

December 21, 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**

Dear Sir/ Madam,

The Board of Directors at its Meeting held on May 12, 2017 delegated the power to Investment Committee to invest the funds of the Company in equity shares up to a maximum limit of Rs. 100 Crores in any financial year.

Accordingly, the Investment Committee at its Meeting held on December 20, 2018, accorded its approval to make an aggregate investment of Rs. 3,50,68,977/- [Rupees Three Crores Fifty Lakhs Sixty Eight Thousand Nine Hundred and Seventy Seven Only] by subscribing to 2,29,209 equity shares of HLFL of Rs. 10/- each offered to the Company on rights basis at a price of Rs. 153/- per share (including premium of Rs. 143/- per share) pursuant to Letter of Offer dated December 13, 2018.

The Company's shareholding after subscribing to the equity shares offered on rights basis will increase to 1,60,44,647 equity shares (as against 1,58,15,438 equity shares) which would be equivalent to 3.46% 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, 2018 is Rs. 1,95,936 Lakhs.  Net worth as on March 31, 2018 is Rs. 2,13,323.49 Lakhs.
b.	a. Whether the acquisition would fall within related party transaction(s)	No. The subscription to equity shares offered on rights basis by HLFL would not fall within the related party transaction(s) of the Company.  Yes, being the Shareholder of HLFL.

Cin. No.: L51900MH1985PLC036896

Hinduja Ventures Limited : In Centre, 49/50, M.I.D.C., 12th Road, Andheri (E), Mumbai - 400 093.  
Phone: 6691 0945 / 2824 8379 Fax: 6691 0988 Web: www.hindujaventures.com



	b. whether the promoter/ promoter group/ group companies have any interest in the entity being acquired?	
	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.	NBFC engaged in Asset Financing and other financial services (Financial service activities, except insurance and pension funding).
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	January 30, 2019
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	Rs. 153/- per equity shares (at a premium of Rs. 143/- per share) for subscribing to (i) 2,29,209 equity shares offered on rights basis by HLFL.
i.	Percentage of shareholding / control acquired and / or number of shares acquired	No. of equity shares: 2,29,209 Percentage: 0.05% of the enhanced paid capital of the Company.
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.  The Company is engaged in the business of vehicle finance, construction equipment finance, housing finance and loan against property.



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HINDUJA GROUP

	<b>Last 3 years Turnover of HLFL/ Revenue from Operations of HLFL are as under:</b> March 31, 2018: Rs. 1,95,936 Lakhs March 31, 2017: Rs. 1,48,631 Lakhs March 31, 2016: Rs. 1,14,569 Lakhs
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You are requested to take the same on record.

Thanking You,

**Yours Faithfully**  
**For Hinduja Ventures Limited**

  
**Ashok Mansukhani**  
**Managing Director**  
DIN: 00143001



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