

**CLAUSE 35 OF EQUITY LISTING AGREEMENT**

(l) (a) Statement showing Shareholding Pattern

<b>Name of the Company:</b>		HINDUSTAN CONSTRUCTION COMPANY LIMITED	
Scrip Code, Name of the scrip, class of security:		500185 / HCC / Equity Shares	
Quarter ended:		30th June 2013	
<b>Partly paid-up shares:-</b>	<b>No. of partly paid-up shares</b>	<b>As a % of total no. of partly paid-up shares</b>	<b>As a % of total no. of shares of the company</b>
Held by Promoter / Promoters Group	0	0.00	0.00
Held by public	0	0.00	0.00
<b>Total</b>	<b>0</b>	<b>0.00</b>	<b>0.00</b>
<b>Outstanding convertible securities:-</b>	<b>No. of outstanding securities</b>	<b>As a % of total No. of outstanding convertible securities</b>	<b>As a % of total no. of shares of the company, assuming full conversion of the convertible securities</b>
Held by Promoter / Promoters Group	0	0.00	0.00
Held by public	0	0.00	0.00
<b>Total</b>	<b>0</b>	<b>0.00</b>	<b>0.00</b>
<b>Warrants:-</b>	<b>No. of warrants</b>	<b>As a % of total no. of warrants</b>	<b>As a % of total no. of shares of the company, assuming full conversion of warrants</b>
Held by Promoter / Promoters Group	39215686	100.00	6.07
Held by public	0	0.00	0.00
<b>Total</b>	<b>39215686</b>	<b>100.00</b>	<b>6.07</b>
<b>Total paid-up capital of the company assuming full conversion of warrants and convertible securities</b>		<b>645826106</b>	

Category code (I)	Category of Shareholder (II)	Number of shareholders (III)	Total number of shares (IV)	Number of shares held in dematerialised form (V)	Total Shareholding as a percentage of total number of shares		Shares pledged or otherwise encumbered	
					As a percentage of (A+B) (VI)	As a percentage of (A+B+C) (VII)	Number of shares (VIII)	As a Percentage (IX)=(VIII) / (IV)*100
<b>(A)</b>	<b>Shareholding of Promoter and Promoter Group</b>							
<b>(1)</b>	<b>Indian</b>							
(a)	Individuals / Hindu Undivided Family	4	2127294	2127294	0.35	0.35	0	0.00
(b)	Central Government / State Government(s)	0	0	0	0.00	0.00	0	0.00
(c)	Bodies Corporate	4	239672100	239672100	39.52	39.51	200703600	83.74
(d)	Financial Institutions / Banks	0	0	0	0.00	0.00	0	0.00
(e)	Any Other (specify)	0	0	0	0.00	0.00	0	0.00
	<b>Sub-Total (A) (1)</b>	<b>8</b>	<b>241799394</b>	<b>241799394</b>	<b>39.87</b>	<b>39.86</b>	<b>200703600</b>	<b>83.00</b>
<b>(2)</b>	<b>Foreign</b>							
(a)	Individuals (Non-Resident Individuals / Foreign Individuals)	0	0	0	0.00	0.00	0	0.00
(b)	Bodies Corporate	0	0	0	0.00	0.00	0	0.00
(c)	Institutions	0	0	0	0.00	0.00	0	0.00
(d)	Qualified Foreign Investor	0	0	0	0.00	0.00	0	0.00
(e)	Any Other (specify)	0	0	0	0.00	0.00	0	0.00
	<b>Sub-Total (A) (2)</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0.00</b>	<b>0.00</b>	<b>0</b>	<b>0.00</b>
	<b>Total Shareholding of Promoter and Promoter Group (A) = (A)(1)+(A)(2)</b>	<b>8</b>	<b>241799394</b>	<b>241799394</b>	<b>39.87</b>	<b>39.86</b>	<b>200703600</b>	<b>83.00</b>
<b>(B)</b>	<b>Public Shareholding</b>						N.A	N.A
<b>(1)</b>	<b>Institutions</b>						N.A	N.A
(a)	Mutual Funds / UTI	8	16212694	16203694	2.67	2.67		
(b)	Financial Institutions / Banks	9	1133755	1131255	0.19	0.19		
(c)	Central Government / State Government(s)	0	0	0	0.00	0.00		
(d)	Venture Capital Funds	0	0	0	0.00	0.00		
(e)	Insurance Companies	5	8491712	8491712	1.40	1.40		
(f)	Foreign Institutional Investors	62	107627722	107561722	17.74	17.74		
(g)	Foreign Venture Capital Investors	0	0	0	0.00	0.00		
(h)	Qualified Foreign Investor	0	0	0	0.00	0.00		
(i)	Any Other (specify)	0	0	0	0.00	0.00		
	<b>Sub-Total (B) (1)</b>	<b>84</b>	<b>133465883</b>	<b>133388383</b>	<b>22.00</b>	<b>22.00</b>		
<b>(2)</b>	<b>Non-Institutions</b>						N.A	N.A
(a)	Bodies Corporate	2414	46804717	46717717	7.72	7.72		
(b)	Individuals -							
i.	Individual shareholders holding nominal share capital upto Rs.1 lakh	221004	171143747	162617666	28.22	28.21		

ii.	Individual shareholders holding nominal share capital in excess of Rs.1 lakh	55	13265959	13265959	2.19	2.19		
(c)	Qualified Foreign Investor	0	0	0	0.00	0.00		
(d)	Any Other (specify)							
i.	Trust	4	10000	10000	0.00	0.00		
ii.	Foreign Bodies	0	0	0	0.00	0.00		
	<b>Sub-Total (B) (2)</b>	<b>223477</b>	<b>231224423</b>	<b>222611342</b>	<b>38.13</b>	<b>38.12</b>	0.00	0.00
	<b>Total Public Shareholding (B) = (B)(1)+(B)(2)</b>	<b>223561</b>	<b>364690306</b>	<b>355999725</b>	<b>60.13</b>	<b>60.12</b>	0.00	0.00
	<b>TOTAL (A)+(B)</b>	<b>223569</b>	<b>606489700</b>	<b>597799119</b>	<b>100.00</b>	<b>99.98</b>	<b>200703600</b>	<b>33.09</b>
(C)	Shares held by Custodians and against which Depository Receipts have been issued							
(1)	<b>Promoter and Promoter Group</b>	0	0	0	0.00	0.00		
(2)	<b>Public</b>	1	120720	120720	0.02	0.02		
	<b>GRAND TOTAL (A)+(B)+(C)</b>	<b>223570</b>	<b>606610420</b>	<b>597919839</b>		<b>100.00</b>	<b>200703600</b>	<b>33.09</b>

**CLAUSE 35 OF EQUITY LISTING AGREEMENT**

(l) (a) Statement showing Shareholding Pattern

<b>Name of the Company:</b>	HINDUSTAN CONSTRUCTION COMPANY LIMITED
<b>Scrip Code, Name of the scrip, class of security:</b>	500185 / HCC / Equity Shares
<b>Quarter ended:</b>	30th June 2013

(l) (b) **Statement showing holding of securities (including shares, warrants, convertible securities) of persons belonging to the category "Promoter and Promoter Group"**

Sr. No. (I)	Name of the shareholder (II)	Details of Shares held		Share encumbered			Details of warrants		Details of convertible securities		Total shares (including underlying shares assuming full conversion of warrants and convertible securities) as a % of diluted share capital (XII)
		No. of Shares held (III)	As a % of Grand Total (A)+(B)+(C) (IV)	Number of Shares (V)	As a Percentage (VI)=(V)/(III)* 100	As a % of grand total (A)+(B)+(C) of sub-clause (I)(a) (VII)	No. of warrants held (VIII)	As a % of total numbers of warrants of the same class (IX)	No. of convertible securities held (X)	As a % of total numbers of convertible securities of same class (XI)	
1	AJIT GULABCHAND	2117294	0.35	0	0.00	0.00	0	0.00	0	0.00	0.33
2	HINCON HOLDINGS LTD	200703600	33.09	200703600	100.00	33.09	15320000	39.07	0	0.00	33.45
3	HINCON FINANCE LIMITED	38365500	6.32	0	0.00	0.00	23895686	60.93	0	0.00	9.64
4	SHALAKA GULABCHAND DHAWAN	10000	0.00	0	0.00	0.00	0	0.00	0	0.00	0.00
5	SHALAKA INVESTMENT PVT LTD	538000	0.09	0	0.00	0.00	0	0.00	0	0.00	0.08
	<b>Member of the Promoter Group</b>										
6	ARYA CAPITAL MANAGEMENT PVT LTD	65000	0.01	0	0.00	0.00	0	0.00	0	0.00	0.01
	<b>TOTAL</b>	<b>241799394</b>	<b>39.86</b>	<b>200703600</b>	<b>83.00</b>	<b>33.09</b>	<b>39215686</b>	<b>100.00</b>	<b>0</b>	<b>0.00</b>	<b>43.51</b>

(l)(c) **Statement showing holding of securities (including shares, warrants, convertible securities) of persons belonging to the category "Public" and holding more than 1%**

(i) **of the total number of shares**

Sr. No.	Name of the Shareholder	Number of Shares	Shares as a percentage of total number of shares {i.e., Grand Total (A)+(B)+(C) indicated in statement at para (I) (a) above}	Details of warrants		Details of convertible securities		Total shares (including underlying shares assuming full conversion of warrants and convertible securities) as a % of diluted share capital
				Number of warrants held	As a % total number of warrants of the same class	Number of convertible securities held	% w.r.t. total number of convertible securities of the same class	
1	SIWA HOLDINGS LIMITED	36,082,151	5.95	0	0.00	0	0.00	5.59
2	HSBC GLOBAL INVESTMENT FUNDS A/C HSBC GLOBAL INVESTMENT FUNDS MAURITIUS LIMITED	32,257,988	5.32	0	0.00	0	0.00	4.99
3	SUNDARAM MUTUAL FUND A/C SUNDARAM SELECT MIDCAP	12,185,832	2.01	0	0.00	0	0.00	1.89
4	DIMENSIONAL EMERGING MARKETS VALUE FUND	6,741,542	1.11	0	0.00	0	0.00	1.04
5	BNP PARIBAS ARBITRAGE	6,508,000	1.07	0	0.00	0	0.00	1.01
	<b>TOTAL</b>	<b>93,775,513</b>	<b>15.46</b>	<b>0</b>	<b>0.00</b>	<b>0</b>	<b>0.00</b>	<b>14.52</b>

- (l)(c) Statement showing holding of securities (including shares, warrants, convertible securities) of persons (together with PAC) belonging to the category "Public" and holding more than 5% of the total number of shares of the Company

Sr. No.	Name(s) of the Shareholder(s) and the Persons Acting in Concert (PAC) with them	Number of Shares	Shares as a percentage of total number of shares (i.e., Grand Total (A)+(B)+(C) indicated in statement at para (l) (a) above)	Details of warrants		Details of convertible securities		Total shares (including underlying shares assuming full conversion of warrants and convertible securities) as a % of diluted share capital
				Number of warrants	As a % total number of warrants of the same class	Number of convertible securities held	% w.r.t. total number of convertible securities of the same class	
1	SIWA HOLDINGS LIMITED	36,082,151	5.95	0	0.00	0	0.00	5.59
2	HSBC GLOBAL INVESTMENT FUNDS A/C HSBC GLOBAL INVESTMENT FUNDS MAURITIUS LIMITED	32,257,988	5.32	0	0.00	0	0.00	4.99
<b>TOTAL</b>		<b>68,340,139</b>	<b>11.27</b>	<b>0</b>	<b>0.00</b>	<b>0</b>	<b>0.00</b>	<b>10.58</b>

- (l) (d) Statement showing details of locked-in shares

Sr. No.	Name of the Shareholder	Number of locked-in Shares	Locked-in shares as a (%) percentage of total number of shares (i.e., Grand Total (A)+(B)+(C) indicated in Statement at para (l)(a) above)	Promoter / Promoter Group / Public
1	HINCON FINANCE LIMITED	38,365,500	6.32	Promoter
<b>Total</b>		<b>38,365,500</b>	<b>6.32</b>	

- (II) (a) Statement showing details of Depository Receipts (DRs)

Sr. No.	Type of outstanding DR (ADRs, GDRs, SDRs, etc.)	Number of outstanding DRs	Number of shares underlying outstanding DRs	Shares underlying outstanding DRs as a percentage of total number of shares (i.e., Grand Total (A)+(B)+(C) indicated in statement at para (l) (a) above)
1	GDR	120720	120720	0.02
<b>TOTAL</b>		<b>120720</b>	<b>120720</b>	<b>0.02</b>

(II) (b) Statement showing holding of Depository Receipts (DRs), where underlying shares held by 'Promoter / Promoter Group' are in excess of 1% of the total number of shares

Sr. No.	Name of the DR Holder	Type of outstanding DR (ADRs, GDRs, SDRs, etc.)	Number of shares underlying outstanding DRs	Shares underlying outstanding DRs as a percentage of total number of shares (i.e., Grand Total (A)+(B)+(C) indicated in statement at para (I)(a) above)
NIL				
TOTAL		0	0	0.00

**CLAUSE 35 OF EQUITY LISTING AGREEMENT**

(I) (a) Statement showing Shareholding Pattern

<b>Name of the Company:</b>	HINDUSTAN CONSTRUCTION COMPANY LIMITED
Scrip Code, Name of the scrip, class of security:	500185 / HCC / Equity Shares
Quarter ended:	30th June 2013

(III) (a) Statement showing the voting pattern of shareholders, if more than one class of shares / securities is issued by the issuer.

Category code (I)	Category of Shareholder (II)	Number of Voting Rights held in each			Total Voting Rights (III+IV+V)	Total Voting Rights i.e. (VI)	
		Class X (III)	Class Y (IV)	Class Z (V)		As a percentage of (A+B) (VI)	As a percentage of (A+B+C) (VII)
<b>(A)</b>	<b>Shareholding of Promoter and Promoter Group</b>						
<b>(1)</b>	<b>Indian</b>						
(a)	Individuals / Hindu Undivided Family						
(b)	Central Government / State Governments(s)						
(c)	Bodies Corporate						
(d)	Financial Institutions / Banks						
(e)	Any Other (Trust)						
	<b>Sub-Total (A) (1)</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0.00</b>	<b>0.00</b>	<b>0.00</b>
<b>(2)</b>	<b>Foreign</b>						
(a)	Individuals (Non-Resident Individuals / Foreign Individuals)						
(b)	Bodies Corporate						
(c)	Institutions						
(d)	Any Other (specify)						
	<b>Sub-Total (A) (2)</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0.00</b>	<b>0.00</b>	<b>0.00</b>
	<b>Total Shareholding of Promoter and Promoter</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0.00</b>	<b>0.00</b>	<b>0.00</b>
<b>(B)</b>	<b>Public Shareholding</b>						
<b>(1)</b>	<b>Institutions</b>						
(a)	Mutual Funds / UTI						
(b)	Financial Institutions / Banks						
(c)	Central Government / State Governments(s)						
(d)	Venture Capital Funds						
(e)	Insurance Companies						
(f)	Foreign Institutional Investors						
(g)	Foreign Venture Capital Investors						
(h)	Any Other (specify)						
	<b>Sub-Total (B) (1)</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0.00</b>	<b>0.00</b>	<b>0.00</b>
<b>(2)</b>	<b>Non-Institutions</b>						
(a)	Bodies Corporate						
(b)	Individuals -						
i	Individual shareholders holding nominal share capital upto Rs. 1 lakh						
ii	Individual shareholders holding nominal share capital in excess of Rs. 1 lakh						
(c)	Any Other (specify)						
i	Trusts						
ii	Foreign Corporate Bodies						
	<b>Sub-total (B) (2)</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0.00</b>	<b>0.00</b>	<b>0.00</b>
	<b>Total Public Shareholding (B) = (B)(1)+(B)(2)</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0.00</b>	<b>0.00</b>	<b>0.00</b>
	<b>TOTAL (A)+(B)</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0.00</b>	<b>0.00</b>	<b>0.00</b>
(C)	Shares held by Custodians and against which Depository Receipts have been issued						
	<b>GRAND TOTAL (A)+(B)+(C)</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0.00</b>	<b>0.00</b>	<b>0.00</b>

**Note**

Only one class of Securities is issued by the Company, hence column (III) (a) is not applicable