

FUTURE CAPITAL INVESTMENT PRIVATE LIMITED

16th October, 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 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 | 81.26% |
| 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 Date of Creation of encumbrance | 1 30-06-2016 | 2 05-04-2017 | 3 31-03-2017 | 4 10-10-2019 | 5 06-09-2018 | 6 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 | 48,450,000 | 119,548,838 | 5,683,000 | 9,400,000 | 28,500,000 |
| % of shares encumbered | 0.14 | 2.52 | 6.22 | 0.30 | 0.49 | 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 | 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 | INE241Z0704C |
| 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 |



| Encumbrance Serial Number Date of Creation of encumbrance | 7 31-03-2017 | 8 13-04-2018 | 9 02-01-2018 | 10 05-01-2015 | 11 10-10-2019 | 12 26-03-2018 | 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 | 15,251,421 | 20,472,144 | 32,685,031 | 2,050,000 | 15,623,934 | 36,915,200 | 36,915,000 |
| % of shares encumbered | 0.79 | 1.07 | 1.70 | 0.11 | 0.81 | 1.92 | 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 | 14 | 15 | 16 | 17 | 18 | 19 | 20 |
|--|--|--|--|--|---|--|---|
| Date of Creation of encumbrance | 30-03-2017 | 07-08-2019 | 04-10-2019 | 29-03-2018 | 10-10-2019 | 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 | 54,350,000 | 29,425,000 | 19,000,000 |
| % of shares encumbered | 0.60 | 0.50 | 1.68 | 0.22 | 2.83 | 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) – |
| 1 | 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 | 333,500,000 | 269,760,000 | 786,800,000 | 400,040,000 | 1,419,200,000 | 341,040,000 | 647,588,031 |
| Value of shares on the date of event / agreement (A) | | | | | | | |
| 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 10-10-2019 | 22 21-12-2018 | 23 21-12-2018 | 24 14-10-2019 | 25 22-03-2018 | 26 16-11-2015 | 27 10-01-19 |
|--|--|---|---|---|---|--|--|
| 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 | 21,872,400 | 7,895,840 | 3,384,160 | 3,770,547 | 1,364 | 4,441,902 | 146,578,500 |
| % of shares encumbered | 1.14 | 0.41 | 0.18 | 0.20 | 0.00 | 0.23 | 7.63 |
| 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 ITCL (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. | 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. 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. 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. 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 Pvt. Ltd. | Listed company and its group companies (if any) – 1. Future Capital Investment Private Limited 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) – |
| 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 Authorised Signatory:

Place: Mumbai
Date: 16/10/2019

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