

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 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)	28,10,15,080 - -	43.51 - -	43.51 - -
Total (a+b+c)	28,10,15,080	43.51	43.51

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	36.07	36.07
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	36.07	36.07
Mode of change in shareholding acquisition / sale (e.g. open market / off market / public issue / rights issue / preferential allotment / inter se transfer etc).	QIP Issue		
Date of allotment of shares under QIP Issue acquisition / sale of shares / VR or date of receipt of	10 th April, 2015		
Equity share capital / total voting capital of the TC before the said acquisition / sale##	64,58,26,106 Equity Shares of Re. 1/- each		
Equity share capital/ total voting capital of the TC after the said acquisition / sale##	77,91,58,906 Equity Shares of Re. 1/- each		
Total diluted share/voting capital of the TC after the said acquisition##	77,91,58,906 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.

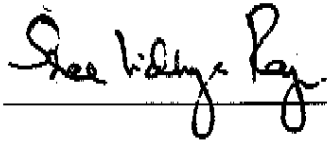
** There are no outstanding convertible securities/warrants which are convertible into equity shares of the TC.

Note:-

Hindustan Construction Co. Limited ("the Company") has on April 10, 2015 allotted 133,332,800 equity shares of face value Rs. 1 each ("Equity Shares") at a price of Rs.30 per Equity Share (including a premium of Rs. 29 per Equity Share), aggregating to Rs. 399,99,84,000/- (Rupees Three Hundred Ninety Nine Crore Ninety Nine Lacs and Eighty Four Thousand Only) in accordance with Section 42 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 diluted and the post QIP Issue Shareholding is being disclosed through this Form.

Signature of the Authorised Signatory (Disclosure made on behalf of Promoters and Member of Promoter Group)



Place: MUMBAI

Date: 14th April, 2015