

November 02, 2021

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

Dept of Corporate Services (CRD)
BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai - 400 001

Dear Sir,

Sub.: Outcome of the Board Meeting (12.30 p.m. to 1.40 p.m.)

Ref: Scrip Code: BSE - 533296 and NSE - FMNL

The Board of Directors at their meeting held on November 02, 2021 interalia, transacted and approved the un-audited standalone and consolidated financial results along with the Limited Review Report (LRR) for the quarter and half year ended September 30, 2021 of the financial year ending March 31, 2022. Copies of the financial statements and LRR are attached herewith.

Kindly take the same on record.

Thanking you

Yours faithfully

For Future Market Networks Limited



Anil Cherian

Head - Legal and Company Secretary

Encl: a/a

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Notes to the financial results:

1. The above unaudited standalone financial results of the Company for the quarter September 30, 2021, have been reviewed by the Audit Committee and were thereafter approved by the Directors of the Company at its meeting held on November 2, 2021. The Statutory Auditor has reviewed the results and have expressed an unmodified opinion thereon.
2. This statement has been prepared in accordance with Companies (Indian Accounting Standards) prescribed under section 133 of the Companies Act, 2013 and other regulations and policies to the extent applicable.
3. The Board of Directors of the Company at its meeting held on August 29, 2020 has approved the Composite Scheme of Arrangement which involves:
 - (i) merger of Future Market Networks Limited ("the Company" or Transferor Company) with Future Enterprises Limited ("FEL" or "Transferee Company") and their creditors;
 - (ii) Transfer and vesting of the Logistics & Warehousing Undertaking from FEL as a going concern basis to Reliance Retail Ventures Limited ("RRVL");
 - (iii) Transfer and vesting of the Retail & Wholesale Undertaking from FEL as a going concern basis to Reliance Retail and Fashion Lifestyle Limited, a wholly owned subsidiary of RRVL;
 - (iv) Preferential allotment of equity shares and warrants of FEL to RRVL WOS ("The 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 conditions 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 of the Transferor Companies and Transferee Company. NCLT has heard this Application and has reserved its order on the application filed by Amazon.com Investment Holdings LLC. (Amazon) and has reserved its order on the application filed by Amazon.

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

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

After completion of the CAER the Emergency Arbitrator passed an interim order on October 14, 2020 inter alia restraining the Respondents therein i.e. FCPL, FRL and Promoters from taking any action in pursuance of the resolution passed on August 29, 2020. However, based on the legal advice received, it was contended that the EA Order would not be enforceable in view of FRL not being a signatory to the agreement between Amazon and FCPL & Promoters, under which arbitration has been initiated.

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

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

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7. The Company operates in only one segment namely "Property and Related Services", consequently the Company does not have separate reportable business segment as per Ind AS - 108 - Operating Segments.
8. Figures of the previous financial period / year have been re-arranged / re-grouped / reclassified wherever necessary.

On behalf of the Board of Directors
For Future Market Networks Limited



Pawan Agarwal
Executive Director and CFO
DIN: 01435580

Date: November 02, 2021
Place: Mumbai

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Date : Nov
Place : Mum

**FUTURE MARKET NETWORK
STANDALONE CASH FLOW**

	Particulars
	Cash Flow from operating activities Profit / (Loss) before tax Adjustments for : Depreciation and amortisation Finance costs Bad debts and irrecoverable Loss on discard of Property, Plant & Equipment Less: Interest income Sundry balance written back Loss / (Profit) on sale of investments Operating Profit before Working Capital Changes Change in operating assets and liabilities Trade and Other Receivables Trade Payable, Other Liabilities Inventories Cash generated / (used) from operating activities Income taxes paid (net of refund)
A	Net cash inflow / (outflow) from operating activities Cash flow from investing activities Purchase of Property, Plant & Equipment and Investment Property Proceeds from Sale of Investments Loans received back / (given) Interest received Proceeds from maturity of Bank Deposits
B	Net cash inflow from investing activities Cash flow from financing activities Interest paid Repayment of Subordinated Loans Proceeds from Non current Borrowings
C	Net cash outflow from financing activities Net increase/(decrease) in cash and cash equivalents Add: Cash and cash equivalents at the beginning of the period Cash and cash equivalents at the end of the period
	Cash and cash equivalents Investment in Liquid Funds Balance as per Statement of Financial Position

STATEMENT OF CONSOLIDATED UNAUDITED

Sr. No.	Particulars
1	Income (a) Income from Operations (b) Other Income Total Income
2	Expenses (a) Operating Costs (b) Changes in inventories of finished goods, work-in-progress and stock-in-trade (c) Employee benefits expense (d) Finance costs (e) Depreciation and amortisation expense (f) Other Expenses Total expenses
3	Profit before exceptional item, share of net profits from investments accounted for using equity method and discontinued operations
4	Share of net profit of associates and joint ventures accounted for using equity method
5	Profit before exceptional items and tax (3 + 4)
6	Add : Profit on conversion of investment in Joint Venture subsidiary
7	Profit/(Loss) before tax (5 + 6)
8	Tax Expenses Current tax Deferred tax Earlier year tax Total Tax Expenses
9	Profit/(Loss) after tax from Continuing Operations
10	Profit/(Loss) after tax from Discontinued Operations
11	Profit/(Loss) after tax for the Year (A+ B)
12	Other comprehensive income A. Items that will not be reclassified to profit or loss Remeasurement of net defined benefit obligation Fair valuation of equity instruments Share of other comprehensive income of associates and joint ventures accounted for using equity method B. Income tax relating to above items that will not be reclassified to profit or loss Remeasurement of net defined benefit obligation Fair valuation of equity instruments Share of other comprehensive income of associates and joint ventures accounted for using equity method
13	Other comprehensive income for the year, net of tax (b) = (C)
14	Total comprehensive income for the year (A+B) <u>Profit is attributable to :</u> Owners of Future Market Networks Limited Non Controlling Interest <u>Other comprehensive income is attributable to :</u> Owners of Future Market Networks Limited Non Controlling Interest <u>Total comprehensive income is attributable to :</u> Owners of Future Market Networks Limited Non Controlling Interest Total comprehensive income is attributable to Owners of Future Market Networks Limited Continuing Operations Discontinuing Operations Earnings per equity share from profit attributable to owners of Future Market Networks Limited from Continuing Operations Basic (face value of Rs. 10/- each) Diluted (face value of Rs. 10/- each) Earnings per equity share from profit attributable to owners of Future Market Networks Limited from Discontinuing Operations Basic (face value of Rs. 10/- each) Diluted (face value of Rs. 10/- each) Earnings per equity share from profit attributable to owners of Future Market Networks Limited Basic (face value of Rs. 10/- each) Diluted (face value of Rs. 10/- each)
15	Paid-up equity share capital (Face value of Rs. 10/- each)
16	Other equity

Notes to the financial results:

1. The above unaudited consolidated financial results of the Group for the period ending September 30, 2021, have been reviewed by the Audit Committee of the Board of Directors of the Holding Company at its meeting held on September 28, 2021. The Auditors of the company have reviewed the results and have expressed their opinion thereon.
2. This statement has been prepared in accordance with Companies Act, 2015 (Ind AS) prescribed under section 133 of the Companies Act, 2013 and the practices and policies to the extent applicable.
3. The Board of Directors of the Company at its meeting held on August 29, 2020, has approved and approved the Composite Scheme of Arrangement which involves the following:
 - (i) merger of Future Market Networks Limited ("the Company") with Future Enterprises Limited ("FEL") and their respective Shareholders and Creditors;
 - (ii) Transfer and vesting of the Logistics & Warehousing Undertaking to Reliance Retail Ventures Limited ("RRVL") on a slump sale basis to Reliance Retail Ventures Limited ("RRVL");
 - (iii) Transfer and vesting of the Retail & Wholesale Undertaking to Reliance Retail and Fashion Lifestyle Limited ("RRVL WOS"); and
 - (iv) Preferential allotment of equity shares and warrants of FEL to the Company as part of the "Scheme of Arrangement"/ Scheme", pursuant to Sections 230 to 238 of the Companies Act, 2013.

The combination contemplated under the scheme has been approved by the NCLT on November 20, 2020. Further stock exchanges have issued their observations on January 20, 2021. Pursuant to this the scheme has been approved by the Company Law Tribunal Mumbai (NCLT) on January 26, 2021. The NCLT has approved the Scheme of Arrangement and the intervention application filed by Amazon.com India Private Limited has reserved the order on the said application filed by Amazon.

NCLT on September 28, 2021 passed an order directing all the parties to the Scheme to convene and hold the meeting of the secured creditors and unsecured creditors as per the schedule of the directions of NCLT, the Company has convened the meeting of its secured and unsecured creditors on November 11, 2021 to discuss the Scheme.

Amazon has initiated arbitration proceedings against Future Coupons Limited and its promoters on October 5, 2020 before Singapore International Arbitration Centre. On the same day, Amazon had also filed a Claimant's application for seeking enforcement of the award.

After completion of the CAER the Emergency Arbitrator passed an order ("EA Order") inter alia restraining the Respondents therein i.e. FCPL, FRL and Amazon to pursue any legal proceedings in furtherance of the resolution passed on August 29, 2020. However, FRL, it had contended that the EA Order would not be enforceable as it was not a part of the arbitration agreement between Amazon and FCPL & Promoters. FRL has initiated legal proceedings to challenge the EA Order.

In terms of the information provided by FRL, a party to the composite scheme, FRL on November 06, 2020 filed a suit before Hon'ble Delhi High Court seeking injunction against Amazon for tortuously interfering with the Scheme. The Hon'ble Single Judge of the Delhi High Court has granted interim injunction in the interim application in the Suit, on December 21, 2020. The Hon'ble Judge of the Delhi High Court has prima facie held the following:

- (a) That there is no arbitration agreement between Amazon and FRL;
- (b) That FRL's Resolution dated August 29, 2020 approving the Scheme of Arrangement is not in violation of any statutory provision nor the Articles of Association of FRL;
- (c) That conflation of the two shareholders agreements (i.e. FRL's Shareholders Agreement and Amazon's Shareholders Agreement) is in violation of FEMA FDI Rules;

- (d) That Amazon's with the Scheme and
- (e) Even though an decision on the

An appeal was preferred. Judgment, which is correct, was affirmed in 2021, even though no Bench on the said Judgment.

In another application (Act") to enforce EA Or the parties to maintain the Single Judge of th Order passed by Hon' reliefs in favour of A violation of the EA Ord Bench of Delhi High C orders dated February

Amazon has in turn
respective stay orders
judgment on August 6
emergency arbitrator "
SC Judgment, the sta
08, 2021 and March 2

FRL has further informed the Tribunal of various avenues to conclude the matter. Further in relation to the matter, FRL has filed an application under the Act challenging the validity of the Schedule I of SIA Rule on July 16, 2021. The Tribunal has applied the application of FRL and has passed an order in the matter. The order of the EA order and the order of the Application in Special Appeal is set aside the order of the shareholders and creditors of the company. NCLT as well as the order of the Tribunal and conducting of any

FRL has separately ha
dated 21 October, 202
of the Company to vag
sought relief for stayi
alternatively, allowing th
by the Hon'ble NCLT M

4. The outbreak of coronavirus and slowdown of economic activity also impacted due to COVID-19 preparation of the unaudited financial statements of its assets based on the consolidated financial results.
5. A fire accident occurred at the plant is partly managed by the company and is accounted from the month of April 2020 as determined by the insurance company. The plant and equipment of the company has been re-opened for public access and is under regulatory authorities.

6. The Group operates in only one segment namely "Property and Related Services". The Group does not have separate reportable business segment as per Ind AS - 108 -
7. The Indian Parliament has approved the Code on Social Security, 2020 which requires contributions by the company towards Provident Fund and Gratuity. The Ministry of Labour and Employment has released draft rules for the Code on Social Security, 2020 on November 1, 2020. The company has invited suggestions from stakeholders which are under active consideration. The company and its Indian subsidiaries will assess the impact and its evaluation once the rules are notified and will give appropriate impact in its financial statements in the period in which the Code becomes effective and the related rules to determine the financial impact are published.
8. Figures of the previous financial period / year have been re-arranged / re-grouped / reclassified, if necessary.

On behalf of the
For Future Market



Executive

Date: November 02, 2021
Place: Mumbai

Particulars	
ASSETS	
Non-Current Assets	
(a) Property, plant and equipment	
(b) Right-of-use assets	
(c) Intangible assets	
(d) Investments in subsidiaries	
(e) Goodwill	
(f) Investments in associates	
(g) Financial assets	
(h) Other non-current assets	
(i) Non-current deferred tax assets	
(j) Deferred tax assets	
(k) Other non-current assets	
Total non-current assets	
Current Assets	
(a) Inventories	
(b) Financial assets	
(c) Other current assets	
Total current assets	
Total assets	
EQUITY	
Equity	
(a) Equity attributable to owners of the company	
(b) Other equity	
Equity attributable to owners of the company	
(c) Non-current deferred tax liabilities	
Total equity	
Liabilities	
Non-current liabilities	
(a) Financial liabilities	
i. Long-term debt	
ii. Other financial liabilities	
iii. Other non-current liabilities	
(b) Employee benefits	
(c) Deferred tax liabilities	
(d) Other non-current liabilities	
Total non-current liabilities	
Current liabilities	
(a) Financial liabilities	
i. Short-term debt	
ii. Other financial liabilities	
iii. Other current liabilities	
iv. Other current liabilities	
(b) Other current liabilities	
(c) Provisions	
(d) Current deferred tax liabilities	
Total current liabilities	
Total liabilities	
Total equity and liabilities	

Date : 31/03/2024
Place : Bangalore

FUTURE MARKET
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Profit / (Loss) before

Adjustments for :

Depreciation and am

Finance costs

Loss on discard of Pr

Bad debts

Interest Income

Sundry balance writte

Loss / (Profit) on sale

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Adjustments for :

Trade and Other Rece

Trade Payable, Other

Inventories

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Net cash inflow / (o

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Purchase of Property,

Proceeds from Redem

Purchase of Investme

Loans received back /

Interest received

Proceeds from maturity

Net cash inflow from

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-to-date Unaudited Standalone
Quarterly Financial Results of Future Market Networks Limited pursuant to the Regulation 33
of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended

TO THE BOARD OF DIRECTORS OF
FUTURE MARKET NETWORKS LIMITED

1. We have reviewed the accompanying statement of unaudited standalone financial results of Future Market Networks Limited for the quarter ended September 30, 2021 and year to date results for the period from April 1, 2021 to September 30, 2021 attached herewith, being submitted by the Company pursuant to the requirements of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015
2. the Board of Directors, has been prepared in accordance with the recognition and measurement principles laid down as prescribed under Section 133 of the Companies Act, 2013, read with relevant rules thereunder and other accounting principles generally accepted in India. Our responsibility is to express a conclusion on the Statement based on our review.
3. We conducted our review of the Statement in accordance with the Standard on Review Independent Auditor of the
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personnel responsible for financial and accounting matters, and applying analytical and other review procedures. A review is substantially less in scope than an audit conducted in accordance with Standards on Auditing specified under Section 143(10) of the Companies Act, 2013 and consequently does not enable us to obtain assurance that we would become aware of all significant matters that might be identified in an audit. Accordingly, we do not express an audit opinion.
4. Based on our review conducted and procedures performed as stated in paragraph 3 above, nothing has come to our attention that causes us to believe that the accompanying statement, prepared in accordance with the recognition and measurement principles laid down in the aforesaid Indian Accounting Standards and other accounting principles generally accepted in India, has not disclosed the information required to be disclosed in terms of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, including the manner in which it is to be disclosed, or that it contains any material misstatement.

For S K Patodia & Associates
Chartered Accountants
Firm Registration Number : 112723W

Dhiraj Rajendra
Lalpuria

Dhiraj Lalpuria
Partner

Membership Number : 146268
UDIN : 21146268AAABDF1539

Date : November 2, 2021
Place : Mumbai

Head Office : Choice House, Shree Shakambhari Corporate Park,
Plot No. 156-58, J. B. Nagar, Andheri (East), Mumbai - 400 005

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Office



Review Report on Consolidated Unaudited Quarterly Financial Results of Future Market Networks Limited pursuant to the Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended

**TO THE BOARD OF DIRECTORS OF
FUTURE MARKET NETWORKS LIMITED**

1. We have reviewed the accompanying Statement of Consolidated Unaudited Financial Results of Future Market Networks Limited ("the Parent") and its subsidiaries (the Parent and its subsidiaries together referred to as "the Group"), and its share of net profit / (loss) after tax and total comprehensive income / (loss) of its joint ventures for the quarter ended September 30, 2021 and year to date results for the period from April 1, 2021 to September 30, 2021 ("the Statement"), being submitted by the Parent pursuant to the requirement of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, ("the Regulation").
2. This Statement, which is the responsibility of the Parent's Management and approved by the Parent's Board of Directors, has been prepared in accordance with the recognition and measurement principles laid down in Indian Accounting Standard 34 "Interim Financial Reporting" ("Ind AS 34"), prescribed under Section 133 of the Companies Act, 2013 read with relevant rules issued thereunder ("Ind-AS") and other accounting principles generally accepted in India. Our responsibility is to express a conclusion on the Statement based on our review.
3. We conducted our review of the Statement in accordance with the Standard on Review Engagement (SRE) 2410, "Review of Interim Financial Information Performed by the Independent Auditor of the Entity", issued by the Institute of Chartered Accountants of India. A review of interim financial information consists of making inquiries, primarily of the Parent Company's personnel responsible for financial and accounting matters, and applying analytical and other review procedures. A review is substantially less in scope than an audit conducted in accordance with Standards on Auditing specified under Section 143(10) of the Companies Act, 2013 and consequently does not enable us to obtain assurance that we would become aware of all significant matters that might be identified in an audit. Accordingly, we do not express an audit opinion.

We also performed procedures in accordance with the circular issued by the SEBI under Regulation 33 (8) of the Regulations to the extent applicable.

4. The Statement includes the results of the following entities:

Sr. No.	Name of the Entity	Nature of Relationship
1	Future Trade Markets Private Limited	Wholly Owned Subsidiary
2	Jeremia Real Estate Private Limited	Wholly Owned Subsidiary
3	Aashirwad Malls Private Limited	Wholly Owned Subsidiary
4	Sun City Properties Private Limited	Subsidiary
5	Suhani Mall Management Company Private Limited	Subsidiary
6	Riddhi Siddhi Mall Management Private Limited	Joint Venture
7	Gati Realtors Private Limited	Joint Venture
8	Future Retail Destination Private Limited (formerly known as Future Retail Destination Limited)	Joint Venture

Head Office : Choice House, Shree Shakambhari Corporate Park,
Plot No. 156-58, J. B. Nagar, Andheri (East), Mumbai - 400 003

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5. Based on our review conducted and procedures performed as stated in paragraph 3 above, and based on the consideration of the review report of the other auditor referred to in paragraph 6 below, nothing has come to our attention that causes us to believe that the accompanying Statement, prepared in accordance with the recognition and measurement principles laid down in the aforesaid Indian Accounting Standard and other accounting principles generally accepted in India, has not disclosed the information required to be disclosed in terms of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, including the manner in which it is to be disclosed, or that it contains any material misstatement.
6. We did not review the interim financial statements / financial information / financial results of five subsidiaries included in the consolidated unaudited financial results, whose interim financial statements / financial information / financial results reflects total assets of Rs 11,284.58 lakhs as at September 30, 2021 and total revenues of Rs. 150.99 lakhs and Rs. 200.99 lakhs, total net profit/(loss) after tax of Rs. 60.56 lakhs and Rs. 47.72 lakhs and total comprehensive income/(loss) of Rs. 60.56 lakhs and Rs. 47.72 lakhs for the quarter ended September 30, 2021 and for the period from April 1, 2021 to September 30, 2021, and cash flows (net) of Rs. (677.16) lakhs for the period from April 1, 2021 to September 30, 2021, as considered in the consolidated unaudited financial results. The consolidated unaudited financial results also includes the Group's share of net profit/(loss) after tax of Rs. 15.05 lakhs and Rs. 28.47 lakhs for the quarter ended September 30, 2021 and for the period April 1, 2021 to September 30, 2021 respectively, as considered in the consolidated unaudited financial results, in respect of one joint venture, whose financial statements / financial information / financial results have not been reviewed by us. These interim financial statements / financial information / financial results have been reviewed by other auditors whose reports have been furnished to us by the Management and our conclusion on the Statement, in so far as it relates to the amounts and disclosures included in respect of these subsidiaries, associates and joint ventures, is based solely on the reports of the other auditors and the procedures performed by us as stated in paragraph 3 above.

Our conclusion on the Statement is not modified in respect of the above matters.

7. The consolidated unaudited financial results also includes the Group's share of net profit/(loss) after tax and total comprehensive income of Rs. (219.83) lakhs and Rs. (224.68) lakhs for the quarter ended September 30, 2021 and for the period April 1, 2021 to September 30, 2021 respectively, in respect of two joint ventures, as considered in the unaudited consolidated financial results, based on their interim financial statements / financial information / financial results which have not been reviewed by their auditors, which are certified by the Management.

Our conclusion on the Statement is not modified in respect of the above matters.

Place : Mumbai
Date : November 2, 2021

For S. K. Patodia & Associates
Chartered Accountants
Firm Registration Number : 112723W
Dhiraj Rajendra
Lalpuria

Digitally signed by Dhiraj Rajendra Lalpuria
DN: cn=Dhiraj Rajendra Lalpuria,
2.5.4.20=70684, email=Dhiraj.Rajendra.Lalpuria@fmrnl.com, o=Future Market Networks Limited,
ou=India, postalCode=401101, serial=1003, givenName=Dhiraj, sn=Rajendra, email=Dhiraj.Rajendra.Lalpuria@fmrnl.com, c=IN
Date: 2021.11.02 12:38:09 +05'30'

Dhiraj Lalpuria
Partner
Membership Number : 146268
UDIN : 21146268AAABDG2639