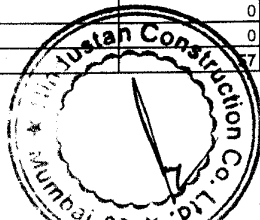


CLAUSE 35 OF EQUITY LISTING AGREEMENT

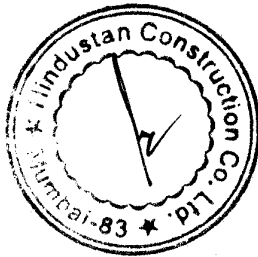
(l) (a) Statement showing Shareholding Pattern

<b>Name of the Company:</b>		HINDUSTAN CONSTRUCTION COMPANY LIMITED	
Scrip Code, Name of the scrip, class of security:		500185 / HCC / Equity Shares	
As on:		2nd May 2014 (post allotment of equity shares pursuant to conversion of warrants)	
<b>Partly paid-up shares:-</b>		<b>No. of partly paid-up shares</b>	<b>As a % of total no. of partly paid-up shares</b>
Held by Promoter / Promoters Group		0	0.00
Held by public		0	0.00
<b>Total</b>		<b>0</b>	<b>0.00</b>
<b>Outstanding convertible securities:-</b>		<b>No. of outstanding securities</b>	<b>As a % of total No. of outstanding convertible securities</b>
Held by Promoter / Promoters Group		0	0.00
Held by public		0	0.00
<b>Total</b>		<b>0</b>	<b>0.00</b>
<b>Warrants:-</b>		<b>No. of warrants</b>	<b>As a % of total no. of warrants</b>
Held by Promoter / Promoters Group		0	0.00
Held by public		0	0.00
<b>Total</b>		<b>0</b>	<b>0.00</b>
<b>Total paid-up capital of the company</b>		645826106	

Category code (I)	Category of Shareholder (II)	Number of shareholders (III)	Total number of shares (IV)	Number of shares held in dematerialised form (V)	Total Shareholding as a percentage of total number of shares		Shares pledged or otherwise encumbered	
					As a percentage of (A+B) (VI)	As a percentage of (A+B+C) (VII)	Number of shares (VIII)	As a Percentage (IX)=(VIII) / (IV)*100
<b>(A)</b>	<b>Shareholding of Promoter and Promoter Group</b>							
<b>(1)</b>	<b>Indian</b>							
(a)	Individuals / Hindu Undivided Family	4	2127294	2127294	0.33	0.33	0	0.00
(b)	Central Government / State Government(s)	0	0	0	0.00	0.00	0	0.00
(c)	Bodies Corporate	4	278887786	278887786	43.19	43.18	200703600	71.97
(d)	Financial Institutions / Banks	0	0	0	0.00	0.00	0	0.00
(e)	Any Other (specify)	0	0	0	0.00	0.00	0	0.00
	<b>Sub-Total (A) (1)</b>	<b>8</b>	<b>281015080</b>	<b>281015080</b>	<b>43.52</b>	<b>43.51</b>	<b>200703600</b>	<b>71.42</b>
<b>(2)</b>	<b>Foreign</b>							
(a)	Individuals (Non-Resident Individuals / Foreign Individuals)	0	0	0	0.00	0.00	0	0.00
(b)	Bodies Corporate	0	0	0	0.00	0.00	0	0.00
(c)	Institutions	0	0	0	0.00	0.00	0	0.00
(d)	Qualified Foreign Investor	0	0	0	0.00	0.00	0	0.00
(e)	Any Other (specify)	0	0	0	0.00	0.00	0	0.00
	<b>Sub-Total (A) (2)</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0.00</b>	<b>0.00</b>	<b>0</b>	<b>0.00</b>
	<b>Total Shareholding of Promoter and Promoter Group (A) = (A)(1)+(A)(2)</b>	<b>8</b>	<b>281015080</b>	<b>281015080</b>	<b>43.52</b>	<b>43.51</b>	<b>200703600</b>	<b>71.42</b>
<b>(B)</b>	<b>Public Shareholding</b>						N.A	N.A
<b>(1)</b>	<b>Institutions</b>						N.A	N.A
(a)	Mutual Funds / UTI	5	12815056	12806056	1.98	1.98		
(b)	Financial Institutions / Banks	8	1546829	1544329	0.24	0.24		
(c)	Central Government / State Government(s)	0	0	0	0.00	0.00		
(d)	Venture Capital Funds	0	0	0	0.00	0.00		
(e)	Insurance Companies	4	8382144	8382144	1.30	1.30		
(f)	Foreign Institutional Investors	40	82001367	81935367	12.70	12.70		
(g)	Foreign Venture Capital Investors	0	0	0	0.00	0.00		
(h)	Qualified Foreign Investor	0	0	0	0.00	0.00		
(i)	Any Other (specify)	0	0	0	0.00	0.00		
	<b>Sub-Total (B) (1)</b>	<b>7</b>	<b>104745396</b>	<b>104667896</b>	<b>16.22</b>	<b>16.22</b>		



(2)	<b>Non-Institutions</b>						N.A	N.A
(a)	Bodies Corporate	2581	60900578	60813578	9.43	9.43		
(b)	Individuals -							
i.	Individual shareholders holding nominal share capital upto Rs.1 lakh	209022	177555122	169278331	27.50	27.49		
ii.	Individual shareholders holding nominal share capital in excess of Rs. 1 lakh	75	21465710	21465710	3.33	3.33		
(c)	Qualified Foreign Investor	0	0	0	0.00	0.00		
(d)	Any Other (specify)							
i.	Trust	6	23500	23500	0.00	0.00		
ii.	Foreign Bodies	0	0	0	0.00	0.00		
	<b>Sub-Total (B) (2)</b>	<b>211684</b>	<b>259944910</b>	<b>251581119</b>	<b>40.26</b>	<b>40.25</b>	0.00	0.00
	<b>Total Public Shareholding (B) = (B)(1)+(B)(2)</b>	<b>211741</b>	<b>364690306</b>	<b>356249015</b>	<b>56.48</b>	<b>56.47</b>	0.00	0.00
	<b>TOTAL (A)+(B)</b>	<b>211749</b>	<b>645705386</b>	<b>637264095</b>	<b>100.00</b>	<b>99.98</b>	<b>200703600</b>	<b>31.08</b>
(C)	Shares held by Custodians and against which Depository Receipts have been issued							
		0	0	0	0.00	0.00		
(1)	<b>Promoter and Promoter Group</b>							
		1	120720	120720	0.02	0.02		
(2)	<b>Public</b>							
	<b>GRAND TOTAL (A)+(B)+(C)</b>	<b>211750</b>	<b>645826106</b>	<b>637384815</b>		<b>100.00</b>	<b>200703600</b>	<b>31.08</b>

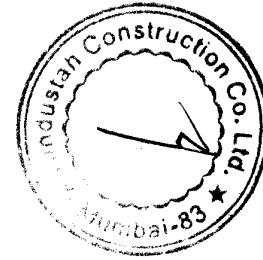


**CLAUSE 35 OF EQUITY LISTING AGREEMENT**

<b>Name of the Company:</b>	HINDUSTAN CONSTRUCTION COMPANY LIMITED
<b>Scrip Code, Name of the scrip, class of security:</b>	500185 / HCC / Equity Shares
<b>As on:</b>	2nd May 2014 (post allotment of equity shares pursuant to conversion of warrants)

(l) (b) Statement showing holding of securities (including shares, warrants, convertible securities) of persons belonging to the category "Promoter and Promoter Group".

Sr. No. (i)	Name of the shareholder (ii)	Details of Shares held		Share encumbered			Details of warrants		Details of convertible securities		Total shares (including underlying shares assuming full conversion of warrants and convertible securities) as a % of diluted share capital (Xii)
		No. of Shares held (iii)	As a % of Grand Total (A)+(B)+(C) (IV)	Number of Shares (V)	As a Percentage (VI)=(V)/(iii)* 100	As a % of grand total (A)+(B)+(C) of sub-clause (i)(a) (VII)	No. of warrants held (VIII)	As a % of total numbers of warrants of the same class (IX)	No. of convertible securities held (X)	As a % of total numbers of convertible securities of same class (XI)	
1	AJIT GULABCHAND	2117294	0.33	0	0.00	0.00	0	0.00	0	0.00	0.33
2	HINCON HOLDINGS LTD	216023600	33.45	200703600	92.91	31.08	0	0.00	0	0.00	33.45
3	HINCON FINANCE LIMITED	62261186	9.64	0	0.00	0.00	0	0.00	0	0.00	9.64
4	SHALAKA GULABCHAND DHAWAN	10000	0.00	0	0.00	0.00	0	0.00	0	0.00	0.00
5	SHALAKA INVESTMENT PVT LTD	538000	0.08	0	0.00	0.00	0	0.00	0	0.00	0.08
	<b>Member of the Promoter Group</b>										
6	ARYA CAPITAL MANAGEMENT PVT LTD	65000	0.01	0	0.00	0.00	0	0.00	0	0.00	0.01
	<b>TOTAL</b>	<b>281015080</b>	<b>43.51</b>	<b>200703600</b>	<b>71.42</b>	<b>31.08</b>	<b>0</b>	<b>0.00</b>	<b>0</b>	<b>0.00</b>	<b>43.51</b>



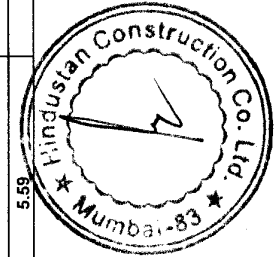
**HCC**

(i)(c) (i) Statement showing holding of securities (including shares, warrants, convertible securities) of persons belonging to the category "Public" and holding more than 1% of the total number of shares.

Sr. No.	Name of the Shareholder	Number of Shares	Shares as a percentage of total number of shares (i.e., Grand Total (A)+(B)+(C) indicated in statement at para (i) (a) above)	Details of warrants		Details of convertible securities		Total shares (including underlying shares assuming full conversion of warrants and convertible securities) as a % of diluted share capital
				Number of warrants held	As a % total number of warrants of the same class	Number of convertible securities held	% w.r.t. total number of convertible securities of the same class	
1	SIWA HOLDINGS LIMITED	36,082,151	5.59	0	0.00	0	0.00	5.59
2	HSBC GLOBAL INVESTMENT FUNDS A/C HSBC GIF MAURITIUS LIMITED	19,287,142	2.99	0	0.00	0	0.00	2.99
3	SUNDARAM MUTUAL FUND A/C SUNDARAM SELECT MIDCAP	12,800,000	1.98	0	0.00	0	0.00	1.98
4	DIMENSIONAL EMERGING MARKETS VALUE FUND	7,005,199	1.08	0	0.00	0	0.00	1.08
5	JAI-VIJAY RESOURCES PVT LTD	6,395,547	0.99	0	0.00	0	0.00	0.99
	<b>TOTAL</b>	<b>81570039</b>	<b>12.63</b>	<b>0</b>	<b>0.00</b>	<b>0</b>	<b>0.00</b>	<b>12.63</b>

(i)(c) (ii) Statement showing holding of securities (including shares, warrants, convertible securities) of persons (together with PAC) belonging to the category "Public" and holding more than 5% of the total number of shares of the Company

Sr. No.	Name(s) of the Shareholder(s) and the Persons Acting in Concert (PAC) with them	Number of Shares	Shares as a percentage of total number of shares (i.e., Grand Total (A)+(B)+(C) indicated in statement at para (i) (a) above)	Details of warrants		Details of convertible securities		Total shares (including underlying shares assuming full conversion of warrants and convertible securities) as a % of diluted share capital
				Number of warrants	As a % total number of warrants of the same class	Number of convertible securities held	% w.r.t. total number of convertible securities of the same class	
1	SIWA HOLDINGS LIMITED	36,082,151	5.59	0	0.00	0	0.00	5.59
	<b>TOTAL</b>	<b>36,082,151</b>	<b>5.59</b>	<b>0</b>	<b>0.00</b>	<b>0</b>	<b>0.00</b>	<b>5.59</b>



(I) (d) Statement showing details of locked-in shares

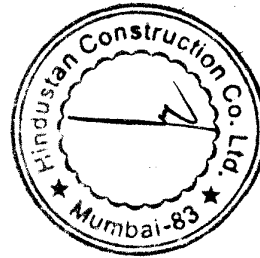
Sr. No.	Name of the Shareholder	Number of locked-in Shares	Locked-in shares as a (%) percentage of total number of shares (i.e., Grand Total (A)+(B)+(C) indicated in Statement at para (I)(a) above)	Promoter / Promoter Group / Public
NIL				
Total				

(II) (a) Statement showing details of Depository Receipts (DRs)

Sr. No.	Type of outstanding DR (ADRs, GDRs, SDRs, etc.)	Number of outstanding DRs	Number of shares underlying outstanding DRs	Shares underlying outstanding DRs as a percentage of total number of shares (i.e., Grand Total (A)+(B)+(C) indicated in statement at para (I) (a) above)
1	GDR	120720	120720	0.02
TOTAL		120720	120720	0.02

(II) (b) Statement showing holding of Depository Receipts (DRs), where underlying shares held by 'Promoter / Promoter Group' are in excess of 1% of the total number of shares

Sr. No.	Name of the DR Holder	Type of outstanding DR (ADRs, GDRs, SDRs, etc.)	Number of shares underlying outstanding DRs	Shares underlying outstanding DRs as a percentage of total number of shares (i.e., Grand Total (A)+(B)+(C) indicated in statement at para (I)(a) above)
NIL				
TOTAL			0	0.00



CLAUSE 35 OF EQUITY LISTING AGREEMENT

Name of the Company:	HINDUSTAN CONSTRUCTION COMPANY LIMITED
Scrip Code, Name of the scrip, class of security:	500185 / HCC / Equity Shares
As on :	2nd May 2014 (post allotment of equity shares pursuant to conversion of warrants)

(III) (a) Statement showing the voting pattern of shareholders, if more than one class of shares / securities is issued by the issuer.

Category code (I)	Category of Shareholder (II)	Number of Voting Rights held in each			Total Voting Rights (III+IV+V)	Total Voting Rights i.e. (VI)	
		Class X (III)	Class Y (IV)	Class Z (V)		As a percentage of (A+B) (VI)	As a percentage of (A+B+C) (VII)
(A)	<b>Shareholding of Promoter and Promoter Group</b>						
(1)	<b>Indian</b>						
(a)	Individuals / Hindu Undivided Family						
(b)	Central Government / State Governments(s)						
(c)	Bodies Corporate						
(d)	Financial Institutions / Banks						
(e)	Any Other (Trust)						
	<b>Sub-Total (A) (1)</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0.00</b>	<b>0.00</b>	<b>0.00</b>
(2)	<b>Foreign</b>						
(a)	Individuals (Non-Resident Individuals / Foreign Individuals)						
(b)	Bodies Corporate						
(c)	Institutions						
(d)	Any Other (specify)						
	<b>Sub-Total (A) (2)</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0.00</b>	<b>0.00</b>	<b>0.00</b>
	<b>Total Shareholding of Promoter and Promoter</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0.00</b>	<b>0.00</b>	<b>0.00</b>
(B)	<b>Public Shareholding</b>						
(1)	<b>Institutions</b>						
(a)	Mutual Funds / UTI						
(b)	Financial Institutions / Banks						
(c)	Central Government / State Governments(s)						
(d)	Venture Capital Funds						
(e)	Insurance Companies						
(f)	Foreign Institutional Investors						
(g)	Foreign Venture Capital Investors						
(h)	Any Other (specify)						
	<b>Sub-Total (B) (1)</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0.00</b>	<b>0.00</b>	<b>0.00</b>
(2)	<b>Non-Institutions</b>						
(a)	Bodies Corporate						
(b)	Individuals -						
i	Individual shareholders holding nominal share capital upto Rs. 1 lakh						
ii	Individual shareholders holding nominal share capital in excess of Rs. 1 lakh						
(c)	Any Other (specify)						
i	Trusts						
ii	Foreign Corporate Bodies						
	<b>Sub-total (B) (2)</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0.00</b>	<b>0.00</b>	<b>0.00</b>
	<b>Total Public Shareholding (B) = (B)(1)+(B)(2)</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0.00</b>	<b>0.00</b>	<b>0.00</b>
	<b>TOTAL (A)+(B)</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0.00</b>	<b>0.00</b>	<b>0.00</b>
(C)	Shares held by Custodians and against which Depository Receipts have been issued						
	<b>GRAND TOTAL (A)+(B)+(C)</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0.00</b>	<b>0.00</b>	<b>0.00</b>

Note

Only one class of Securities is issued by the Company, hence column (III) (a) is not applicable

