FCH/LS/ 32/2012-13

May 10, 2012

Bombay Stock Exchange Limited
Phiroze Jeejeebhoy Towers,
Dalal Street, Fort,
Mumbai – 400 001.

The National Stock Exchange of India Limited
Exchange Plaza, Bandra Kurla Complex,
Mumbai – 400 050.

The Calcutta Stock Exchange Limited
7, Lyons Range, Kolkata - 700001.

Sub.: *Disclosure under Regulation 29(2) of the SEBI (Substantial Acquisition of Shares and Takeover) Regulations, 2011*

Ref.: *BSE- Scrip Code: 532938; NSE - Symbol - FCH*

Dear Sir/Madam,

Please find attached herewith disclosure pursuant to Regulation 29(2) of the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011.

Request you to take the above on record and acknowledge receipt of the same.

Thanking you,

Yours faithfully,

For Future Capital Holdings Limited

FUTURE CAPITAL HOLDINGS LIMITED MUMBAI

Chetan Gandhi
Head- Legal & Secretarial

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

1. Name of the Target Company (TC)	SREI Infrastructure Finance Limited		
2. Name(s) of the acquirer and Persons Acting in Concert (PAC) with the acquirer	Future Capital Holdings Limited		
3. Whether the acquirer belongs to Promoter/Promoter group	No		
4. Name(s) of the Stock Exchange(s) where the shares of TC are Listed	1. Bombay Stock Exchange Limited 2. National Stock Exchange of India Limited 3. Calcutta Stock Exchange 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(*)
Before the acquisition/~~disposal~~ under consideration, holding of: a) Shares carrying voting rights 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)	7,18,81,543 --- --- ---	14.28% --- --- ---	14.28% --- --- ---
Total (a+b+c)	7,18,81,543	14.28%	14.28%
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	1,00,00,000 --- ---	1.99% ---- ----	1.99% ---- ----

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that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in each category) acquired/sold			
Total (a+b+c)	1,00,00,000	1.99%	1.99%
After the acquisition/~~sale~~, holding of: a) Shares carrying voting rights 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 acquisition.	8,18,81,543 --- ---	16.27% --- ---	16.27% --- ---
Total (a+b+c)	8,18,81,543	16.27%	16.27%
6. Mode of acquisition / ~~sale~~ (e.g. open market / off-market / public issue / rights issue / preferential allotment / inter-se transfer etc).	By way of pledge of shares offered as part of collateral encumberance created in consideration of borrowing by a client.		
7. Date of acquisition / ~~sale~~ of shares / VR or date of receipt of intimation of allotment of shares, whichever is applicable	May 09, 2012		
8. Equity share capital / total voting capital of the TC before the said acquisition / ~~sale~~	50,30,86,333 equity shares of Rs. 10/- each aggregating to Rs. 5,03,08,63,330/-		
9. Equity share capital/ total voting capital of the TC after the said acquisition / ~~sale~~	50,30,86,333 equity shares of Rs. 10/- each aggregating to Rs. 5,03,08,63,330/-		
10. Total diluted share/voting capital of the TC after the said acquisition~~/sale.~~	50,30,86,333 equity shares of Rs. 10/- each aggregating to Rs. 5,03,08,63,330/-		

(*) 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.

Signature of the acquirer / ~~seller~~ / Authorised Signatory

Place: Mumbai

Date: May 10, 2012

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