

FUTURE CAPITAL INVESTMENT PRIVATE LIMITED

10th February, 2020

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 Jogeshwari Vikhroli 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	88.82
Whether encumbered share is 50% or more of promoter shareholding	YES
Whether encumbered share is 20% or more of total share capital	YES

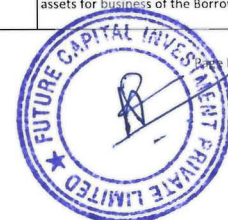


Details of all the existing events/ agreements pertaining to encumbrance

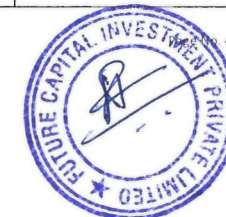
Encumbrance Serial Number	1	2	3	4	5	6
Date of Creation of encumbrance	30-06-2016	13-01-2020	20-12-2019	24-12-2019	06-09-2018	21-01-2020
Type of encumbrance (pledge, lien, negative lien, non-disposal undertaking etc. or any other covenant, transaction, condition or arrangement in the nature of encumbrance)	Pledge	Pledge	Pledge	Pledge	Pledge	Pledge
No. of shares encumbered	2,640,000	90,844,724	169,042,114	3,500,000	9,400,000	-
% of shares encumbered	0.14	4.73	8.80	0.18	0.49	-
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) – 1 Future Capital investment Pvt Ltd	Listed company and its group companies (if any) – 1 Future Capital investment Pvt Ltd	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	Listed company and its group companies (if any) – 1. Future Corporate Resources Private Limited 2. Future Capital Investment Private Limited 3. Central Departmental Stores Private Limited	Listed company and its group companies (if any) – 1. Future Corporate Resources Private Limited 2. Future Capital Investment Private Limited 3. Central Departmental Stores Private Limited	Listed company and its group companies (if any) – 1. Future Corporate Resources Private Limited 2. Future Capital Investment Private Limited 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	INE241207040
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 Date of Creation of encumbrance	7 31-10-2019	8 04-11-2019	9 02-01-2018	10 22-10-2019	11 24-12-2019	12 24-12-2019	13 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	-	52,549,134	36,915,000
% of shares encumbered	-	1.46	1.70	0.30	-	2.74	1.92
Specific details about the encumbrance							
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. Avendus 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	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 Other entities (if any) –	Listed company and its group companies (if any) – 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 Other entities (if any) –	Listed company and its group companies (if any) – 1. Future Corporate Resources Private Limited 2. Future Capital Investment Private Limited Other entities (if any) –	Listed company and its group companies (if any) – 1. Future Capital Investment Private Limited Other entities (if any) –	Listed company and its group companies (if any) – 1. Future Capital Investment Private Limited Other entities (if any) –	Listed company and its group companies (if any) – 1. Future Capital Investment Private Limited Other entities (if any) –	Listed company and its group companies (if any) – 1. Future Corporate Resources Private Limited 2. Ryka Commercial Ventures Private Limited 3. Future Capital Investment Private Limited Other entities (if any) –
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
Security Cover / Asset Cover							
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
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)	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 Date of Creation of encumbrance	14 30-03-2017	15 07-08-2019	16 04-10-2019	17 29-03-2018	18 07-02-2020	19 10-10-2019	20 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	56,450,000	29,425,000	19,000,000
% of shares encumbered	0.60	0.50	1.68	0.22	2.94	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	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 Other entities (if any) –	Listed company and its group companies (if any) – 1. Future Corporate Resources Private Limited 2. Future Capital Investment Private Limited 3. Ryka Commercial Ventures Private Limited Other entities (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 Other entities (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 Other entities (if any) –	Listed company and its group companies (if any) – 1. Future Capital Investment Pvt. Ltd. 2. Future Outdoor Media Solution Limited Other entities (if any) –	Listed company and its group companies (if any) – 1. Future Capital Investment Pvt. Ltd. 2. Future Corporate Resources Pvt. Ltd. Other entities (if any) –	Listed company and its group companies (if any) – 1. Future Capital Investment Pvt. Ltd. 2. Future Brands Limited Other entities (if any) –
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 Date of Creation of encumbrance	21 31-10-2019	22 19-12-2019	23 19-12-2019	24 14-10-2019	25 20-11-2019	26 16-11-2015	27 13-01-2020
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	187,352,500
% of shares encumbered	0.01	-	-	0.20	-	0.23	9.75
Specific details about the encumbrance Name of the entity in whose favour shares encumbered (X)	Kotak Mahindra Prime Ltd	Catalyst Trusteeship Services Ltd.	Catalyst Trusteeship Services Ltd.	BNP Paribas Ltd	BNP Paribas Ltd	Axis Bank Ltd	Vistra IFCL (India) 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.	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;
Names of all other entities in the agreement	Listed company and its group companies (if any) – 1 Future Capital Investment Pvt. Ltd. Other entities (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 Other entities (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 Other entities (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 Other entities (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 Other entities (if any) –	Listed company and its group companies (if any) – 1. Future Corporate Resources Pvt. Ltd. Other entities (if any) –	Listed company and its group companies (if any) – 1. Future Capital Investment Private Limited 2. Future Corporate Resources Private Limited Other entities (if any) –
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	INE241207032	INE708207014	NA	NA	NA	INE708207048
Security Cover / Asset Cover Value of shares on the date of event / agreement (A)	374,373,540	535,697,400	127,547,000	473,318,162	327,681,838	119,391,844	3,781,725,300
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 Authorized Signatory:



Place: Mumbai
Date: 10/02/2020