

HINCON HOLDINGS LTD.

Hincon House, 11th Floor, 247 Park, Lal Bahadur Shastri Marg, Vikhroli (West), Mumbai 400 083, India
Tel. : 91-22-2575 1000 • Fax : 91-22-2577-5929

5th May 2014

(1) Hindustan Construction Company Ltd.
Hincon House, 12th Floor, 247 Park,
LBS Marg, Vikhroli West, Mumbai – 400 083

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

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

Dear Sirs,

Sub: Disclosure under Regulation 29(2) of the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011.

Re: Allotment of 1,53,20,000 Equity Shares of Hindustan Construction Company Ltd of face value Re.1/- each upon conversion of corresponding warrants issued to us.


In terms of Regulation 29(2) of the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, any person, who together with persons acting in concert with him, holds shares or voting rights entitling them to five per cent or more of the shares or voting rights in a target company, shall disclose the number of shares or voting rights held and change in shareholding or voting rights, if such change since last disclosure, exceeds two per cent of total shareholding or voting rights in the target Company.

Accordingly, we wish to inform that on 2nd May 2014, Hindustan Construction Company Ltd has allotted 1,53,20,000 Equity Shares of face value Re.1/- each arising out of our conversion of 1,53,20,000 Warrants at a conversion price of Rs.16.32 per Equity Share and the allotment proceeds have been appropriated from our Promoter Contribution infused earlier, in terms of the requirements of the CDR package for HCC and the relevant disclosure in the prescribed form under Regulation 29(2) of the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 is enclosed herewith for your records.

Please acknowledge receipt.

Thanking you,
Yours faithfully,

For Hincon Holdings Ltd


Sree Vidhya Raju
Secretarial Department

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

Name of the Target Company (TC)	HINDUSTAN CONSTRUCTION COMPANY LIMITED		
Name(s) of the acquirer and Persons Acting in Concert (PAC) with the acquirer	HINCON HOLDINGS LTD		
Whether the acquirer belongs to Promoter/Promoter group	YES		
Name(s) of the Stock Exchange(s) where the shares of TC are Listed	BOMBAY STOCK EXCHANGE LTD (Scrip Code : 500185 ; Scrip ID : HCC) NATIONAL STOCK EXCHANGE LTD (Symbol : HCC)		
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	20,07,03,600	33.09	31.08
b) Voting rights (VR) otherwise than by shares	-	-	-
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)	1,53,20,000	-	2.37
Total (a+b+c)	21,60,23,600		33.45
Details of acquisition/sale			
a) Shares carrying voting rights acquired # /sold	1,53,20,000	2.37	2.37
b) VRs acquired-/sold otherwise than by shares	-	-	-
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	-	-	-
Total (a+b+c)	1,53,20,000	2.37	2.37

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After the acquisition/sale, holding of:			
a) Shares carrying voting rights	21,60,23,600	33.45	33.45
b) VRs otherwise than by shares	-	-	-
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	-	-	-
Total (a+b+c)	21,60,23,600	33.45	33.45
Mode of acquisition / sale (e.g. open market / off market / public issue / rights issue / preferential allotment / inter se transfer etc):	Preferential allotment #		
Date of acquisition / sale of shares / VR or date of receipt of intimation of allotment of shares, whichever is applicable	2nd May, 2014		
Equity share capital / total voting capital of the TC before the said acquisition / sale	60,66,10,420 Equity Shares of Re. 1/- each		
Equity share capital/ total voting capital of the TC after the said acquisition / sale	64,58,26,106 Equity Shares of Re. 1/- each		
Total diluted share/voting capital of the TC after the said acquisition	64,58,26,106 Equity Shares of Re. 1/- each **		

(*) 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.

** There are no outstanding convertible securities/warrants which are convertible into equity shares of the TC.

Allotment of 1,53,20,000 Equity Shares of face value Re.1/- each by Hindustan Construction Company Ltd (HCC) on 2nd May, 2014, arising out of our conversion of 1,53,20,000 Warrants at a conversion price of Rs.16.32 per Equity Share and the allotment proceeds have been appropriated from our Promoter Contribution infused earlier, in terms of the requirements of the CDR package for HCC.

Signature of the acquirer/ seller / Authorised Signatory

FOR HINCON HOLDINGS LIMITED



AJIT GULABCHAND

CHAIRMAN

Place: MUMBAI

Date: 2nd May, 2014