

# FUTURE CAPITAL INVESTMENT PRIVATE LIMITED

24<sup>th</sup> December, 2019

To,

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

BSE Scrip Code: 533400

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

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).**

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<br>National Stock Exchange of India Limited                                 |
| Name of the promoter(s) / PACs whose shares have been encumbered                  | Future Capital Investment Private Limited<br>Future Corporate Resources Private Limited |
| Total promoter shareholding in the listed company                                 | No. of shares – 889,183,098<br>% of total share capital - 46.29%                        |
| Encumbered shares as a % of promoter shareholding                                 | 92.15   |
| 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  | 30-06-2016   | 20-12-2019   | 20-12-2019  | 10-10-2019   | 06-09-2018   | 19-09-2018   |
| 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  | 131,618,724  | 169,042,114   | 5,683,000  | 9,400,000  | 28,500,000   |
| % of shares encumbered   | 0.14   | 6.85   | 8.80  | 0.30   | 0.49   | 1.48   |
| Specific details about the encumbrance   | RBL Bank Ltd.  | Vistra ITCL India Ltd  | Vistra ITCL India Ltd   | Ambit Finvest Pvt. Ltd.  | RattanIndia Finance Pvt Ltd  | IDBI Trusteeship Services Limited  |
| Name of the entity in whose favour shares encumbered (X)   | 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;  |
| 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.                     |  |  |   |  |  |  |
| Names of all other entities in the agreement   | Listed company and its group companies (if any) –<br>1 Future Capital investment Pvt Ltd | Listed company and its group companies (if any) –<br>1 Future Capital investment Pvt Ltd | Listed company and its group companies (if any) –<br>1. Future Corporate Resources Private Limited<br>2. Ryka Commercial Ventures Private Limited<br>3. Central Departmental Stores Private Limited<br>4. Future Capital Investment Private Limited | Listed company and its group companies (if any) –<br>1. Future Corporate Resources Private Limited<br>2. Future Capital Investment Private Limited<br>3. Central Departmental Stores Private Limited | Listed company and its group companies (if any) –<br>1. Future Corporate Resources Private Limited<br>2. Future Capital Investment Private Limited<br>3. Central Departmental Stores Private Limited | Listed company and its group companies (if any) –<br>1. Future Corporate Resources Private Limited<br>2. Future Capital Investment Private Limited<br>3. Central Departmental Stores Private Limited |
| 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   | INE370I07233, INE370I07241   | INE370I07266, INE370I07258, INE370I07290, INE370I07282  | NA   | NA   | INE241Z07040   |
| Security Cover / Asset Cover   | 47,200,000   | 2,340,600,000  | 2,966,711,186   | 220,340,000  | 700,260,000  | 700,070,000  |
| Value of shares on the date of event / agreement (A)   |  |  |   |  |  |  |
| 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  |



| Encumbrance Serial Number<br>Date of Creation of encumbrance   | 7<br>31-10-2019  | 8<br>04-11-2019   | 9<br>02-01-2018   | 10<br>22-10-2019  | 11<br>23-12-2019  | 12<br>23-12-2019  | 13<br>30-03-2019   |
|--|--|---|---|---|---|---|--|
| 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 and other covenant  | Pledge and other covenant   | Pledge  | Pledge  | Pledge  | Pledge  | Pledge and other covenant  |
| No. of shares encumbered   | -  | 28,072,144  | 32,685,031  | 5,800,000   | 5,125,939   | 47,423,195  | 36,915,000   |
| % of shares encumbered   | -  | 1.46  | 1.70  | 0.30  | 0.27  | 2.47  | 1.92   |
| <b>Specific details about the encumbrance</b><br>Name of the entity in whose favour shares encumbered (X)  | Yes Bank Ltd.  | Yes Bank Ltd.   | Catalyst Trusteeship Limited-L&T Finance Ltd  | IDBI Trusteeship Services Ltd. Aventus Finance                  | Clix Finance India Private Limited                          | Clix Capital Services Private Limited                       | IndusInd Bank Ltd  |
| 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  | 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  |
| 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>    | <i>Listed company and its group companies (if any) –</i>   |
|  | 1. Future Corporate Resources Private Limited<br>2. Ryka Commercial Ventures Private Limited<br>3. Central Departmental Stores Private Limited<br>4. Future Capital Investment Private Limited | 1. Basuti Sales and Trading Private Limited<br>2. Future Corporate Resources Private Limited<br>3. Ryka Commercial Ventures Private Limited<br>4. Future Capital Investment Private Limited | 1. Future Corporate Resources Private Limited<br>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<br>2. Ryka Commercial Ventures Private Limited<br>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  |
| 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   | No  | No  | No  | No  | No  | No   |
| 1. Name of the issuer  | NA   | NA  | NA  | NA  | NA  | NA  | NA   |
| 2. Details of the debt instrument  | NA   | NA  | NA  | NA  | NA  | NA  | NA   |
| 3. Whether the debt instrument is listed on stock exchanges?   | NA   | NA  | NA  | NA  | NA  | NA  | NA   |
| 4. Credit Rating of the debt instrument  | NA   | NA  | NA  | NA  | NA  | NA  | NA   |
| 5. ISIN of the instrument  | NA   | NA  | NA  | NA  | NA  | NA  | NA   |
| <b>Security Cover / Asset Cover</b><br>Value of shares on the date of event / agreement (A)  | 656,364,264  | 656,231,822   | 1,220,844,974   | 205,800,000   | 899,515,500   | 1,132,080,000   | 1,031,550,000  |
| Amount involved (against which shares have been encumbered) (B)  | 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  |
| Ratio of A / B   | 0.13   | 0.23  | 0.70  | 0.18  | 2.81  | 3.54  | 0.52   |
| <b>End use of money</b><br>Borrowed amount to be utilized for what purpose –   |  |   |   |   |   |   |  |
| (a) Personal use by promoters and PACs   | Yes  | 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)  | 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   |



| Encumbrance Serial Number  | 14   | 15   | 16   | 17   | 18  | 19   | 20  |
|--|--|--|--|--|---|--|---|
| Date of Creation of encumbrance  | 30-03-2017   | 07-08-2019   | 04-10-2019   | 29-03-2018   | 26-11-2019  | 10-10-2019   | 18-09-2015  |
| 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 and other covenant  | Pledge   | Pledge   | Pledge   | Pledge  | Pledge   | Pledge  |
| No. of shares encumbered   | 11,500,000   | 9,600,000  | 32,233,000   | 4,319,000  | 55,350,000  | 29,425,000   | 19,000,000  |
| % of shares encumbered   | 0.60   | 0.50   | 1.68   | 0.22   | 2.88  | 1.53   | 0.99  |
| Specific details about the encumbrance   |  |  |  |  |   |  |   |
| Name of the entity in whose favour shares encumbered (X)   | IndusInd Bank Ltd  | IDBI Trusteeship Services Limited  | RBL Bank Ltd   | RBL Bank Ltd   | Axis Finance Ltd.   | Axis Finance Ltd.  | IFCI Ltd.   |
| 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;  | Scheduled Commercial Bank  | Scheduled Commercial Bank  | NBFC  | NBFC   | NBFC  |
| 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>                         | <i>Listed company and its group companies (if any) –</i>            |
|  | 1. Future Corporate Resources Private Limited<br>2. Ryka Commercial Ventures Private Limited<br>3. Central Departmental Stores Private Limited<br>4. Future Capital Investment Private Limited | 1. Future Corporate Resources Private Limited<br>2. Future Capital Investment Private Limited<br>3. Ryka Commercial Ventures Private Limited | 1. Future Corporate Resources Private Limited<br>2. Ryka Commercial Ventures Private Limited<br>3. Central Departmental Stores Private Limited<br>4. Future Capital Investment Private Limited | 1. Future Corporate Resources Private Limited<br>2. Ryka Commercial Ventures Private Limited<br>3. Central Departmental Stores Private Limited<br>4. Future Capital Investment Private Limited | 1 Future Capital Investment Pvt. Ltd.<br>2. Future Outdoor Media Solution Limited | 1 Future Capital Investment Pvt. Ltd.<br>2. Future Corporate Resources Pvt. Ltd. | 1 Future Capital Investment Pvt. Ltd.<br>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   |
| 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  | No   | No   | No  | No   | No  |
| 1. Name of the issuer  | NA   | FLFL Lifestyle Brands Limited  | NA   | NA   | NA  | NA   | NA  |
| 2. Details of the debt instrument  | NA   | Non-Convertible Debentures   | NA   | NA   | NA  | NA   | NA  |
| 3. Whether the debt instrument is listed on stock exchanges?   | NA   | NA   | NA   | NA   | NA  | NA   | NA  |
| 4. Credit Rating of the debt instrument  | NA   | NA   | NA   | NA   | NA  | NA   | NA  |
| 5. ISIN of the instrument  | NA   | NA   | NA   | NA   | NA  | NA   | NA  |
| Security Cover / Asset Cover   |  |  |  |  |   |  |   |
| Value of shares on the date of event / agreement (A)   | 333,500,000  | 269,760,000  | 786,800,000  | 400,040,000  | 1,419,200,000   | 341,040,000  | 647,588,031   |
| Amount involved (against which shares have been encumbered) (B)  | 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   |
| Ratio of A / B   | 0.27   | 0.06   | 0.39   | 6.00   | 1.42  | 0.68   | 0.22  |
| 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  | Yes   |
| (b) For the benefit of listed company  |  |  |  |  |   |  |   |
| Provide details including amount, purpose of raising money by  |  |  |  |  |   |  |   |
| (c) Any other reason (please specify)  | 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 |



| Encumbrance Serial Number  | 21   | 22  | 23  | 24  | 25  | 26   | 27   |
|--|--|---|---|---|---|--|--|
| Date of Creation of encumbrance  | 31-10-2019   | 19-12-2019  | 19-12-2019  | 14-10-2019  | 20-11-2019  | 16-11-2015   | 10-01-2019   |
| 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 and other covenant  | Pledge  | Pledge  | Pledge  | Pledge  | Pledge   | Pledge   |
| No. of shares encumbered   | 253,800  | -   | -   | 3,770,547   | -   | 4,441,902  | 146,578,500  |
| % of shares encumbered   | 0.01   | -   | -   | 0.20  | -   | 0.23   | 7.63   |
| Specific details about the encumbrance   | Kotak Mahindra Prime Ltd   | Catalyst Trusteeship Services Ltd.  | Catalyst Trusteeship Services Ltd.  | BNP Paribas Ltd   | BNP Paribas Ltd   | Axis Bank Ltd  | Vistra ITCL (India) Limited  |
| Name of the entity in whose favour shares encumbered (X)   | NBFC   | Entity X is not scheduled commercial bank; Debenture Trustee;   | Entity X is not scheduled commercial bank; Debenture Trustee;   | NBFC  | NBFC  | Scheduled Commercial Bank  | Entity X is not scheduled commercial bank; Debenture Trustee;  |
| 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.                     |  |   |   |   |   |  |  |
| Names of all other entities in the agreement   | Listed company and its group companies (if any) –<br>1 Future Capital Investment Pvt. Ltd. | Listed company and its group companies (if any) –<br>1. Future Corporate Resources Private Limited<br>2. Ryka Commercial Ventures Private Limited<br>3. Central Departmental Stores Private Limited<br>4. Future Capital Investment Private Limited | Listed company and its group companies (if any) –<br>1. Future Corporate Resources Private Limited<br>2. Ryka Commercial Ventures Private Limited<br>3. Central Departmental Stores Private Limited<br>4. Future Capital Investment Private Limited | Listed company and its group companies (if any) –<br>1. Future Corporate Resources Private Limited<br>2. Ryka Commercial Ventures Private Limited<br>3. Central Departmental Stores Private Limited<br>4. Future Capital Investment Private Limited | Listed company and its group companies (if any) –<br>1. Future Corporate Resources Private Limited<br>2. Ryka Commercial Ventures Private Limited<br>3. Central Departmental Stores Private Limited<br>4. Future Capital Investment Private Limited | Listed company and its group companies (if any) –<br>1. Future Corporate Resources Pvt. Ltd. | Listed company and its group companies (if any) –<br>1. Future Capital Investment Private Limited<br>2. Future Corporate Resources 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  |
| 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  | No   | Yes  |
| 1. Name of the issuer  | NA   | Future Corporate Resources Pvt. Ltd.  | Future Capital Investment Pvt. Ltd.   | NA  | NA  | NA   | Future Capital Investment Private Limited  |
| 2. Details of the debt instrument  | NA   | Non-Convertible Debentures  | Non-Convertible Debentures  | NA  | NA  | NA   | Non Convertible Debentures   |
| 3. Whether the debt instrument is listed on stock exchanges?   | NA   | NA  | NA  | NA  | NA  | NA   | No   |
| 4. Credit Rating of the debt instrument  | NA   | NA  | NA  | NA  | NA  | NA   | NA   |
| 5. ISIN of the instrument  | NA   | INE241Z07032  | INE708Z07014  | NA  | NA  | NA   | INE708Z07048   |
| Security Cover / Asset Cover   | 374,373,540  | 535,697,400   | 127,547,000   | 473,318,162   | 327,681,838   | 119,391,844  | 3,781,725,300  |
| Value of shares on the date of event / agreement (A)   |  |   |   |   |   |  |  |
| Amount involved (against which shares have been encumbered) (B)  | 187,500,000  | 4,000,000,000   | 2,500,000,000   | 650,000,000   | 450,000,000   | 360,000,000  | 4,900,000,000  |
| Ratio of A / B   | 2.00   | 0.13  | 0.05  | 0.73  | 0.73  | 0.33   | 0.77   |
| 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  | Yes  |
| (b) For the benefit of listed company  |  |   |   |   |   |  |  |
| Provide details including amount, purpose of raising money by  |  |   |   |   |   |  |  |
| (c) Any other reason (please specify)  | General Corporate Purposes   | Refinancing of existing debt/liabilities  | Refinancing of existing debt/liabilities  | Repayment of Loans/Investments  | Repayment of Loans/Investments  | General Corporate Purposes   | General Corporate Purposes   |

Signature of Authorised Signatory:



Place: Mumbai

Date: 24/12/2019

Page No. 5