FUTURE CAPITAL INVESTMENT PRIVATE LIMITED

10th October, 2019

To,

Dept. of Corporate Services (CRD) BSE Limited Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai- 400 001 Fax Nos.: 22723121 / 22722037 / 22722039 / 22722041 / 22722061 / 22723719 / 22721082

Listing Department The National Stock Exchange of India Limited Exchange Plaza, Bandra- Kurla Complex, Bandra (East), Mumbai- 400 051 Fax Nos. 26598237 / 26598238

BSE Scrip Code: 533400

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	BSE Limited				
company are listed	National Stock Exchange of India Limited				
Name of the promoter(s) / PACs whose shares have been	Future Capital Investment Private Limited				
encumbered	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	79.47%				
Whether encumbered share is 50% or more of promoter	YES				
shareholding					
Whether encumbered share is 20% or more of total share capital	YES				



Page No. 1

Details of all the existing events/ agreements pertaining to encumbrance

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Details of all the existing events/ agreements pertaining to enco							
Encumbrance Serial Number	1	2	3	4	5	6	
Date of Creation of encumbrance	30/06/2016	05/04/2017	31/03/2017	31/07/2018	06/09/2018	19/09/2018	
Type of encumbrance (pledge, lian, negative lien, non-disposal							
undertaking etc. or any other covenant, transaction, condition or	Pledge	Diadaa	Pledge	Pledge	Pledge	Pledge	
arrangement in the nature of encumbrance)	Pleage	Pledge	Piedge	Piedge	Fiedge	Fieuge	
analigement in the nature of enclambrance,							
No. of shares encumbered	2,640,000	48,450,000	119,548,838	4,821,000	9,400,000	28,500,000	
% of shares encumbered	0.14	2.52	6.22	0.25	0.49	1.48	
Specific details about the encumbrance				Analytic Conversion of the	RattanIndia Finance Pvt Ltd	IDBI Trusteeship Services Limited	
Name of the entity in whose favour shares encumbered (X)	RBL Bank Ltd.	Vistra ITCL India Ltd	Vistra ITCL India Ltd	Amblt Finvest Pvt. Ltd.	Rattanindia Finance PVt Ltd	IDBI Trusteeship services climited	
Whether the entity X is a scheduled commercial bank, public	Scheduled Commercial Bank	ntity X is not scheduled Entity X is not scheduled NBFG		NBFC	NBFC	Entity X is not scheduled	
financial institution, NBFC or housing finance company? If No,		commercial bank;	commercial bank;			commercial bank;	
provide the nature of the business of the entity.		Debenture Trustee;	Debenture Trustee;			Debenture Trustee;	
Names of all other entities in the agreement	Listed company and its graup	Listed company and its group	Listed company and its group	Listed company and its graup	Listed company and its group	Listed company and its graup	
Manes of an other entities in the agreement	companies (if any)	companies (if any) –	campanies (if any) –	companies (if any) –	companies (if any) –	companies (if any)	
	companies (ij any) -	companies (i) any) -	companies (j any) –	companies (j) uniy) -	companies (ij any) =		
	1 Future Capital investment Pvt Ltd	1 Future Capital investment Pvt Ltd		1. Future Corporate Resources	1. Future Corporate Resources	1. Future Corporate Resources	
			Private Limited	Private Limited	Private Limited	Private Limited	
				2. Future Capital Investment	2. Future Capital Investment	2. Future Capital Investment	
				Private Limited	Private Limited	Private Limited	
				3.Central Departmental Stores	3.Central Departmental Stores	3.Central Departmental Stores	
				Private Limited	Private Limited	Private Limited	
			4. 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)	
	1			1	1	1	
Whether the encumbrance is relating to any debt instruments	No	Yes	Yes	No	No	Yes	
viz. debenture, commercial paper, certificate of deposit etc.? If							
yes, provide details about the instrument, including credit rating							
yes, provide details about the instrument, including credit rating							
						P. J. C. S. D. J.	
1. Name of the issuer	NA	Future Corporate Resources Pvt.	Future Corporate Resources Pvt.	NA	NA	Future Corporate Resources Pvt.	
		Ltd.	Ltd.			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	
st threater the dest hist allow is instea on stock exchanges.	100						
4. Credit Rating of the debt instrument	NA	PPMLD BBB (Outlook Negative)	NA	NÁ	NA	NA	
5. ISIN of the instrument	NA	INE370I07233, INE370I07241	INE370107266, INE370107258,	NA	NA	INE241Z07040	
		-	INE370107290, INE370107282				
Security Cover / Asset Cover						700,070,000	
	47,200,000	2,340,600,000	2,966,711,186	220,340,000	700,260,000	/00,070,000	
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	100,070,000	
Amount involved (against which shares have been encumbered)	47,200,000	2,340,600,000 4,032,000,000	2,966,711,186	220,340,000 250,000,000	700,260,000	1,350,000,000	
Amount involved (against which shares have been encumbered) (B)	500,000,000	4,032,000,000	6,000,000,000	250,000,000	\$75,000,000	1,350,000,000	
Amount involved (against which shares have been encumbered) (B) Ratio of A / B						1,350,000,000	
Amount involved (against which shares have been encumbered) (B) Ratio of A / B End use of money	500,000,000	4,032,000,000	6,000,000,000	250,000,000	\$75,000,000	1,350,000,000	
Amount involved (against which shares have been encumbered) (B) Ratio of A / B	500,000,000	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) Ratio of A / B End use of money	500,000,000	4,032,000,000	6,000,000,000	250,000,000	\$75,000,000	1,350,000,000	
Amount involved (against which shares have been encumbered) (B) Ratio of A / B End use of money Borrowed amount to be utilized for what purpose –	500,000,000	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) Ratio of A / B End use of money Borrowed amount to be utilized for what purpose – (a) Personal use by promoters and PACs	500,000,000	4,032,000,000	6,000,000,000	250,000,000	575,000,000	1,350,000,000 0.52 Yes	
Amount involved (against which shares have been encumbered) (B) Ratio of A / B End use of money Borrowed amount to be utilized for what purpose – (a) Personal use by promoters and PACs (b) For the benefit of listed company	500,000,000	4,032,000,000 0.58 Yes	6,000,000,000	250,000,000 0.88 Yes	575,000,000	1,350,000,000 0.52 Yes Towards Working Capital	
Amount involved (against which shares have been encumbered) (B) Ratio of A / B End uso of money Borrowed amount to be utilized for what purpose – (a) Personal use by promoters and PACs (b) For the benefit of listed company Provide details including amount, purpose of raising money by	500,000,000 0.09 Yes	4,032,000,000 0.58 Yes	6,000,000,000 0.49 Yes	250,000,000 0.88 Yes	575,000,000 1.22 Yes	1,350,000,000 0.52 Yes	



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Details of all the existing events/ agreements pertaining to encu	mbrance						
Encumbrance Serial Number	7	8	9	10	11	12	13
Date of Creation of encumbrance	31/03/2017	13/04/2018	02/01/2018	05/01/2015	18/08/2017	26/03/2018	30/03/2019
Type of encumbrance (pledge, lieu, 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	12,476,934	36,925,200	36,915,000
% of shares encumbered	0.79	1.07	1.70		0.65	1.92	1.92
Specific details about the encumbrance	Yes Bank Ltd.	Yes Bank Ltd.	Catalyst Trusteeship Limited-L&T	IDBI Trusteeship Services Ltd.	Clix Finance India Private Limited	Clix Capital Services Private Limited	Indusind Bank Ltd
Name of the entity in whose favour shares encumbered (X)			Finance Ltd	Avendus Finance	NOCC	NBFC	Scheduled Commercial Bank
Whether the entity X is a scheduled commercial bank, public	Scheduled Commercial Bank	Scheduled Commercial Bank	Entity X is not scheduled	Entity X is not scheduled commercial bank;	NBFC	NBrC	Scheduled Commercial Dank
financial institution, NBFC or housing finance company? If No, provide the nature of the business of the entity.			commercial bank; Debenture Trustee;	Debenture Trustee;			
Names of all other entities in the agreement	Listed company and its group companies (if any) –	Listed compony and its group companies (if ony) –	Listed company and its group companies (if any) –	Listed compony ond its group companies (if any) –	Listed company and its group companies (if any) –	Listed compony ond its group companies (if ony)	Listed company and its group companies (if any)
	Future Corporate Resources Private Limited Arka Commercial Ventures Private Limited A.Central Departmental Stores Private Limited 4. Future Capital Investment Private Limited	1.Basuti Sales and Trading Private Limited 2. Future Corporate Resources Private Limited 3. Ryka Commercial Vontures 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
	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
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) {8}	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	0.5
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							
(r) 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

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Details of all the existing events/ agreements pertaining to encu	mbrance						
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	21/09/2017	04/10/2019	18/09/2015
Type of encumbrance (pledge, lien, negative lien, non-disposal							
undertaking etc. or any other covenant, transaction, condition or	Pledge and other covenant	Pledge	Pledge	Pledge	Pledge	Pledge	Pledge
arrangement in the nature of encumbrance)	Pleage and other covenant	riedge	Fledge	rienge	Tiedge	riedge	r to de
No. of shares encumbered	11,500,000	9,600,000	32,233,000	4,319,000	49,500,000		19,000,000
% of shares encumbered	0.60	0.50	1.68	0.22	2.58	1.22	0.99
Specific details about the encumbrance	Indusind 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)							
Whether the entity X is a scheduled commercial bank, public	Scheduled Commercial Bank	Entity X is not scheduled	Scheduled Commercial Bank	Scheduled Commercial Bank	NBFC	NBFC	NBFC
financial institution, NBFC or housing finance company? If No,		commercial bank;					
provide the nature of the business of the entity.		Debenture Trustee;					
Names of all other entities in the agreement	Listed company and its group	Listed company and its group	Listed company and its group	Listed company ond its group	Listed company and its graup	Listed company and its group	Listed company and its group
	companies (if any) –	companies (if any) –	companies (if any)	companies (if any) –	campanies (if any) –	companies (if any) –	companies (if any)
	1. Future Corporate Resources	1 Future Capital Investment Pvt.	1 Future Capital Investment Pvt.	1 Future Capital Investment Pvt.			
	Private Limited	Private Limited	Private Limited	Private Limited	Ltd.	Ltd.	Ltd.
	2. Ryka Commercial Ventures	2. Future Capital Investment Private		2. Ryka Commercial Ventures	2.Future Outdoor Media Solution	2. Future Corporate Resources Pvt.	2. Future Brands Limited
	Private Limited	Limited	Private Limited	Private Limited	Limited	Ltd.	
	3.Central Departmental Stores	3. Ryka Commercial Ventures	3.Central Departmental Stores	3.Central Departmental Stores			
	Private Limited	Private Limited	Private Limited	Private Limited			
	4. Future Capital Investment Private		4. Future Capital Investment Private	4. Future Capital Investment Private			
	Limited		Limited	Limited			
	Other entities (if any) -	Other entities (if any) -	Other entities (if any)	Other entitles (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.	No	Yes	No	No	No	No	No
debenture, commercial paper, certificate of deposit etc.? If yes,							
provide details about the instrument, including credit rating							
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
				A14	NA	NA	NA
3 Whether the debt instrument is listed on stock exchanges?	NA	NA	NA	NA	NA	INA	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
5 Ish of the instrument							
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)							
					4 000 000 000	500.000.000	3,000,000,000
Amount Involved (against which shares have been encumbered)	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
(8)							
Ratio of A / B	0.27	0.06	0.39	6.00	1.42	0.68	0.22
End use of money			-				
Norrowed 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	Payment of obligations owed by	For payment of business and	For working capital requirement	General Corporate Purposes	For Repayment of existing	Corporate Loan for creation of new
	deposit.	Affiliate entity.	deposit.			promoter group facility	assets and office infrastructure

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Details of all the existing events/ agreements pertaining to encu	mbrance						
Encumbrance Serial Number	21	22	23	24	25	26	27
Date of Creation of encumbrance	22/09/2017	21/12/2018	21/12/2018	07/10/2019	22/03/2018	16/11/2015	1/10/2019
Type of encumbrance (pledge, llen, negative llen, non-disposal							
undertaking etc. or any other covenant, fransaction, condition or					-	at 1.	
arrangement in the nature of encumbrance)	Pledge and other covenant	Pledge	Pledge	Pledge	Pledge	Pledge	Pledge
anangement in the nature of encumurance)							
No. of shares encumbered	20,067,400	7,895,840	3,384,160	4,526,955	1,364	4,441,902	146,578,500
% of shares encumbered	1.04				0.00	0.23	7.63
Specific details about the encumbrance							
Name of the entity in whose favour shares encumbered (X)	Kotak Mahlndra 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	NBFC	Entity X is not scheduled	Entity X is not scheduled	NBFC	NBFC	Scheduled Commercial Bank	Entity X is not scheduled commercial bank;
financial institution, NBFC or housing finance company? If No,		commercial bank;	commercial bank;				Debenture Trustee;
provide the nature of the business of the entity.		Debenture Trustee;	Debenture Trustee;				,
Names of all other entities in the agreement							
names of all other entities in the agreement	Listed company and its group	Listed company and its group	Listed company ond its group	Listed company and its group	Listed company and its group	Listed compony and its group	Listed compony and its group companies (if
	companies (if any) -	componies (if any)	companies (if any) –	companies (if any) –	companies (if ony) ~	companies (if any) –	any) –
	1 Future Capital Investment Pvt.	1. Future Corporate Resources	1. Future Corporate Resouces Pvt.	1 Future Capital Investment Private Limited			
	Ltd.	Private Limited	Private Limited	Private Limited	Private Limited	Ltd.	2. Future Corporate Resources Private
		2. Ryka Commercial Ventures		Limited			
		Private Limited	Private Limited	Private Limited	Private Limited		
		3.Central Departmental Stores	3.Central Departmental Stores	3.Central Departmental Stores	3.Central Departmental Stores		
		Private Limited	Private Limited	Private Limited	Private Limited		
		4. Future Capital Investment Private					
		Limited	Limited	Limited	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.	No	Yes	Yes	No	No	No	Yes
debenture, commercial paper, certificate of deposit etc.? If yes,							
provide details about the instrument, including credit rating							
1. Name of the issuer	NA	Future Corporate Resources Pvt.	Future Capital Investment Pvt. Ltd.	NA	NA	NA	
		Ltd.					Future Capital Investment Private Limited
2 Details of the debt instrument	NA	Non-Convertible Debentures	Non-Convertible Debentures	NA	NA	NA	
		Non-convertible Debentares	Non-convertible pepentares		10		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	374,373,540	535,697,400	127,547,000	473,318,162	327,681,838	119,391,844	2 764 725 200
Value of shares on the date of event / agreement (A)							3,781,725,300
Amount involved (against which shares have been encumbered)	187,500,000	4,000,000,000	2,500,000,000	650,000,000	450,000,000	360,000,000	
/ai	187,500,000	4,000,000,000	2,500,000,000	650,000,000	430,000,000	300,000,000	4,900,000,000
	2.00	0.12	0.07		0.72	0.33	0.77
Ratio of A / B	2.00	0.13	0.05	0.73	0.73	0.33	0.77
Ind 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	Refinancing of existing	Repayment of Loans/Investments	Repayment of Loans/Investments	General Corporate Purposes	General Corporate Purposes
		debt/llabilities	debt/liabilities				

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