

**PUBLIC ANNOUNCEMENT UNDER REGULATION 15 (1) OF SEBI (SUBSTANTIAL ACQUISITION OF SHARES AND TAKEOVERS) REGULATIONS, 2011 ("SEBI (SAST) Regulations")**

**FOR THE ATTENTION OF THE SHAREHOLDERS OF FUTURE CAPITAL HOLDINGS LIMITED**

Open Offer for Acquisition of up to 17,788,266 Equity Shares of Future Capital Holdings Limited ("Target Company") from the Shareholders of Target Company by Cloverdell Investment Ltd ("Acquirer") along with Warburg Pincus Private Equity XI, L.P., Warburg Pincus XI Partners, L.P., Warburg Pincus Private Equity XI-B, L.P, WP XI Partners, L.P. and Warburg Pincus Private Equity XI-C, L.P. hereinafter referred to as persons acting in concert ("PAC")

**1. Offer Details**

- i. **Size:** Up to 17,788,266 equity shares of face value of Rs. 10 (Rupees Ten only) each of the Target Company (**Equity Shares**) constituting 26% of the diluted voting share capital of the Target Company ("**Offer Size**")
- ii. **Offer Price/ consideration:** Rs. 162/- (Rupees One Hundred and Sixty Two only) per fully paid up Equity Share
- iii. **Mode of payment (cash/ security):** Cash
- iv. **Type of offer:** Mandatory offer in compliance with regulation 3(1) and 4 of the SEBI (SAST) Regulations

Diluted voting share capital of 68,416,404 shares has been calculated as sum of (a) total fully paid-up equity shares outstanding as of the date of this PA (64,798,484 shares), (b) total employee stock options which may vest by November 30, 2012, and for which equity Shares may be issued during the period of the Offer (531,500 shares); and (c) subscription instrument proposed to be issued to the Acquirer under preferential allotment issue pursuant to the Share Subscription Agreement that can be converted into equity shares during the period of the Offer (3,086,420 shares).

## 2. Transaction which has triggered the open offer obligations (Underlying Transaction)

| Details of Underlying Transaction      |                                                                                                                                                                                                                                                                                                                                                                                                       |                                                                                                                             |                                            |                                                                                                            |                                    |                                       |
|----------------------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------------|--------------------------------------------|------------------------------------------------------------------------------------------------------------|------------------------------------|---------------------------------------|
| Type of Transaction (direct/ indirect) | Mode of Transaction (Agreement/ Allotment/ market purchase)                                                                                                                                                                                                                                                                                                                                           | Shares / Voting rights acquired/ proposed to be acquired                                                                    |                                            | Total Consideration for shares /Voting Rights (VR) acquired (Rs. in Crores)                                | Mode of payment (Cash/ securities) | Regulation which has triggered        |
|                                        |                                                                                                                                                                                                                                                                                                                                                                                                       | Number                                                                                                                      | % vis a vis total equity / voting capital* |                                                                                                            |                                    |                                       |
| Direct                                 | <p>Share Purchase Agreement (“SPA”) entered between the Acquirer, the Sellers (persons listed below in point no. 4), Kishore Biyani and the Target Company for acquisition of shares by the Acquirer from the Sellers</p> <p>Share Subscription Agreement (“SSA”) entered between the Acquirer and the Target Company for issue and allotment of securities to the Acquirer by the Target Company</p> | To range from 29,005,814 Equity Shares to 37,866,419 Equity Shares depending on the terms and conditions of the SPA and SSA | 42.40% to 55.35%                           | Depending on the acquisition size the consideration will range from Rs. 4,698,941,868 to Rs. 6,134,359,878 | Cash                               | 3(1) and 4 of SEBI (SAST) Regulations |

\* percentage shareholding calculated on diluted voting share capital

### 3. Acquirer(s) / PAC

| Details                                                                                     | Acquirer                                                                                        | PAC                                                                                                                                                                                                                                                                                                                       | Total                                                                                    |
|---------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------------------------------------------------------------------|
| Name of Acquirer(s)/ PAC(s)                                                                 | Cloverdell Investment Ltd                                                                       | Warburg Pincus Private Equity XI, L.P., Warburg Pincus XI Partners, L.P., Warburg Pincus Private Equity XI-B, L.P, WP XI Partners, L.P. and Warburg Pincus Private Equity XI-C, L.P. (collectively referred to as the "WP XI Fund" )                                                                                      |                                                                                          |
| Address                                                                                     | c/o Multiconsult Limited, Rogers House, 5, President John Kennedy Street, Port Louis, Mauritius | c/o The Corporation Trust Company, Corporation Trust Center, 1209 Orange Street, Wilmington, Delaware, for all entities except Warburg Pincus Private Equity XI-C, L.P. for which the address is c/o Walkers Corporate Services Limited, Walker House, 87 Mary Street, George Town, Grand Cayman KY1-9005, Cayman Islands | -                                                                                        |
| Name(s) of persons in control/promoters of acquirers/ PAC where Acquirers/PAC are companies | WP XI Fund                                                                                      | The general partner of the WP XI Fund (other than Warburg Pincus Private Equity XI-C, L.P.) is Warburg Pincus XI, L.P.<br>The general partner of Warburg Pincus Private Equity XI-C, L.P. is Warburg Pincus (Cayman) XI, L.P.                                                                                             | -                                                                                        |
| Name of the Group, if any, to which the Acquirer/PAC belongs to                             | Warburg Pincus Group                                                                            | Warburg Pincus Group                                                                                                                                                                                                                                                                                                      | -                                                                                        |
| Pre Transaction shareholding<br>● Number<br>● % of total share capital                      | NIL Shares                                                                                      | NIL Shares                                                                                                                                                                                                                                                                                                                | NIL Shares                                                                               |
| Proposed shareholding after the acquisition of shares which triggered the Open Offer        | May range between 42.40% to 55.35% of the diluted voting share capital of Target Company        | NIL Shares                                                                                                                                                                                                                                                                                                                | May range between 42.40% to 55.35% of the diluted voting share capital of Target Company |
| Any other interest in the Target Company                                                    | NIL                                                                                             | NIL                                                                                                                                                                                                                                                                                                                       | NIL                                                                                      |

#### 4. Details of selling shareholders, if applicable

| Name                             | Part of promoter group (Yes/ No) | Details of shares/ voting rights held by the selling shareholders |                                   |                                                                        |                                                                                         |
|----------------------------------|----------------------------------|-------------------------------------------------------------------|-----------------------------------|------------------------------------------------------------------------|-----------------------------------------------------------------------------------------|
|                                  |                                  | Pre Transaction                                                   |                                   | Post Transaction                                                       |                                                                                         |
|                                  |                                  | Number of shares                                                  | % of diluted voting share capital | Number of shares assuming 26% shares are validly tendered in the Offer | % of diluted voting share capital assuming 26% shares are validly tendered in the Offer |
| Future Value Retail Limited      | Yes                              | 25,000,000                                                        | 36.54%                            | NIL                                                                    | 0.00%                                                                                   |
| Pantaloon Retail (India) Limited | Yes                              | 9,779,999                                                         | 14.29%                            | 8,860,605                                                              | 12.95%                                                                                  |
| <b>Total</b>                     |                                  | <b>34,779,999</b>                                                 | <b>50.84%</b>                     | 8,860,605                                                              | 12.95%                                                                                  |

*Note:*

*In the event that number of shares validly tendered in the Offer is less than the Offer Size, the Sellers would sell such additional equity shares calculated as the difference between (a) the open offer shares i.e. 17,788,266 shares, and (b) the number of equity shares validly tendered under the Open Offer, subject to a maximum of 8,860,605 equity shares*

#### 5. Target Company

- i. **Name:** Future Capital Holdings Limited
- ii. **Registered Office:** 15th Floor, Tower-2, Indiabulls Finance Centre, Senapati Bapat Marg, Elphinstone, Mumbai 400013
- iii. **Exchanges where listed:** The Equity Shares are listed on BSE Limited (scrip code: 532938) and National Stock Exchange of India Limited (scrip symbol: FCH)

## 6. Other details

- i. The Detailed Public Statement pursuant to this Public Announcement and which carries all such other information of the offer including the detailed information of the offer price, detailed information on the Acquirer/ PAC, detailed information on the Target Company, detailed reasons for the offer, statutory approvals for the offer, details of financial arrangement, other terms of the offer, conditions to the offer, conditions precedent to the SPA and SSA, etc. shall be published on or before June 11, 2012 as per the SEBI (SAST) Regulations
- ii. The Acquirer and the PAC undertake that they are aware of and will comply with their obligations under the SEBI (SAST) Regulations
- iii. The Acquirer and PAC have adequate financial resources to meet their obligations under the Offer and have made firm financial arrangements for financing the acquisition of the Equity Shares under the Offer, in terms of Regulation 25(1) under the SEBI (SAST) Regulations
- iv. This PA is not being issued pursuant to a competing offer in terms of regulation 20 of the SEBI (SAST) Regulations. The Offer is not conditional upon any minimum level of acceptance in terms of regulation 19(1) of the SEBI (SAST) Regulations.
- v. Completion of the Offer and the underlying transaction as envisaged under SPA and SSA is subject to receipt of statutory approvals (if any required) and satisfaction of the other conditions precedents set out in the SPA and SSA. The underlying transaction could be completed prior to completion of the Offer

**Issued by the Manager to the Offer on behalf of the Acquirer and PAC**



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Contact Person: Ganesh Rane

**Place: Mumbai**

**Date: June 4, 2012**