FUTURE CAPITAL HOLDINGS LIMITED

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Advertisement under Regulation 18(7) in terms of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011

This Advertisement is being issued by Kotak Mahindra Capital Company Limited ("Manager to the Offer"), on behalf of Cloverdell Investment Ltd, a private company limited by shares, incorporated under the laws of Mauritius ("Acquirer") and 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 a Delaware limited partnership, and Warburg Pincus Private Equity XI-C, L.P., a Cayman Islands exempted limited partnership, collectively referred to as persons acting in concert ("PAC"), pursuant to Regulation 18 (7) of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations 2011 ("SEBI (SAST) Regulations") in respect of the open offer ("Offer") to acquire upto 17,788,266 fully paid-up equity shares of ₹ 10 each ("Shares") of Future Capital Holdings Limited (the "Target Company"). The detailed public statement ("DPS") with respect to the Offer was made on June 11, 2012 (Monday) in The Financial Express, Jansatta and Mumbai Lakshadeep.

1. Offer Price is ₹162 (Rupees One Hundred and Sixty Two Only) per Share. There has been no revision in the Offer Price.
2. Committee of independent directors (hereinafter referred to as "IDC") of the Target Company recommends that the Offer Price of ₹ 162 per Equity Share is fair and reasonable.The IDC`s recommendation was published on July 13, 2012 (Friday) in the same newspapers where the DPS was published.
3. The Offer is not a competing offer in terms of Regulation 20 of the SEBI (SAST) Regulations.
4. The Letter of Offer dated September 21, 2012 has been dispatched to all the Eligible Shareholders by September 27, 2012.
5. Please note that a copy of the Letter of Offer (including Form of Acceptance-cum-Acknowledgement) will also be available on SEBI's website (www.sebi.gov.in) during the Tendering Period and Eligible Shareholders can also apply by downloading such form from SEBI's website. Further, in case of non-receipt / non-availability of the Form of Acceptance-cum-Acknowledgement, the application can be made on plain paper along with the following details:
   a. **In case of Shares held in physical form**: Name(s) and address(es) of joint holder(s) (if any), number of Shares held, number of Shares tendered, distinctive numbers, folio number, original share certificate(s), original broker contract note of a registered broker (in case of unregistered shareholders) and valid share transfer form(s). The details of the Acquirers should be kept blank.
   b. **In case of Shares held in dematerialized form**: Name, address, number of Shares held, number of Shares tendered, depositary participant ("DP") name, DP ID, beneficiary account number, and a photocopy or counterfoil of the delivery instructions in "Off-Market" mode, duly acknowledged by the DP in favor of the special depository account. The details of the special depository account is as under:

DP Name	:	Kotak Mahindra Bank Limited
DP ID Number	:	IN303173
Beneficiary Account Number	:	20004190
ISIN	:	INE688I01017
Account Name	:	LIIPL FCH Open Offer Escrow Demat Account
Depository Name	:	National Securities Depository Limited (NSDL).

6. In terms of Regulation 16(1) of the SEBI (SAST) Regulations, the Draft Letter of Offer was submitted to SEBI on June18, 2012. SEBI vide its letter bearing reference number CFD/DCR/OW/20874/2012 dated September 17, 2012 issued its comments on the Draft Letter of Offer in terms of regulation 16(4) of SEBI (SAST) Regulations. These comments have been incorporated in the Letter of Offer and a corrigendum to the DPS ("Corrigendum") was published on September 24, 2012 in the same newspapers where the DPS was published.
7. On September 28, 2012, upon compliance with Regulation 22(2) and 24(1) of the SEBI (SAST) Regulations, and ensuring one hundred percent of the Maximum Consideration payable in the Offer is deposited in the Cash Escrow Account with Kotak Mahindra Bank Limited, the Acquirer has completed the acquisition of Sale Shares under the Share Purchase Agreement and the subscription to the Subscription Securities under the Share Subscription Agreement and has appointed Mr. Vishal Mahadevia on the Board of Directors of the Target Company at the meeting of the Board of Directors of the Target Company held on September 28, 2012. An addendum public announcement ("Addendum") was published on October 1, 2012 in the same newspapers where the DPS and Corrigendum were published giving details of the same.There have been no material changes in relation to the Offer since the date of the public announcement on June 4, 2012 ("Public Announcement"), save as otherwise disclosed in the DPS, the Corrigendum and the Addendum.
8. The status of statutory and other approvals is as follows:
   a. FIPB has by its letter dated September 6, 2012, conveyed its approval to the proposal set out in the application filed by the Acquirer with FIPB.
   b. RBI (DNBS Division) has vide its letter dated July 24, 2012 in response to application made by Target Company conveyed it's no objection for the proposed transfer of the shares of the Target Company to the Acquirer (a non-resident entity).
   c. Public notices in relation to the proposed change in shareholding and control of the Target Company and proposed indirect change of control of Future Finance Limited ("FFL") have been issued jointly by the Target Company, the Sellers and the Acquirer in English in The Economic Times edition dated June 8, 2012 and in Marathi in Maharashtra Times edition dated June 8, 2012. The Target Company has filed the copies of said public notices with the RBI on June 14, 2012. A period of 30 (thirty) days has been completed from the date of issuance of each of the public notices. With regard to Target Company, the RBI (DNBS Division) has conveyed its no objection in terms of sub-paragraph (b). With regard to FFL, RBI has not reverted with any communication indicating that its prior approval is required or that the Transaction cannot be completed without the prior no-objection of the RBI. It may be noted that the Target Company has entered into share purchase agreement on September 17, 2012 with APAC Consultants Private Limited for the sale of its entire shareholding in Future Finance Limited and fresh public notices for this sale transaction have been published in the Free Press Journal and Navshakti on September 19, 2012.
   d. RBI through its letter dated August 2, 2012 has granted its approval for matters sought in the application made to RBI by Acquirer through Kotak Mahindra Bank Limited, the authorized dealer, subject to conditions stated in the approval. Further, the same is subject to further approval from the RBI if the shares are tendered by erstwhile overseas corporate bodies (OCBs) in the Offer.
   e. Financial Services Commission, Mauritius has granted a certificate of good standing to the Acquirer.
   f. Since application to the National Housing Bank by Future Capital Home Finance Private Limited ("FCHFPL") for registration as Housing Finance Company is under process, FCHFPL has on June 20, 2012 provided intimation to the NHB for the indirect change of control or change of shareholding.
   g. The Target Company has received the in-principle approvals from the National Stock Exchange of India Limited and BSE Limited for the issuance and allotment of the Subscription Securities vide their letters dated June 26, 2012 and July 2, 2012 respectively.
   h. The shareholders of the Target Company have approved the preferential allotment of the subscription securities in favour of the Acquirer pursuant to a postal ballot, the results of which were announced on July 5, 2012.
   i. In addition to the above, the following governmental and/or regulatory authorizations, approvals, orders, consents, non-objections and/or filings have been received for the Transaction:
      - Future Capital Securities Limited - SEBI, the BSE Limited and the National Stock Exchange of India Limited, MCX Stock Exchange Limited and Central Depository Services (India) Limited
      - Future Capital Commodities Limited - Forward Markets Commission, Multi Commodity Exchange of India Limited, National Commodities and Derivatives Exchange Limited and National Spot Exchange Ltd.
   j. The Target Company has applied to all its creditors on June 15, 2012 and has received necessary consents from the requisite creditors.
9. **Schedule of Activities**

Activity	Date	Day
Public Announcement (PA) Date	June 4, 2012	Monday
Detailed Public Statement (DPS) Date	June 11, 2012	Monday
Identified Date*	September 20, 2012	Thursday
Last date for making a competing offer	July 2, 2012	Monday
Date when Letter of Offer was dispatched	September 27, 2012	Thursday
Date of commencement of tendering period	**October 5, 2012**	**Friday**
Date of closure of tendering period	**October 18, 2012**	**Thursday**
Date by which acceptance / rejection would be intimated and the corresponding payment for the acquired shares and / or the share certificate for rejected shares will be dispatched	November 5, 2012	Monday
Date by which the underlying transaction which triggered open offer will be completed	September 28, 2012	Friday

**Identified Date is only for the purpose of determining the names of the Eligible Shareholders as on such date to whom the Letter of Offer would be sent. All the owners (registered or unregistered) of Equity Shares of the Target Company (except the Acquirers, PAC and parties to any agreement including persons deemed to be acting in concert with such parties) are eligible to participate in this Offer at anytime prior to the closure of the Tendering Period.*

Capitalised terms used but not defined in this Advertisement shall have the meanings assigned to such terms in the Public Announcement and/or DPS and/or Corrigendum and / or Addendum. For the purpose of disclosures in this Advertisement 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 Advertisement and also accept responsibility for the obligations of the Acquirers and the PAC laid down under the SEBI (SAST) Regulations.

This Advertisement is expected to be available on the SEBI website at http://www.sebi.gov.in

Issued by the Manager to the Offer on behalf of the Acquirers and PAC:

kotak® Investment Banking

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Contact Person: Mr. Ganesh Rane
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Place: Mumbai
Date: October 4, 2012