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

29th September, 2018

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,

Sub.: Monetiziation of Investments held in Amar Chitra Katha Private Limited ("ACK").

This has reference to our earlier disclosure dated 8th August,2018 in terms of which investments of the Company held in ACK were proposed to be sold to Griffin Partners Limited. In terms of the nomination made by the proposed purchasers, definitive agreements have been executed today by the Company to sell its stake in ACK to India Special Situations Scheme I (a scheme of India Special Situations Trust an alternative investment fund) **("Purchaser")**, together with other institutional shareholders of ACK also selling their respective holdings in ACK to the said Purchaser.

Upon completion of the aforesaid transaction in accordance to the terms and conditions under the said agreements, the Company shall receive an aggregate consideration of Rs. 44.39 Crore and consequently ACK shall cease to be subsidiary of the Company. Details in respect of the sale of investment of ACK are provided under **Annexure 'A'** hereto.

Further, in terms of the aforesaid, the Company has also agreed to subscribe to 4,977 Compulsory Convertible Debentures **("CCDs")** of ACK amounting to Rs. 49.77 crore in terms of approval of the Board of Directors of the Company dated 8th August,2018, in lieu of and being equivalent to the value of outstanding loans granted by the Company to ACK (including interest accrued thereon). The CCDs shall be convertible at the expiry of three years at the then prevailing fair value of ACK.

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The Company has also entered into Shareholders and Debenture holders Agreement dated 29th September, 2018 with the said Purchaser. The additional important terms and conditions of said Shareholders and Debenture holders Agreement are provided under **Annexure 'B'**.

Kindly take the same 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**
(Formerly known as Future Consumer Enterprise Limited)

Manoj Gagvani
Company Secretary & Head – Legal

Encl: as above

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Disclosure of information pursuant to Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI Circular No. CIR/CFD/CMD/4/2015 dated September 9, 2015

Annexure 'A'

1	The amount and percentage of the turnover or revenue or income and net worth contributed by the subsidiary during the last financial year (As on 31st Macrh,2018)	Consolidated Turnover of ACK was Rs. 3,068.23 lakhs. Consolidated Net Worth of ACK is Rs. -2,660.07 lakhs.
2	Date on which the agreement for sale has been entered into	29th September,2018
3	The expected date of completion of sale/disposal	31st December,2018
4	Consideration received from such sale/disposal	Rs. 44.39 Crore shall be received by the Company towards sale of equity shares of ACK. The Company is also entitled to subscribe to 4,977 CCDs to be issued by ACK in lieu of the outstanding loans granted by the Company (plus interest accrued thereon) to ACK in terms of approval of the Board of Directors of the Company dated 8th August,2018. The CCDs shall be convertible after expiry of 3 years at the then prevailing fair value.
5	Brief details of buyers and whether any of the buyers belong to the promoter/ promoter group/group companies. If yes, details thereof	The Buyer is India Special Situations Scheme I The buyer does not belong to the promoter/ promoter group/group companies of the Company.
6	Whether the transaction would fall within related party transactions? If yes, whether the same is done at "arms length"	No

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Annexure 'B'

1	Name(s) of parties with whom the agreement is entered	Shareholders and Debentureholders Agreement ("SDA") entered by and between the Company, SSG Advisors LLP (acting in its capacity as investment manager for and on behalf of India Special Situations Scheme I) ("Investor") and ACK
2	Purpose of entering into the agreement	To record the terms and conditions agreed between the Shareholders and holders of CCDs.
3	Shareholding, if any, in the entity with whom the agreement is executed	Nil (on completion of the sale of shares held in Amar Chitra Katha Private Limited).
4	Significant terms of the agreement (in brief) special rights like right to appoint directors, first right to share subscription in case of issuance of shares, right to restrict any change in capital structure etc	The additional important terms and conditions of SDA *inter-alia* are as follows: a) The Company shall have right to appoint one Director on the Board of ACK and Investor shall have the right to nominate the remaining directors on the board of Amar Chitra Katha Private Limited. b) The Company has right to vote on few Reserved Matters as provided under the SDA. c) Other customary matters.
5	Whether, the said parties are related to promoter/promoter group/ group companies in any manner. If yes, nature of relationship	SSG Advisors LLP and/or India Special Situations Scheme I, are not related to any of the Promoter and/or Promoter Group entities of the Company. Amar Chitra Katha Private Limited is a subsidiary of the Company.

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6	Whether the transaction would fall within related party transactions? If yes, whether the same is done at "arms length";	The Shareholders and Debenture holders Agreement does not fall within the ambit of 'Related Party Transactions.
7	In case of issuance of shares to the parties, details of issue price, class of shares issued;	Not Applicable
8	any other disclosures related to such agreements, viz., details of nominee on the board of directors of the listed entity, potential conflict of interest arising out of such agreements, etc;	Not Applicable