

**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	
Quarter ended:		31st December 2011	
<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	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>Total paid-up capital of the company assuming full conversion of warrants and convertible securities</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	0	0.00
(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>0</b>	<b>0.00</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)	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>0</b>	<b>0.00</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	12	11030017	11021017	1.82	1.82		
(b)	Financial Institutions / Banks	13	2380263	2373763	0.39	0.39		
(c)	Central Government / State Government(s)	1	10620	10620	0.00	0.00		
(d)	Venture Capital Funds	0	0	0	0.00	0.00		
(e)	Insurance Companies	8	8916700	8916700	1.47	1.47		
(f)	Foreign Institutional Investors	75	147595372	147529372	24.34	24.33		
(g)	Foreign Venture Capital Investors	0	0	0	0.00	0.00		
(h)	Foreign national/Bodies/OCB	0	0	0	0.00	0.00		
	<b>Sub-Total (B) (1)</b>	<b>109</b>	<b>169932972</b>	<b>169851472</b>	<b>28.02</b>	<b>28.01</b>		

<b>(2)</b>	<b>Non-Institutions</b>						N.A	N.A
(a)	Bodies Corporate	2577	43147290	43057790	7.11	7.11		
(b)	Individuals -							
i.	Individual shareholders holding nominal share capital upto Rs.1 lakh	230509	144358058	135497852	23.80	23.80		
ii.	Individual shareholders holding nominal share capital in excess of Rs.1 lakh	39	7239682	7071682	1.20	1.20		
(c)	Any Other (specify)							
i.	Trust	5	12304	12304	0.00	0.00		
ii.	Foreign Bodies	0	0	0	0.00	0.00		
	<b>Sub-Total (B) (2)</b>	<b>233130</b>	<b>194757334</b>	<b>185639628</b>	<b>32.11</b>	<b>32.11</b>		
	<b>Total Public Shareholding (B) = (B)(1)+(B)(2)</b>	<b>233239</b>	<b>364690306</b>	<b>355491100</b>	<b>60.13</b>	<b>60.12</b>	N.A	N.A
	<b>TOTAL (A)+(B)</b>	<b>233247</b>	<b>606489700</b>	<b>597290494</b>	<b>100.00</b>	<b>99.98</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>233248</b>	<b>606610420</b>	<b>597411214</b>		<b>100.00</b>		

CLAUSE 35 OF EQUITY LISTING AGREEMENT

(I) (a) Statement showing Shareholding Pattern

Name of the Company:	HINDUSTAN CONSTRUCTION COMPANY LIMITED
Script Code, Name of the scrip, class of security:	500185, HCC, Equity
Quarter ended:	31st December 2011

(I) (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	0.00
2	HINCON HOLDINGS LTD	200703600	33.09	0	0.00	0.00	0	0.00	0	0.00	0.00
3	HINCON FINANCE LIMITED	38365500	6.32	0	0.00	0.00	0	0.00	0	0.00	0.00
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	0.00
<b>Shareholding of person belonging to the category "Promoter Group"</b>											
1	ARYA CAPITAL MANAGEMENT PVT LTD	65000	0.01	0	0.00	0.00	0	0.00	0	0.00	0.00
<b>TOTAL</b>		<b>241799394</b>	<b>39.86</b>	<b>0</b>	<b>0.00</b>	<b>0.00</b>	<b>0</b>	<b>0.00</b>	<b>0</b>	<b>0.00</b>	<b>0.00</b>

(I)(c) Statement showing holding of securities (including shares, warrants, convertible securities) of persons belonging to the category "Public" and holding more than 1% 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	HSBC GLOBAL INVESTMENT FUND A/C HSBC GLOBAL INVESTMENT FUNDS MAURITIUS LTD	50174601	8.27	0	0.00	0	0.00	0.00
2	SIWA HOLDINGS LIMITED	36082151	5.95	0	0.00	0	0.00	0.00
3	RELIANCE CAPITAL TRUSTEE CO LTD - RELIANCE INFRASTRUCTURE FUND	8160961	1.35	0	0.00	0	0.00	0.00
4	COPTHALL MAURITIUS INVESTMENT LTD	8085872	1.33	0	0.00	0	0.00	0.00
5	BARCLAYS CAPITAL MAURITIUS LIMITED	7095800	1.17	0	0.00	0	0.00	0.00
6	BNP PARIBAS ARBITRAGE	6940000	1.14	0	0.00	0	0.00	0.00
7	DIMENSIONAL EMERGING MARKETS VALUE FUND	6104087	1.01	0	0.00	0	0.00	0.00
<b>TOTAL</b>		<b>122643472</b>	<b>20.22</b>	<b>0</b>	<b>0.00</b>	<b>0</b>	<b>0.00</b>	<b>0.00</b>

(I)(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 (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	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	HSBC GLOBAL INVESTMENT FUND A/C HSBC GLOBAL INVESTMENT FUNDS MAURITIUS LTD	50174601	8.27	0	0.00	0	0.00	0.00
2	SIWA HOLDINGS LIMITED	36082151	5.95	0	0.00	0	0.00	0.00
<b>TOTAL</b>		<b>86256752</b>	<b>14.22</b>	<b>0</b>	<b>0.00</b>	<b>0</b>	<b>0.00</b>	<b>0.00</b>

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

Sr. No.	Name of the Shareholder	Category of shareholders (Promoters / Public)	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 (I) (a) above)
NIL				
<b>TOTAL</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 (I) (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				
<b>TOTAL</b>		<b>0</b>	<b>0</b>	<b>0.00</b>

**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
Quarter ended:	31st December 2011

(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 class of			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