

November 28, 2019



Mr. Tapan Jain
Company Secretary & Compliance Officer
PNC Infratech Limited
Tower II, NBCC Plaza,
Pushp Vihar, 4th Floor, Sector 5,
New Delhi -110017
Tel: 011-29574800
Fax: 011-29563844

Dear Sir,

Sub: Regulation 29(2) of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011


We refer to our letter dated December 12, 2018 wherein we had mentioned that as on December 10, 2018, the aggregate holding of the Schemes of HDFC Mutual Fund in "PNC Infratech Ltd." ("The Company") was 5.18% of the paid up equity share capital of the Company (*Paid up Equity Share Capital being Rs. 513,078,330/- comprising 256,539,165 Equity Shares of Rs. 2/- each*).

Further, in accordance with the captioned regulation and other applicable laws / regulations, if any, we wish to inform you that there has been an **increase** in the shareholding of the Company by the Schemes of HDFC Mutual Fund by **2.04%** as of November 26, 2019. As on November 26, 2019 the aggregate holding of the Schemes of HDFC Mutual Fund in the Company is **7.22%** of the paid up equity share capital of the Company (*Paid up Equity Share Capital being Rs. 513,078,330/- comprising 256,539,165 Equity Shares of Rs. 2/- each*).

As per Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 please find enclosed the details of change in the shareholding in the prescribed format enclosed as **Annexure - "1"**.

Kindly acknowledge receipt of the same.

Thanking you,
Yours faithfully,
For **HDFC Asset Management Company Limited**


Dinesh Bhakade
AVP - Compliance
Encl: As above

CC:

Listing Department National Stock Exchange of India Ltd. Exchange Plaza, Bandra - Kurla Complex Bandra (E), Mumbai - 400 051. Tel.: 022- 2659 8190 Fax: 022- 2659 8191	Listing Department BSE Limited Phiroze Jeejeebhoy Towers Dalal Street, Mumbai - 400 001. Fax: 022- 2272 3121
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HDFC Asset Management Company Limited
A Joint Venture with Standard Life Investments
CIN: L65991MH1999PLC123027

Compliance Department : "HDFC House", 2nd Floor, H.T. Parekh Marg, 165-166, Backbay Reclamation, Churchgate, Mumbai-400 020
Tel.: 022 - 6631 6333 Fax: 022 - 6658 0203 Website: www.hdfcfund.com

Annexure-1

**Disclosures under Regulation 29(2) of
SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011**



Name of the Target Company (TC)	PNC Infratech Ltd.		
Name(s) of the acquirer and Persons Acting in Concert (PAC) with the acquirer	HDFC Mutual Fund: HDFC Trustee Company Limited A/c – HDFC Children’s Gift Fund HDFC HOF - I - 1140D NOVEMBER 2017 (1) HDFC Hybrid Equity Fund HDFC Small Cap Fund		
Whether the acquirer belongs to Promoter/ Promoter group	No		
Name(s) of the Stock Exchange(s) where the shares of TC are Listed	BSE Limited National Stock Exchange of India Limited		
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, holding of :			
a) Shares carrying voting rights	13,284,196	5.18	N.A
b) Shares in the nature of encumbrance (pledge/ lien/non-disposal undertaking/ others)	0	0	N.A
c) Voting rights (VR) otherwise than by equity shares	0	0	N.A
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)	0	0	N.A
Total (a+b+c+d)	13,284,196	5.18	N.A
<u>Details of Acquisition/Sale:</u>			
a) Shares carrying voting rights <u>acquired/sold</u>	5,231,856	2.04	N.A
b) VRs acquired /sold otherwise than by shares	0	0	N.A
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) <u>acquired/sold</u>	0	0	N.A
d) Shares encumbered/invoked/released by the acquirer	0	0	N.A
Total (a+b+c+/-d)	5,231,856	2.04	N.A
<u>After the Acquisition/Sale, holding of:</u>			
a) Shares carrying voting rights	18,516,052	7.22	N.A
b) VRs acquired otherwise than by equity shares	0	0	N.A
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.	0	0	N.A
d) Shares in the nature of encumbrance (pledge/ lien/non- disposal undertaking/ others)	0	0	N.A
Total (a+b+c+d)	18,516,052	7.22	N.A



Annexure-1

Disclosures under Regulation 29(2) of
SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011



Mode of acquisition/ sale (e.g. open market / off-market / public issue / rights issue / preferential allotment / inter-se transfer etc).	Open Market
Date of <u>acquisition/sale</u> of shares / <u>VR or date of receipt of intimation of allotment of shares, whichever is applicable</u>	November 26, 2019
Equity share capital / total voting capital of the TC before the said <u>acquisition/sale</u>	Rs. 513,078,330/- comprising 256,539,165 equity shares of Rs. 2/- each.
Equity share capital/ total voting capital of the TC after the said <u>acquisition/sale</u>	Rs. 513,078,330/- comprising 256,539,165 equity shares of Rs. 2/- each.
Total diluted share/voting capital of the TC after the said <u>acquisition/sale</u>	N.A.

(*) Total share capital/ voting capital has been taken as per the latest filing to be done by the company to the Stock Exchange under Regulation 31 of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015.

(**) 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.

For **HDFC Asset Management Company Limited**
(Investment Manager for the Schemes of HDFC Mutual Fund)

Dinesh Bhakade
AVP - Compliance



Place: Mumbai
Date: November 28, 2019