

December 12, 2018

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 02, 2015 wherein we had mentioned that as on December 01, 2015 the aggregate holding of the Schemes of HDFC Mutual Fund in "PNC Infratech Limited." (the "Company") was 7.22% of the paid up equity share capital of the Company (Paid up Equity Share Capital being Rs. 51,30,78,330 comprising 5,13,07,833 Equity Shares of Rs.10/- each).

Further, in accordance with the captioned regulation and other applicable laws / regulations, if any, we wish to inform you that there has been a **decrease** in the holding in the Company by the Schemes of HDFC Mutual Fund by 2.04% as of December 10, 2018. As on December 10, 2018 the aggregate holding of the Schemes of HDFC Mutual Fund in the Company is 5.18% of the paid up equity share capital of the Company (Paid up Equity Share Capital being Rs. 51,30,78,330 comprising 25,65,39,165 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
Investment Managers for HDFC Mutual Fund


Dinesh Bhakade
Jt. Assistant Vice President - Compliance
Encl: As above
CC:



Listing Department National Stock Exchange of India Ltd. Exchange Plaza, Bandra - Kurla Complex, Bandra (E), Mumbai - 400 051. Fax: 022- 2659 8191	Listing Department BSE Limited Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai - 400 001. Fax: 022- 2272 3121
---	---

Annexure-1

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

1. Name of the Target Company (TC)	PNC Infratech Limited.		
2. Name(s) of the acquirer and Persons Acting in Concert (PAC) with the acquirer	HDFC Trustee Company Limited A/c-- HDFC Mutual Fund <ul style="list-style-type: none"> • HDFC Focused 30 Fund • HDFC Children's Gift Fund • HDFC Hybrid Equity Fund • HDFC Small Cap Fund • HDFC Infrastructure Fund 		
3. Whether the acquirer belongs to Promoter/Promoter group	No		
4. Name(s) of the Stock Exchange(s) where the shares of TC are Listed	BSE limited National Stock Exchange of India Limited		
5. 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 theTC (**)
<u>Before the sale under consideration, holding of :</u>			
a) Shares carrying voting rights	1,85,31,160 (refer note 1 below)	7.22	N.A.
b) Shares in the nature of encumbrance (pledge/lien/non-disposal undertaking/ others)	0	0.00	N.A.
c) Voting rights (VR) otherwise than by shares	0	0.00	N.A.
d) Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the T C (specify holding in each category)	0	0.00	N.A.
Total (a+b+c+d)	1,85,31,160	7.22	N.A.
<u>Details of Acquisition/Sale:</u>			
a) Shares carrying voting rights <u>acquired/sold</u>	52,46,964	2.04	N.A.
b) VRs acquired /sold otherwise than by shares	0	0.00	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) acquired/sold	0	0.00	N.A.
d) Shares encumbered/invoked/released by the acquirer	0	0.00	N.A.
Total (a+b+c+/-d)	52,46,964	2.04	N.A.



<u>After the sale, holding of:</u>			
a) Shares carrying voting rights	1,32,84,196	5.18	N.A.
b) Shares encumbered with the acquirer	0	0.00	N.A.
c) VRs otherwise than by shares	0	0.00	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) after acquisition.	0	0.00	N.A.
Total (a+b+c+d) (paid up share capital - Rs. 51,30,78,330 comprising 25,65,39,165 Equity shares of Rs. 2/- each)	1,32,84,196	5.18	N.A.
6. Mode of acquisition /sale (e.g. open market / off-market / public issue / rights issue / preferential allotment / inter-se transfer etc).	Open Market		
7. Date of acquisition /sale of shares / VR or date of receipt of intimation of allotment of shares, whichever is applicable	December 10, 2018		
8. Equity share capital / total voting capital of the TC before the said acquisition /sale	Rs. 51,30,78,330 comprising 25,65,39,165 Equity shares of Rs. 2/- each.		
9. Equity share capital/ total voting capital of the TC after the said acquisition /sale	Rs. 51,30,78,330 comprising 25,65,39,165 Equity shares of Rs. 2/- each.		
10. Total diluted share/voting capital of the TC after the said acquisition /sale.	N.A.		

Rounded off to two decimal places.

Note 1: Considering stock split on account of change in face value from Rs. 10/- to Rs. 2/- per share, the earlier reported holding of 37,06,232 shares stands updated to 1,85,31,160 shares.

(*) ~~Total share capital/ voting capital to be taken as per the latest filing done by the company to the Stock Exchange under Clause 35 of the listing Agreement~~ 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 Managers for HDFC Mutual Fund


Dinesh Bhakade
Jt. Assistant Vice President - Compliance

Place: Mumbai
Date - December 12, 2018

