

REF: SEC/BSE/NSE/12

June 4, 2012.

Dept. of Corporate Services (CRD)
Bombay Stock Exchange Limited
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai- 400 001

Listing Department
The National Stock Exchange of India Limited
Exchange Plaza,
Bandra- Kurla Complex, Bandra (East)
Mumbai- 400 051

**Fax Nos.: 22723121 / 22722037 /
22722039 22722041 / 22722061 /
22723719/ 22721082**

Fax Nos. 26598237 / 26598238

**Re: Scrip Code
Equity: 523574/ 570002
Debt: 946288/ 946822/ 947433/ 947649**

**Re: Scrip Code
Equity : PANTALOONR / PRETAILDVR**

Dear Sirs,

**Sub.: Information of the material transaction – Agreement to sale shares of
Future Capital Holdings Limited**

Pantaloon Retail (India) Limited and its wholly owned subsidiary, Future Value Retail Limited, have *inter alia* entered into Share Purchase Agreement (SPA) with Cloverdell Investment Ltd (one of the affiliated entity of Warburg Pincus, hereinafter referred to as "Purchaser") to sale its holding in Future Capital Holdings Limited (FCH) in two tranches representing a maximum of 53.67% but subject to a minimum of 40% of the equity share capital of the Company. The sale is proposed at a price of INR 162/- (Rupees One Hundred and Sixty Two only) per share in accordance with the terms and conditions of the SPA. Future Capital Holdings Limited is Systematically Important Non Deposit Accepting Registered Non Banking Financial Company and is listed on BSE and NSE.

This SPA and further resolution passed today by FCH Board to make preferential allotment of equity shares and / or convertible securities of around Rs.100 crores to Purchaser subject to the approval of members will require the Purchaser to make an open offer under the SEBI (Substantial Acquisition of Shares & Takeovers) Regulations, 2011.

Kindly take the above on your record.

Thanking you,

yours faithfully,
for Pantaloon Retail (India) Ltd.


Deepak Tanna
Company Secretary

