

FUTURE CAPITAL INVESTMENT PRIVATE LIMITED

18th 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
Encumbered shares as a % of promoter shareholding	% of total share capital - 46.29% 89.10
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		1	2	3	4	5	6
Encumbrance Serial Number	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							
% of shares encumbered		2,640,000 0.14	90,844,724 4.73	169,042,114 8.80	3,500,000 0.18	9,400,000 0.49	
Specific details about the encumbrance	Name of the entity in whose favour shares encumbered (X)	RBL Bank Ltd. Scheduled Commercial Bank	Vistra ITCL India Ltd Entity X is not scheduled commercial bank; Debenture Trustee;	Vistra ITCL India Ltd Entity X is not scheduled commercial bank; Debenture Trustee;	Ambit Finvest Pvt. Ltd. NBFC	RattanIndia Finance Pvt Ltd NBFC	IDBI Trusteeship Services Limited 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) – I Future Capital Investment Pvt Ltd	Listed company and its group companies (if any) – I Future Capital Investment Pvt Ltd	Listed company and its group companies (if any) – I. 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) – I. 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) – I. 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) – I. Future Corporate Resources Private Limited 2. Future Capital Investment Private Limited 3. Central Departmental Stores Private Limited
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	Other entities (if any) – Yes	Other entities (if any) – Yes	Other entities (if any) – No	Other entities (if any) – No	Other entities (if any) – 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		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)			4,032,000,000	6,000,000,000	250,000,000	575,000,000	1,350,000,000
Amount involved (against which shares have been encumbered) (B)		500,000,000					
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	7	8	9	10	11	12	13
Date of Creation of encumbrance	31-10-2019	04-11-2019	02-01-2018	22-10-2019	24-12-2019	24-12-2019	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	-	26,072,144	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	Yes Bank Ltd.	Yes Bank Ltd.	Catalyst Trusteehip Limited-&T Finance Ltd	IDBI Trusteehip Services Ltd.	Click Finance India Private Limited	Click Capital Services Private Limited	Indusind Bank Ltd
Name of the entity in whose favour shares encumbered (X)	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
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) –	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. Baurat 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
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	656,364,264	656,231,822	1,220,844,974	205,800,000	899,515,500	1,132,080,000	1,031,550,000
Value of shares on the date of event / agreement (A)	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
(B) Amount involved (against which shares have been encumbered)	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							
(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

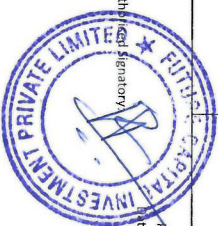


Encumbrance Serial Number	14	15	16	17	18	19	20
Date of Creation of encumbrance	30-03-2017	07-08-2019	04-10-2019	29-03-2018	17-02-2020	10-10-2019	18-05-2015
Type of encumbrance (pledge, lien, negative lien, non-disposal undertaking etc. or any other covenant, transaction, condition or arrangement in the 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	58,950,000	29,425,000	19,000,000
% of shares encumbered	0.60	0.50	1.68	0.22	3.07	1.53	0.99
Specific details about the encumbrance	Industrial Bank Ltd	IDBI Trusteeship Services Limited	RBL Bank Ltd	RBL Bank Ltd	Axis Finance Ltd	Axis Finance Ltd	IFCI Ltd
Name of the entity in whose favour shares encumbered (X)	Scheduled Commercial Bank	Entity X is not scheduled commercial bank; Debenture Trustee;	Scheduled Commercial Bank	Scheduled Commercial Bank	NBFC	NBFC	NBFC
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) –	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 Corporate Resources 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
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	Other entities (if any) –
1. Name of the issuer	NA	FUFL 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)	1,231,059,934	4,500,000,000	2,900,000,000	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	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	187,552,500
% of shares encumbered	0.01	-	-	0.20	-	0.23	5.75
Specific details about the encumbrance	Kotak Mahindra Prime Ltd	Catalyst Trusteeship Services Ltd.	Catalyst Trusteeship Services Ltd.	BHP Paribas Ltd	BHP Paribas Ltd	Axis Bank Ltd	Vistra FCL (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) -	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.	1. Future Capital Investment Private Limited 2. Future Corporate Resources Private Limited
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	371,373,540	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)	187,500,000	4,000,000,000	2,500,000,000	650,000,000	450,000,000	360,000,000	4,900,000,000
Amount involved (against which shares have been encumbered) (B)	2,00	0.13	0.05	0.73	0.73	0.33	0.77
Ratio of A / B							
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	General Corporate Purposes	Refinancing of existing debt/indebilities	Refinancing of existing debt/indebilities	Repayment of Loans/Investments	Repayment of Loans/Investments	General Corporate Purposes	General Corporate Purposes
(c) Any other reason (please specify)							

Signature of Authorized Signatory



Place: Mumbai
Date: 18/02/2020