



भारत सरकार
रक्षा मंत्रालय
रक्षा उत्पादन विभाग
नई दिल्ली-110 011
Government of India
Ministry of Defence
Department of Defence Production
New Delhi-110 011

To,

**Hindustan Aeronautics
Limited**

15/1, Cubbon Road, Post Box
No. 5150, Bangalore,
Karnataka 560 001

The Managing Director

BSE Limited
Phiroze Jeejeebhoy Towers
Mumbai-400 001

The Managing Director

National Stock Exchange of India
Limited
Exchange Plaza
Plot No. C/1, G Block
Bandra Kurla Complex
Bandra (East)
Mumbai 400 051

Dear Sir / Madam

Sub: Disclosure of change in shareholding under Regulation 29(2) of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 (“SEBI Takeover Regulations”).

This is with reference to the Offer for Sale announced by the President of India, acting through Department of Defence Production, the Ministry of Defence, Government of India (“**Seller**”) on August 26, 2020 for sale of 50,158,125 equity shares of face value of ₹ 10/- each representing 15 % of the total paid up equity share capital of Hindustan Aeronautics Limited (“**Company**”) which took place on August 27, 2020 and August 28, 2020. In this regard, we wish to inform you that the Seller has sold 4,95,62,093 equity shares of the Company to non-retail investors and retail investors on the basis of valid bids received on T day and T+1 day (i.e. August 27, 2020 and August 28, 2020).

The above sale of equity shares took place on a separate designated window of BSE Limited (“**BSE**”) and National Stock Exchange of India Limited (“**NSE**”) and was undertaken in accordance with the “Comprehensive Guidelines on Offer for Sale (OFS) of shares by promoters through the Stock Exchange Mechanism” issued by the Securities and Exchange Board of India (“**SEBI**”) through its circular no CIR/MRD/ DP/18/2012 dated July 18, 2012 (“**OFS Circular**”), as amended by circular number CIR/MRD/DP/04/2013 dated January 25, 2013, circular number CIR/MRD/DP/17/2013 dated May 30, 2013, circular number CIR/MRD/DP/24/2014 dated August 8, 2014, circular number CIR/MRD/DP/32/2014 dated December 1, 2014, circular number CIR/MRD/DP/12/2015 dated June 26, 2015, circular number CIR/MRD/DP/36/2016 dated February 15, 2016, circular number CIR/MRD/DP/65/2017 dated June 27, 2017 and circular number SEBI/HO/MRD/DOPI/CIR/P/2018/159 dated December 28, 2018, read with Section 21 of Chapter 1 of the Master Circular for Stock Exchange and Clearing Corporation – circular no. SEBI/HO/MRD/DP/CIR/P/117 dated October 25, 2019 issued by SEBI, (together with the OFS Circular, the “**OFS Guidelines**”) read with (a) “*Revised Operational Guidelines for Offer for Sale*

(OFS) Segment” issued by BSE by way of its notice bearing no. 20200701-27 and dated July 01, 2020 and, to the extent applicable, the previous notices issued by BSE in this regard; and (b) “Offer for Sale- Introduction of Interoperability” issued by NSE by way of its circular bearing no. 51/2020 and dated June 30, 2020 and, to the extent applicable, the previous circulars issued by NSE in this regard.

In compliance with Regulation 29(2) of the SEBI Takeover Regulations, we are hereby notifying the information regarding the change in our shareholding in the Company, pursuant to the above sale of shares made by us on August 27, 2020 and August 28, 2020. As required under Regulation 29(3) of SEBI Takeover Regulations, we are informing you about the said sale within 2 working days of such sale.

Enclosed is the report in the format as prescribed by SEBI.

The above is for your information and records.

Yours sincerely,

**On behalf of the President of India,
Department of Defence Production
Ministry of Defence, Government of India**

SHERSH Digitally signed
by SHERSHA

A Date: 2020.08.31
15:30:27 +05'30'

Name: Shersha Shaik Mohiddin

Designation: Director (AS-I)

Tel: 011-23012779

Email- diraero.ddp-mod@gov.in

Place: New Delhi

Date: August 31, 2020

DISCLOSURES UNDER REGULATION 29(2) OF SEBI (SUBSTANTIAL ACQUISITION OF SHARES AND TAKEOVERS) REGULATIONS, 2011

1. Name of the Target Company (TC)	Hindustan Aeronautics Limited (the “ Company ”)		
2. Name(s) of the Seller	The President of India, acting through and represented by the Department of Defence Production, Ministry of Defence, Government of India (the “ Seller ”)		
3. Whether the Seller belongs to Promoter/Promoter group	Yes, the Seller is the Promoter of the Company.		
4. Name(s) of the Stock Exchange(s) where the shares of TC are Listed	BSE Limited (“ BSE ”) and The National Stock Exchange of India Limited (“ NSE ”)		
5. Details of the 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 Sale under consideration, holding of Seller:			
a) Shares carrying voting rights	30,08,55,180	89.97	89.97
b) Shares in the nature of encumbrance (pledge/ lien/ non-disposal undertaking/ others)	Nil	Nil	Nil
c) Voting rights (VR) otherwise than by equity shares	Nil	Nil	Nil
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)	Nil	Nil	Nil
Total (a+b+c+d)	30,08,55,180	89.97%	89.97%
Details of sale of shares held by the Seller			
a) Shares carrying voting rights	4,95,62,093	14.82% ⁽¹⁾	14.82% ⁽¹⁾
b) VRs acquired/ sold otherwise than by equity shares	Nil	Nil	Nil
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	Nil	Nil	Nil
d) Shares encumbered/ invoked/released by the	Nil	Nil	Nil

acquirer			
Total (a+b+c+d)	4,95,62,093	14.82% ⁽¹⁾	14.82% ⁽¹⁾
After the sale, holding of the Seller:			
a) Shares carrying voting rights	25,12,93,087	75.15%	75.15%
b) Shares encumbered with the acquirer	Nil	Nil	Nil
c) VRs otherwise than by equity shares	Nil	Nil	Nil
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) after acquisition	Nil	Nil	Nil
Total (a+b+c+d)	25,12,93,087	75.15%	75.15%
6. Mode of acquisition/ sale (e.g. open market / off-market / public issue / rights issue /preferential allotment / inter-se transfer, etc.)	Offer for Sale by President of India, acting through and represented by the Department of Defence Production, Ministry of Defence, Government of India through the stock exchange mechanism in accordance with circular bearing no. CIR/MRD/DP/18/2012 dated July 18, 2012 (“ OFS Circular ”) notified by the Securities and Exchange Board of India pertaining to comprehensive guidelines on offer for sale of shares by promoters through stock exchange mechanism, as amended by SEBI <i>vide</i> its circular number CIR/MRD/DP/04/2013 dated January 25, 2013, circular number CIR/MRD/DP/ 17 /2013 dated May 30, 2013, circular number CIR/MRD/DP/24/2014 dated August 8, 2014, circular number CIR/MRD/DP/32/2014 dated December 1, 2014, circular number CIR/MRD/DP/12/2015 dated June 26, 2015 and circular number CIR/MRD/DP/36/2016 dated February 15, 2016, circular number CIR/MRD/DP/65/2017 dated June 27, 2017 and circular number SEBI/HO/MRD/DOPI/CIR/P/2018/159 dated December 28, 2018 issued by the Securities and Exchange Board of India (“ SEBI ”)), read with Section 21 of Chapter 1 of the Master Circular for Stock Exchange and Clearing Corporation – circular no. SEBI/HO/MRD/DP/CIR/P/117 dated October 25, 2019 issued by SEBI (together with the OFS Circular, “ OFS Guidelines ”).		
7. Date of sale of shares	August 27, 2020 and August 28, 2020		
8. Equity share capital / total voting capital of the TC before the said sale	Number of Shares: 33,43,87,500 Amount (in ₹): 334,38,75,000 (Face value of ₹10/- per equity share)		
9. Equity share capital/ total voting capital of the TC after the said sale	Number of Shares: 33,43,87,500 Amount (in ₹): 334,38,75,000 (Face value of ₹10/- per equity share)		
10. Total diluted share/voting capital	Number of Shares: 33,43,87,500		

of the TC after the said sale	Amount (in ₹): 334,38,75,000 (Face value of ₹10/- per equity share)
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⁽¹⁾ *The Offer for Sale was announced on August 26, 2020 for sale of 50,158,125 equity shares of face value of ₹10/- each, representing 15% of the total paid up equity share capital of the Company. This is a disclosure of the shares allotted on the basis of the valid bids received from non-retail investors and retail investors on T day and T + 1 day (i.e. August 27, 2020 and August 28, 2020).*

^(*) *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.*

^(**) *Total share capital/ voting capital to be taken as per the latest filing done by the company to the Stock Exchange under Regulation 31 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.*

Yours sincerely,

**On behalf of the President of India,
Department of Defence Production
Ministry of Defence, Government of India**

SHERSH

Digitally signed
by SHERSHA

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Date: 2020.08.31

15:31:08 +05'30'

Name: Shersha Shaik Mohiddin

Designation: Director (AS-I)

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