

## Disclosure under Regulation 29(2) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011

1	Name of the Target Company (TC)	Future Capital Holdings Limited					
2	Name(s) of the acquirer and Persons Acting in Concert (PAC) with the acquirer	Kishore Biyani	other Promoter	Pantaloon Retail (India) Limited Future Entertainment Private Limited (new promoter)			
3	Whether the acquirer belongs to Promoter/Promoter group	Yes					
4	Name(s) of the Stock Exchange(s) where the shares of TC are Listed	Bombay Stock Exchange Limited National Stock Exchange of India Limited					
5	Details of the acquisition / disposal / holding of Shares/voting rights/holding of the Acquirer and PAC	Number		% w.r.t. total share/voting capital wherever applicable		% w.r.t. total diluted share/voting capital of the TC (*)	
		Acquirer	Other Person in Promoter Group	Acquirer	Other Person in Promoter Group	Acquirer	Other Person in Promoter Group
	Before the acquisition/disposal under consideration, holding of:						
	a) Shares carrying voting rights	47,73,795	3,47,79,999	7.37	53.67	6.38	46.50
	b) Voting rights (VR) otherwise than by shares	-	-	-	-	-	-
	c) Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the T C (specify holding in each category)	80,00,000	-	NA	-	10.70	-
	<b>Total (a+b+c)</b>	<b>1,27,73,795</b>	<b>3,47,79,999</b>	<b>7.37</b>	<b>53.67</b>	<b>17.08</b>	<b>46.50</b>
	Details of acquisition / sale						
	a) Shares carrying voting rights acquired/sold	-	-	-	-	-	-
	b) VRs acquired /sold otherwise than by shares	-	-	-	-	-	-
	c) Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in each category) sold	80,00,000	-	NA	-	10.70	-
	<b>Total (a+b+c)</b>	<b>80,00,000</b>	<b>-</b>	<b>NA</b>	<b>-</b>	<b>10.70</b>	<b>-</b>
	After the acquisition / sale, holding of:						
	a) Shares carrying voting rights	47,73,795	3,47,79,999	7.37	53.67	6.38	46.50
	b) VRs otherwise than by shares	-	-	-	-	-	-
	c) Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in each category) after sale.	-	-	-	-	-	-
	<b>Total (a+b+c)</b>	<b>47,73,795</b>	<b>3,47,79,999</b>	<b>7.37</b>	<b>53.67</b>	<b>6.38</b>	<b>46.50</b>
6	Mode of acquisition / sale (e.g. open market / off-market / public issue /rights issue / preferential allotment /inter-se transfer etc)	Off-Market (Inter-se Transfer)					
7	Date of acquisition / sale of shares /VR or date of receipt of intimation of allotment of shares, whichever is applicable	09th February, 2012					
8	Equity share capital / total voting capital of the TC before the said acquisition / sale	64,798,484					
9	Equity share capital/ total voting capital of the TC after the said acquisition / sale	64,798,484					
10	Total diluted share/voting capital of the TC after the said acquisition/sale(*)	74,798,484					

(\*) Diluted share/voting capital means the total number of shares in the TC assuming full conversion of the outstanding convertible securities/warrants into equity shares of the TC.

Place Mumbai  
Date 10th February, 2012

  
Kishore Biyani