

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

|                                                                                                                                                                                   |                                                              |                                                                   |                                                                   |
|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------|-------------------------------------------------------------------|-------------------------------------------------------------------|
| Name of the Target Company (TC)                                                                                                                                                   | Brandhouse Retails Limited                                   |                                                                   |                                                                   |
| Name(s) of the acquirer and Persons Acting in Concert (PAC) with the acquirer                                                                                                     | India Debt Management Private Limited                        |                                                                   |                                                                   |
| Whether the acquirer belongs to Promoter /Promoter group                                                                                                                          | No                                                           |                                                                   |                                                                   |
| Name(s) of the Stock Exchange(s) where the shares of TC are Listed                                                                                                                | Bombay Stock Exchange (BSE)<br>National Stock Exchange (NSE) |                                                                   |                                                                   |
| Details of the acquisition / disposal as follows                                                                                                                                  | <b>Number</b>                                                | <b>% w.r.t. total share/voting capital wherever applicable(*)</b> | <b>% w.r.t. total diluted share/voting capital of the TC (**)</b> |
| <b>Before the acquisition under consideration, holding of :</b>                                                                                                                   |                                                              |                                                                   |                                                                   |
| a) Shares carrying voting rights                                                                                                                                                  | -                                                            | -                                                                 | -                                                                 |
| b) Shares in the nature of encumbrance (pledge/ <del>lien/non-disposal undertaking/</del> others)                                                                                 | 6,299,940*                                                   | 11.753%*                                                          | 11.753%*                                                          |
| c) Voting rights (VR) otherwise than by equity shares.                                                                                                                            | -                                                            | -                                                                 | -                                                                 |
| d) Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in each category)          | -                                                            | -                                                                 | -                                                                 |
| e) Total (a+b+c+d)                                                                                                                                                                | 6,299,940                                                    | 11.753%                                                           | 11.753%                                                           |
| <b>Details of acquisition</b>                                                                                                                                                     |                                                              |                                                                   |                                                                   |
| a) Shares carrying voting rights acquired                                                                                                                                         | 5,196,000                                                    | 9.694%                                                            | 9.694%                                                            |
| b) VRs acquired otherwise than by equity 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) acquired | -                                                            | -                                                                 | -                                                                 |
| d) Shares in the nature of encumbrance (pledge/ <del>lien/ non-disposal undertaking/</del> others)                                                                                | -6,299,940                                                   | -11.753%                                                          | -11.753%                                                          |
| e) Total (a+b+c+d)                                                                                                                                                                | -1,103,940                                                   | -2.059%                                                           | -2.059%                                                           |



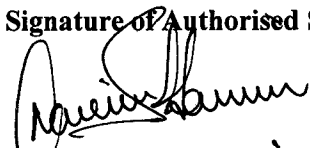
|                                                                                                                                                                                            |           |        |        |
|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------|--------|--------|
| <b>After the acquisition, holding of acquirer along with PACs of:</b>                                                                                                                      |           |        |        |
| a) Shares carrying voting rights                                                                                                                                                           | 5,196,000 | 9.694% | 9.694% |
| b) VRs otherwise than by equity 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 acquisition | -         | -      | -      |
| d) Shares in the nature of encumbrance (pledge/ lien/ non-disposal undertaking/ others)                                                                                                    | -         | -      | -      |
| e) Total (a+b+c+d)                                                                                                                                                                         | 5,196,000 | 9.694% | 9.694% |

|                                                                                                                                                                                                |                                                                                                                                                                                                                                                            |
|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Mode of acquisition (e.g. open market /public issue / rights issue / preferential allotment / inter-se transfer/encumbrance, etc.)                                                             | Invocation of Pledge on equity shares held by promoters and sale.                                                                                                                                                                                          |
| Date of acquisition of/ date of receipt of intimation of allotment of shares / VR/warrants/convertible securities/any other instrument that entitles the acquirer to receive shares in the TC. | <b>Invocation:</b><br>March 14, 2014 (999,940 shares or 1.865% of paid up capital), September 29, 2014 (5,300,000 shares or 9.888%)<br><br><b>Sale of shares:</b><br>March 20 & 27, 2014<br>April 1, 2, 3, 9, 10, 11, 22, 23 & 30, 2014<br>October 8, 2014 |
| Equity share capital / total voting capital of the TC before the said acquisition                                                                                                              | Rs. 53,60,27,670/-                                                                                                                                                                                                                                         |
| Equity share capital/ total voting capital of the TC after the said acquisition                                                                                                                | Rs. 53,60,27,670/-                                                                                                                                                                                                                                         |
| Total diluted share/voting capital of the TC after the said acquisition                                                                                                                        | Rs. 53,60,27,670/-                                                                                                                                                                                                                                         |

\* As reported in our disclosure under Regulation 29(1) dated January 6, 2014

Note: India Debt Management Pvt. Ltd. ("IDM") had filed another disclosure under Regulation 29(1) on October 1, 2014 when a pledge on 53,00,000 shares or 9.888% of the paid-up capital of Brandhouse Retails Limited ("BHRL") was invoked by IDM on September 29, 2014.

Signature of Authorised Signatory



Place : MUMBAI

Date : 9 OCT 14

