

December 22, 2016

To  
**Bombay Stock Exchange Limited**  
Phiroze Jeejeebhoy Towers,  
Dalal Street, Mumbai-400 001.  
Company Scrip Code: - 500189

To  
**National Stock Exchange of India Limited**  
Exchange Plaza, Bandra-Kurla Complex,  
Bandra (East), Mumbai-400 051.  
Company Script Code: HINDUJAVEN

**Sub: Disclosure under Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015**

**Subscription to the equity shares offered to the Company by Hinduja Leyland Finance Limited (HLFL) on rights basis and to the equity shares renounced in favour of the Company.**

Dear Sir/ Madam,

The Board of Directors, at its meeting held today, approved the subscription to:

- 16,57,408 equity shares of Rs. 10/- each offered to the Company by Hinduja Leyland Finance Limited (HLFL) on rights basis at a price of Rs. 79/- per share; and
- 11,394 equity shares renounced in favor of the Company at a price of Rs. 79/- per share.

The Company's shareholding after subscription to equity shares offered on rights basis and equity shares renounced will increase to 2,15,57,692 equity shares (as against 19,888,890) which would be equivalent to 5.23% on the enhanced equity paid up capital of HLFL. The percentage of holding remains unchanged on the enhanced equity paid up capital of HLFL.

Following are the details required to be disclosed as specified in Para A of Part A of Schedule III of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015:

| Sr. No | Particulars                                                                                                                                                                                                                                                                    | Response                                                                                                                                                                                                                                                                                           |
|--------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| a.     | Name of the target entity, details in brief such as size, turnover etc.                                                                                                                                                                                                        | Hinduja Leyland Finance Limited (HLFL)<br><br>Turnover as on March 31, 2016 is Rs.114569.34 Lakhs.<br><br>Net worth as on March 31, 2016 is Rs. 106882.95 Lakhs.                                                                                                                                   |
| b.     | Whether the acquisition would fall within related party transaction(s) and whether the promoter/ promoter group/ group companies have any interest in the entity being acquired? If yes, nature of interest and details thereof and whether the same is done at "arm's length" | 1) No. The subscription to equity shares offered on rights basis and to renounced shares would not fall within the related party transaction(s) of the Company.<br><br>2) The Company forms part of the promoter group of HLFL.<br><br>3) Yes, the proposed subscription shall be at arm's length. |



Cin. No.: L51900MH1985PLC036896

Hinduja Ventures Limited : In Centre, 49/50, M.I.D.C., 12th Road, Andheri (E), Mumbai - 400 093.  
Phone: 6691 0945 / 2824 8379 Fax: 6691 0988 Web: www.hindujaventures.com



HINDUJA GROUP

| Sr. No | Particulars                                                                                                                                                                                                                                            | Response                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                   |
|--------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| c.     | Industry to which the entity being acquired belongs                                                                                                                                                                                                    | HLFL is a systemically important non-deposit accepting non-banking financial company having the status of an NBFC –Asset Finance Company granted by RBI pursuant to a certificate of registration received on May 12, 2014.                                                                                                                                                                                                                                                                                                                                                                                                                                                |
| d.     | Objects and effects of acquisition (including but not limited to, disclosure of reasons for acquisition of target entity, if its business is outside the main line of business of the listed entity)                                                   | Being an existing shareholder of HLFL, it was considered beneficial to take advantage of the right conferred on the Company by HLFL by way of rights issue.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                |
| e.     | Brief details of any governmental or regulatory approvals required for the acquisition                                                                                                                                                                 | Not Applicable                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                             |
| f.     | Indicative time period for completion of the acquisition                                                                                                                                                                                               | February 25, 2017                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                          |
| g.     | Nature of consideration - whether cash consideration or share swap and details of the same                                                                                                                                                             | Cash Consideration                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                         |
| h.     | Cost of acquisition or the price at which the shares are acquired                                                                                                                                                                                      | 1) 16,57,408 equity shares of Rs. 10/- each offered on rights basis at a price of Rs. 79/- per share.<br>2) 11,394 equity shares renounced of Rs. 10/- each at a price of Rs. 79/- per share.                                                                                                                                                                                                                                                                                                                                                                                                                                                                              |
| i.     | Percentage of shareholding / control acquired and / or number of shares acquired                                                                                                                                                                       | 16,68,802 equity shares constituting 5.26% of the right issue of 3,17,04,302 equity shares of HLFL.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                        |
| j.     | Brief background about the entity acquired in terms of products/line of business acquired, date of incorporation, history of last 3 years turnover, country in which the acquired entity has presence and any other significant information (in brief) | HLFL was incorporated on November 12, 2008. HLFL was granted the status of an NBFC-Asset Finance Company by the RBI pursuant to a certificate of registration received on May 12, 2014. HLFL is one of India's leading vehicle finance NBFCs.<br><br>Through a vast network of branches, HLFL finances a wide range of commercial and personal vehicles, which include medium and heavy commercial vehicles, light commercial vehicles, small commercial vehicles, cars, multi-utility vehicles, three wheelers, and two wheelers, as well as various kinds of used vehicles. HLFL also finances tractors and construction equipment, and provides loans against property. |

Cin. No.: L51900MH1985PLC036896

Hinduja Ventures Limited : In Centre, 49/50, M.I.D.C., 12th Road, Andheri (E), Mumbai - 400 093.

Phone: 6691 0945 / 2824 8379 Fax: 6691 0988 Web: www.hindujaventures.com

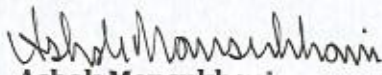


| Sr. No | Particulars | Response                                                                                                                                                                                                                        |
|--------|-------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
|        |             | <p><b><u>Last 3 years Turnover of HLFL/ Revenue from Operations of HLFL are as under:</u></b></p> <p>March 31, 2016: Rs. 114,569.34 Lakhs<br/> March 31, 2015: Rs. 81,433.93 Lakhs<br/> March 31, 2014: Rs. 62,522.08 Lakhs</p> |

You are requested to take the same on record.

Thanking You,

**Yours Faithfully**  
**For Hinduja Ventures Limited**

  
**Ashok Mansukhani**  
**Whole-Time Director**  
DIN: 00143001



Cin. No.: L51900MH1985PLC036896

Hinduja Ventures Limited : In Centre, 49/50, M.I.D.C., 12th Road, Andheri (E), Mumbai - 400 093.  
Phone: 6691 0945 / 2824 8379 Fax: 6691 0988 Web: www.hindujaventures.com



**HINDUJA GROUP**