

# HINCON HOLDINGS LTD.

Hincon House, Lal Bahadur Shastri Marg, Vikhroli (West), Mumbai 400 083, India  
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Date : October 04, 2019

To,

Hindustan Construction Company Ltd (HCC)	BSE Ltd	National Stock Exchange of India Ltd
Hincon House, LBS Marg, Vikhroli West, Mumbai – 400 083	Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai 400001	Exchange Plaza, Bandra-Kurla Complex, Bandra(East), Mumbai-400 051

Dear Sirs,

**Sub: Disclosure of reason for encumbrance by promoter of listed company**

This to inform you that in terms of SEBI's circular SEBI/HO/CFD/DCR1/CIR/P/2019/90 dated August 07, 2019 (**Circular**), we M/s Hincon Holdings Limited, a Promoter Group Company, hereby make our first disclosure in Annexure II where the existing combined encumbrances along with other Promoter Group Companies is more than 50 % of the shareholding in the Company.

The requisite disclosures are attached herewith.

Kindly acknowledge the receipt.

**For Hincon Holdings Limited**

  
Authorised Signatory



Encl : As above.

PS : Email sent to BSE at [corp.relation@bseindia.com](mailto:corp.relation@bseindia.com) & NSE at [dl-enf-wro@nse.co.in](mailto:dl-enf-wro@nse.co.in)

## Annexure - II

### Format for disclosure of reasons for encumbrance

(In addition to Annexure - I prescribed by way of circular dated August 05, 2015)

Name of listed company	Hindustan Construction Company Ltd	
Name of the recognised stock exchanges where the shares of the company are listed	<ul style="list-style-type: none"> <li>• BSE Ltd</li> <li>• National Stock Exchange of India Ltd</li> </ul>	
Name of the promoter(s) / PACs whose shares have been encumbered	<p>Name of the Promoter and members of the Promoter Group whose shares have been encumbered</p> <p><b>Promoter</b> a) Hincon Holdings Ltd b) Hincon Finance Ltd</p> <p><b>Member of the Promoter Group</b> Arya Capital Management Pvt Ltd</p>	
Total promoter shareholding in the listed company	No. of shares	52,82,37,871
	% of total share capital	34.91%
Encumbered shares as a % of promoter shareholding	92.18%	
Whether encumbered share is 50% or more of promoter shareholding	YES	
Whether encumbered share is 20% or more of total share capital	YES	

### Details of all the existing events/ agreements pertaining to encumbrance

	Encumbrance 1 <b>Hincon Holdings Ltd, Promoter</b> Date of creation of encumbrance: 05.07.2018	Encumbrance 2 (Add columns for each event/ agreement)
Type of encumbrance (pledge, lien, negative lien, non-disposal undertaking etc. or any other covenant, transaction, condition or arrangement in the nature of encumbrance)	Pledge	
No. and % of shares encumbered	No. of shares	21,60,23,600
	% of total share capital	21.27%



Specific details about the encumbrance	Name of the entity in whose favour shares encumbered (X)	Universal Trusteeship Services Limited who acted as Security Trustees for CDR Lenders, CLA Lenders and WC Lenders and Milestone Trusteeship Services Private Limited, who act as a debenture trustee for the OCD holders.																
	Whether the entity X is a scheduled commercial bank, public financial institution, NBFC or housing finance company? If No, provide the nature of the business of the entity.	<p>NO</p> <p>Universal Trusteeship Services Limited is a Company Registered under Companies Act 1956, and governed / administered under Companies Act 2013.</p> <p>Milestone Trusteeship Services P. Limited is a Company Registered under Companies Act 1956, and governed / administered under Companies Act 2013.</p>																
	Names of all other entities in the agreement	<p>Listed company and its group companies (if any)</p> <p>1. Hindustan Construction Co Limited. 2. ...Not applicable</p> <p>Other entities (if any) –</p> <p>1. ...Not applicable 2. ...Not applicable</p>																
	Whether the encumbrance is relating to any debt instruments viz. debenture, commercial paper, certificate of deposit etc.? If yes, provide details about the instrument, including credit rating	<p>Yes (partially)</p> <p>If yes</p> <table border="1"> <tr> <td>1</td> <td>Name of the issuer:</td> <td>Hindustan Construction co. Ltd</td> </tr> <tr> <td>2</td> <td>Details of the debt instrument</td> <td>Optionally Convertible Debentures</td> </tr> <tr> <td>3</td> <td>Whether the debt Instrument is listed on stock exchanges?</td> <td>No</td> </tr> <tr> <td>4</td> <td>Credit Rating of the debt instrument</td> <td></td> </tr> <tr> <td>5</td> <td>ISIN of the instrument</td> <td>Multiple ISIN</td> </tr> </table>			1	Name of the issuer:	Hindustan Construction co. Ltd	2	Details of the debt instrument	Optionally Convertible Debentures	3	Whether the debt Instrument is listed on stock exchanges?	No	4	Credit Rating of the debt instrument		5	ISIN of the instrument
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Security Cover / Asset Cover	Value of shares on the date of event / agreement (A)	No of Shares 21,60,23,600 @ 21.80 as 28 <sup>th</sup> March,2018 = Rs. 470,93,14,480/-	
	Amount involved (against which shares have been encumbered) (B)	Rs.14,264 Cr.	
	Ratio of A / B	0.0330	
End use of money	Borrowed amount to be utilized for what purpose –  (a) Personal use by promoters and PACs  (b) For the benefit of listed company  Provide details including amount, purpose of raising money by listed company, schedule for utilization of amount, repayment schedule etc.  (a) Any other reason (please specify)	No  Yes  Pledge created for Working Capital.	

For Hincon Holding Limited.

  
Signature of Authorised Signatory



Place: Mumbai

Date : 4<sup>th</sup> October 2019