

FUTURE CAPITAL INVESTMENT PRIVATE LIMITED

16th July, 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 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 – 843,183,098 % of total share capital - 43.89%
Encumbered shares as a % of promoter shareholding	92.29
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
Date of Creation of encumbrance	30/06/2016	13/01/2020	20/12/2019	25/02/2020	04/11/2019
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	Pledge	Pledge	Pledge	Pledge and other covenant
No. of shares encumbered	26,40,000	9,08,44,724	16,90,42,114	45,65,000	2,80,72,144
% of shares encumbered	0.14	4.73	8.80	0.24	1.46
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.	Yes 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	Entity X is not scheduled commercial bank; Debenture Trustee;	Entity X is not scheduled commercial bank; Debenture Trustee;	NBFC	Scheduled Commercial Bank
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. 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) –	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
1. Name of the issuer	NA	Future Corporate Resources Pvt. Ltd.	Future Corporate Resources Pvt. Ltd.	NA	NA
2. Details of the debt instrument	NA	Non-Convertible Debentures	Non-Convertible Debentures	NA	NA
3. Whether the debt instrument is listed on stock exchanges?	NA	No	No	NA	NA
4. Credit Rating of the debt instrument	NA	PPMLD BBB (Outlook Negative)	NA	NA	NA
5. ISIN of the instrument	NA	INE370I07233, INE370I07241	INE370I07266, INE370I07258, INE370I07290, INE370I07282	NA	NA
Security Cover / Asset Cover					
Value of shares on the date of event / agreement (A)	4,72,00,000	2,34,06,00,000	2,96,67,11,186	22,03,40,000	65,62,31,822
Amount involved (against which shares have been encumbered) (B)	50,00,00,000	4,03,20,00,000	6,00,00,00,000	25,00,00,000	2,84,14,01,544
Ratio of A / B	0.09	0.58	0.49	0.88	0.23
End use of money					
Borrowed amount to be utilized for what purpose –					
(a) Personal use by promoters and PACs	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	Purchase of movable fixed assets for business of the Borrower

Encumbrance Serial Number	6	7	8	9	10	11
Date of Creation of encumbrance	02/01/2018	22/10/2019	24/12/2019	29/02/2020	30/03/2017	07/08/2019
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	Pledge	Pledge	Pledge and other covenant	Pledge and other covenant	Pledge
No. of shares encumbered	3,26,85,031	58,00,000	3,45,49,134	4,78,84,000	1,15,00,000	96,00,000
% of shares encumbered	1.70	0.30	1.80	2.49	0.60	0.50
Specific details about the encumbrance	Catalyst Trusteeship Limited-L&T Finance Ltd	IDBI Trusteeship Services Ltd. Aventus Finance	Clix Capital Services Private Limited	IndusInd Bank Ltd	IndusInd Bank Ltd	IDBI Trusteeship Services Limited
Name of the entity in whose favour shares encumbered (X)	Entity X is not scheduled commercial bank; Debenture Trustee;	Entity X is not scheduled commercial bank; Debenture Trustee;	NBFC	Scheduled Commercial Bank	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) – 1. Future Corporate Resources Private Limited 2. Future Capital Investment Private Limited	Listed company and its group companies (if any) – 1. Future Capital Investment Private Limited	Listed company and its group companies (if any) – 1. 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. 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. Future Capital Investment Private Limited 3. Ryka Commercial Ventures 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) –
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	Yes
1. Name of the issuer	NA	NA	NA	NA	NA	FLFL Lifestyle Brands Limited
2. Details of the debt instrument	NA	NA	NA	NA	NA	Non-Convertible Debentures
3. Whether the debt instrument is listed on stock exchanges?	NA	NA	NA	NA	NA	NA
4. Credit Rating of the debt instrument	NA	NA	NA	NA	NA	NA
5. ISIN of the instrument	NA	NA	NA	NA	NA	NA
Security Cover / Asset Cover	1,22,08,44,974	20,58,00,000	1,13,20,80,000	1,03,15,50,000	33,35,00,000	26,97,60,000
Value of shares on the date of event / agreement (A)						
Amount involved (against which shares have been encumbered) (B)	1,75,00,00,000	1,15,00,00,000	58,00,00,000	2,00,00,00,000	1,23,10,69,934	4,50,00,00,000
Ratio of A / B	0.70	0.18	#REF!	0.52	0.27	0.06
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)	Refinancing of existing debt and general corporate purposes	Refinancing of existing facility and general corporate purpose.	Refinancing of existing debt and general corporate purposes	To finance purchase of movable assets for business of the Borrower	For payment of business and deposit.	Payment of obligations owed by Affiliate entity.

Encumbrance Serial Number	12	13	14	15	16	17
Date of Creation of encumbrance	04/10/2019	03/03/2020	20/02/2020	10/10/2019	18/09/2015	31/10/2019
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	Pledge	Pledge	Pledge	Pledge	Pledge and other covenant
No. of shares encumbered	3,22,33,000	53,54,000	6,29,50,000	2,94,25,000	1,90,00,000	2,53,800
% of shares encumbered	1.68	0.28	3.28	1.53	0.99	0.01
Specific details about the encumbrance						
Name of the entity in whose favour shares encumbered (X)	RBL Bank Ltd	RBL Bank Ltd	Axis Finance Ltd.	Axis Finance Ltd.	IFCI Ltd.	Kotak Mahindra Prime 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	NBFC	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>
	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	1. Future Capital Investment 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
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
1. Name of the issuer	NA	NA	NA	NA	NA	NA
2. Details of the debt instrument	NA	NA	NA	NA	NA	NA
3. Whether the debt instrument is listed on stock exchanges?	NA	NA	NA	NA	NA	NA
4. Credit Rating of the debt instrument	NA	NA	NA	NA	NA	NA
5. ISIN of the instrument	NA	NA	NA	NA	NA	NA
Security Cover / Asset Cover						
Value of shares on the date of event / agreement (A)	78,68,00,000	40,00,40,000	1,41,92,00,000	34,10,40,000	64,75,88,031	37,43,73,540
Amount involved (against which shares have been encumbered) (B)	2,00,00,00,000	6,66,60,000	1,00,00,00,000	50,00,00,000	3,00,00,00,000	18,75,00,000
Ratio of A / B	0.39	6.00	1.42	0.68	0.22	2.00
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)	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	General Corporate Purposes

Encumbrance Serial Number	18	19
Date of Creation of encumbrance	16/11/2015	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	Pledge
No. of shares encumbered	44,41,902	18,73,52,500
% of shares encumbered	0.23	9.75
Specific details about the encumbrance		
Name of the entity in whose favour shares encumbered (X)	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.	Scheduled Commercial Bank	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>
	1. Future Corporate Resources Pvt. Ltd.	1. Future Capital Investment Private Limited 2. Future Corporate Resources Private Limited
	<i>Other entities (if any) –</i>	<i>Other entities (if any) –</i>
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
1. Name of the issuer	NA	Future Capital Investment Private Limited
2. Details of the debt instrument	NA	Non Convertible Debentures
3. Whether the debt instrument is listed on stock exchanges?	NA	No
4. Credit Rating of the debt instrument	NA	NA
5. ISIN of the instrument	NA	INE708207048
Security Cover / Asset Cover	11,93,91,844	3,78,17,25,300
Value of shares on the date of event / agreement (A)		
Amount involved (against which shares have been encumbered) (B)	36,00,00,000	4,90,00,00,000
Ratio of A / B	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
(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	General Corporate Purposes

Note: The entries have been removed from this disclosure where shares have been Invoked/Released and the disclosure for the same have already been given to the Stock Exchanges.

Signature of Authorised
Signatory



Place: Mumbai

Page No. 5