Arya Capital Management Pvt. Ltd

October 04, 2019

To

Hindustan Construction Company Ltd (HCC) Hincon House, LBS Marg, Vikhroli West, Mumbai – 400 083	BSE Ltd Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai 400001	National Stock Exchange of India Ltd Exchange Plaza, Bandra-Kurla Complex, Bandra(East), Mumbai-400 051

Dear Sirs,

Sub: Disclosure of reason for encumbrance by promoter of listed company

W.r.t. captioned subject, we, Arya Capital Management Private Limited, refer to SEBI's circular SEBI/HO/CFD/DCR1/CIR/P/2019/90 dated August 07, 2019 (**Circular**)

Pursuant to clause 2(iii) of the aforesaid Circular, we hereby make first disclosure on detailed reasons for encumbrance in the format provided at Annexure – II in the said Circular.

Kindly acknowledge the receipt.

For Arya Capital Management Pvt Ltd

Authorised Signatory

ARYA CAPITAL MANAGEMENT PRIVATE LIMITED

Arya Capital Management Pvt. Ltd **Annexure - II**

Disclosure of reasons for encumbrance

<table>
<tr><td>Name of listed company</td><td colspan="2">Hindustan Construction Company Ltd</td></tr>
<tr><td>Name of the recognised stock exchanges where the shares of the company are listed</td><td colspan="2">• BSE Ltd
• National Stock Exchange of India Ltd</td></tr>
<tr><td>Name of the promoter(s) / PACs whose shares have been encumbered</td><td colspan="2">Name of the Promoter and members of the Promoter Group whose shares have been encumbered

Promoter
a) Hincon Holdings Ltd
b) Hincon Finance Ltd

Member of the Promoter Group
Arya Capital Management Pvt Ltd</td></tr>
<tr><td rowspan="2">Total promoter shareholding in the listed company</td><td>No. of shares</td><td>52,82,37,871</td></tr>
<tr><td>% of total share capital</td><td>34.91%</td></tr>
<tr><td>Encumbered shares as a % of promoter shareholding</td><td colspan="2">92.18%</td></tr>
<tr><td>Whether encumbered share is 50% or more of promoter shareholding</td><td colspan="2">YES</td></tr>
<tr><td>Whether encumbered share is 20% or more of total share capital</td><td colspan="2">YES</td></tr>
</table>

Details of all the existing events/ agreements pertaining to encumbrance

<table>
<tr><td></td><td colspan="2">Encumbrance 1
Arya Capital Management Pvt Ltd, a member of the Promoter Group

Date of creation of encumbrance: 12.12.2018
(Note:1)</td></tr>
<tr><td>Type of encumbrance (pledge, lien, negative lien, non-disposal undertaking etc. or any other covenant, transaction, condition or arrangement in the nature of encumbrance)</td><td colspan="2">Pledge</td></tr>
<tr><td rowspan="2">No. and % of shares encumbered</td><td>No. of shares</td><td>24,70,36,391</td></tr>
<tr><td>% of total share capital</td><td>16.33%</td></tr>
</table>

ARYA CAPITAL MANAGEMENT PRIVATE LIMITED

<table>
<tr><td rowspan="9">Specific details about the encumbrance</td><td>Name of the entity in whose favour shares encumbered (X)</td><td colspan="3">IDBI Trusteeship Services Ltd, who act as a debenture trustee for the debentures issued by Arya Capital Management Pvt Ltd; these debentures are held by India Special Situations Scheme I.</td></tr>
<tr><td>Whether the entity X is a scheduled commercial bank, public financial institution, NBFC or housing finance company? If No, provide the nature of the business of the entity.</td><td colspan="3">NO

IDBI Trusteeship Services Ltd is a SEBI Registered entity in the Trusteeship business.

India Special Situations Scheme I is a scheme of India Special Situations Trust, being a SEBI registered Category II AIF</td></tr>
<tr><td>Names of all other entities in the agreement</td><td colspan="3">Listed company and its group companies (if any)

1. …Not applicable
2. …Not applicable

Other entities (if any) –
1. …Not applicable
2. …Not applicable</td></tr>
<tr><td rowspan="6">Whether the encumbrance is relating to any debt instruments viz. debenture, commercial paper, certificate of deposit etc.? If yes, provide details about the instrument, including credit rating</td><td colspan="3">YES,

If yes</td></tr>
<tr><td>1</td><td>Name of the issuer:</td><td>Arya Capital Management Pvt Ltd</td></tr>
<tr><td>2</td><td>Details of the debt instrument</td><td>2700 (Two Thousand Seven Hundred) listed, secured, rated, redeemable and secured non-convertible debentures of the face value of Rs. 10,00,000 (Rupees Ten Lakhs) each</td></tr>
<tr><td>3</td><td>Whether the debt Instrument is listed on stock exchanges?</td><td>Yes, BSE Ltd</td></tr>
<tr><td>4</td><td>Credit Rating of the debt instrument</td><td>Acuite B-</td></tr>
<tr><td>5</td><td>ISIN of the instrument</td><td>INE02C607011</td></tr>
</table>

Arya Capital Management Pvt. Ltd

Security Cover / Asset Cover	Value of shares on the date of event / agreement (A)	Rs.270 Crore (Note:2)
	Amount involved (against which shares have been encumbered) (B)	Rs. 270 Crore
	Ratio of A / B	1:1
End use of money	Borrowed amount to be utilized for what purpose – (a) Personal use by promoters and PACs (b) For the benefit of listed company Provide details including amount, purpose of raising money by listed company, schedule for utilization of amount, repayment schedule etc. (c) Any other reason (please specify)	For subscribing to the rights issue of equity shares of Hindustan Construction Company Ltd (HCC) to strengthen the financial profile of HCC and for investment in working capital and for general corporate purposes.

Note

1) Arya Capital Management Pvt Ltd has entered into a pledge agreement dated 12th December, 2018 and it has from time to time created pledge on equity shares of Hindustan Construction Company Ltd.

2) The value of the share on the date of event is determined as per the issue price offered in the rights issue of equity shares of Hindustan Construction Company Ltd in December, 2018.

Signature of Authorised Signatory: Place: Mumbai Date: October 04, 2019	For Arya Capital Management Private Limited Authorised Signatory

75 Jolly Maker Chambers II, Nariman Point, Mumbai 400 021
Tel: 91 (22) 6610 3575 / 6610 3576
CIN: U67190MH2007PTC175710