

HINDUSTAN CONSTRUCTION COMPANY 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**POSTAL BALLOT FORM****(To be returned to Scrutinizer appointed by the Company)**

1. Name and Registered address of the Sole/
First named Member

2. Name(s) of joint-holders, (if any) :

3. Registered Folio No./*DP ID/Client ID :
*(Applicable to Members holding shares in
Dematerialized form)

4. Number of Equity Shares held :

5. I / We hereby exercise my / our vote in respect of the following resolution(s) to be passed by means of Postal Ballot for the business stated in the Postal Ballot Notice dated August 01, 2019 issued by the Company by conveying my / our assent (for) or dissent (against) to the said resolutions (Please refer Postal Ballot Notice for text of full resolutions) by placing the tick (✓) mark in the appropriate box below:

S. No. (Resolution No.)	Description of Resolution(s)	No. of Equity share(s) held by me/us	I / We assent to the resolution (FOR)	I / We dissent to the resolution (AGAINST)
1.	Ordinary Resolution for sale of beneficial interest/ rights in certain awards & claims			
2.	Special Resolution for Payment of remuneration to Mr. Ajit Gulabchand, Chairman & Managing Director for financial year 2014-15			
3.	Special Resolution for Payment of remuneration to Mr. Ajit Gulabchand, Chairman & Managing Director for financial year 2015-16			

Place:

Date:

Signature of Member/*Authorised Representative

*In case of authorized representative of a body corporate, copy of the relevant authorization viz. Board Resolution/Power of Attorney should be sent along with postal ballot form.

Notes: (i) If you opt to cast your vote by e-voting, there is no need to fill up and sign this form. (ii) Last date for receipt of postal ballot form is Monday, 9th September, 2019. (iii) Please read the instructions printed overleaf carefully before casting your vote.

ELECTRONIC VOTING PARTICULARS

Members opting to vote through e-voting, instead of voting through the physical Postal Ballot, may access the e-voting facility through the weblines: <https://www.evoting.nsdl.com/>

Electronic Voting Event Number (EVEN)	User ID	Password

Facility to exercise vote(s) by means of Postal Ballot, including voting through E-voting will be available during the following period:

Commencement of Voting	End of Voting
From 9.00 a.m. (IST) on Sunday, 11 th August 2019	Upto 5.00 p.m. (IST) on Monday, 9 th September, 2019

The voting will not be allowed beyond 5.00 p.m. (IST) on Monday, 9th September, 2019 and the e-voting shall be disabled by NSDL upon expiry of the aforesaid date and time.

E-VOTING INSTRUCTIONS

1. Member have the option to vote either through Postal Ballot Form or through E-voting. If a member has opted for Physical Postal Ballot form, then he/she should not vote by E-voting and vice versa. However, in case Shareholders cast their vote through both physical Postal Ballot Form and E-voting, then vote cast through E-voting shall prevail and vote cast through Postal Ballot form shall be treated as invalid.
2. A member desirous of exercising vote by physical Postal Ballot may complete this Postal Ballot Form and send it to the Scrutinizer in the enclosed self-addressed postage pre-paid Business Reply Envelope. Postage will be borne by the Company. However, envelopes containing Postal Ballot Form, if sent by courier at the expense of the Member but using the postage pre-paid envelope will also be accepted.
3. If a member exercises voting rights through voting by electronic means (e-voting), the Postal Ballot Form need not be sent to the Company. If the Member opts for e-voting, he will have to follow Information and Instructions relating to e-voting provided in the Postal Ballot Notice sent herewith.
4. Voting rights shall be reckoned on the paid-up value of shares registered in the name of member / beneficial owner (in case of electronic shareholding) as on Friday, 19th July 2019.
5. Voting in the Postal Ballot/E-voting cannot be exercised by a proxy.
6. The Postal Ballot Form should be completed and signed by the member as per the specimen signature registered with the Company. In case of joint holding, the same should be completed and signed by the first-named member and in his / her absence, by the next named member.
7. Members are requested to fill the Postal Ballot Form in indelible ink and avoid filling it by using erasable writing medium(s) like pencil.
8. There will be only one Postal Ballot Form for every folio / Client ID irrespective of the number of joint holders.
9. Corporate/Institutional Members (that is, other than Individuals, HUF, NRI, etc.) opting for physical Postal Ballot are also required to send certified true copy of the Board Resolution / Power of Attorney / Authority Letter, etc., together with attested specimen signature(s) of the duly authorised representative(s), to the Scrutinizer along with the Postal Ballot Form.
10. The consent must be accorded by recording the assent in the column "FOR" and dissent in the column "AGAINST" by placing a tick mark (✓) in the appropriate box. The assent or dissent received in any other form shall not be considered valid.
11. The vote(s) of a member will be considered invalid *inter alia* on any of the following grounds:
 - a. Postal Ballot Form other than one issued by the Company is used;
 - b. if the member's signature does not tally;
 - c. if the member has put a tick mark (✓) in both the columns, that is, for 'Assent' and also for 'Dissent' to the resolution in such manner that the aggregate shares voted for 'Assent' and 'Dissent' exceed the total number of shares held;
 - d. if the Postal Ballot Form is unsigned, incomplete or incorrectly filled;
 - e. if the member has made any amendment to the resolution or imposed any condition while exercising his vote;
 - f. if the Postal Ballot Form is received torn or defaced or mutilated;
 - g. any competent authority has given directions in writing to the Company to freeze the voting rights of the member.
12. Duly completed Postal Ballot Forms should reach the Scrutinizer on or before 5:00 p.m. (IST) on Monday, 9th September, 2019. If any Postal Ballot Form is received after this date and time, it will be strictly treated as if reply from such member has not been received.
13. A member may request for a duplicate Postal Ballot Form, if so required, from the Registrars & Share Transfer Agents (R & T Agent) TSR Darashaw Consultants Private Ltd, 6-10, Haji Moosa Patrawala Indl. Estate, 20, Dr. E. Moses Road, Near Famous Studio, Mahalaxmi, Mumbai – 400 011. However, the duly filled-in duplicate Postal Ballot Forms should reach the Scrutinizer not later than 5:00 p.m. (IST) on Monday, 9th September, 2019.
14. Members are requested NOT to send any other paper along with the Postal Ballot Form in the enclosed self-addressed postage-prepaid Business Reply Envelopes. Any extraneous paper found in such envelopes would be destroyed by the Scrutinizer and the Company would not act on the same.
15. In case of E-voting, Institutional & Corporate Members (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPEG Format) of the relevant Board Resolution/ Authority Letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail: to cs@parikhassociates.com with a copy marked to evoting@nsdl.co.in on or before Monday, 9th September, 2019.
16. The E-voting period commences on Sunday, 11th August 2019 (9.00 a.m.) and ends on Monday, 9th September, 2019 (5.00 p.m.). The e-voting module will be disabled by NSDL for voting thereafter.
17. In case of any queries on E-voting, you may refer to the frequently Asked Questions (FAQs) for Members and "E-voting User Manual for Members" available at the Downloads section of www.evoting.nsdl.com or call on toll free no.:1800-222-990.
18. The Scrutinizer's decision on the validity of a Postal Ballot/remote e-voting shall be final and binding.
19. The result of the voting on the resolutions passed by means of Postal Ballot will be announced at the Registered Office of the Company on or before Tuesday, 10th September 2019 and shall also be posted on the website of the Company www.hccindia.com.

Attention to the Members

- **Members who have registered their email IDs for receipt of documents in electronic form under the Green Initiative of the Ministry of Corporate Affairs are requested to ensure that their email addresses are updated with their Depository Participants/the Company's Registrar and Transfer Agent, to continue to receive Company documents in electronic form.**
- **Further, Members who have not registered their email IDs are requested to register the same with their Depository Participants/the Company's Registrar and Transfer Agents for sending future communication(s) in electronic form.**