

February 12, 2024

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 held on 12th February, 2024.

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

The Board of Directors at their meeting held on Monday, February 12, 2024 inter-alia, transacted and approved the un-audited standalone and consolidated financial results along with the Limited Review Report (LRR) for the quarter and nine months ended December 31, 2023 of the financial year ending March 31, 2024. Copies of the financial statements and LRR are attached herewith.

The Board Meeting has been commenced at 12.00 Noon and concluded at 12.45 PM.

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



FUTURE MARKET NETWORKS LIMITED

CIN : L45400MH2008PLC179914

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

Email : info.fmn@futuregroup.in, Tel : 022 66442200, Website : www.fmn.co.in

STATEMENT OF STANDALONE UNAUDITED FINANCIAL RESULTS FOR THE QUARTER ENDED AND NINE MONTHS ENDED DECEMBER 31, 2023

Rs. In Lakhs (except EPS)

Sr. No.	Particulars	STANDALONE					
		Quarter Ended			Nine Months Ended		Year Ended
		December 31, 2023	September 30, 2023	December 31, 2022	December 31, 2023	December 31, 2022	March 31, 2023
		(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)	(Audited)
1	Income						
	(a) Income from Operations	2,094.96	2,148.98	2,066.24	6,234.47	6,307.99	8,682.26
	(b) Other Income (Refer Note 6)	105.13	117.90	170.37	1,273.51	348.47	635.02
	Total Income	2,200.09	2,266.88	2,236.61	7,507.98	6,656.46	9,317.28
2	Expenses						
	(a) Operating Costs	473.38	536.30	431.22	1,518.94	1,375.22	1,811.72
	(b) Changes in inventories of finished goods, work-in-progress and stock-in-trade	33.63	16.82	-	50.45	-	314.89
	(c) Employee benefits expense	210.66	223.33	169.85	602.40	478.70	716.95
	(d) Finance costs	361.71	380.56	551.49	1,135.47	1,536.13	1,943.22
	(e) Depreciation and amortisation expense	307.10	306.59	426.00	920.16	1,277.15	1,659.90
	(f) Other expenses (Refer Note 6 and 7)	234.01	2,370.24	283.62	3,066.33	788.79	2,988.63
	Total Expenses	1,620.49	3,833.84	1,862.18	7,293.75	5,455.99	9,435.31
3	Profit / (Loss) from operations before exceptional items (1 - 2)	579.60	(1,566.96)	374.43	214.23	1,200.47	(118.03)
4	Exceptional Items (Refer Note 4)	-	-	-	-	-	2,091.24
5	Profit / (Loss) before Tax (3 - 4)	579.60	(1,566.96)	374.43	214.23	1,200.47	(2,209.27)
6	Tax Expense :						
	(a) Current tax	-	-	-	-	-	-
	(b) Deferred tax	105.97	101.74	86.79	535.20	250.05	1,036.09
	(c) Earlier year tax	-	-	(89.53)	-	(89.53)	(83.76)
	Total Tax Expense	105.97	101.74	(2.74)	535.20	160.52	952.34
7	Net Profit / (Loss) for the period (5 - 6)	473.63	(1,668.70)	377.17	(320.97)	1,039.95	(3,161.61)
8	Other comprehensive income						
	A. Items that will not be reclassified to profit or loss						
	Remeasurement of net defined benefit obligation	-	-	-	-	-	(4.90)
	Fair valuation of equity instruments	-	-	-	-	-	(21.47)
	B. Income tax relating to above items that will not be reclassified to profit or loss						
	Remeasurement of net defined benefit obligation	-	-	-	-	-	(1.23)
	Fair valuation of equity instruments	-	-	-	-	-	(5.15)
	Total other comprehensive income, net of income tax (A - B)	-	-	-	-	-	(19.98)
9	Total comprehensive income for the period (7 + 8)	473.63	(1,668.70)	377.17	(320.97)	1,039.95	(3,181.59)
10	Paid-up equity share capital (Face value of Rs. 10/- each share)	5,754.44	5,754.44	5,754.44	5,754.44	5,754.44	5,754.44
11	Other Equity (excluding revaluation reserves)	-	-	-	-	-	(1,603.83)
12	Earnings per share (in Rs.) :						
	(a) Basic	0.82	(2.90)	0.66	(0.56)	1.81	(5.49)
	(b) Diluted	0.82	(2.90)	0.66	(0.56)	1.81	(5.49)



Notes to the financial results:

1. The above unaudited standalone financial results of the Company for the quarter and nine months ended December 31, 2023, have been reviewed by the Audit Committee and were thereafter approved by the Board of Directors of the Company at their meetings held on February 12, 2024. The Statutory Auditors of the Company have reviewed the results and have expressed an unmodified opinion thereon.
2. This statement has been prepared in accordance with Companies (Indian Accounting Standards) Rules, 2015 (Ind AS) prescribed under section 133 of the Companies Act, 2013 and other recognised accounting practices and policies to the extent applicable.
3. Collateral Security extended to Hero FinCorp Private Limited (lender) for the term loan of INR 14,000 lakhs (March 31, 2023: INR.14,000 Lakhs) to Hare Krishna Operating Lease Private Limited (borrower) by way of exclusive charge on immovable property of R Mall situated at Lal Bahadur Shastri Marg, Revenue Village of Mulund West. The fair value of the aforesaid immovable property as at March 31, 2023 was INR 7,890.00 lakhs. With respect to the above Collateral Security, the Company has received a demand notice of INR 12,057.28 lakhs from Hero FinCorp Private Limited (Lender) dated April 15, 2022 and June 15, 2022. Possession Notice dated June 30, 2022 and Notice under The Securitisation and Reconstruction of Financial Assets and Enforcement of Security Interest Act, 2002 (SARFAESI Act) on August 20, 2022 which are primarily demanded from the borrower (Hare Krishna Operating Lease Private Limited) seeking repayment of the outstanding dues. The Company has submitted its replies to the lender stating that the responsibility towards the outstanding debt claimed in the notice would be restricted only to the value of the mortgaged property offered by them to secure the financial facility vide letters dated June 01, 2022, July 05, 2022 and its rejoinder reply on July 18, 2022. Subsequently, a notice u/s/ 13(2) and 13(4) of SARFAESI Act dated August 20, 2022 and November 4, 2022 were received by the Company from the Lender for the R Mall property of the Company and therefore, the Company filed a Securitisation Application i.e. Future Market Networks Limited Versus Hero FinCorp with DRT-2, Mumbai SA 247 of 2023) on December 20, 2022 which is pending scrutiny.

Hero FinCorp had filed another application u/s 14 of the SARFAESI Act before the Chief Metropolitan Magistrate, (CMM) Esplanade Court, Mumbai wherein they have got an order for taking physical possession of the immovable property.

The date of Physical possession of the immovable property was scheduled for 03.02.2024 however, the Company has subsequently filed two applications in the captioned matter i.e. Application for Amendment and Application seeking urgent relief for stay on the order of CMM Court directing the Court Commissioner to take physical possession. These Applications were heard in details on 2nd February 2024 and the Company has submitted that they are already in advanced stages of negotiation with a prospective buyer, for the sale of the immovable property at R Mall situated at Lal Bahadur Shastri Marg, Revenue Village of Mulund West and made a request with the Hon'ble Presiding Officer to grant 6 weeks' time for settlement. The matter was placed on February 07, 2024 for filing Affidavit stating that in the event of failure to find a buyer within six weeks, they shall give up all their legal rights in the Securitisation Application and hand over the physical possession to Hero FinCorp. Hero FinCorp has therefore, deferred taking physical possession of the immovable property by 6(six) weeks.

In terms of the legal advice received by the Company, security documents creating security interest by way of mortgage are not treated at par with Corporate Guarantee and hence liability of the Company may be limited to the realisable value of the securities provided.



Furthermore, the Company has also received a demand notice of INR 18,448.96 lakhs from Yes Bank Limited (lender) dated April 19, 2022 which is primarily demanded from Basuti Sales & Trading Private Limited (borrower) seeking repayment of the outstanding dues within 60 days from the receipt of the notice. The Company has pledged 3,830 equity shares of Riddhi Siddhi Mall Management Private Limited and secondary charge on immovable property of Big Bazaar (Ground+1) situated at Rajpur- Hirpur, Ahmedabad. The fair value of the immovable property as at March 31, 2023 was INR 6,267.00 lakhs. The Company has submitted its reply to the lender stating that the responsibility towards the outstanding debt claimed in the notice would be restricted only to the residual value of the mortgaged property vide its letters dated June 03, 2022 and August 30, 2022. The Bank had issued a notice under section 13(4) under the SARFAESI Act on November 10, 2022 for the 10 acre mall property of the company situated at Ahmedabad, Gujarat and therefore, the Company has filed a securitisation Application i.e. M/s. Future Market Networks Limited Versus Authorised Officer of Yes Bank Limited & Anr (S. A. (Lodging No.) 1 of 2022 before the Hon'ble Debts Recovery Tribunal-I, at Ahmedabad) on December 26, 2022, which is pending.

Yes Bank now substituted to JC Flower as Yes Bank has assigned all its debt to JC Flower. JC Flower had filed an application u/s 14 of the SARFAESI Act and got an order for physical possession from the Chief Metropolitan Magistrate, Ahmedabad for taking physical possession of the 10 Acre Mall situated in Ahmedabad. Thereafter, an Application for amendment was filed on behalf of the Company in the captioned Securitisation Application and thereafter it was listed for arguments on stay of the Physical possession. Accordingly, the JC Flower has now withdrawn their notice for taking physical possession of 10 Acre Mall.

Yes bank has also filed an Original Application Hon'ble Debt Recovery Tribunal, New Delhi bearing no. TA/96/2022 for the loan extended to Basuti Sales & Trading Private & Brattle Foods Private Limited., FMNL is also a party to the same, a summon was issued by the Hon'ble DRT on 20/11/2023. The company has filed its written submission to the same. On the last date of hearing on 01.02.2024 the Hon'ble DRT has directed the Applicant bank to file their Affidavit of evidence. The matter is now kept on 20.03.2024 for exhibition of documents.

FMNL filed an IA 3861 of 2023 before NCLT-II against Vijay Kumar Iyer (RP of FRL [Future Retail Limited]) with regard to vacation of the premises occupied by it in 10 Acre mall and for payment of the outstanding lease rental from the date of initiation of Corporate Insolvency. The RP of FRL has filed their reply to the application and the matter is kept for hearing on March 07, 2024.

In the above contingent liabilities, if the borrower fails to repay the outstanding dues to the lender, the lender shall exercise all the rights available under the mortgage/pledge as above.

4. In an Arbitration proceeding before the sole Arbitrator, appointed by the Hon'ble High Court of Calcutta, in respect of disputes arose out of termination of a license agreement related to a shopping mall, the Arbitrator has awarded a net amount of INR 1,290.52 lakhs to Mahaveer Constructions ("the Claimant") after allowing certain counter claims of the Company.

However, the Company filed a petition challenging the arbitration award u/s 34 of Arbitration and Conciliation Act, 1996 before the Hon'ble High Court, Calcutta. Claimant through its Proprietor has also challenged the aforesaid arbitration award before the Hon'ble High Court, Calcutta. The matters are pending before the Hon'ble High Court, Calcutta.

The Company filed a petition challenging the arbitration award u/s 34 of Arbitration and Conciliation Act, 1996 before the Hon'ble High Court, Calcutta in relation to an award with respect to the licensed premises situated at Block B Puja Complex, known as Puja the Mega Mart at Jhargram Rd, Kharagpur. Claimant through its Proprietor has also challenged the aforesaid arbitration award and initiated proceedings towards the execution of the award for a balance sum of INR 2,041.31 lakhs [i.e. interest @ 18% p.a. from date of the said award till November 30, 2021 before the Hon'ble High Court, Calcutta. In this connection, the Company filed a stay application and the Hon'ble Calcutta High Court passed an order dated September 23, 2022 in which a conditional stay was granted. Since this was a conditional stay, Execution Court proceeded with application



and directed the Registrar, Original Side, High Court at Calcutta to invoke the bank guarantee valued at INR 650.00 lakhs and transfer an amount of INR 300.00 lakhs to the bank Account of the Surana.

The Company filed a Special Leave Petition, before the Hon'ble Supreme Court and vide an order dated October 21, 2022 stay was granted on the impugned orders dated September 23, 2022 and April 28, 2022 passed by Hon'ble High Court, Calcutta wherein the Company was asked to furnish additional securities towards interest for the post award period.

Upon noticing the order of the Supreme Court, The Execution Court of Calcutta High Court observed that there is no stay granted by the Supreme Court in respect of the order passed under Execution Application so the orders passed by the said court on September 23, 2022 were to be carried out and INR 3 crores shall be transferred to the claimant's order. The Company had filed an appeal against the order of Execution Court. On the order of the High Court of Calcutta, the bank guarantee valued at INR 300.00 lakhs has been invoked during the quarter ended March 31, 2023.

5. The Company had sub lease rights with respect to the above OCC mall in Mumbai and there were serious disputes amongst the parties under the said arrangement. The parties arrived at a settlement in a suit filed by the Company and tendered consent terms with Hon'ble High Court of Bombay in the suit filed by the Company viz. Consent Terms dated December 8, 2017 and Supplemental Consent Terms dated April 2019 (Consent Terms). The Consent Terms deals with settlement of long standing dispute between the Company including settlement of past claims of sub lessor (Neel Kamal City Shopping Mall (India) Limited - which has taken it on lease from the lessor and sub-leased it to the Company) under the original arrangement till March 31, 2020. The arrangement deals with entitlement of lease rental in respect of premises owned by various third parties and a minority of such third party owners have intervened in the matter raising objections with respect of approval of consent terms by the Hon'ble Court. The Court has taken the consent terms on record but not yet issued an order sanctioning the Consent Terms. In case, the Consent Terms are accepted as filed, the Company will have to honour its payment obligations for the said amount and the parties shall be administrated in terms of the Consent Terms. However, if the Consent Terms are not approved, the parties shall be relegated to the original position of the suit filed by the Company. In view of this, the above has been disclosed as contingent liabilities pending approval of Hon'ble High Court in relation to the Consent Terms.

Also, few Gala owners of the mall have filed claim of INR 218.53 lakhs against the company to pay the lease rental/claim amount along with @18% interest, for appointment of court receiver, appointment of commissioner to visit suit premises and retained from subletting and/or giving the suit premises on Leave and License basis or parting with possession or inducting any third party. The said premises impacted by a major fire accident in the financial year 2020-21 which has been treated as a force majeure event.

The outstanding amount as per agreed consent terms is INR 6.35 crores as on March 31, 2023.

The Company addressed a letter to Neelkamal (Lessor) as they have not expressed their interest on any new arrangement, requested to allow company to remove the goods and articles including capital equipment from OCC premises and demanded after due deductions a sum of INR 18,31,48,439/- towards Company's investment in OCC premises.

6. During the quarter ended June 30, 2023, the Company has accounted INR 913.12 lakhs as other income with respect to reversal of lease liability of OCC Mall and INR 226.70 lakhs as compensation expense given to shopkeepers of OCC Mall.
7. During the year ended March 31, 2023, the Company has accounted INR 1,895.31 lakhs as loss on impairment of investment held in Future Trade Markets Private Limited, a subsidiary of the Company, which is classified as Asset held for sale as at March 31, 2023. Accordingly, during the



quarter ended September 30, 2023, the Company has sold investment held for sale in Future Trade Market Private Limited at a loss of INR 2,058.32 lakhs.

8. 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.
9. Figures of the previous financial period / year have been re-arranged / re-grouped / reclassified wherever necessary.

For and on behalf of the Board of Directors
For Future Marke Networks Limited



Shreesh Misra,

Shreesh Misra
Whole-Time Director
DIN: 06141532

Date: February 12, 2024
Place: Mumbai