



**ATTENDANCE SLIP**

**HINDUSTAN CONSTRUCTION CO. LTD**

(CIN: L45200MH1926PLC001228)  
Regd Office: Hincon House,  
LBS Marg, Vikhroli West, Mumbai – 400 083.  
Website: www.hccindia.com  
Tel.: +91 22 2575 1000 Fax: +91 22 2577 7568

**91<sup>st</sup> ANNUAL GENERAL MEETING**

I/We hereby record my/our presence at the 91<sup>st</sup> Annual General Meeting of the Company at **Walchand Hirachand Hall, Indian Merchants' Chamber, Indian Merchants' Chamber Marg, Churchgate, Mumbai 400 020 on Thursday, July 6, 2017 at 11.00 a.m.**

Member's Folio / DP ID-Client ID No.

Member's / Proxy's name in Block Letters

Member's/Proxy's signature

- Note:**
- Please complete the Folio / DP ID – Client ID No. and name, sign this Attendance Slip and handover at the Attendance Verification Counter at the Entrance of the Meeting Hall.
  - Electronic copy of the Annual Report for FY 2016-17 and the Notice of the Annual General Meeting (AGM) along with Attendance Slip and Proxy Form is sent to all the members whose email address is registered with the Depository Participant unless any member has requested for a hard copy of the same. Members receiving electronic copy and attending the AGM can print copy of this Attendance Slip.
  - Physical copy of the Annual Report for FY 2016-17 and the Notice of the Annual General Meeting along with the Attendance Slip and Proxy Form is sent in the permitted mode(s) to all members whose email address is not registered or who have requested for a hard copy.



**REMOTE E-VOTING PARTICULARS**

**REMOTE ELECTRONIC VOTING PARTICULARS**

EVEN (Remote E-Voting Event Number)	USER ID	Password / PIN

The Remote e-voting facility will be available during the following voting period:

<b>Commencement of Remote e-voting</b>	<b>From Sunday, July 2, 2017 (9:00 am)</b>
<b>End of Remote e-voting</b>	<b>Upto Wednesday, July 5, 2017 (5:00 pm)</b>

**Note:** During the Remote e-voting period, members of the Company holding shares as on the cut-off date i.e. June 29, 2017 may cast their vote electronically. Any person, who acquires shares of the Company and become a member of the Company after despatching of the Notice and holding shares as of the cut-off date i.e. June 29, 2017, may obtain the login ID and password by sending a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or contact NSDL at following toll free no.: 1800-222-990 or contact the Company or TSR Darashaw Ltd, Registrar & Share Transfer Agents.

Please read the instructions given at Note No. 16 of the Notice of the 91<sup>st</sup> Annual General Meeting carefully before voting electronically.



**PROXY FORM**

**HINDUSTAN CONSTRUCTION CO. LTD**

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I/We being the member(s) of \_\_\_\_\_ shares of the above named company hereby appoint:

- Name:.....Address.....  
Email ID.....Signature.....or failing him;
- Name:.....Address.....  
Email ID.....Signature.....or failing him;
- Name:.....Address.....  
Email ID.....Signature.....

As my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 91<sup>st</sup> Annual General Meeting of the Company to be held on Thursday, July 6, 2017 at 11.00 a.m. at **Walchand Hirachand Hall, Indian Merchants' Chamber, Indian Merchants' Chamber Marg, Churchgate, Mumbai 400 020 and at any adjournment thereof in respect of such resolutions as are indicated below:**

Sr. No.	RESOLUTIONS	Optional *	
		For	Against
<b>Ordinary Business</b>			
1	Ordinary Resolution for adoption of Audited Standalone & Consolidated Financial Statements of the Company for the year ended March 31, 2017 and the Reports of the Board of Directors and Auditors thereon.		
2	Ordinary Resolution for appointment of a Director, in place of Mr. N. R. Acharyulu (DIN: 02010249), Non Executive - Non Independent Director, who is retiring by rotation and being eligible, offers himself for re-appointment.		
3	Ordinary Resolution under Section 139,142 of the Companies Act, 2013 for ratification of appointment of M/s. Walker Chandok & Co. LLP as Statutory Auditors of the Company and fixing their remuneration.		
<b>Special Business</b>			
4	Special Resolution for re-appointment of Mr. Ram P. Gandhi (DIN: 00050625), Independent Director of the Company, to hold office for a second term of three years.		
5	Special Resolution for re-appointment of Mr. Sharad M. Kulkarni (DIN: 00003640), Independent Director of the Company, to hold office for a second term of three years.		
6(A)	Special Resolution for payment of revised Remuneration to Mr. Ajit Gulabchand, Chairman & Managing Director for FY 2016-17.		
6(B)	Special Resolution for payment of Remuneration to Mr. Ajit Gulabchand, Chairman & Managing Director for FY 2017-18.		
7	Special Resolution for appointment of Mr. Arjun Dhawan (including terms of remuneration) as Group CEO & Whole-time Director of the Company for a period of five years effective from 1st April, 2017.		
8	Ordinary Resolution for ratification of Remuneration to Cost Auditor.		
9	Special Resolution for providing an Option to Lenders for conversion of Part A Debt under S4A Scheme and other facilities granted, into Equity Shares of the Company.		
10	Special Resolution for offer and Issue of: i. upto 1,23,60,383 Equity Shares of the Company of face value ₹ 1/- each and ii. upto 10,73,008 Optionally Convertible Debentures (OCDs) of face value ₹ 1000/- each, on Preferential Basis, to remaining S4A Lenders, pursuant to implementation of the HCC S4A Scheme.		
11	Special Resolution for issue of securities of the Company under Section 42, 62, 71 of the Companies Act, 2013 for an amount not exceeding ₹ 1,000 crore.		

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2017.

Signature of the Shareholder \_\_\_\_\_ Signature of Proxy holder(s) \_\_\_\_\_

Affix Revenue Stamp not less than ₹ 1

**Notes:**

- This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.
- For the resolutions, explanatory statements and Notes, please refer to the Notice of 91<sup>st</sup> Annual General Meeting.
- \* It is optional to put 'X' in the appropriate column against the Resolutions indicated in the Box. If you leave the 'For' or 'Against' column blank against any or all resolution, your proxy will be entitled to vote in the manner as he / she thinks appropriate.
- Please complete all details including details of member(s) before submission of the form.