

**Arya Capital Management Pvt. Ltd**

January 03, 2019

To:

The BSE Ltd.  
1<sup>st</sup> floor, Phiroze Jeejeebhoy Towers,  
Dalal Street,  
Mumbai-400 001  
Fax No. 91-22-22723121/3719/  
22722037/ 22722039/041

National Stock Exchange of India Ltd,  
Exchange Plaza,  
Bandra-Kurla Complex,  
Bandra(East),Mumbai-400 051  
Fax Nos. 66418125/26/26598237/38

Dear Sir/ Ma'am,

**Sub: Report u/r 10(6) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 for the allotment of equity shares under the Right Issue of Hindustan Construction Company Ltd (HCC)**

We, Arya Capital Management Pvt Ltd, upon allotment of equity shares of Hindustan Construction Company Limited (HCC) under the rights issue of HCC hereby provide report under regulation 10(6) in enclosed form, for your information, records and needful.

Please acknowledge receipt.

Yours faithfully,

For Arya Capital Management Pvt Ltd

  
Arjun Dhawan  
Director



**Disclosures under Regulation 10(6) – Report to Stock Exchanges in respect of any acquisition made in reliance upon exemption provided for in Regulation 10 of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011**

|    |   |   |  |
|----|---|---|--|
| 1. | Name of the Target Company (TC)   | Hindustan Construction Company Limited (HCC)  |  |
| 2. | Name of the acquirer(s)/ allottee   | Arya Capital Management Pvt Ltd (member of Promoter Group)  |  |
| 3. | Name of the stock exchange where shares of the TC are listed  | <ul style="list-style-type: none"> <li>• BSE Ltd</li> <li>• National Stock Exchange of India Ltd</li> </ul> |  |
| 4. | Details of the transaction including rationale, if any, for the transfer/ acquisition of shares.  | Allotment of equity shares of the Target Company under the Right Issue                                      |  |
| 5. | Relevant regulation under which the acquirer is exempted from making open offer.  | Regulation 10(4)(a) and (b)   |  |
| 6. | Whether disclosure of proposed acquisition was required to be made under regulation 10 (5) and if so, <ul style="list-style-type: none"> <li>- whether disclosure was made and whether it was made within the timeline specified under the regulations.</li> <li>- date of filing with the stock exchange.</li> </ul> | No disclosure was required to be made under Regulation 10(5)  |  |
| 7. | Details of acquisition  | Disclosures required to be made under regulation 10(5)  | Whether the disclosures under regulation 10(5) are actually made |
|    | a. Name of the transferor / seller  | N.A.  | N.A.   |
|    | b. Date of acquisition  | N.A.  | N.A.   |
|    | c. Number of shares/ voting rights in respect of the acquisitions from each person mentioned in 7(a) above  | N.A.  | N.A.   |
|    | d. Total shares proposed to be acquired / actually acquired as a % of diluted share capital of TC   | N.A.  | N.A.   |
|    | e. Price at which shares are proposed to be acquired / actually acquired  | N.A.  | N.A.   |



| 8. | Shareholding details@ |  | Pre-Transaction    |                                    | Post-Transaction   |                                    |
|----|-----------------------|--|--------------------|------------------------------------|--------------------|------------------------------------|
|    |                       |  | No. of shares held | % w.r.t total share capital of TC# | No. of shares held | % w.r.t total share capital of TC# |
|    | a                     | Each Acquirer / allottee / Transferee(*) |                    |                                    |                    |                                    |
|    |                       | Arya Capital Management Pvt Ltd          | 11,00,000          | 0.11%                              | 21,99,88,139       | 14.54%                             |
|    | b                     | Each Seller / Transferor                 | NA                 | NA                                 | NA                 | NA                                 |


@Hindustan Construction Co. Limited ("HCC/ Target Company") has on 27<sup>th</sup> December, 2018 allotted 21,88,88,139 Equity shares of face value Rs. 1 each ("Equity Shares") at a price of Rs.10 per Equity Share (including a premium of Rs. 9 per Equity Share), to Arya Capital Management Pvt Ltd, a member of Promoter Group, which is 14.47% of the enhanced paid-up share capital of Target Company (post allotment under the Right Issue).

#The Paid-up capital of Hindustan Construction Co. Limited ("HCC") has increased from 101,54,62,926 equity shares of Rs.1/- each aggregating to Rs.101,546,296/- to 151,30,28,244 equity shares of Rs.1/- each aggregating to Rs. 151,30,28,244/- due to allotment of 49,75,65,318 equity shares of FV of Rs. 1/- each) under the Right Issue on 27th December, 2018. Accordingly, a) the pre-transaction % w.r.t total share capital of TC is calculated on 101,54,62,926 equity shares of Rs.1/- each aggregating to Rs.101,546,296/-, which is the paid-up capital of the TC before the allotment under the Right Issue; and b) the post-transaction % w.r.t total share capital of TC is calculated on 151,30,28,244 equity shares of Rs.1/- each aggregating to Rs. 151,30,28,244 /-, which is the paid-up capital of the TC after the allotment under the Right Issue.

**Note:**

- (\*) Shareholding of each entity shall be shown separately and then collectively in a group.
- The above disclosure shall be signed by the acquirer mentioning date & place. In case, there is more than one acquirer, the report shall be signed either by all the persons or by a person duly authorized to do so on behalf of all the acquirers.

For Arya Capital Management Pvt Ltd  
(member of the Promoter Group)

  
Arjun Dhawan  
Director

