

HINCON HOLDINGS LTD.

Hincon House, 11th Floor, 247Park, Lal Bahadur Shastri Marg, Vikhroli (West), Mumbai 400 083, India
Tel. : 91-22-2575 1000 • Fax : 91-22-2577-5929 CIN : U67120MH1996PLC102787

January 9, 2017

(1) Hindustan Construction Company Ltd.
Hincon House, 12th Floor, 247 Park,
LBS Marg, Vikhroli West, Mumbai – 400 083

(2) The BSE Ltd.
1st floor, Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai-400 001
Fax No. 91-22-22723121/3719/22722037
22722039/041

(3) National Stock Exchange of India Ltd,
Exchange Plaza,
Bandra-Kurla Complex,
Bandra(East),Mumbai-400 051
Fax Nos. 66418125/26/26598237/38

Dear Sirs,

Sub: Disclosure under the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992

Re: Dilution in Shareholding of Promoters and Promoter Group consequent upon issue and allotment of Equity Shares by the Company on preferential basis to Lenders of the Company, for the purpose of implementation of the HCC S4A Scheme.

In terms of the relevant provisions of the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992, any person, who together with persons acting in concert with him, holds shares or voting rights entitling them to five per cent or more of the shares or voting rights in a target company, shall disclose the number of shares or voting rights held and change in shareholding or voting rights, if such change since last disclosure, exceeds two per cent of total shareholding or voting rights in the target Company.

Accordingly, we wish to inform that Hindustan Construction Company Limited ('Company') has on January 6, 2017 :

- (i) allotted **18,99,93,837 equity shares** of face value Rs. 1 each ("Equity Shares") at a price of Rs.34.92 per Equity Share (including a premium of Rs. 33.92 per Equity Share), aggregating to Rs. 663.46 Crore to the Lenders of the Company, who have completed the process of conversion of debt into equity under the HCC S4A Scheme; and also
- (ii) allotted **1,20,95,116 Optionally Convertible Debentures(OCDs)** of the Company of face value Rs. 1000/- each, with an option to convert into Equity Shares of the Company of face value Re. 1/- each within a period of 18 months from the date of allotment, at a conversion price not lower than the price determined in accordance with Regulation 76(2) as on the Relevant date which shall be 30 days prior to the Entitlement date as per Regulation 71(b) of Chapter VII of SEBI ICDR Regulations and the terms of the S4A Agreements/Documents executed between Company and the Lenders, for an aggregate conversion amount of Rs. 1209.51 Crore to the lenders who have completed the process of conversion of debt into OCDs of the Company under the HCC S4A Scheme ;

in accordance with Section 42 and Section 62 of the Companies Act, 2013 (including the rules made thereunder) and Chapter VIII of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended.

The above said issuance and allotment of Equity Shares by the Company to the Lenders as per the terms of implementation fo the HCC S4A Scheme has resulted in dilution in the percentage shareholding held by the Promoters and Promoter Group Shareholders of the Company.

Although technically there is no requirement for making any disclosure under the captioned regulations as there is no acquisition/sale by Promoter and Promoter group, as a matter of



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Corporate Governance, we are making the relevant disclosure on behalf of the Promoters and Promoter Group Shareholders in the prescribed form under SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and under Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 for your records regarding dilution in the percentage shareholding of Promoter and Promoter Group shareholders of the Company.

Please acknowledge receipt.

Thanking you,
Yours faithfully,

**For and on behalf of Promoters and Member of Promoter Group
Hincon Holdings Ltd**

Sree Vidhya Raju

**Sree Vidhya Raju
Authorised Signatory
Secretarial Team**



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

Name of the Target Company (TC)	HINDUSTAN CONSTRUCTION COMPANY LIMITED		
Name(s) of the acquirer and Persons Acting in Concert (PAC) with the acquirer##	Names of promoters and member of the promoter group <u>Promoters</u> Mr. Ajit Gulabchand Hincon Holdings Ltd Hincon Finance Limited Ms. Shalaka Gulabchand Dhawan Shalaka Investment Pvt Ltd <u>Member of the promoter group</u> Arya Capital Management Pvt Ltd		
Whether the acquirer belongs to Promoter/Promoter group## (**)	YES		
Name(s) of the Stock Exchange(s) where the shares of TC are Listed	BOMBAY STOCK EXCHANGE LTD (Scrip Code : 500185 ; Scrip ID : HCC) NATIONAL STOCK EXCHANGE LTD (Symbol : HCC)		
Details of the acquisition/ disposal as follows ##:	Number	% w.r.t. total share/voting capital wherever applicable	% w.r.t. total diluted share/voting capital of the TC (*)(**)
Before the acquisition under consideration, aggregate holding of Promoter and Promoter Group## :			
a) Shares carrying voting rights	28,10,15,080	36.07	36.07
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 TC (specify holding in each category)	-	-	-
Total (a+b+c)	28,10,15,080	36.07	36.07



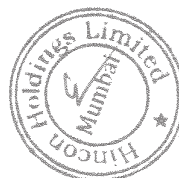
Details of acquisition/sale*			
a) Shares carrying voting rights acquired # /sold-	-	-	-
b) VRs acquired-/sold otherwise than by shares	-	-	-
c) Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in each category) acquired/sold	-	-	-
Total (a+b+c)	-	-	-
After the acquisition/sale, aggregate holding of Promoter and Promoter Group##:			
a) Shares carrying voting rights	28,10,15,080	28.99	28.99
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	-	-	-
	28,10,15,080	28.99	28.99
Mode of change in shareholding acquisition / sale (e.g. open market / off-market / public issue / rights issue / preferential allotment / inter-se transfer etc)-	Preferential Allotment by HCC to Lenders on 6 th January, 2017 for implementation of the S4A Scheme		
Date of allotment of shares under S4A Scheme to Lenders acquisition / sale of shares / VR or date of receipt-	6 th January, 2017		
Equity share capital / total voting capital of the TC before the said acquisition / sale##	77,91,58,906 Equity Shares of Re. 1/- each		
Equity share capital/ total voting capital of the TC after the said acquisition / sale##	96,91,52,743 Equity Shares of Re. 1/- each		
Total diluted share/voting capital of the TC after the said acquisition##	96,91,52,743 Equity Shares of Re. 1/- each		

(*) 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.

Hindustan Construction Co. Limited ("HCC/ Company") has on 6th January, 2017 allotted **18,99,93,837** Equity shares of face value Rs. 1 each ("Equity Shares") at a price of Rs.34.92 per Equity Share (including a premium of Rs. 33.92 per Equity Share), aggregating to Rs. 663.46 Crore to the Lenders of the Company, who have completed the process of conversion of debt into equity under the HCC S4A Scheme; in accordance with Section 42 and Section 62 of the Companies Act, 2013 (including the rules made thereunder) and Chapter VIII of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended.

Accordingly, the percentage shareholding of the Promoters and Member of Promoter Group has got diluted and the post Issue Shareholding is being disclosed through this Form.

** Further HCC has allotted **1,20,95,116** **Optionally Convertible Debentures(OCDS)** of the Company of face value Rs. 1000/- each, with an option to convert into Equity Shares of the Company of face value Re. 1/- each within a period of 18 months from the date of allotment, at a conversion price not lower than the price determined in accordance with Regulation 76(2) as on the Relevant date which shall be 30 days prior to the Entitlement date as per Regulation 71(b) of



Chapter VII of SEBI ICDR Regulations and the terms of the S4A Agreements/Documents executed between Company and the Lenders, for an aggregate conversion amount of Rs. 1209.51 Crore to the lenders who have completed the process of conversion of debt into OCDs of the Company under the HCC S4A Scheme. The conversion of the OCDs by the Lenders into Equity Shares, shall be at an issue price as on the Entitlement Date for conversion of the OCDs into Equity Shares, which is a future price based on Relevant Date - 30 days prior to the Entitlement Date, to be determined as per the extant regulations and such price shall decide the ratio of conversion of OCDs into Equity Shares of the Company. Upon Lenders exercising its right to convert the OCDs into Equity Shares, the post- issue shareholding pattern of the Company, would undergo change accordingly and hence we are unable to determine the dilution of the Promoter and Promoter Group in the shareholding pattern of HCC, post conversion of OCDs, at this juncture.

Signature (on behalf of Promoters and Member of Promoter Group)

Hincon Holdings Ltd

Sree Vidhya Raju
Sree Vidhya Raju
Authorised Signatory



Place: MUMBAI

Date: 9th January, 2017