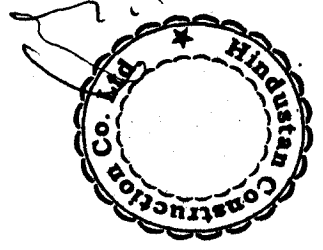


**HINDUSTAN CONSTRUCTION CO. LTD.**

**Ordinary Resolution for increase in the Authorised Share Capital and consequential amendments to Memorandum of Association of the Company**

**Whether promoter/ promoter group are interested in the agenda/resolution: No  
Resolution No 1**

|   | <b>Promoter/Public</b>         | <b>Mode of Voting</b>         | <b>Total No. of Shares Held</b> | <b>No. of votes polled</b> | <b>% of Votes Polled on outstanding shares</b><br>[3]=[2]/(1)*100 | <b>No. of Votes in favour</b> | <b>No. of Votes - against</b> | <b>% of Votes in favour on votes polled</b><br>[6]=[4]/(2)*100 | <b>% of Votes against on votes polled</b><br>[7]=[5]/(2)*100 |
|---|--------------------------------|-------------------------------|---------------------------------|----------------------------|---|-------------------------------|-------------------------------|--|--|
|   |                                |                               | [1]                             | [2]                        | [3]=[2]/(1)*100   | [4]                           | [5]                           | [6]=[4]/(2)*100  | [7]=[5]/(2)*100  |
| 1 | Promoter and Promoter Group    | E-Voting                      | 281015080                       | 0                          | 0.00  | 0                             | 0                             | 0.00   | 0.00   |
|   |                                | Poll                          | 281015080                       | 281015080                  | 100.00  | 281015080                     | 0                             | 100.00   | 0.00   |
|   |                                | Postal Ballot (if applicable) | 281015080                       | 0                          | 0.00  | 0                             | 0                             | 0.00   | 0.00   |
|   |                                | <b>Total</b>                  | 281015080                       | 281015080                  | 100.00  | 281015080                     | 0                             | 100.00   | 0.00   |
| 2 | Public - Institutional holders | E-Voting                      | 212257234                       | 131414250                  | 61.91   | 130429326                     | 984924                        | 99.25  | 0.75   |
|   |                                | Poll                          | 212257234                       | 0                          | 0.00  | 0                             | 0                             | 0.00   | 0.00   |
|   |                                | Postal Ballot (if applicable) | 212257234                       | 0                          | 0.00  | 0                             | 0                             | 0.00   | 0.00   |
|   |                                | <b>Total</b>                  | 212257234                       | 131414250                  | 61.91   | 130429326                     | 984924                        | 99.25  | 0.75   |
| 3 | Public-Others                  | E-Voting                      | 285886592                       | 761349                     | 0.27  | 753359                        | 7990                          | 98.95  | 1.05   |
|   |                                | Poll                          | 285886592                       | 465160                     | 0.16  | 464744                        | 416                           | 99.91  | 0.09   |
|   |                                | Postal Ballot (if applicable) | 285886592                       | 0                          | 0.00  | 0                             | 0                             | 0.00   | 0.00   |
|   |                                | <b>Total</b>                  | 285886592                       | 1226509                    | 0.43  | 1218103                       | 8406                          | 99.31  | 0.69   |
|   | Total                          | E-Voting                      | 779158906                       | 132175599                  | 16.96   | 131182685                     | 992914                        | 99.25  | 0.75   |
|   |                                | Poll                          | 779158906                       | 281480240                  | 36.13   | 281479824                     | 416                           | 100.00   | 0.00   |
|   |                                | Postal Ballot (if applicable) | 779158906                       | 0                          | 0.00  | 0                             | 0                             | 0.00   | 0.00   |
|   |                                | <b>Total</b>                  | 779158906                       | 413655839                  | 53.09   | 412662509                     | 993330                        | 99.76  | 0.24   |

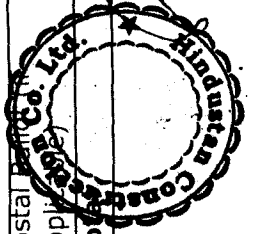


**HINDUSTAN CONSTRUCTION CO. LTD.**

**Special Resolution for conversion of Loan by Lenders into Equity Shares/Optionally Convertible Debentures (OCDs) of the Company ("Securities") pursuant to implementation of the Reserve Bank of India S4A Scheme.**

**Whether promoter/ promoter group are interested in the agenda/ resolution : No Resolution No 2**

| Promoter/Publi<br>c | Mode of Voting                            | Total No. of<br>Shares Held | No. of votes<br>polled | % of<br>Votes<br>Polled on<br>outstandin<br>g shares | No. of Votes -<br>in favour | No. of Votes -<br>against | % of<br>Votes in<br>favour on<br>votes<br>polled | % of<br>Votes<br>against on<br>votes<br>polled |
|---------------------|---|-----------------------------|------------------------|--|-----------------------------|---------------------------|--|--|
|                     |   | [1]                         | [2]                    | $[3]=\frac{[2]}{[1]}*100$                            | [4]                         | [5]                       | $\frac{[6]=\frac{[4]}{[2]}*100}{(2)}$            | $\frac{[7]=\frac{[5]}{[2]}*100}{(2)}$          |
| 1                   | E-Voting                                  | 281015080                   | 0                      | 0.00   | 0                           | 0                         | 0.00   | 0.00   |
|                     | Poll                                      | 281015080                   | 281015080              | 100.00   | 281015080                   | 0                         | 100.00   | 0.00   |
|                     | Postal Ballot (if<br>applicable)<br>Total | 281015080                   | 0                      | 0.00   | 0                           | 0                         | 0.00   | 0.00   |
| 2                   | E-Voting                                  | 212257234                   | 131414250              | 61.91  | 130429326                   | 984924                    | 99.25  | 0.75   |
|                     | Poll                                      | 212257234                   | 0                      | 0.00   | 0                           | 0                         | 0.00   | 0.00   |
|                     | Postal Ballot (if<br>applicable)<br>Total | 212257234                   | 0                      | 0.00   | 0                           | 0                         | 0.00   | 0.00   |
| 3                   | E-Voting                                  | 285886592                   | 709849                 | 0.25   | 701469                      | 8380                      | 98.82  | 1.18   |
|                     | Poll                                      | 285886592                   | 465160                 | 0.16   | 464444                      | 716                       | 99.85  | 0.15   |
|                     | Postal Ballot (if<br>applicable)<br>Total | 285886592                   | 0                      | 0.00   | 0                           | 0                         | 0.00   | 0.00   |
| Public-Others       | E-Voting                                  | 779158906                   | 132124099              | 16.96  | 131130795                   | 993304                    | 99.25  | 0.75   |
|                     | Poll                                      | 779158906                   | 281480240              | 36.13  | 281479524                   | 716                       | 100.00   | 0.00   |
|                     | Postal Ballot (if<br>applicable)<br>Total | 779158906                   | 0                      | 0.00   | 0                           | 0                         | 0.00   | 0.00   |
| <b>Total</b>        |   | <b>779158906</b>            | <b>413604339</b>       | <b>53.08</b>   | <b>412610319</b>            | <b>994020</b>             | <b>99.76</b>                                     | <b>0.24</b>                                    |



HINDUSTAN CONSTRUCTION CO. LTD.

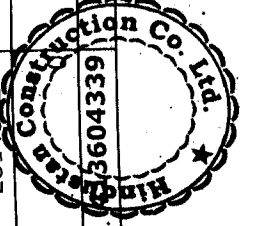
Special Resolution for offer and Issue of:

- i. upto 25,19,92,670 Equity Shares of the Company of face value ₹ 1/- each representing 24.44% of the expanded share capital of the Company and
- ii. such Optionally Convertible Debentures (OCDs) of face value ₹ 1000/- each not exceeding ₹ 2000 Crore, on Preferential Basis, pursuant to implementation of the HCC S4A Scheme.

Whether promoter/ promoter group are interested in the agenda/resolution: No

Resolution No 3

|                                | Mode of Voting                | Total No. of Shares Held | No. of votes polled | % of Votes Polled on outstanding shares<br>[3]=[(2)/(1)]*100 | No. of Votes - in favour | No. of Votes - against | % of Votes in favour<br>[6]=[(4)/(2)]*100 | % of Votes against<br>[7]=[(5)/(2)]*100 |
|--------------------------------|-------------------------------|--------------------------|---------------------|--|--------------------------|------------------------|---|---|
| Promoter/Public                |                               | [1]                      | [2]                 |  | [4]                      | [5]                    |   |   |
|                                | E-Voting                      | 281015080                |                     | 0  | 0                        | 0                      | 0.00                                      | 0.00                                    |
|                                | Poll                          | 281015080                | 281015080           | 100.00   | 281015080                | 0                      | 100.00                                    | 0.00                                    |
| Promoter and Promoter Group    | Postal Ballot (if applicable) | 281015080                |                     | 0  | 0                        | 0                      | 0.00                                      | 0.00                                    |
| 1                              | Total                         | 281015080                | 281015080           | 100.00   | 281015080                | 0                      | 100.00                                    | 0.00                                    |
|                                | E-Voting                      | 212257234                | 131414250           | 61.91  | 130429326                | 984924                 | 99.25                                     | 0.75                                    |
|                                | Poll                          | 212257234                |                     | 0  | 0                        | 0                      | 0.00                                      | 0.00                                    |
| Public - Institutional holders | Postal Ballot (if applicable) | 212257234                |                     | 0  | 0                        | 0                      | 0.00                                      | 0.00                                    |
| 2                              | Total                         | 212257234                | 131414250           | 61.91  | 130429326                | 984924                 | 99.25                                     | 0.75                                    |
|                                | E-Voting                      | 285886592                | 709849              | 0.25   | 700329                   | 9520                   | 98.66                                     | 1.34                                    |
|                                | Poll                          | 285886592                | 465160              | 0.16   | 464444                   | 716                    | 99.85                                     | 0.15                                    |
|                                | Postal Ballot (if applicable) | 285886592                |                     | 0  | 0                        | 0                      | 0.00                                      | 0.00                                    |
|                                | Total                         | 285886592                | 1175009             | 0.41   | 1164773                  | 10236                  | 99.13                                     | 0.87                                    |
| Public-Others                  | E-Voting                      | 779158906                | 132124099           | 16.96  | 131129655                | 994444                 | 99.25                                     | 0.75                                    |
|                                | Poll                          | 779158906                | 281480240           | 36.13  | 281479524                | 716                    | 100.00                                    | 0.00                                    |
|                                | Postal Ballot (if applicable) | 779158906                |                     | 0.00   | 0                        | 0                      | 0.00                                      | 0.00                                    |
| Total                          | Total                         | 779158906                | 412609179           | 53.08  | 412609179                | 995160                 | 99.76                                     | 0.24                                    |



Combined Scrutinizer's Report on Remote E-voting & Voting by Ballot  
conducted at the EXTRAORDINARY GENERAL MEETING of Hindustan Construction Company  
Limited held at MUMBAI on January 5, 2017

To,  
Chairman,  
Hindustan Construction Co. Ltd  
Hincon House, 11<sup>th</sup> Floor,  
247 Park, LBS Marg,  
Vikhroli West Mumbai 400083

Extraordinary General Meeting, (EGM), of the Equity Shareholders of Hindustan Construction Company Limited, held on Thursday January 5, 2017 at Walchand Hirachand Hall, Indian Merchants' Chamber, Indian Merchant Chambers Marg, Churchgate, Mumbai 400020

Sub: Passing of Resolution through Remote E-Voting and Voting by Ballot at the venue of the EGM, pursuant to section 108 of the Companies Act 2013, read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The Board of Directors of Hindustan Construction Co. Limited (hereinafter referred to as the "HCC" or the "Company") at its meeting held on December 2, 2016 has appointed me as the Scrutinizer for the Remote E-voting process, and Voting by Ballot at the venue of the EGM, by the members, pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and in accordance with Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. I say, I am familiar and well versed with the concept of electronic voting system as prescribed under the said Rules

**Report on Scrutiny:**

- The Company had appointed National Securities Depository Limited ("NSDL") as the Service provider, for the purpose of extending the facility of Remote E-Voting to the Members of the Company. TSR Darashaw Limited is the Registrar and Share Transfer Agents ('RTA') of the Company.
- The Service Provider had provided a system for recording the votes of the Members electronically on all the items of the business (Special business) sought to be transacted in the Extra Ordinary General Meeting (EGM) of the Company, which was held on Thursday, January 5, 2017.
- The Service Provider had set up electronic voting facility on their website, [https://: www.evoting.nsdl.com](https://www.evoting.nsdl.com) The Company had uploaded all the items of the business to

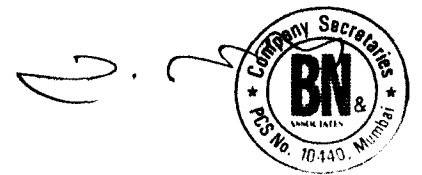


C/O. Karvy Computershare Pvt. Ltd. 24-B Raja Bahadur Mansion, Ground Floor, Ambabal Doshi Marg, B/H BSE, Fort, Mumbai - 400 023.  
T:91 22 6623 5454 D:91 22 6623 5411 Fax:91 22 6633 1135 Cell :9820142331/9004089490  
E-mail :narasimhan.b8@gmail.com // bn@karvy.com

Resi : 601/602, B-wing, Cosmic Heights, Bhakti Park, Imax Theater Compound, Wadala (E), Mumbai - 400 037.  
(T) : 91 22 2403 6596

be transacted at the EGM on the website of the Company namely [www.hccindia.com](http://www.hccindia.com) and also the Service Provider to facilitate their Members to cast their vote through Remote E-Voting.

- The cut-off date for the dispatch of the Notice of the EGM was December 2, 2016 and as on that date, there were 2,12,876 Members of the HCC. The service provider had sent the Notices of the EGM and E-voting details by email to 140558 Members whose email Id was made available by the two Depositories for the electronic shares and for those members, holding in physical form, who had registered their email Id with the RTA. In respect of 72,318 folios, Members, who's Email Ids are not available, the Notices were sent by Courier.
- In respect of 182 cases, where the transmissions through email had failed, the Company had sent the Notice of the EGM along with E-voting details through physical form by Courier.
- The Notices sent (both through email and physical form) contained the detailed procedure to be followed by the Members who were desirous of casting their votes electronically as provided in the Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended.
- The **Cut-off date** for the purposes of identifying the Members who will be entitled to vote on the resolutions placed for approval of the Members was **Thursday December 29, 2016**.
- As prescribed in the aforesaid Rules, the Remote E-Voting facility was kept open for three days from **Monday, January 2, 2017 9.00 A.M. till Wednesday, January 4, 2017 till 5.00 P.M.**
- HCC completed the dispatch of the notices to the members by 13<sup>th</sup> December, 2016.
- As prescribed in clause (v) of sub rule 4 of the Rule 20, HCC also released an advertisement, which was published 21 days before the date of the EGM in English in Business Standard Newspaper dated December 14, 2016 and in Marathi in Sakal Newspaper dated December 14, 2016. The notices published in the newspapers carried the required information as specified in Sub Rule 4(v) (a) to (h) of the said Rule 20.
- At the end of the voting period on January 4, 2017 at 5.00 P.M., the voting portal of the Service Provider was blocked forthwith. The list of shareholders who had participated in the remote e-voting process was also obtained from the service provider NSDL
- At the venue of the EGM of the HCC held on January 5, 2017 the facility to vote by ballot paper was provided to facilitate those members present in the meeting but who could not participate through Remote E-voting to record their votes.



On January 5, 2017, after counting of the votes conducted at the venue of the EGM, through Physical ballot, the votes cast through Remote E-Voting facility was duly unblocked by me as a Scrutinizer in the presence of Mr. Sameer Shaikh and Mr. Aneesh Parwani who acted as the witnesses, as prescribed in Sub Rule 4(xii) of the said Rule 20.

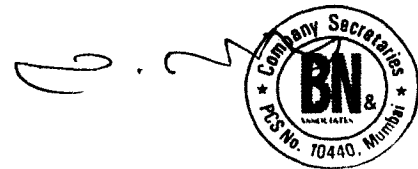
- The remote e-voting and the electronic voting done at the meeting were reconciled with the records maintained by the In-House RTA and the authorizations / proxies lodged with the Company.
- Thereafter, I as a Scrutinizer duly compiled the details of the Remote E-Voting carried out by the Members together with the electronic voting done at the venue of the EGM

**The results of the Remote E-voting together with that of the electronic voting carried out at venue of the EGM are as under:**

| Details                                | Remote E-voting                            | Voting by ballot at the EGM                | Total voting                               |
|--|--|--|--|
| Number of members who cast their votes | 252  | 74   | 326  |
| Total number of Shares held by them    | 132177599                                  | 281480940                                  | 413658539                                  |
| Valid Votes cast                       | Various as mentioned under each resolution | Various as mentioned under each resolution | Various as mentioned under each resolution |
| Abstained/ Invalid/Less voted          | Various as mentioned under each resolution | Various as mentioned under each resolution | Various as mentioned under each resolution |

**Note:**

1. Percentage of votes cast in favour or against the resolutions are calculated based on the Valid Votes cast through Remote E-voting and Voting by Ballot paper at the venue of the EGM.
2. Break up votes cast through Remote E-voting and through Voting at the meeting through Ballot paper for and against the items mentioned in the Notice is given below



**ITEM NO 1 OF THE NOTICE (AS AN ORDINARY RESOLUTION):**

*For increase in the Authorized Share Capital and consequential amendments to the Memorandum of Association of the Company*

| Manner of voting                            | Votes<br>in favour of the resolution |        | Votes<br>against the resolution |       | Invalid<br>votes<br>Nos. |
|---|--------------------------------------|--------|---------------------------------|-------|--------------------------|
|   | Nos.                                 | %age   | Nos.                            | %age  |                          |
| Total valid votes through Remote E-voting   | 131182685                            | 99.249 | 992914                          | 0.751 | 2000                     |
| Total valid votes through voting at the EGM | 281479824                            | 99.999 | 416                             | 0.001 | 700                      |
| Total Valid Votes Cast                      | 412662509                            | 99.760 | 993330                          | 0.240 | 2700                     |

Percentage of votes cast in favour 99.760 Percentage of Votes cast against 0.240

Item 1 of Notice stands passed with the requisite majority

**ITEM NO 2 OF THE NOTICE (AS A SPECIAL RESOLUTION):**

*For conversion of Loan by Lenders into Equity Shares/Optionally Convertible Debentures (OCDs) of the Company("Securities") pursuant to implementation of the Reserve Bank of IndiaS4A Scheme*

| Manner of voting                          | Votes<br>in favour of the resolution |        | Votes<br>against the resolution |       | Invalid<br>votes<br>Nos. |
|---|--------------------------------------|--------|---------------------------------|-------|--------------------------|
|   | Nos.                                 | %age   | Nos.                            | %age  |                          |
| Total valid votes through Remote E-voting | 131130795                            | 99.248 | 993304                          | 0.752 | 53500                    |



|  |           |        |        |       |       |
|--|-----------|--------|--------|-------|-------|
| <b>Total valid votes through voting at the EGM</b> | 281479524 | 99.999 | 716    | 0.001 | 700   |
| <b>Total Valid Votes Cast</b>                      | 412610319 | 99.760 | 994020 | 0.240 | 54200 |

Percentage of votes cast in favour 99.760 Percentage of Votes cast against 0.240

Item 2 of Notice stands passed with the requisite majority

**ITEM NO 3 OF THE NOTICE (AS A SPECIAL RESOLUTION):**

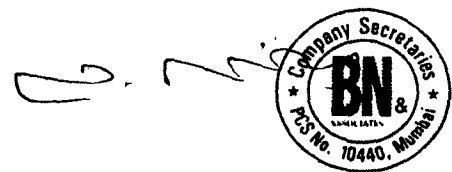
*For offer and issue of:*

- i. Up to 25,19,92,670 Equity Shares of the Company of the face value of Re. 1/- each representing 24.44% of the expanded share capital of the Company and*
- ii. Such Optionally Convertible Debentures (OCDs) of face value of Rs. 1,000/- each not exceeding Rs. 2,000 Crore, on Preferential Basis, pursuant to implementation of the HCC S4A Scheme*

| <b>Manner of voting</b>                            | <b>Votes in favour of the resolution</b> |             | <b>Votes against the resolution</b> |             | <b>Invalid votes</b> |
|--|--|-------------|-------------------------------------|-------------|----------------------|
|  | <b>Nos.</b>                              | <b>%age</b> | <b>Nos.</b>                         | <b>%age</b> | <b>Nos.</b>          |
| <b>Total valid votes through Remote E-voting</b>   | 131129655                                | 99.247      | 994444                              | 0.753       | 53500                |
| <b>Total valid votes through voting at the EGM</b> | 281479524                                | 99.999      | 716                                 | 0.001       | 700                  |
| <b>Total Valid Votes Cast</b>                      | 412609179                                | 99.759      | 995160                              | 0.241       | 54200                |

Percentage of votes cast in favour 99.759 Percentage of Votes cast against 0.241

Item 3 of Notice stands passed with the requisite majority





The Resolution mentioned in the EGM Notice as per the details above stand passed under Remote E-voting and Voting by Ballot conducted at EGM with the requisite majority and deemed to be passed as on the date of the EGM.

A Compact Disc (CD) containing a list of equity shareholders who voted "FOR" or "AGAINST" and those who "ABSTAINED" together with those whose votes were declared invalid for the resolution under consideration at the EGM is being delivered to the Company Secretary Separately.

I hereby confirm that I am maintaining the Registers received from the RTA and electronic voting data received from the Service Provider, in respect of the votes cast through Remote e-voting and by way of voting by Ballot at the meeting by the Members of the HCC. All the relevant records relating to Remote E-voting and Voting by Ballot at the EGM is under my safe custody and will be handed over to the Company Secretary for safe keeping, after the Chairman signs the Minutes.

Thanking you,

Yours Faithfully

For B.N. & Associates



CS B Narasimhan

(Proprietor)

(FCS no 1303 COP no 10440)



Place: Mumbai

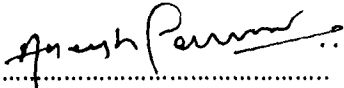
Date: January 5, 2017

**Witnesses:**

**Name: 1) Mr. Sameer Shaikh**

**2) Mr. Aneesh Parwani**

Signature:  .....

Signature:  .....

**Countersigned and received the report:**



Signed by Authorized person in this regard

Place: Mumbai

Date: January 5, 2017

.....