FUTURE CONSUMER LIMITED *(Formerly Future Consumer Enterprise Limited)*
Corporate Office : 247 Park, Tower "C", 8th Floor, LBS Marg, Vikhroli (W), Mumbai - 400 083
(T) +91 22 6119 0000 | www.futureconsumer.in
Regd. Office : Knowledge House, Shyam Nagar, Off JVLR, Jogeshwari (East), Mumbai - 400 060
(T) +91 22 6644 2200 | CIN: L52602MH1996PLC192090

23rd May, 2019

To,
Department of Corporate Services
BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street, Mumbai-400 001
Scrip Code: 533400

To,
Listing Department
National Stock Exchange of India Limited
Exchange Plaza,
Bandra Kurla Complex,
Bandra (East), Mumbai-400 051
Scrip Code : FCONSUMER

Dear Sir/Madam,

Pursuant to the provisions of Regulation 30(2) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 **("SEBI Regulations")** and in continuation to our earlier disclosure dated 7th April, 2019 and in accordance to the approval granted by the Shareholders of the Company, please note that the Company has in terms thereof entered into an Investment Agreement with Verlinvest SA **("Verlinvest")** on 22nd May, 2019, for issue of Compulsorily Convertible Debentures **("CCDs")** to Verlinvest, subject however to achieving of the terms and conditions prescribed under the said Investment Agreement. The Investment Agreement executed with Verlinvest does not fall within the ambit of 'Related Party Transactions'. Presently, Verlinvest holds 14,05,13,969 equity shares in the Company constituting 7.32% of the equity share capital of the Company. Verlinvest is not related to any of the Promoter and/or Promoter Group entities of the Company.

Further, please note that the Committee of Directors of the Company (**"Committee"**), has today *inter alia*, considered and approved the following:

1. Allotment of 6,962 compulsorily convertible debentures (**"CCDs"**) and 21,000 CCDs having face value of Rs. 1,00,000/- each to Verlinvest SA (**"Verlinvest"**) and International Finance Corporation (**"IFC"**) respectively on preferential basis, in terms of the approval granted by the Shareholders of the Company at an Extra Ordinary General Meeting held on 8th May, 2019.

The allotment of CCDs has been made by the Company pursuant to receipt an amount of Rs. 69.62 Crore from Verlinvest and Rs. 210 Crore from IFC towards consideration price.

The CCDs issued to Verlinvest and IFC are convertible into equity shares of the Company on the earlier of following events (i) Verlinvest, IFC (as the case may be) electing to convert the CCDs into Equity Shares by issuing a conversion notice to the Company and (ii) the last date falling within 18 months from the date of allotment of CCDs.

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Each CCDs shall entitle Verlinvest, IFC to such number of equity shares of the Company at a conversion price of Rs. 45.02 per equity share.

2. Allotment of 7,000 Warrants having face value of Rs. 1,00,000/- each to Illusie Produkt Private Limited (**"Illusie"**), a promoter group entity, on preferential basis, in terms of the approval granted by the Shareholders of the Company at an Extra Ordinary General Meeting held on 8th May, 2019.

The allotment of Warrants has been made by the Company pursuant to receipt of Rs. 17.50 Crore, being an amount equivalent to 25% of the total consideration price from Illusie.

The Warrants issued to Illusie are convertible into equity shares of the Company at any time before the expiry of 18 months from the date of allotment of the Warrants and each Warrant shall entitle Illusie to such number of equity shares of the Company at a conversion price of Rs. 45.02 per equity share.

Kindly take the aforesaid on record in compliance with the provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and acknowledge receipt.

Yours truly,
For **Future Consumer Limited**

Manoj Gagvani
Company Secretary & Head – Legal