CORRIGENDUM TO THE DETAILED PUBLIC STATEMENT DATED JUNE 11, 2012
FOR THE ATTENTION OF THE SHAREHOLDERS OF

FUTURE CAPITAL HOLDINGS LIMITED

Open Offer ("Offer") for acquisition of up to 17,788,266 equity shares of Future Capital Holdings Limited ("Target Company") by Cloverdell Investment Ltd, a private company limited by shares, incorporated under the laws of Mauritius ("Acquirer") along with the following Persons Acting in Concert, 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., each Delaware limited partnerships and Warburg Pincus Private Equity XI-C, L.P., a Cayman Islands exempted limited partnership (collectively referred to as the "PAC").

This corrigendum announcement ("Corrigendum") to the Detailed Public Statement dated June 11, 2012 ("DPS") is being issued by Kotak Mahindra Capital Company Limited ("Manager to the Offer") for and on behalf of Acquirer and the PAC, pursuant to and in accordance with the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and subsequent amendments thereto ("SEBI (SAST) Regulations") to amend and supplement the DPS and is in continuation of and should be read in conjunction with the public announcement issued on June 4, 2012 ("PA") and the DPS, unless otherwise specified.

The shareholders of the Target Company are requested to kindly note the following information related to the Offer:

1. The revised schedule of activities pertaining to the Offer is set forth below:

Activity	Original Schedule		Revised Schedule	
	Date	Day	Date	Day
Date of the PA	June 4, 2012	Monday	June 4, 2012	Monday
Date of publication of the DPS in newspapers	June 11, 2012	Monday	June 11, 2012	Monday
Filing of the draft letter of offer with SEBI along with the soft copies of the PA and this DPS	June 18, 2012	Monday	June 18, 2012	Monday
Last date for public announcement of a competing offer(s) being made	July 2, 2012	Monday	July 2, 2012	Monday
Identified Date*	July 11, 2012	Wednesday	September 20, 2012	Thursday
Date by which Letter of Offer is to be posted to the equity shareholders of the Target Company	July 18, 2012	Wednesday	September 27, 2012	Thursday
Last date for upward revision of the Offer Price or any increase in the Offer Size	July 20, 2012	Friday	October 1, 2012	Monday
Last date for public announcement by the independent directors committee of the Target Company on their recommendation to the shareholders of the Target Company for this Offer	July 23, 2012	Monday	October 3, 2012	Wednesday
Date of publication of Offer opening public announcement in the newspapers where this DPS has been published	July 24, 2012	Tuesday	October 4, 2012	Thursday
Date of commencement of the tendering period	July 25, 2012	Wednesday	October 5, 2012	Friday
Date of closure of the tendering period	August 7, 2012	Tuesday	October 18, 2012	Thursday
Date of publication of post-offer public announcement in the newspapers where this DPS has been published	August 30, 2012	Thursday	November 12, 2012	Monday
Last date for communicating the rejection/acceptance; completion of payment of consideration or refund of Shares to the shareholders of the Target Company	August 23, 2012	Thursday	November 5, 2012	Monday
Last date for submission of the final report with SEBI	August 30, 2012	Thursday	November 12, 2012	Monday

** "Identified Date" is only for the purpose of determining the shareholders of the Target Company as on such date to whom the letter of offer ("Letter of Offer") would be mailed. It is clarified that all the shareholders holding Shares of the Target Company (registered or unregistered) (except the parties to the SPA) are eligible to participate in this Offer any time before the closure of this Offer.*

2. The current promoter group of the Target Company has taken over certain loans at book value from the Target Company. A disclosure in this regard has been made by the Target Company to the Stock Exchanges on August 3, 2012 as below:

   "The Board of Directors of the company met and reviewed the loans given to Deccan Chronicle Group aggregating ₹ 170 Crores (One Hundred and Seventy Crores Only). To safeguard the interest of the stakeholders of the company, the promoter group of FCH has agreed with the company to take over the entire loan exposure of the Target Company to the Deccan Chronicle Group at book value. With this assignment, Future Capital Holdings Limited (FCH) will cease to have any exposure to the Deccan Chronicle Group. The promoter group intends to take all action necessary to safeguard all its entitlements and rights after this assignment."

3. On August 3, 2012, the Acquirer entered into an Amendment to the Share Purchase Agreement with the Sellers, Mr. Kishore Biyani and the Target Company, pursuant to which certain additional indemnities have been provided to the Target Company. Accordingly,

   a) Paragraph 51 of the DPS is amended and supplemented as follows:

      On June 4, 2012, the Acquirer entered into a Share Purchase Agreement ("SPA / Share Purchase Agreement") with the Sellers, Mr. Kishore Biyani and the Target Company and a Share Subscription Agreement with the Target Company ("SSA"). On August 3, 2012, the Acquirer entered into an Amendment to the Share Purchase Agreement with the Sellers, Mr. Kishore Biyani and the Target Company, pursuant to which certain additional indemnities have been provided to the Target Company. The Share Purchase Agreement, the Amendment to the Share Purchase Agreement and the Share Subscription Agreement are collectively referred to as the Agreements ("Agreements").

   b) Paragraph 57 of the DPS amended and supplemented to include as additional sub-paragraph(i) salient features of Amendment to the Share Purchase Agreement as given below:

      (i) Under the terms of the Amendment to the Share Purchase Agreement, PRIL has agreed to indemnify the Target Company for all losses to the Target Company that result from the loan facilities provided by the Target Company to the Deccan Chronicle Group (these loan facilities were provided to Deccan Chronicle Holdings Limited and Aviotech Private Limited, each a Deccan Chronicle Group company). All other provisions of the Share Purchase Agreement shall remain unchanged.

4. Table in paragraph 15 of the DPS on the geographical spread of the investors in the WP XI Fund has been amended and should be read as follows:

North America	71%
Europe	12%
Others	17%

5. Paragraph 33 of the DPS should be read as follows:

   The fully paid-up voting equity share capital of the Target Company as of the tenth (10th) working day from the closure of the tendering period ("Diluted Voting Share Capital") of 68,416,404 Shares of face value of ₹ 10 each ("Shares") has been calculated as sum of (a) total fully paid-up equity Shares outstanding as of the date of the 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 Securities to be issued to the Acquirer under preferential allotment issue pursuant to the Share Subscription Agreement that are issued as equity Shares during the period of the Offer (3,086,420 Shares).

6. Paragraph 47 of the DPS is amended and updated as follows:

   The Board of Directors of the Target Company at its meeting dated May 25, 2012, had decided to stop pursuing the lines of business which was then being carried out through its erstwhile wholly owned subsidiary, Myra Mall Management Limited. The said decision of the Board of Directors of the Target Company was taken prior to the execution of definitive agreements with Acquirer and commencement of the Open Offer. In this context, the Target Company has executed a share purchase agreement on July 9, 2012 pursuant to which all of the shares of Myra Mall have been sold and transferred to Providence Educational Academy Private Limited ("Purchaser"). The Purchaser is not an affiliate of the Acquirer or the Target Company. The share sale, which was completed and effected on July 9, 2012, has been undertaken on an 'as is where is' basis with the Purchaser acquiring all of the assets and liabilities of Myra Mall for an aggregate consideration of ₹ 223.6 Mn.

   Further, pursuant to the resolution of the Board of Directors of the Target Company passed on May 25, 2012, the Target Company had decided not to pursue the business lines currently being undertaken through its wholly owned subsidiary, namely Future Finance Limited. If required, the Acquirer would support the implementation of the said decision of the Board of Directors once it acquires control over the Target Company. For the financial year ending March 31, 2012, the total revenue of Future Finance Limited was ₹ 16.44 Mn. On September 17, 2012, the Target Company has entered into share purchase agreement with APAC Consultants Private Limited ("APAC") for the sale of its entire shareholding in Future Finance Limited to APAC and its associates. APAC Consultants Private Limited is not an affiliate of the Acquirer or the Target Company. The share transfer is subject to the rules and regulations of the RBI with regard to change in control of NBFCs, *inter alia*, including a 30 days public notice period. The public notice in this regard has been published in the Free Press Journal and Navshakti on September 19, 2012. Consequent to the transfer of the said shares, Future Finance Limited will cease to be a subsidiary of the Target Company

7. Paragraph 54 of the DPS has been amended and should be read as follows:

   Pursuant to the SSA, the Acquirer proposes to subscribe to the following securities, for an aggregate consideration upto ₹ 1,000,000,080/- ("Subscription Amount"):

   a) 3,086,420 Compulsorily Convertible Preference Shares ("CCPS") having a dividend rate of 0.01% and having a face value of ₹ 10 each at a price of ₹ 162 per CCPS. Each CCPS is convertible into 1 equity share. Such conversion shall be effected at any time after January 1, 2013, at the option of the Acquirer, but prior to the expiry of 18 months from the date of allotment of CCPS; and

   b) 3,086,420 equity shares of the Target Company having face value of ₹ 10 each at a price of ₹ 162 per equity share.

   The securities to be subscribed to are collectively referred to as "Subscription Securities".

   The shareholders of the Target Company have approved the special resolution for preferential issue of CCPS and equity shares, proposed by postal ballot, with the requisite majority. The allotment of CCPS / equity shares has not yet been completed as the same is subject to receipt of statutory and other approvals

8. Paragraph 57(b) of the DPS has been amended and supplemented as follows:

   The sale and purchase of the First Tranche Equity Shares under the Share Purchase Agreement shall be completed subject to the fulfillment of the conditions precedent agreed between the Acquirer and the Sellers in the Share Purchase Agreement including necessary corporate authorisations of (i) the Target Company, (ii) the Acquirer and (iii) the Sellers, in each case, authorising the execution and delivery of and performance of their respective obligations under the Share Purchase Agreement and the receipt of the statutory or regulatory and other approvals as set out in paragraph 81 of the DPS. The sale and purchase of the Second Tranche Equity Shares under the Share Purchase Agreement shall be completed on the 40th day immediately after the completion of payment of consideration by the Acquirer to all the public shareholders whose shares have been accepted in the Offer or any other date as maybe mutually agreed in writing by the parties subject to fulfillment of the conditions precedent agreed between the Acquirer and the Sellers in the Share Purchase Agreement including completion of the Offer and the sale and purchase of the First Tranche Equity Shares.

9. Paragraph 59 of the DPS should be read as follows:

   In addition, the Sellers have executed agreements for assignment of certain loans currently outstanding in the books of Target Company at book value and agreed to provide security for the payment of consideration therefor. If the Sellers are unable to provide satisfactory security in this regard, the Sellers will pay an amount equal to the amount outstanding of such loans on the books of the Target Company on or prior to the sale of the First Tranche Equity Shares. The aggregate amount of such loan outstanding as on June 30, 2012 amounts to ₹ 1,717.66 million. Further, on or prior to the sale of the First Tranche Equity Shares, the Sellers have also agreed to acquire certain portfolio investments from the Target Company at the book value of such investments. The book value of such portfolio investments as on June 30, 2012 amounts to ₹ 115.00 million. As on June 30, 2012, the aggregate value of such loans and portfolio investments is approximately 3.21% of the total assets of the Target Company of ₹ 57,106 million.

10. Paragraph 63 of the DPS should be read as follows:

    The Acquirer's approach and investment philosophy in relation to the present Transaction is to grow the Target Company with support from the Target Company's strong management team. In this context, it has been decided that Mr. V. Vaidyanathan, Vice Chairman and Managing Director, will continue to head the Target Company. Consistent with this outlook and factoring the long term approach, Mr. V. Vaidyanathan has agreed with the Acquirer that he and/or entities controlled by him would not sell any of their Shares in the Target Company for a period of 12 months and a certain balance Shares for an additional period of 48 months.

11. The postal ballot process to seek approval for the preferential allotment in accordance with the provisions of Section 81(1A) of the Companies Act, 1956 was completed on July 5, 2012. As per the declared result, the resolution for preferential allotment of Subscription Securities at ₹ 162 per Subscription Security to the Acquirer was approved by the shareholders with requisite majority. In the event Offer Price is to be recomputed pursuant to regulation 8(2) of SEBI (SAST) Regulations by considering the date of announcement of result of postal ballot as the relevant date for reckoning the average market price, the recomputed minimum offer price would come to ₹ 141.97 per Share, which is less than the negotiated price (being the current Offer Price) of ₹ 162 per Share. An additional sub-clause (V) to be included in the table in paragraph 67 of the DPS:

V.	The volume-weighted average market price of Shares for a period of sixty trading days immediately preceding the date of announcement of result of Postal Ballot by which special resolution was passed approving preferential issue of CCPS/Shares, i.e. July 5, 2012, as traded on NSE (as the maximum volume of trading in the Shares of the Target Company was recorded on NSE during such period)	141.97

All other terms and conditions of the Offer remain unchanged.

Capitalised terms used but not defined in this Corrigendum shall have the same meaning as assigned to such terms in the PA and/or the DPS.

For the purpose of disclosures in this Corrigendum relating to the Target Company, the Acquirer and the PAC have relied on the information provided by the Target Company and have not independently verified the accuracy of details of the Target Company. Subject to the aforesaid, the Acquirer, directors of the Acquirer and the PAC accept full responsibility for the information contained in this Corrigendum and also accept responsibility for the obligations of the Acquirer and the PAC as set out in the SEBI (SAST) Regulations.

A copy of this Corrigendum is expected to be available on the SEBI website at http://www.sebi.gov.in.

For further details, please refer to the Letter of Offer to be issued by the Acquirer and the PAC.

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

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Investment Banking

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Dated : September 24, 2012
Place : Mumbai

PRESSMAN

Size : 16(w) x 44(h)