

January 09, 2018

To
Bombay Stock Exchange Limited
Phiroze Jeejeebhoy Towers,
Dalal Street, Mumbai-400 001.
Company Scrip Code: - 500189

To
National Stock Exchange of India Limited
Exchange Plaza, Bandra-Kurla Complex,
Bandra (East), Mumbai-400 051.
Company Script Code: HINDUJAVEN

Sub: Disclosure under Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Subscription to the equity shares offered to the Company by Hinduja Leyland Finance Limited ("HLFL") on rights basis and to the equity shares renounced in favour of the Company.

Dear Sir/ Madam,

The Board of Directors of the Company at its Meeting held on January 09, 2017 accorded its approval for making an aggregate investment of Rs. 11,36,18,450/- [Rupees Eleven Crores Thirty Six Lakhs Eighteen Thousand Four Hundred Fifty Only] by subscribing to:

- (1) 10,32,606 equity shares of Rs. 10/- each of Hinduja Leyland Finance Limited ("HLFL") offered to the Company on rights basis in the proportion of 1 new equity share for every 24 equity shares (1:24) at a price of Rs. 110/- per share (including premium of Rs. 100/- per share) pursuant to Letter of Offer dated December 28, 2017.
- (2) 289 equity shares of Rs. 10/- each of HLFL renounced in favour of the Company at a price of Rs. 110/- per shares (including premium of Rs. 100/- per share)

The Company's shareholding after subscribing to the equity shares offered on rights basis will increase to 2,58,15,438 equity shares (as against 2,47,82,543 equity shares) which would be equivalent to 5.66% on the enhanced equity paid up capital of HLFL.

Following are the details required to be disclosed as specified in Para A of Part A of Schedule III of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015:

Sr. No	Particulars	Response
a.	Name of the target entity, details in brief such as size, turnover etc.	Hinduja Leyland Finance Limited (HLFL) Revenue from Operations as on March 31, 2017 is Rs. 1,48,631.27 Lakhs Net worth as on March 31, 2017 is Rs. 1,49,018.07 Lakhs
b.	a. Whether the acquisition would fall within related party transaction(s) b. whether the promoter/ promoter group/ group companies have any interest in the entity being acquired?	No. The subscription to equity shares offered on rights basis would not fall within the related party transaction(s) of the Company Yes, being the shareholders of HLFL.



Sr. No	Particulars	Response
	c. If yes, nature of interest and details thereof and whether the same is done at "arm's length"	Yes, the proposed subscription shall be at arm's length.
c.	Industry to which the entity being acquired belongs	Non-banking Finance Company
d.	Objects and effects of acquisition (including but not limited to, disclosure of reasons for acquisition of target entity, if its business is outside the main line of business of the listed entity)	Being an existing shareholder of HLFL, it was considered beneficial to take advantage of the right conferred on the Company by HLFL by way of rights issue
e.	Brief details of any governmental or regulatory approvals required for the acquisition	Not Applicable.
f.	Indicative time period for completion of the acquisition	March 15, 2017
g.	Nature of consideration - whether cash consideration or share swap and details of the same	Cash Consideration
h.	Cost of acquisition or the price at which the shares are acquired	Aggregate investment of Rs. 11,36,18,450/- [Rupees Eleven Crores Thirty Six Lakhs Eighteen Thousand Four Hundred Fifty Only] by subscribing to 1) 10,32,606 equity shares of Rs. 10/- each offered on rights basis at a price of Rs. 110/- per share. 2) 289 equity shares of Rs. 10/- each renounced at a price of Rs. 110/- per share.
i.	Percentage of shareholding / control acquired and / or number of shares acquired	10,32,895 equity shares constituting 0.23% of the enhanced equity paid up capital of HLFL.
j.	Brief background about the entity acquired in terms of products/line of business acquired, date of incorporation, history of last 3 years turnover, country in which the acquired entity has presence and any other significant information (in brief)	HLFL was incorporated on November 12, 2008. HLFL is a RBI registered Non-Banking Finance Company. Through a vast network of branches, HLFL finances a wide range of commercial and personal vehicles, which include medium and heavy commercial vehicles, light commercial vehicles, small commercial vehicles, cars,

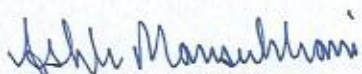


		multi-utility vehicles, three wheelers, and two wheelers, as well as various kinds of used vehicles. HLFL also finances tractors and construction equipment, and provides loans against property.
		<u>Last 3 years Turnover of HLFL/ Revenue from Operations of HLFL are as under:</u> March 31, 2017: Rs. 148,631.27 Lakhs March 31, 2016: Rs. 114,569.34 Lakhs March 31, 2015: Rs. 81,433.93 Lakhs

You are requested to take the same on record.

Thanking You,

Yours Faithfully
For Hinduja Ventures Limited


Ashok Mansukhani
Whole-Time Director
DIN: 00143001

