

FUTURE CAPITAL INVESTMENT PRIVATE LIMITED

4th October, 2019

To,

Dept. of Corporate Services (CRD)
BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai- 400 001
Fax Nos.: 22723121 / 22722037 /
22722039 / 22722041 / 22722061
/ 22723719 / 22721082

Listing Department
The National Stock Exchange of
India Limited
Exchange Plaza,
Bandra- Kurla Complex,
Bandra (East),
Mumbai- 400 051
Fax Nos. 26598237 / 26598238

BSE Scrip Code: 533400

NSE Symbol: FCONSUMER

Dear Sir,

Sub: Annexure-II Disclosure of reason for encumbrance (In addition to Annexure I prescribed by way of circular dated August 05,2015)

With reference to above subject, we are enclosing herewith **Annexure-II, Disclosure of reason for encumbrance (In addition to Annexure I prescribed by way of circular dated August 05, 2015)** for the status of encumbrance on Equity Shares of **Future Consumer Limited** as on 30th September 2019.

Kindly take the above on your record.

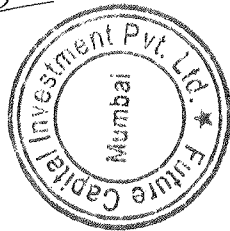
Thanking you,

Yours faithfully,

For Future Capital Investment Private Limited


Authorised Signatory

Encl: as above



C.C. To :

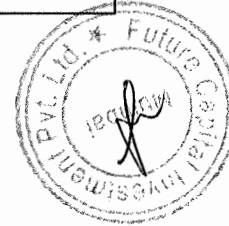
The Company Secretary
Future Consumer Limited
Knowledge House, Shyam Nagar
Off JogeshwariVikhroli Link Road,
Jogeshwari (East)
Mumbai 400 060

Annexure - II

Disclosure of reasons for encumbrance

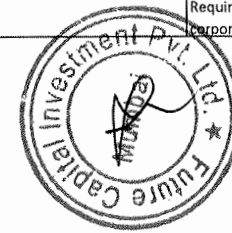
(In addition to Annexure - I prescribed by way of circular dated August 05, 2015)

Name of listed company	Future Consumer Limited
Name of the recognized stock exchanges where the shares of the company are listed	BSE Limited National Stock Exchange of India Limited
Name of the promoter(s) / PACs whose shares have been encumbered	Future Capital Investment Private Limited Future Corporate Resources Private Limited
Total promoter shareholding in the listed company	No. of shares – 889,183,098 % of total share capital - 46.29%
Encumbered shares as a % of promoter shareholding	62.08%
Whether encumbered share is 50% or more of promoter shareholding	YES
Whether encumbered share is 20% or more of total share capital	YES

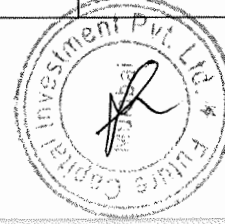


Details of all the existing events/ agreements pertaining to encumbrance

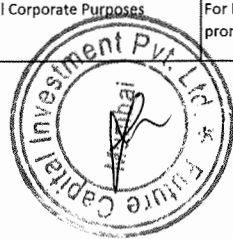
Encumbrance Serial Number	1	2	3	4	5	6
Date of Creation of encumbrance	6/30/2016	4/5/2017	3/31/2017	7/31/2018	9/6/2018	9/19/2018
Type of encumbrance (pledge, lien, negative lien, non-disposal undertaking etc. or any other covenant, transaction, condition or arrangement in the nature of encumbrance)	Pledge	Pledge	Pledge	Pledge	Pledge	Pledge
No. of shares encumbered	2,640,000	48,450,000	119,548,838	4,821,000	9,400,000	28,500,000
% of shares encumbered	0.14	2.52	6.22	0.25	0.5	1.48
Specific details about the encumbrance						
Name of the entity in whose favour shares encumbered (X)	RBL Bank Ltd.	Vistra ITCL India Ltd	Vistra ITCL India Ltd	Ambit Finvest Pvt. Ltd.	RattanIndia Finance Pvt Ltd	IDBI Trusteeship Services Limited
Whether the entity X is a scheduled commercial bank, public financial institution, NBFC or housing finance company? If No, provide the nature of the business of the entity.	Scheduled Commercial Bank	Entity X is not scheduled commercial bank; Debenture Trustee;	Entity X is not scheduled commercial bank; Debenture Trustee;	NBFC	NBFC	Entity X is not scheduled commercial bank; Debenture Trustee;
Names of all other entities in the agreement	<i>Listed company and its group companies (if any) –</i>	<i>Listed company and its group companies (if any) –</i>	<i>Listed company and its group companies (if any) –</i>	<i>Listed company and its group companies (if any) –</i>	<i>Listed company and its group companies (if any) –</i>	<i>Listed company and its group companies (if any) –</i>
	1 Future Capital investment Pvt Ltd	1 Future Capital investment Pvt Ltd	1. Future Corporate Resources Private Limited 2. Ryka Commercial Ventures Private Limited 3. Central Departmental Stores Private Limited 4. Future Capital Investment Private Limited	1. Future Corporate Resources Private Limited 2. Future Capital Investment Private Limited 3. Central Departmental Stores Private Limited	1. Future Corporate Resources Private Limited 2. Future Capital Investment Private Limited 3. Central Departmental Stores Private Limited	1. Future Corporate Resources Private Limited 2. Future Capital Investment Private Limited 3. Central Departmental Stores Private Limited
	Other entities (if any) –	Other entities (if any) –	Other entities (if any) –	Other entities (if any) –	Other entities (if any) –	Other entities (if any) –
	1	1	1	1	1	1
Whether the encumbrance is relating to any debt instruments viz. debenture, commercial paper, certificate of deposit etc.? If yes, provide details about the instrument, including credit rating	No	Yes	Yes	No	No	Yes
1. Name of the issuer	NA	Future Corporate Resources Pvt. Ltd.	Future Corporate Resources Pvt. Ltd.	NA	NA	Future Corporate Resources Pvt. Ltd.
2. Details of the debt instrument	NA	Non-Convertible Debentures	Non-Convertible Debentures	NA	NA	Non-Convertible Debentures
3. Whether the debt instrument is listed on stock exchanges?	NA	No	No	NA	NA	No
4. Credit Rating of the debt instrument	NA	PPMLD BBB (Outlook Negative)	NA	NA	NA	NA
5. ISIN of the instrument	NA	INE370107233, INE370107241	INE370107266, INE370107258, INE370107290, INE370107282	NA	NA	INE241207040
Security Cover / Asset Cover						
Value of shares on the date of event / agreement (A)	47,200,000	2,340,600,000	2,966,711,186	220,340,000	700,260,000	700,070,000
Amount involved (against which shares have been encumbered) (B)	500,000,000	4,032,000,000	6,000,000,000	250,000,000	575,000,000	1,350,000,000
Ratio of A / B	0.09	0.58	0.49	0.88	1.22	0.52
End use of money						
Borrowed amount to be utilized for what purpose –						
(a) Personal use by promoters and PACs	Yes	Yes	Yes	Yes	Yes	Yes
(b) For the benefit of listed company						
Provide details including amount, purpose of raising money by						
(c) Any other reason (please specify)	Working capital requirement.	Refinancing of existing debt availed and general corporate purposes	Refinancing of existing debt availed and general corporate purposes	General Corporate Purpose	Towards Working Capital Requirements and general corporate purposes	Towards Working Capital Requirements and general corporate purposes



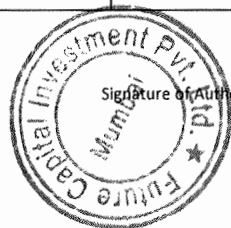
7 3/31/2017	8 4/13/2018	9 1/2/2018	10 1/5/2015	11 8/18/2017	12 3/26/2018	13 3/30/2019
Pledge and other covenant	Pledge and other covenant	Pledge	Pledge	Pledge	Pledge	Pledge and other covenant
15,251,421	20,472,144	32,685,031	2,050,000	12,476,934	36,925,200	36,915,000
0.8	1.07	1.7	1.11	0.65	1.32	1.92
Yes Bank Ltd.	Yes Bank Ltd.	Catalyst Trusteeship Limited-L&T Finance Ltd	IDBI Trusteeship Services Ltd. Avendus Finance	Clix Finance India Private Limited	Clix Capital Services Private Limited	IndusInd Bank Ltd
Scheduled Commercial Bank	Scheduled Commercial Bank	Entity X is not scheduled commercial bank; Debenture Trustee;	Entity X is not scheduled commercial bank; Debenture Trustee;	NBFC	NBFC	Scheduled Commercial Bank
Listed company and its group companies (if any) –	Listed company and its group companies (if any) –	Listed company and its group companies (if any) –	Listed company and its group companies (if any) –	Listed company and its group companies (if any) –	Listed company and its group companies (if any) –	Listed company and its group companies (if any) –
1. Future Corporate Resources Private Limited 2. Ryka Commercial Ventures Private Limited 3. Central Departmental Stores Private Limited 4. Future Capital Investment Private Limited	1. Basuti Sales and Trading Private Limited 2. Future Corporate Resources Private Limited 3. Ryka Commercial Ventures Private Limited 4. Future Capital Investment Private Limited	1. Future Corporate Resources Private Limited 2. Future Capital Investment Private Limited	1. Future Capital Investment Private Limited	1. Future Capital Investment Private Limited	1. Future Capital Investment Private Limited	1. Future Corporate Resources Private Limited 2. Ryka Commercial Ventures Private Limited 3. Future Capital Investment Private Limited
Other entities (if any) –	Other entities (if any) –	Other entities (if any) –	Other entities (if any) –	Other entities (if any) –	Other entities (if any) –	Other entities (if any) –
1	1	1	1	1	1	1
No	No	No	No	No	No	No
NA	NA	NA	NA	NA	NA	NA
NA	NA	NA	NA	NA	NA	NA
NA	NA	NA	NA	NA	NA	NA
NA	NA	NA	NA	NA	NA	NA
656,364,264	656,231,822	1,220,844,974	205,800,000	899,515,500	1,132,080,000	1,031,550,000
5,200,000,000	2,841,401,544	1,750,000,000	1,150,000,000	320,000,000	580,000,000	2,000,000,000
0.13	0.23	0.70	0.18	2.81	3.54	0.52
Yes	Yes	Yes	Yes	Yes	Yes	Yes
Payment of purchase consideration for acquisition of Assets and Business.	Purchase of movable fixed assets for business of the Borrower	Refinancing of existing debt and general corporate purposes	Refinancing of existing facility and general corporate purpose.	Refinancing of existing debt and general corporate purposes	Refinancing of existing debt and general corporate purposes	To finance purchase of movable assets for business of the Borrower



14 3/30/2017	15 8/7/2019	16 3/28/2019	17 3/29/2018	18 9/21/2017	19 2/16/2018	20 9/18/2015
Pledge and other covenant	Pledge	Pledge	Pledge	Pledge	Pledge	Pledge
11,500,000	9,600,000	24,317,000	4,319,000	49,500,000	22,825,000	19,000,000
0.6	0.5	1.27	0.22	2.6	1.2	0.99
IndusInd Bank Ltd	IDBI Trusteeship Services Limited	RBL Bank Ltd	RBL Bank Ltd	Axis Finance Ltd.	Axis Finance Ltd.	IFCI Ltd.
Scheduled Commercial Bank	Entity X is not scheduled commercial bank; Debenture Trustee;	Scheduled Commercial Bank	Scheduled Commercial Bank	NBFC	NBFC	NBFC
Listed company and its group companies (if any) –	Listed company and its group companies (if any) –	Listed company and its group companies (if any) –	Listed company and its group companies (if any) –	Listed company and its group companies (if any) –	Listed company and its group companies (if any) –	Listed company and its group companies (if any) –
1. Future Corporate Resources Private Limited 2. Ryka Commercial Ventures Private Limited 3. Central Departmental Stores Private Limited 4. Future Capital Investment Private Limited	1. Future Corporate Resources Private Limited 2. Future Capital Investment Private Limited 3. Ryka Commercial Ventures Private Limited	1. Future Corporate Resources Private Limited 2. Ryka Commercial Ventures Private Limited 3. Central Departmental Stores Private Limited 4. Future Capital Investment Private Limited	1. Future Corporate Resources Private Limited 2. Ryka Commercial Ventures Private Limited 3. Central Departmental Stores Private Limited 4. Future Capital Investment Private Limited	1 Future Capital Investment Pvt. Ltd. 2. Future Outdoor Media Solution Limited	1 Future Capital Investment Pvt. Ltd. 2. Future Corporate Resources Pvt. Ltd.	1 Future Capital Investment Pvt. Ltd. 2. Future Brands Limited
Other entities (if any) –	Other entities (if any) –	Other entities (if any) –	Other entities (if any) –	Other entities (if any) –	Other entities (if any) –	Other entities (if any) –
1	1	1	1	1	1	1
No	Yes	No	No	No	No	No
NA	FLFL Lifestyle Brands Limited	NA	NA	NA	NA	NA
NA	Non-Convertible Debentures	NA	NA	NA	NA	NA
NA	NA	NA	NA	NA	NA	NA
NA	NA	NA	NA	NA	NA	NA
NA	NA	NA	NA	NA	NA	NA
333,500,000	269,760,000	786,800,000	400,040,000	1,419,200,000	341,040,000	647,588,031
1,231,069,934	4,500,000,000	2,000,000,000	66,660,000	1,000,000,000	500,000,000	3,000,000,000
0.27	0.06	0.39	6.00	1.42	0.68	0.22
Yes	Yes	Yes	Yes	Yes	Yes	Yes
For payment of business and deposit.	Payment of obligations owed by Affiliate entity.	For payment of business and deposit.	For working capital requirement	General Corporate Purposes	For Repayment of existing promoter group facility	Corporate Loan for creation of new assets and office infrastructure



21 9/22/2017	22 12/21/2018	23 12/21/2018	24 3/22/2018	25 3/22/2018	26 11/16/2015
Pledge and other covenant	Pledge	Pledge	Pledge	Pledge	Pledge
20,067,400	7,895,840	3,384,160	5,016,240	1,364	4,441,902
1.04	0.41	0.2	0.26	0	0.23
Kotak Mahindra Prime Ltd	Catalyst Trusteeship Services Ltd.	Catalyst Trusteeship Services Ltd.	BNP Paribas Ltd	BNP Paribas Ltd	Axis Bank Ltd
NBFC	Entity X is not scheduled commercial bank; Debenture Trustee;	Entity X is not scheduled commercial bank; Debenture Trustee;	NBFC	NBFC	Scheduled Commercial Bank
Listed company and its group companies (if any) –	Listed company and its group companies (if any) –	Listed company and its group companies (if any) –	Listed company and its group companies (if any) –	Listed company and its group companies (if any) –	Listed company and its group companies (if any) –
1 Future Capital Investment Pvt. Ltd.	1. Future Corporate Resources Private Limited 2. Ryka Commercial Ventures Private Limited 3. Central Departmental Stores Private Limited 4. Future Capital Investment Private Limited	1. Future Corporate Resources Private Limited 2. Ryka Commercial Ventures Private Limited 3. Central Departmental Stores Private Limited 4. Future Capital Investment Private Limited	1. Future Corporate Resources Private Limited 2. Ryka Commercial Ventures Private Limited 3. Central Departmental Stores Private Limited 4. Future Capital Investment Private Limited	1. Future Corporate Resources Private Limited 2. Ryka Commercial Ventures Private Limited 3. Central Departmental Stores Private Limited 4. Future Capital Investment Private Limited	1. Future Corporate Resources Pvt. Ltd.
Other entities (if any) –	Other entities (if any) –	Other entities (if any) –	Other entities (if any) –	Other entities (if any) –	Other entities (if any) –
1	1	1	1	1	1
No	Yes	Yes	No	No	No
NA	Future Corporate Resources Pvt. Ltd.	Future Capital Investment Pvt. Ltd.	NA	NA	NA
NA	Non-Convertible Debentures	Non-Convertible Debentures	NA	NA	NA
NA	NA	NA	NA	NA	NA
NA	NA	NA	NA	NA	NA
NA	INE241Z07032	INE708Z07014	NA	NA	NA
374,373,540	535,697,400	127,547,000	473,318,162	327,681,838	119,391,844
187,500,000	4,000,000,000	2,500,000,000	650,000,000	450,000,000	360,000,000
2.00	0.13	0.05	0.73	0.73	0.33
Yes	Yes	Yes	Yes	Yes	Yes
General Corporate Purposes	Refinancing of existing debt/liabilities	Refinancing of existing debt/liabilities	Repayment of Loans/Investments	Repayment of Loans/Investments	General Corporate Purposes



Signature of Authorized Signatory:

[Handwritten Signature]

Place: Mumbai
Date: 04/10/2019