.84
Market Value of Quoted Investments	20.64	67.84
Aggregate Amount of Unquoted Investments	1,036.94	1,022.92
Aggregate Amount of Diminution in Value of Investments	0.08	0.08

NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS

4 NON-CURRENT FINANCIAL ASSETS - LOANS

(₹ in Crore)

	As at March 31, 2021	As at March 31, 2020
Unsecured, Considered Good		
Others Unsecured, Considered Good	291.15	333.20
	291.15	333.20

5 NON-CURRENT FINANCIAL ASSETS - OTHERS

(₹ in Crore)

	As at March 31, 2021	As at March 31, 2020
Deposit With Banks*	24.73	56.08
	24.73	56.08

*Held as margin money or security against the borrowings, guarantees and other commitments

6 OTHER - NON CURRENT ASSETS

(₹ in Crore)

	As at March 31, 2021	As at March 31, 2020
Capital Advances		
Others Unsecured, Considered Good	62.90	42.17
Others		
Others Unsecured, Considered Good*	397.22	411.12
Doubtful	-	0.23
Less: Provisions	-	(0.23)
	460.12	453.29

(* Includes Balances with Government Authorities.)

7 INVENTORIES

(₹ in Crore)

	As at March 31, 2021	As at March 31, 2020
Raw Material	9.49	9.72
Work-in-Progress	7.57	5.07
Stock-in-Trade	1,069.53	1,192.44
	1,086.59	1,207.23

8 CURRENT FINANCIAL ASSET - INVESTMENTS

(₹ in Crore)

	As at March 31, 2021	As at March 31, 2020
Quoted Investments		
National Saving Certificate	-	0.01
	-	0.01

NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS

9 TRADE RECEIVABLES (REFER NOTE NO. 35)

	As at March 31, 2021	(₹ in Crore) As at March 31, 2020
Unsecured, Considered Good	2,766.89	2,295.55
Unsecured, Considered Doubtful	11.42	22.25
	2,778.31	2,317.80
Less: Allowance For Credit Losses	11.42	22.25
	2,766.89	2,295.55

10 CASH AND CASH EQUIVALENTS

	As at March 31, 2021	(₹ in Crore) As at March 31, 2020
Balances with Banks		
On Current Accounts	34.02	6.98
Cash on Hand	0.22	0.43
	34.24	7.41

11 BANK BALANCES OTHER THAN THE ABOVE

	As at March 31, 2021	(₹ in Crore) As at March 31, 2020
Dividend Account	0.19	0.19
Deposits with Banks*	21.36	22.42
	21.55	22.61

*Held as margin money or security against the Borrowings, Guarantees and other Commitments.

12 CURRENT FINANCIAL ASSETS - LOANS

	As at March 31, 2021	(₹ in Crore) As at March 31, 2020
Unsecured , Considered Good	222.89	14.62
	222.89	14.62

13 CURRENT FINANCIAL ASSETS-OTHERS

	As at March 31, 2021	(₹ in Crore) As at March 31, 2020
Others		
Unsecured, Considered Good	240.81	427.40
	240.81	427.40

14 OTHER CURRENT ASSETS

	As at March 31, 2021	(₹ in Crore) As at March 31, 2020
Income Accrued / Interest Accrued But Not Received	0.03	0.04
Other Advances #	784.33	726.43
	784.36	726.47

#Includes Advance to Suppliers, Prepaid Expenses Balances with Government Authorities.

NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS

15 SHARE CAPITAL

	As at March 31, 2021		As at March 31, 2020	
	Number	(₹ in Crores)	Number	(₹ in Crores)
Authorised				
Equity Shares of ₹ 2/- each	60,00,00,000	120.00	60,00,00,000	120.00
Equity Shares of Class B (Series -1) of ₹ 2/- each	50,00,00,000	10.00	5,00,00,000	10.00
	65,00,00,000	130.00	65,00,00,000	130.00
Issued *				
Equity Shares of ₹ 2/- each	45,50,26,279	91.00	45,50,26,279	91.00
Equity Shares of Class B (Series -1) of ₹ 2/- each	3,93,83,172	7.88	3,93,83,172	7.88
	49,44,09,451	98.88	49,44,09,451	98.88
Subscribed and Paid up *				
Equity Shares of ₹ 2/- each	45,49,30,401	90.99	45,49,30,401	90.99
Equity Shares of Class B (Series -1) of ₹ 2/- each	3,93,74,679	7.87	3,93,74,679	7.87
	49,43,05,080	98.86	49,43,05,080	98.86

*Refer Note No 15 (v)

(i) Reconciliation of Number of shares

Equity Share of ₹ 2/- each

Particulars	As at March 31, 2021	As at March 31, 2020
	Number of Shares	Number of Shares
Opening Balance	45,49,30,401	45,42,17,268
Add : Shares Issued*	-	7,13,133
Closing Balance	45,49,30,401	45,49,30,401

* Nil (2020: 7,13,133) equity shares of ₹2/- each issued pursuant to exercise of employees stock options scheme

Equity Shares of Class B (Series -1) of ₹2/- each

Particulars	As at March 31, 2021	As at March 31, 2020
	Number of Shares	Number of Shares
Opening Balance	3,93,74,679	3,93,74,679
Shares Issued	-	-
Closing Balance	3,93,74,679	3,93,74,679

(ii) Terms/Rights Attached to Equity Shares

The Company has Equity Shares having a par value of ₹ 2/- each at the Balance Sheet Date. Equity Shares have been further classified in to Equity Shares carrying normal voting and dividend rights (Ordinary Shares) and Equity Shares carrying differential voting and dividend rights Class B (Series-1) Shares.

Each holder of Ordinary Shares, is entitled to one vote per member in case of voting by show of hands and one vote per Ordinary Shares held in case of voting by poll/ballot. Each holder of Equity Share is also entitled to normal dividend (including interim dividend, if any) as may be declared by the company.

Each holder of Class B (Series -1) Shares, is entitled to one vote per member in case of voting by show of hands and three vote per four Class B (Series-1) shares held in case of voting by poll/ballot. Each holder of Class B (Series-1) Share is also entitled to 2% additional dividend in addition to normal dividend (including interim dividend, if any) as may declared by the company. Further, the Company may declare dividend only for Class B (Series-1) Share up to 2% without declaring any dividend for Equity Shares.

NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS

All other rights would be same for both classes of Equity Shares.

The Company declares and pays dividends in Indian Rupees. The dividend proposed by the Board of Directors is subject to approval of the shareholders in the Annual General Meeting.

In the event of liquidation of company, the holders of equity shares will be entitled to receive remaining assets of the company, after distribution of all preferential amounts. The distributions will be in proportion to the number of equity shares held by shareholder.

(iii) The Company does not have any holding Company.

(iv) Shares in the Company held by each shareholder holding more than 5 percent shares and number of Shares held are as under:

Name of Shareholders	As at March 31, 2021		As at March 31, 2020	
	No. of Shares held	% of Holding	No. of Shares held	% of Holding
Equity Shares				
Central Departmental Stores Private Limited	6,58,68,710	14.48	20,28,49,049	44.59
Bennett, Coleman and Company Limited	5,89,09,916	12.95	5,89,09,916	12.95
Future Corporate Resources Private Limited	2,78,20,408	6.12	2,78,20,408	6.12
Vistra ITCL India Limited	9,23,77,579	20.31	-	-
Brand Equity Treaties Limited	2,,49,99,999	5.50	2,49,99,999	5.50
Equity Shares of Class B (Series -1)				
Central Departmental Stores Private Limited	2,54,41,753	64.61	2,54,41,753	64.61
Future Corporate Resources Private Limited	28,79,503	7.31	28,79,503	7.31

(v) Pursuant to the provisions of the Companies Act, 1956 and Companies Act 2013, the issue of equity shares are kept in abeyance.

- 11,400 Equity Shares of Rights Issue of 2006.
- 84,478 Equity Shares of Rights Issue of 2015.
- 8,493 Equity Shares of Class B (Series-1) of Rights Issue of 2015.

16 INSTRUMENTS ENTIRELY EQUITY IN NATURE

	(₹ in Crore)	
	As at March 31, 2021	As at March 31, 2020
Preference Share Capital		
Opening Balance	15.16	15.40
Purchase (Redemption) of Preference Shares	-	(0.24)
Closing Balance	15.16	15.16

NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS

17 OTHER EQUITY

(₹ in Crore)

	As at March 31, 2021	As at March 31, 2020
Retained Earnings		
Opening Balance	289.46	382.72
Profit/(Loss) For The Year	(1,121.79)	(331.33)
Adjustment / Restatement on Account of Joint Venture and Subsidiary	-	299.28
Proposed Dividend on Equity Shares	-	(3.48)
Re-measurement Gains/ (Losses) on Defined Benefit Plans	0.59	(12.94)
Transition Effect (IND AS 116 Impact)	-	(44.79)
Closing Balance	(831.74)	289.46
Reserve for fair Value Through Other Comprehensive Income (FVTOCI)		
Opening Balance	24.35	0.64
Fair Value Changes On Investments	(7.11)	23.71
Closing Balance	17.24	24.35
Capital Reserve		
Opening Balance	-	17.14
Adjustment / Restatement on Account of Subsidiary	-	(17.14)
Closing Balance	-	-
Securities Premium		
Opening Balance	2,852.93	2,987.36
Change During The Year		
Issue of Equity Shares	-	1.09
Less : Adjustment on account of Subsidiary	-	(135.52)
Closing Balance	2,852.93	2,852.93
Share Options Outstanding Account		
Opening Balance	15.51	10.03
Change During The Year		
Expense on Employee Stock Option Scheme	(1.26)	6.97
Exercise of Stock Options	-	(1.09)
Transfer to Securities Premium on exercise of ESOP	-	(0.40)
Closing Balance	14.25	15.51
Capital Reserve on Consolidation		
Opening Balance	35.71	41.40
Adjustment / Restatement on Account of Subsidiary	-	(5.69)
Closing Balance	35.71	35.71
Non - Controlling Interest		
Opening Balance	393.92	278.52
Change During the Year	(98.63)	115.40
Closing Balance	295.29	393.92

NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS

	(₹ in Crore)	
	As at March 31, 2021	As at March 31, 2020
Debenture Redemption Reserve		
Opening Balance	317.15	317.15
Add : Transfer from Profit & Loss Account	-	-
Closing Balance	317.15	317.15
Promoter Equity Contribution		
Opening Balance	-	27.55
Change During the Year	-	(27.55)
Closing Balance	-	-
General Reserve		
Opening Balance	110.82	110.82
Transfer During The Year	-	-
Closing Balance	110.82	110.82
TOTAL OTHER EQUITY	2,811.65	4,039.84

NATURE AND PURPOSE OF RESERVES :

a) Securities Premium Reserve

Securities Premium Reserve is created when shares are issued at premium. The Company may issue fully paid-up bonus shares to its members out of the security premium reserve account, and Company can use this reserve for buy-back of shares.

b) Capital Reserve

Capital Reserve reflect amounts arising out of adjustment pursuant to giving effect to various schemes of arrangements.

c) Debenture Redemption Reserve

Debenture Redemption Reserve is created out of profits of the company and is to be utilised to redemption of Debentures only

d) General Reserve

The General Reserve is mainly created/built by the Company from time to time by transferring the profits from retained earnings. This reserve can be utilised for various purposes in compliance with applicable provisions of the Companies Act, 2013 and rules made there under.

NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS

18 NON-CURRENT FINANCIAL LIABILITIES - BORROWINGS

	As at March 31, 2021	As at March 31, 2020
(₹ in Crore)		
Secured Loans		
Non Convertible Debentures	3,186.55	4,215.99
Long Term Loan From Banks	566.45	531.37
Unsecured Loans		
Non Convertible Debentures	4.55	4.04
Compulsory Convertible Debentures	1.86	1.86
	3,759.41	4,753.26

19 NON-CURRENT - FINANCIAL LIABILITIES - OTHERS

	As at March 31, 2021	As at March 31, 2020
(₹ in Crore)		
Deposits Received from Customers	96.24	99.11
Security deposits*	5.49	-
Public Deposit	173.06	329.47
	274.79	428.58

20 NON-CURRENT LIABILITIES - PROVISIONS

	As at March 31, 2021	As at March 31, 2020
(₹ in Crore)		
Long Term Provision For Employee Benefits	13.12	14.91
	13.12	14.91

21 CURRENT FINANCIAL LIABILITIES - BORROWINGS

	As at March 31, 2021	As at March 31, 2020
(₹ in Crore)		
Secured		
Short Term Loans From Banks	201.70	158.20
Working Capital Loans from Banks	1,075.33	601.14
	1,277.03	759.34
Unsecured		
Short Term Loans From Banks	120.00	120.00
Working Capital Loans from Banks	12.11	3.79
Commercial Paper	199.85	497.00
	331.96	620.79
	1,608.99	1,380.14

22 CURRENT FINANCIAL LIABILITIES - TRADE PAYABLES

	As at March 31, 2021	As at March 31, 2020
(₹ in Crore)		
Due to Micro, Small and Medium Enterprises	50.31	25.42
Due to Others	1,068.50	1,279.95
	1,118.81	1,305.37

NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS

23 CURRENT - OTHER FINANCIAL LIABILITIES

	(₹ in Crore)	
	As at March 31, 2021	As at March 31, 2020
Current Maturities of Long-Term Borrowings	1,446.11	233.01
Current Maturities of Public Deposits	31.67	81.20
Interest Accrued But Not Due on Borrowings	263.59	174.75
Unclaimed Dividend*	0.19	0.28
Other Payables [#]	53.09	57.19
	1,794.65	546.43

* There are no amounts due and outstanding to be credited to the Investor Education and Protection Fund .

[#] Includes Statutory Dues, Security Deposits, Creditors for Capital Expenditure, Advance from Customers, etc.

24 CURRENT PROVISIONS

	(₹ in Crore)	
	As at March 31, 2021	As at March 31, 2020
Short Term Provision For Employee Benefits	1.45	1.53
Other Provisions	0.45	0.69
	1.90	2.22

25 OTHER CURRENT LIABILITIES

	(₹ in Crore)	
	As at March 31, 2021	As at March 31, 2020
Advance From Customers	18.35	2,560.00
Other Payables *	17.05	105.93
	35.40	2,665.93

*Other Payables includes Statutory Dues, Deferred Interest etc.

26 REVENUE FROM OPERATIONS

	(₹ in Crore)	
	Year Ended March 31, 2021	Year Ended March 31, 2020
Sale of Products	766.56	3,579.33
Sale of Services	527.45	1,198.88
Less: Goods and Service Tax	28.29	175.20
Other Operating Revenues	156.42	762.65
	1,422.14	5,365.66

27 OTHER INCOME

	(₹ in Crore)	
	Year Ended March 31, 2021	Year Ended March 31, 2020
Interest Income	57.46	44.98
Profit on Sale of Property	101.79	-
Excess Provisions/Liabilities Written Back	0.31	9.03
Miscellaneous Income	8.98	13.39
	168.54	67.40

NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS

28 COST OF MATERIALS AND SERVICES CONSUMED

(₹ in Crore)

	Year Ended March 31, 2021	Year Ended March 31, 2020
Cost of Materials and Services Consumed	315.32	843.90
	315.32	843.90

29 PURCHASES OF STOCK-IN-TRADE

(₹ in Crore)

	Year Ended March 31, 2021	Year Ended March 31, 2020
Purchases of Stock-In-Trade	562.12	2,710.49
	562.12	2,710.49

30 CHANGES IN INVENTORIES OF WORK-IN-PROGRESS AND STOCK- IN-TRADE

(₹ in Crore)

	Year Ended March 31, 2021	Year Ended March 31, 2020
Closing Inventory :		
Work-in-Progress	7.57	5.07
Stock-In-Trade	1,069.53	1,201.79
	1,077.10	1,206.86
Opening Inventory :		
Work-in-Progress	5.07	6.11
Stock-In-Trade	1,188.91	1,248.18
	1,193.98	1,254.29
	116.88	47.43

31 EMPLOYEE BENEFITS EXPENSE

(₹ in Crore)

	Year Ended March 31, 2021	Year Ended March 31, 2020
Salaries, Wages and Bonus	130.70	192.52
Contribution to Provident and Other Funds	6.22	10.72
Employee Stock Option Expense	(1.26)	6.97
Staff Welfare Expenses	2.33	5.61
	137.99	215.82

32 FINANCE COSTS

(₹ in Crore)

	Year Ended March 31, 2021	Year Ended March 31, 2020
Interest Expense	692.34	688.42
Other Borrowing Costs	124.39	30.61
	816.73	719.03

NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS

33 OTHER EXPENSES

	(₹ in Crore)	
	Year Ended March 31, 2021	Year Ended March 31, 2020
Power and Fuel	16.11	23.78
Rent including Lease Rentals	2.18	12.09
Repairs and Maintenance	9.81	12.06
Insurance	6.42	6.54
Rates and Taxes	1.75	5.71
Labour Charges	0.60	0.32
Advertisement and Marketing	0.10	0.37
Loss on Disposal / Discard of Fixed Assets (Net)	8.41	17.68
Loss on Sale of Investment	9.60	5.46
Allowance For Credit Loss / Bad Debts	6.84	14.30
Sundry Balances Written Off	0.09	0.02
Corporate Social Responsibility Expenses	0.70	0.53
Exchange Fluctuation Loss / (Gain) (Net)	0.03	3.30
Miscellaneous Expenses	59.69	109.19
	122.33	211.35

34 OTHER COMPREHENSIVE INCOME

	(₹ in Crore)	
	Year Ended March 31, 2021	Year Ended March 31, 2020
Re-measurement Gains/ (Losses) on Defined Benefit Plans	0.49	(2.00)
Fair Value Changes on Investment	(7.13)	(11.62)
	(6.64)	(13.62)

35. FINANCIAL RISK MANAGEMENT

The Group's financial risk management is an integral part of how to plan and execute its business strategies. The Group's financial risk management policy is set by the managing board.

Market risk is the risk of loss of future earnings, fair values or future cash flows that may result from a change in the price of a financial instrument. The value of a financial instrument may change as a result of changes in the interest rates, foreign currency exchange rates and other market changes that affect market risk sensitive instruments. Market risk is attributable to all market risk sensitive financial instruments including loans and borrowings, foreign currency receivables and payables.

The Group manage market risk through treasury department, which evaluates and exercises independent control over the entire process of market risk management. The treasury department recommends risk management objectives and policies, which are approved by Senior Management and the Audit Committee. The activities of this department include management of cash resources, implementing hedging strategies for foreign currency exposures and borrowing strategies.

(i) 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 not exposed to significant interest rate risk as at the respective reporting dates.

NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS

(ii) Foreign Currency Risk

The Group are exposed to exchange fluctuation risk for its purchase from overseas suppliers in various foreign currencies.

The Group follows established risk management policies including the use of derivatives like foreign exchange forward contracts to hedge exposures to foreign currency risk.

The following table analyzes foreign currency risk from financial instruments as of:

	(₹ in Crore)	
	2020-21	2019-20
Trade Payables	0.35	18.08
Trade Receivables	0.70	0.65

(iii) Credit Risk

Credit risk refers to the risk of default on its obligation by the counter party resulting in a financial loss. The maximum exposure to the credit risk at the reporting date is primarily from trade receivables amounting to ₹ 2778.31 Crore and ₹ 2317.80 Crore as of March 31, 2020 and March 31, 2019 respectively. Trade receivables are typically unsecured and are derived from revenue earned from customers. Credit risk has always been managed by the Group through credit approvals, establishing credit limits and continuously monitoring the credit worthiness of customers to which the Group grant credit terms in the normal course of business. On account of adoption of Ind AS 109, the Group uses expected credit loss model to assess the impairment loss or gain. The Group uses a provision matrix to compute the expected credit loss allowance for trade receivables. The provision matrix takes into account available external and internal credit risk factors and the Group's historical experience for customers.

(iv) Liquidity Risk

The Group's principal sources of liquidity are cash and cash equivalents and the cash flow that is generated from operations. Liquidity risk is defined as the risk that the Group will not be able to settle or meet its obligations on time or at a reasonable price. Typically the Group ensure that it has sufficient cash on demand to meet expected operational expenses and servicing of financial obligations.

	(₹ in Crore)	
	2020-21	2019-20
Short-Term Borrowings	1,608.99	1,380.14
Trade Payables	1,118.81	1,305.37
Other Financial Liabilities	1,794.65	546.43

(v) Financial Instruments Valuation

All financial instruments are initially recognized and subsequently re-measured at fair value as described below:

- The fair value of quoted investment is measured at quoted price or NAV.
- The fair value of the remaining financial instruments is determined using discounted cash flow analysis.
- All foreign currency denominated assets and liabilities are translated using exchange rate at reporting date.

NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS

Fair value measurement hierarchy:

Particulars	As at March 31, 2021			As at March 31, 2020		
	Carrying Amount	Level of Input used in		Carrying Amount	Level of Input used in	
		Level 1	Level 2		Level 1	Level 2
Financial Assets						
At Amortised Cost						
Trade Receivables	2,766.89	-	-	2,295.55	-	-
Cash and Bank Balances	55.79	-	-	30.02	-	-
Loans	514.05	-	-	347.82	-	-
Other Financial Assets	265.54	-	-	483.48	-	-
At FVTOCI						
Investments	23.83	20.64	3.18	81.79	67.84	13.95
Financial Liabilities						
At Amortised Cost						
Borrowings	5,368.41	-	-	6,133.40	-	-
Trade Payables	1,118.80	-	-	1,305.37	-	-
Other Financial Liabilities	2,069.45	-	-	975.01	-	-

The financial instruments are categorized into two levels based on the inputs used to arrive at fair value measurements as described below:

Level 1: Quoted prices (unadjusted) in active markets for identical assets or liabilities; and

Level 2: Inputs other than the quoted prices included within Level 1 that are observable for the asset or liability, either directly or indirectly.

(vi) Capital Management

For the purpose of the Group capital management, capital includes issued equity capital, share premium and all other equity reserves attributable to the equity holders of the Group. The primary objective of the Group capital management is to maximize the shareholder value.

The Group manages its capital structure and makes adjustments in light of changes in economic conditions and the requirements of the financial covenants. To maintain or adjust the capital structure, the Group may adjust the dividend payment to shareholders, return capital to shareholders or issue new shares. The Group monitors capital using a gearing ratio, which is net debt divided by total capital plus net debt. The Group includes within net debt, interest bearing loans and borrowings, trade and other payables, less cash and cash equivalents.

	(₹ in Crore)	
	March 31, 2021	March 31, 2020
Borrowings	5,368.41	6,133.40
Trade Payables	1,118.81	1,305.37
Other Payables	2,104.85	3,640.94
Less: Cash and Cash Equivalents	55.79	30.02
Net Debt	8,536.28	11,049.69
Equity	98.86	98.86
Other Equity	2,811.65	4,039.84
Total Capital	2,910.50	4,138.70
Capital and Net Debt	11,446.78	15,188.39
Gearing Ratio	74.57%	73%

NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS

In order to achieve this overall objective, the Group's capital management, amongst other things, aims to ensure that it meets financial covenants attached to the interest-bearing loans and borrowings that define capital structure requirements. Breaches in meeting the financial covenants would permit the bank to immediately call loans and borrowings. There have been no breaches in the financial covenants of any interest-bearing loans and borrowing in the current period.

No changes were made in the objectives, policies or processes for managing capital during the year ended March 31, 2020 and March 31, 2019.

36 DEFERRED TAX EXPENSE

	(₹ in Crore)	
	2020-21	2019-20
Unused Tax Losses	716.35	448.35
Accelerated Depreciation for Tax Purpose	(170.29)	(292.45)
Other items giving rise to temporary differences	2.67	3.18
Deferred tax asset / (liability)	548.73	159.09

**No deferred income tax asset is recognized as due to current business scenario the management is of the opinion that there is no certainty that future taxable profit will be available in short term against which the deductible temporary differences and tax losses can be utilized. Any gain arising due to deferred tax will be adjusted in subsequent financial year.*

37 SEGMENT REPORTING

Ind AS 108 establishes standards for the way that public business enterprises report information about operating segments and related disclosures about products and services, geographic areas, and major customers. The Group's operations predominantly relate to manufacturing, trading and leasing of assets. Based on the "management approach" as defined in Ind AS 108, the Chief Operating Decision Maker (CODM) evaluates the Group's performance and allocates resources based on an analysis of various performance indicators by business segments and geographic segments. Accordingly, information has been presented both along business segments and geographic segments. The accounting principles used in the preparation of the financial statements are consistently applied to record revenue and expenditure in individual segments, and are as set out in the significant accounting policies.

	(₹ in Crore)	
Particulars	2020-21	2019-20
1 Segment Revenue		
Manufacturing and Trading	738.27	3,326.70
Leasing and Others	345.07	823.02
Logistics	507.34	1,215.94
Revenue from Operations	1,590.68	5,365.66
2 Segment Results		
Manufacturing and Trading	23.37	442.52
Leasing and Others	(282.69)	(32.14)
Logistics	(186.04)	(37.25)
Less :		
Finance Costs	717.25	637.69
Net Unallocated Income (Net)	75.45	141.95
Total Profit Before Tax	(1,238.06)	(406.51)

NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS

(₹ in Crore)		
Particulars	2020-21	2019-20
3 Segment Assets		
Manufacturing and Trading	2,472.07	2,764.18
Leasing and Others	3,955.99	7,320.12
Logistics	1,745.23	2,068.00
Unallocated	3,682.32	3,513.54
Total Assets	11,855.61	15,665.84
4 Segment Liabilities		
Manufacturing and Trading	643.82	941.39
Leasing and Others	154.65	473.10
Logistics	712.36	1,150.61
Unallocated	103.26	2,739.85
Total Liabilities	1,614.09	5,304.94

34. RELATED PARTY DISCLOSURES

Disclosure as required by Ind AS 24 "Related Party Disclosures" are given below:

1. List of Related Parties

A Subsidiary Companies

(i) Bluerock eServices Private Limited (BEPL) (ii) Future E-Commerce Infrastructure Limited (FECIL) (iii) Future Media (India) Limited (FMIL) (iv) Future Merchandising and Sourcing Pte. Ltd. (FMSPL) (v) Futurebazaar India Limited (FBIL) (vi) Ritvika Trading Private Limited (RTPL) (vii) Future Supply Chain Solutions Limited (FSCSL) - (Subsidiary of Ritvika Trading Private Limited) (viii) Leanbox Logistics Solutions Private Limited (LLSPL) Step down subsidiary companies :- Subsidiary of Futurebazaar India Limited (w.e.f. 29th August 2020):- (i) Acute Retail Infra Private Limited (ARIPL) (ii) Basuti Sales and Trading Private Limited (BSTPL) (iii) Brattle Foods Private Limited (BFPL) (iv) Chirag Operating Lease Co. Private Limited (COLPL) (v) Hare Krishna Operating Lease Private Limited (HKOLPL) (vi) Nice Texcot Trading & Agency Private Limited (NTTAPL) (vii) Nishta Mall Management Company Private Limited (NMMCP) (viii) Ojas Tradelease and Mall Management Private Limited (OTMMPL) (ix) Precision Realty Developers Private Limited (PRDPL) (x) Syntex Trading & Agency Private Limited (STAPL) (xi) Rivaaz Trade Ventures Private Limited (RTVPL) (xii) Taquito Lease Operators Private Limited (TLOPL) (xiii) Unique Malls Private Limited (UMPL)

B Associate Company

(i) Livquik Technology (India) Private Limited (LTPL) (upto 23-12-2020) (ii) Work Store Limited (WSL)

C Joint Venture Companies

(i) Apollo Design Apparel Parks Limited (ADAPL) (ii) Future Generali India Insurance Company Limited (FGIICL) (iii) Future Generali India Life Insurance Company Limited (FGILICL) (iv) Goldmohur Design and Apparel Park Limited (GDAPL) (v) Shendra Advisory Services Private Limited (SASPL) (vi) Sprint Advisory Services Private Limited (SASL)

D Other Related Parties

(i) Future Ideas Company Limited (FICL) (ii) Future Lifestyle Fashions Limited (FLFL) (iii) Future Retail Limited (FRL) (iv) Future Sharp Skills Limited (FSSL) (v) Retail Light Techniques India Limited (RLTIL) (vi) Birthright Games & Entertainment Private Limited (BGEPL) (vii) Future Speciality Retail Limited (FSRL) (viii) Future Style Lab Limited (FSLL) (ix) Galaxy Cloud Kitchens Limited (GCKL) (x) Praxis Home Retail Limited (PHRL)

NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS

(xi) Aadhaar Wholesale Trading And Distribution Limited (AWTDL) (xii) Future Consumer Limited (FCL) (xiii) Future Coupons Limited (FCOL) (xiv) Integrated Food Park Limited (IFPL) (xv) The Nilgiri Dairy Farm Private Limited (TNDFPL) (xvi) Central Departmental Stores Private Limited (CDSPL) (xvii) Future Corporate Resources Private Limited (FCRPL)

E Key Managerial Personnel

- (i) Mr. Vijay Biyani - Managing Director
- (ii) Mr. Dinesh Maheshwari - Executive Director & CFO (up to 31.12.2020)
- (iii) Mr. Deepak Tanna - Company Secretary
- (iv) Mr. Kishore Biyani - Vice Chairman and Director
- (v) Ms. Bala C Deshpande - Independent Director
- (vi) Mr. Vijay Kumar Chopra - Independent Director (upto 05.03.2021)
- (vii) Mr. Anandakrishnan Chandrasekaran - Independent Director
- (viii) Ms. Malini Chopra - Independent Director (w.e.f.12.02.2021)
- (ix) Mr. Chandra Prakash Toshniwal - Non-Executive Director (w.e.f.31.03.2021)

F Relatives of Key Managerial Personnel

- (i) Mrs. Pravina Tanna

2. Transaction with Related Parties

Sale of Goods and Services to Associates/Joint Ventures ₹ 0.02 Crore (2020 ₹ Nil), Other Related Parties ₹ 675.86 Crore (2020 ₹ 3976.22 Crore). Purchase of Goods and Services from Associates/Joint Ventures ₹ 27.21 Crore (2020 ₹ 471.33 Crore), Other Related Parties ₹ 210.12 Crore (2020 ₹ 27.16 Crore), KMP/Relatives ₹ 0.03 Crore (2020 ₹ 0.03 Crore). Managerial Remuneration to KMP ₹ 3.19 Crore (2020 ₹ 6.33 Crore). Sitting Fees to KMP ₹ 0.42 Crore (2020 ₹ 0.60 Crore). Dividend Received from Associates/Joint Ventures ₹ Nil (2020 ₹ 2.46 Crore). Investment in Associates/Joint Ventures ₹ 15.02 Crore (2020 ₹ 98.83 Crore). Receivable (Net) from Other Related Parties ₹ 1945.25 Crore (2020 ₹ Nil). Payable (Net) to Associates/Joint Ventures ₹ 181.27 Crore (2020 ₹ 170.20 Crore), Other Related Parties ₹ Nil (2020 ₹ 1182.68 Crore), KMP/Relatives ₹ 0.06 Crore (2020 ₹ Nil)

3. Significant Related Party Transactions

- A Sale of Goods and Services and Fixed Assets includes FRL ₹ 643.57 Crore (2020 : ₹ 3,435.89 Crore), FLFL ₹ 8.95 Crore (2020 : ₹ 513.23 Crore)
- B Purchases of Goods and Services includes ADAPL ₹ 10.05 Crore (2020 : ₹ 234.59 Crore), GDAPL ₹ 11.81 Crore (2020 : ₹ 224.15 Crore), FGILICL ₹ Nil (2020 : ₹ 0.31 Crore), FGIICL ₹ 4.18 Crore (2020 : ₹ 3.25 Crore) FICL ₹ Nil (2020 : ₹ 0.03 Crore)
- C Managerial Remuneration includes Mr. Vijay Biyani ₹ 1.39 Crore (2020 : 2.44 Crore), Mr. Dinesh Maheshwari ₹ 1.35 Crore (2020 : ₹ 3.38 Crore), Key Managerial Remuneration Mr. Deepak Tanna ₹ 0.46 Crore (2020 ₹ 0.51 Crore).
- D Dividend Received includes ADAPL ₹ Nil (2020 : ₹ 1.21 Crore), GDAPL ₹ Nil (2020 : ₹ 1.25 Crore).
- E Investment includes SASL ₹ 7.37 Crore (2020 : ₹ 22.70 Crore), SASPL ₹ Nil (2020 : ₹ 23.19 Crore), FGILICL ₹ 7.65 Crore (2020 : ₹ 23.72 Crore), FGIICL ₹ Nil (2020 : ₹ 24.23 Crore), LTPL ₹ Nil (2020 : ₹ 5.00 Crore).

NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS

39 INTEREST IN OTHER ENTITIES

Subsidiary Companies

S. No.	Name of the Company	Description of Interest	Country of Incorporation	Percentage of Interest as on March 31, 2021	Percentage of Interest as on March 31, 2020
1	Futurebazaar India Limited	Equity	India	100.00%	100.00%
2	Future Media (India) Limited	Equity	India	93.10%	93.10%
3	Future Supply Chain Solutions Limited*	Equity	India	46.75%	46.75%
4	Future E-Commerce Infrastructure Limited	Equity	India	86.71%	86.71%
5	Bluerock eServices Private Limited	Equity	India	100.00%	100.00%
6	Future Merchandising and Sourcing Pte. Ltd	Equity	Foreign	100.00%	100.00%
7	Ritvika Trading Private Limited	Equity	India	100.00%	100.00%
8	Leanbox Logistics Solutions Pvt Ltd.#	Equity	India	60.56%	60.56%

* Held By Ritvika Trading Private Limited

Held individually by FSC 23.08% and FEL 37.48%

Joint Venture Companies Information :

S. No.	Name of the Company	Description of Interest	Country of Incorporation	Percentage of Interest as on March 31, 2021	Percentage of Interest as on March 31, 2020
1	Apollo Design Apparel Parks Limited	Equity	India	39.00%	39.00%
2	Future Generali India Insurance Company Limited	Equity	India	25.51%	25.51%
3	Future Generali India Life Insurance Company Limited	Equity	India	8.88%	8.62%
4	Goldmohur Design and Apparel Park Limited	Equity	India	39.00%	39.00%
5	Sprint Advisory Services Private Limited	Equity	India	49.81%	49.81%
6	Shendra Advisory Services Private Limited	Equity	India	49.82%	49.82%

Company's Interest in the Joint Ventures :

Particulars	(₹ in Crore)	
	As At March 31, 2021	As At March 31, 2020
Assets	3,312.49	3,022.27
Liabilities	2,190.14	1,919.39
Income	847.33	944.18
Expenditure	801.67	899.74

Associate Company Information :

S. No.	Name of the Company	Description of Interest	Country of Incorporation	Percentage of Interest as on March 31, 2021	Percentage of Interest as on March 31, 2020
1	Livquik Technology (India) Private Limited	Equity	India	-	38.19%
2	Work Store Limited	Equity	India	41.57%	41.57%

NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS

40. EARNINGS PER SHARE

Statement of Calculation of Basic and Diluted EPS is as under:

	Units	2020-21	2019-20
Profit / (Loss) for the Year attributable to Equity Holders	₹ in Crore	(1,121.79)	(331.33)
Weighted average number of Ordinary Shares for Basic EPS	No. in Crore	45.49	45.49
Weighted average number of Class B (Series-1) Shares for Basic EPS	No. in Crore	3.94	3.94
Weighted average number of Ordinary Shares for Diluted EPS	No. in Crore	45.49	45.49
Weighted average number of Class B (Series-1) Shares for Diluted EPS	No. in Crore	3.94	3.94
The Nominal Value per Share (Ordinary and Class B Shares)	₹	2	2.00
Share of Profit / (Loss) for Ordinary Shares for Basic EPS	₹ in Crore	(1,095.37)	(304.91)
Share of Profit / (Loss) for Class B (Series-1) Shares for Basic EPS	₹ in Crore	(26.42)	(26.42)
Share of Profit / (Loss) for Ordinary Shares for Diluted EPS	₹ in Crore	(1,095.37)	(304.91)
Share of Profit / (Loss) for Class B (Series-1) Shares for Diluted EPS	₹ in Crore	(26.42)	(26.42)
Earnings Per Ordinary Share (Basic)	₹	(22.69)	(6.71)
Earnings Per Class B (Series-1) Share (Basic)	₹	(22.69)	(6.71)
Earnings Per Ordinary Share (Diluted)	₹	(22.69)	(6.71)
Earnings Per Class B (Series-1) Share (Diluted)	₹	(22.69)	(6.71)

41 LEASES

The Company has entered into lease arrangements for its office premises etc. These leasing arrangements which are non-cancellable range between 3 to 25 years on an average and are usually renewable by mutual consent on mutually agreeable terms. Effective April 1, 2019, the Company has adopted Ind AS 116 "Leases" and applied the standard to all lease contracts existing on April 1, 2019 using the modified retrospective method and has taken the cumulative adjustments to retained earnings, on the date of initial application. Consequently, the Company has recorded the lease liability at the present value of the lease payments discounted at the incremental borrowing rate and the right of use asset at its carrying amount as if the standard had been applied since commencement date of the lease, but discounted at the Company's incremental borrowing rate at the date of initial application.

The weighted average incremental borrowing rate applied to lease liabilities as at April 1, 2020 is 10.15%

Following are the changes in the carrying value of right of use assets for the year ended March 31, 2021

Changes in the carrying value of right of use assets with change during the period (net), depreciation and closing balance as on March 31, 2021 ₹ 260.42 Crore (as on March 31, 2020: ₹ 329.13 Crore).

The aggregate depreciation expense on ROU assets is included under depreciation and amortization in statement of Profit & Loss.

The break-up Lease Liabilities between current Lease Liabilities to 2021 ₹ 100.21 Crore (2020 ₹ 119.34 Crore) and non-current lease liabilities to 2021 ₹ 222.26 Crore (2020 ₹ 295.80 Crore)

Changes in the carrying value of Lease liability with change during the period (net), Finance cost accrued and Payment of lease liability and its closing balance as on March 31, 2021 ₹ 332.47 Crore (2020 : ₹ 415.14 Crore.)

The Company does not face a significant liquidity risk with regards to its lease Liabilities as the current assets are sufficient to meet obligations to lease liabilities as and when they fall due.

NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS

42. FOR DISCLOSURES MANDATED BY SCHEDULE III OF COMPANIES ACT 2013, BY WAY OF ADDITIONAL INFORMATION, REFER BELOW:

Name of the Entities in the Group	2020-21							
	Net Assets (Total Assets minus Total Liabilities)		Share in Profit / (Loss)		Share in Other Comprehensive Income		Share in Total Comprehensive Income	
	As a % of Consolidated Net Assets	Amount (₹ in Crore)	As a % of Consolidated Profit	Amount (₹ in Crore)	As a % of Consolidated Profit	Amount (₹ in Crore)	As a % of Consolidated Profit	Amount (₹ in Crore)
Future Enterprises Limited	98.16	2,573.41	(92.00)	(1,049.90)	(92.88)	(6.16)	(92.00)	(1,056.06)
Subsidiaries								
Futurebazaar India Limited	(0.07)	(1.84)	(0.03)	(0.30)			(0.03)	(0.30)
Future Supply Chain Solutions Limited	9.95	260.84	(7.55)	(86.19)	(7.12)	(0.47)	(7.55)	(86.66)
Vulcan Express Private Limited	-	-	-	-			-	-
Future Media (India) Limited	0.12	3.03	(0.25)	(2.82)			(0.25)	(2.82)
Office Shop Private Limited	-	-	-	-			-	-
Work Store Limited	-	-	-	-	-	-	-	-
Future E-Commerce Infrastructure Limited	(1.29)	(33.75)	(0.01)	(0.11)			(0.01)	(0.11)
Bluerock eServices Private Limited	(0.83)	(21.68)	(0.02)	(0.23)			(0.02)	(0.23)
Future Merchandising & Sourcing Pte. Ltd.	-	-	(0.01)	(0.08)			(0.01)	(0.08)
Ritvika Trading Pvt Ltd	(0.37)	(9.82)	(0.02)	(0.26)			(0.02)	(0.26)
Leanbox Logistics Private Limited	(0.00)	(0.08)	(0.12)	(1.32)			(0.12)	(1.32)
Subtotal		2,770.11		(1,141.21)		(6.64)		(1,147.85)
Intercompany Elimination and Consolidation Adjustments	(5.66)	(148.39)	(0.36)	(4.10)			(0.36)	(4.10)
Total		2,621.72		(1,145.31)		(6.64)		(1,151.94)
Non - Controlling Interest		278.95		(98.38)				(98.38)
Associates (Investment as per Equity Method)								
Livquik Technology (India) Private Limited	-	-	-	-			-	-
Work Store Limited		0.82		0.75		(0.05)		0.70
Joint Ventures (Investment as per Equity Method)								
Apollo Design Apparel Parks Limited		23.56		(0.41)		0.02		(0.39)
Future Generali India Insurance Company Limited		65.58		34.25		-		34.25
Future Generali India Life Insurance Company Limited		(84.24)		(10.47)		(7.09)		(17.56)
Goldmohur Design and Apparel Park Limited		22.08		(0.55)		0.03		(0.52)
Shendra Advisory Services Private Limited		(1.01)		0.01		-		0.01
Sprint Advisory Services Private Limited		(1.79)		(0.08)		-		(0.08)
Grand Total		2,925.67		(1,220.17)		(13.79)		(1,233.90)

NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS

43 CONTINGENT LIABILITIES

Claims Against the Group Not Acknowledged as Debts, In respect of Income Tax ₹ 8.97 Crore (2020 : ₹ 11.88 Crore), Value Added Tax and Entry Tax ₹ 6.60 crore (2020 : ₹ 17.08 Crore), Letter of Credit ₹ 7 Crore (2020 : ₹ 44.10 Crore) and Other money for which the Company is Contingently Liable, Bank Guarantees Given 2021 ₹ 10.00 Crore (2020: ₹ 10.00 Crore) Corporate Guarantees Given ₹ 5,750.00 Crore (2020: ₹ 5,752.00 Crore), Custom Duty ₹ 12.14 Crore (2020: ₹ 9.54 Crore).

Share in the Contingent Liabilities of Associate Company and Joint Ventures ₹ 444.42 Crore (2020: ₹ 27.57 Crore).

There are various labour, legal metrology, food adulteration and cases under other miscellaneous acts pending against the Group, the liability of which cannot be ascertained. However, management does not expect significant or material liability devolving on the Group. The company has not made any provision in respect of GST input credit dis-allowance/non payment by suppliers, since same will be recovered from vendors.

44 CAPITAL AND OTHER COMMITMENTS

Estimated amount of contracts remaining to be executed on capital account and not provided for (net of advance) ₹ 2.78 Crore (2020 : ₹ 42.17 Crore).

Capital commitment of the Associate Company and Joint Ventures ₹ 30.81 Crore. Commitment outstanding for investment of the Joint venture Company ₹ 57.50 Crore.

45 PAYMENT TO THE AUDITOR (INCLUSIVE OF GOODS & SERVICE TAX)

	(₹ in Crore)	
	2020-21	2019-20
Statutory Audit Fees	0.39	0.54
Certification & Consultation Fees	0.06	0.04
Total	0.45	0.58

- 46 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.

- 47 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

NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS

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 advise 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 Judgement 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 FRL, 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 .

NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS

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.

- 48** 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).

As per our report of even date attached

For and on behalf of Board of Directors

For DMKH & CO.
Chartered Accountants
FRN: 116886W

Vijay Biyani
Chairman & Managing Director

Kishore Biyani
Vice Chairman

Shikha Kabra
Partner
Membership No.: 179437

Deepak Tanna
Company Secretary

Bhagchand Baser
Deputy Chief Financial Officer

Mumbai
July 30, 2021

FORM NO. AOC. 1

Statement containing salient features of the financial statements of subsidiaries/associate companies/joint ventures (Pursuant to the first proviso to sub-section (3) of Section 125 read with rule of Companies (Accounts) Rules, 2014)

Part "A" : Subsidiaries

Sl No.	Name of the Subsidiaries	Date of Acquisition / becoming subsidiary	Reporting period for the subsidiary	Report- ing cur- rency	Share Capital	Re- serves & Sur- plus	Total Assets	Total Liabili- ties	Invest- ments	Revenue from Opera- tions	Profit/ (Loss) before Taxation	Provi- sion for Taxa- tion	Profit/ (Loss) after Tax- ation	Pro- posed Divi- dend	% of Share- holding
(₹ in Crore)															
1.	Future Media (India) Limited	March 8 , 2006	March 31, 2021	INR	29.41	(26.16)	27.18	23.93	-	4.12	(3.02)	-	(3.02)	-	93.10%
2.	Futurebazaar India Limited	August 17, 2006	March 31, 2021	INR	19.16	(21.00)	0.62	2.46	0.47	-	(0.30)	-	(0.30)	-	100%
3.	Future E-Commerce Infrastructure Limited	May 25, 2007	March 31, 2021	INR	50.98	(89.91)	2.80	41.73	-	-	(0.11)	-	(0.11)	-	86.71%
4.	Bluerock e-Services Private Limited	April 16, 2016	March 31, 2021	INR	22.45	(44.13)	3.43	25.11	-	-	(0.23)	-	(0.23)	-	100.00%
5.	Future Merchandising Pte. Ltd.***	July 3, 2017	March 31, 2021	SGD S\$	0.20	(0.20)	-	-	-	-	(0.08)	-	(0.08)	-	100.00%
6.	Ritvika Trading Private Limited	November 19, 2018	March 31, 2021	INR	0.01	(9.83)	2.73	12.55	-	-	(0.26)	-	(0.26)	-	100%
7.	Future Supply Chain Solutions Limited *	March 8 , 2006	March 31, 2021	INR	43.88	514.06	1,785.78	1,227.83	-	466.41	(184.36)	-	(184.36)	-	46.75%
8.	Leanbox Logistics Solutions Private Limited **	July 27, 2019	March 31, 2021	INR	1.36	(14.64)	13.39	26.67	-	67.19	(1.32)	-	(1.32)	-	60.56%

Note : Revenue from Operations excludes Other Income

* Subsidiary of Ritvika Trading Private Limited

** Held Individually by Future Supply Chain Solutions Private Limited 23.08% and Future Enterprises Limited 37.48%

*** Ceased to Subsidiary of the Company w.e.f. July 5, 2021.

PART B : ASSOCIATE AND JOINT VENTURES

Statement pursuant to Section 129 (3) of Companies Act , 2013 related to Associate and Joint Ventures

Sl No.	Name of Associate / Joint Ventures	Date of Becoming Associate/ Joint Venture	Reporting Period of the Associate/ Joint Venture	Share of Associate/Joint Ventures held by the company on the year end			Description how there is a significant influence	Reason why the associate/ joint venture is not consolidated	Net Worth attributable to Shareholding as per latest audited Balance Sheet	Profit / Loss for the year	
				No. Of Shares	Amount of Investment in Associate / Joint Ventures	Extent of the Holding Companies Interest %				Considered in Consolidation	Not Considered in Consolidation
1.	Apollo Design Apparel Parks Limited	November 22, 2007	March 31, 2021	2,203,500	73.84	39.00	Due to Joint Venture Agreement	-	47.77	(0.41)	-
2.	Goldmohur Design and Apparel Park Limited	November 22, 2007	March 31, 2021	2,281,500	70.50	39.00	Due to Joint Venture Agreement	-	45.33	(0.55)	-
3.	Future Generali India Insurance Company Limited	May 23, 2006	March 31, 2021	230,780,872	230.78	25.51	Due to Joint Venture Agreement	-	29.04	34.25	-
4.	Future Generali India Life Insurance Company Limited	May 23, 2006	March 31, 2021	174,604,318	174.60	8.88	Due to Joint Venture Agreement	-	21.45	(10.47)	-
5.	Sprint Advisory Services Private Limited	May 23, 2006	March 31, 2021	304,436,236	304.44	49.81	Due to Joint Venture Agreement	-	479.84	(0.08)	-
6.	Shendra Advisory Services Private Limited	May 23, 2006	March 31, 2021	135,029,966	135.030	49.82	Due to Joint Venture Agreement	-	220.85	0.01	-
7	Work Store Limited	March 05, 2020	March 31, 2021	2,093,288	19.09	41.57	Due to Shareholding (Associates)		27.10	0.75	-

For and on behalf of Board of Directors

For DMKH & CO.
Chartered Accountants
FRN: 116886W

Vijay Biyani
Chairman & Managing Director

Kishore Biyani
Vice Chairman

Shikha Kabra
Partner
Membership No.: 179437

Deepak Tanna
Company Secretary

Bhagchand Baser
Deputy Chief Financial Officer

Mumbai
July 30, 2021

FUTURE ENTERPRISES LIMITED

Information as required pursuant to Rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and forming part of the Director's Report for the year ended March 31, 2021

Sl. No., Employee Name, Designation, Age, Date of Joining, Experience (in Yrs), Qualification, Remuneration received (in Rs.), Last Employment;

1. *Dinesh Maheshwari, Chief Financial Officer & Executive Director, 52, December 03, 2004, 23, CA, 1,35,47,848, Mukwand Group of Company; 2. Vijay Biyani, Director, 61, September 26, 2009, 37, BCom Accounts & Economics, 1,38,63,769, Business; 3. Sanjay Rathi, Head-Legal & Corp Governance, 55, February 01, 2007, 30, BCom Accounts & Economics / ACS, 1,33,89,053, Sanjay Rathi and Associates; 4. *Anuraag Agarwal, Head-Strategy, Mergers & Acquisitions, 46, June 01, 2012, 21, MSc, 64,98,330, Berenson & Company; 5. Rajesh Kalyani, CFO-Property Division, 51, June 09, 1997, 29, CA and ICWA, 64,75,017, Paschim Chemical; 6. *Harsh Kundra, Senior Vice President - Technology, 44, December 19, 2018, 19, Master of Human - Computer Interaction, 46,34,089, B2C2; 7. *Aman Deep Lohan, CEO Financial Services, 47, May 23, 2019, 22, MBA Operational Research (Facility of Management Studies), 1,56,51,753, Amazon Seller Services Private Limited; 8. Bharati Balakrishnan, Chief Strategy & Business Development Officer, 39, May 20, 2019, 15, PGDM (IIM Ahmedabad) MBA, 1,21,19,627, Paytm.

“” denotes employed part of the year*

Notes:

1. Nature of employment is permanent and terminable by Notice on either side except in case of Directors, which is contractual.
2. The above employees are not related to any other Director of the Company.
3. No employee holds by himself/herself or along with spouse and dependent children 2% or more of the equity shares of the Company.
4. Terms and conditions of employment are as per Company's Rules.
5. Gross Remuneration received shown in statement includes Salary, House Rent Allowance, Car Perquisites value / allowances as applicable, employer's contribution to Provident Fund and Superannuation Scheme, Leave encashment, Leave Travel Facility, reimbursement of Medical expenses and all allowances / perquisites and terminal benefits, as applicable.

For and on behalf of the Board of Directors

Place: Mumbai
Date : July 30, 2021

Vijay Biyani
Chairman & Managing Director



Knowledge House, Shyam Nagar,
Off Jogeshwari-Vikhroli Link Road, Jogeshwari (East),
Mumbai - 400 060. Maharashtra, India
www.felindia.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 forward-looking 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 realised. 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.