



HINDUSTAN CONSTRUCTION COMPANY LTD

(CIN: L45200MH1926PLC001228)

Hincon House, 11th Floor, 247 Park, Lal Bahadur Shastri Marg, Vikhroli (West), Mumbai 400 083, India

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NOTICE is hereby given that an **Extraordinary General Meeting** of the Members of **Hindustan Construction Company Limited** will be held on Thursday, January 5, 2017 at 11.00 a.m. at Walchand Hirachand Hall, Indian Merchants' Chamber, Indian Merchants' Chamber Marg, Churchgate, Mumbai 400 020, to transact the following business:-

SPECIAL BUSINESS

1. Increase in the Authorised Share Capital and consequential amendments to Memorandum of Association of the Company :

To consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 61 and all other applicable provisions, if any, of the Companies Act, 2013, (including any statutory modification or re-enactment thereof for the time being in force), the Authorized Share Capital of the Company of ₹ 100,00,00,000 (Rupees One Hundred Crore only) divided into 90,00,00,000 (Ninety Crore) Equity Shares of ₹ 1/- each and 1,00,00,000 (One Crore) Redeemable Preference Shares of ₹ 10/-each be and is hereby increased to ₹ 135,00,00,000 (Rupees One Hundred Thirty Five Crore only) divided into 125,00,00,000 (One Hundred Twenty Five Crore) Equity Shares of ₹ 1/- each and 1,00,00,000 (One crore) Redeemable Preference Shares of ₹ 10/- each with the power to the Board of Directors of the Company to increase and reduce the share capital of the Company within the overall limit and to divide or subdivide the shares in capital for time being into several classes and to attach thereto respectively such rights, privileges or conditions as may be permitted by the applicable laws in force and in accordance with the Articles of Association of the Company for the time being in force.

RESOLVED FURTHER THAT the Memorandum of Association of the Company be and is hereby altered by substituting the existing Clause V thereof with the following Clause V:

“V: The Authorised Share Capital of the Company is ₹ 135,00,00,000 (Rupees One Hundred Thirty Five Crore only) divided into 125,00,00,000 (One Hundred Twenty Five Crore) Equity Shares of ₹ 1/- each (Rupee One only) and 1,00,00,000 (One Crore) Redeemable Preference Shares of ₹ 10/- each (Rupees Ten only),

with the power to the Board of Directors of the Company to increase and reduce the share capital of the Company within the overall limit and to divide or subdivide the shares in capital for time being into several classes and to attach thereto respectively such rights, privileges or conditions as may be permitted by the applicable laws in force and in accordance with the Articles of Association of the Company for the time being in force.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors of the Company (which expression shall include a Committee thereof) be and is hereby authorized to take all such steps and actions and give such directions as it may in its absolute discretion deem necessary and to settle any question that may arise in this regard.”

2. Approval 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 for the Company:

To consider and if thought fit, to pass the following resolution as a **Special Resolution** :

“RESOLVED THAT pursuant to and in accordance with:

- (a) the provisions of Section 62 of the Companies Act, 2013 and other applicable provisions, if any, of the Companies Act, 2013 and rules made thereunder;
- (b) the Scheme for Sustainable Structuring of Stressed Assets (“**S4A Scheme**”) introduced by Reserve Bank of India (“**RBI**”) pursuant to its Circular dated 13 June 2016 and subsequently revised by RBI vide its circulars dated 10 November 2016 (together, referred to as the “**S4A Circulars**”, including any amendments / modifications or supplements thereto); pursuant to which S4A Scheme has been adopted by the Joint Lenders Forum of the Lenders (JLF) on **July 12, 2016 (Reference Date)** and agreed by JLF on September 7, 2016 and approved by Overseeing Committee (OC) of the Lenders on November 4, 2016 (“**HCC S4A Scheme**”);

- (c) the Securities Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 (“**SEBI ICDR Regulations**”) and any other applicable regulations, including any statutory modification(s) or re-enactment thereof for the time being in force and any modifications thereto and in accordance with the Memorandum of Association and Articles of Association of the Company and subject to all such approval(s), consent(s), permission(s), sanction(s), if any, of appropriate statutory and other authorities and subject to such condition(s) and modification(s) as may be imposed or prescribed while granting approvals, consents, permissions sanctions, in respect of the conversion of part of the existing Loan/debt exposure, inter alia, of the following Banks and Financial Institutions as per the terms of Part B Debt of the HCC S4A Scheme:

Sr. No.	Names of Lenders[#]
1	Axis Bank Ltd.
2	Bank of Baroda
3	Bank of Maharashtra
4	Canara Bank
5	Central Bank of India
6	DBS Bank Ltd
7	EXIM Bank
8	The Federal Bank Ltd
9	ICICI Bank
10	IDBI Bank
11	IFCI Limited
12	Indian Bank
13	Indian Overseas Bank
14	Jammu & Kashmir Bank
15	LIC OF INDIA
16	NABARD
17	Oriental Bank of Commerce
18	Punjab National Bank
19	SREI Finance
20	Standard Chartered Bank
21	State Bank of Hyderabad
22	State Bank Of India
23	State Bank of Mysore
24	State Bank Of Patiala
25	State Bank of Travancore
26	Syndicate Bank
27	EXIM Bank (US)
28	Union Bank of India
29	United Bank of India
30	Vijaya Bank

In terms of the proviso to Regulation 72 of the SEBI ICDR Regulations, the conversion of debt by some Lenders resulting into any offering of securities by the Company may be restricted and accordingly the conversion of debt/ offer for securities to such Lenders, in accordance with the contractual and regulatory conditions arising out of implementation of HCC S4A Scheme is subject to receipt of an exemption from SEBI to Company’s application, inter alia, seeking an exemption for such Lenders, from the applicability of the requirements of the proviso to Regulation 72 of the SEBI ICDR Regulations.

(hereinafter collectively referred as “Lenders”) of the Company as specified in the Financing documents executed/to be executed by the Company with, inter alia, the Lenders for the purpose of implementation of the HCC S4A Scheme (hereinafter referred to as the “**S4A Agreements/ S4A Documents**”) and subject to the right of the Company to prepay the financial facilities availed, as per the terms of Part B Debt of HCC S4A Scheme, consent of the Company be and is hereby accorded to the Board (hereinafter which term shall be deemed to include any committee(s) constituted/to be constituted by the Board to exercise its powers including powers conferred by this resolution, to the extent permitted by law), on the terms and conditions contained in the S4A Agreements, inter alia, to convert

part of the outstanding loans of the Company (whether disbursed on or prior to or after the date of this resolution and whether then due or payable or not), at the option of the Lenders, the loans or any other financial assistance categorized as loans in foreign currency or Indian Rupees, which have already been availed from the Lenders or as may be availed from the Lenders, together with accumulated interest, not exceeding ₹ 2500 Crores (Two Thousand Five Hundred Crore only (hereinafter “**Financial Assistance**”), consistent with the existing borrowing powers of the Company under Section 180(1)(c) of the Companies Act, 2013, each, such Financial Assistance being separate and distinct from the other, into fully paid up Equity Shares and Optionally Convertible Debentures (OCDs) of the Company (“**Securities**”), which OCDs shall be issued in separate series as per the existing security structure, on mutually agreed terms and on such terms and conditions as may be stipulated in the S4A Agreements and subject to applicable law (including extant guidelines in force), and to authorise the Board to offer, issue and allot in one or more tranches, such number of fully-paid up equity shares of the Company of the face value of ₹ 1/- (Rupee One only) and such number of OCDs of the company of face value ₹ 1000/- (Rupee Thousand only) at a price as determined in accordance with the applicable laws, to the Lenders which shall not exceed the amount of principal and interest outstanding as per the terms of Part B Debt of HCC S4A Scheme, as the case may be applicable, as on the date of conversion of such loan.

RESOLVED FURTHER THAT for the purpose of giving effect to the above, the Board / Committee be and is hereby authorized on behalf of the Company to take all actions and do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, desirable, incidental or expedient as found appropriate and the Board/ Committee be and is hereby authorized to agree, make, accept all such term(s), condition(s), modification(s) and alteration(s) as it may deem fit including condition(s), modification(s) and alteration(s) stipulated or required by any relevant authority or under applicable laws, rules, regulations or guidelines and give such directions and instructions as may be necessary to resolve and settle all questions and difficulties that may arise in relation thereto including issuing clarifications to the concerned statutory and regulatory authorities, and to do all acts, deeds and things in connection therewith and incidental thereto as the Board/Committee in its absolute discretion may deem fit, including without limitation, to execute necessary documents and enter into contracts, arrangements, and to authorize all such persons as may be necessary, in connection therewith and incidental thereto as the Board/Committee in its absolute discretion may deem fit without being required to seek any further consent or approval of the members or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution.

RESOLVED FURTHER THAT the Board and any Committee thereof be and is hereby authorized to delegate all or any of the powers herein conferred to any Committee of the Board or any Director(s) or Officer(s) of the Company respectively and to generally do all such acts, deeds and things as may be required in connection with the aforesaid resolutions, including execution of any documents on behalf of the Company and to represent the Company before any governmental and regulatory authorities and to appoint any advisors, consultants for the purpose of implementation of the aforesaid resolution.”

3. Approval for offer and Issue of Equity Shares of the Company of face value ₹ 1/- each and Optionally Convertible Debentures (OCDs) of face value ₹ 1000/- each on Preferential Basis pursuant to implementation of the HCC S4A Scheme:

To consider and if thought fit, to pass the following resolution as a **Special Resolution** :

“**RESOLVED THAT** pursuant to the provisions of the Companies Act, 2013 including Sections 42, 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder (including any statutory amendments thereto or re-enactment thereof for the time being in force and hereinafter collectively referred as “**Act**”), Chapter VII of the **SEBI ICDR Regulations**, the Securities and Exchange Board of India (Substantial Acquisitions of Shares and Takeovers) Regulations, 2011, as amended (the “**Takeover Regulations**”) and other applicable guidelines, clarifications, rules, regulations issued by the Securities and Exchange Board of India, the Listing Agreement entered into between the Company and BSE Limited (“**BSE**”) and National Stock Exchange of India Limited (“**NSE**”) the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (“**SEBI LODR Regulations**”), any other applicable laws in force, and enabling provisions of the Memorandum and Articles of Association of the Company and subject to such approval(s), consent(s), permission(s), sanction(s), if required, of concerned statutory authorities and subject to such condition(s) and modification(s) as may be imposed or prescribed by any of them while granting such approvals, consents, permissions sanctions, and which may be agreed to by the Board (hereinafter which term shall be deemed to include any Committee constituted/to be constituted by the Board to exercise its powers, including the powers conferred by this resolution), consent of the Company be and is hereby accorded to the Board to offer, issue and allot from time to time in one or more tranches, on Preferential basis;

- i) Upto such number of Equity Shares of the Company not exceeding **25,19,92,670** (Twenty Five Crore Nineteen Lakh Ninety Two Thousand Six Hundred Seventy only) Equity shares of the Company of face value ₹ 1/- each, representing **24.44%** of the expanded share capital of the Company, in one or more tranches, inter alia, to the proposed allottees/ Lenders as mentioned in Item No. 2 & 3 of the Explanatory Statement attached herewith, in such manner and on such terms and conditions as may be determined by the Board in accordance with the S4A Agreements/ S4A Documents executed/to be executed by the Company as per the HCC S4A Scheme approved for implementation by the Company in terms of the S4A Circulars, based on the respective Individual Lender's subscription to the Equity Shares of the Company, at an issue price not lower than the price as on the **Relevant Date i.e December 6, 2016** (which date is 30 days prior to the Extraordinary General Meeting date, January 5, 2017), determined in accordance with Regulation 71(a) read with Regulation 76 of Chapter VII of the SEBI ICDR Regulations and
- ii) Upto such number of Optionally Convertible Debentures of the Company of face value ₹ 1000/- each, in one or more tranches, for a value not exceeding ₹ **2,000 Crore** (Rupees Two Thousand Crore only) inter alia, to the proposed allottees/Lenders as mentioned in Item No. 2 & 3 of the Explanatory Statement attached herewith, which OCDs shall be issued in separate series as per the existing security structure, in such manner and on such terms and conditions as may be determined by the Board in accordance with the S4A Agreements/ S4A Documents executed/ to be executed by the Company as per the HCC S4A Scheme approved for implementation by the Company in terms of the S4A Circulars, based on the respective Individual Lender's subscription to the OCDs of the Company, entitling the debenture holder, on the date which shall be any date on or after the date of occurrence of any event of default or default of payment of Part A or Part B debt by the Company as specified in the HCC S4A Scheme but before the expiry of 18 (eighteen) months from the date of allotment of such OCD ("**Entitlement Date**"), subject to the continuation/subsistence of the event of default or default of payment of Part A or Part B debt by the Company due to the respective debenture holder as per HCC S4A Scheme as on the Entitlement Date, to apply for such number of fully paid equity shares of the Company of face value ₹ 1/- each, at an issue price not lower than the price as on the Relevant Date (which date shall be 30 days prior to the Entitlement Date) being the price determined in accordance with Regulation 71(b) read with Regulation 76 of Chapter VII of the SEBI ICDR Regulations (hereinafter Equity Shares and OCDs collectively referred to as "**the Securities**")

RESOLVED FURTHER THAT

- a) The 'Relevant Date' under SEBI ICDR Regulations for the purpose of determination of issue price of the abovementioned Equity Shares has been reckoned as per Regulation 71(a) which is December 6, 2016, being the date 30 days prior to the date of Extraordinary General Meeting (EGM) scheduled to be held on January 5, 2017;
- b) The 'Relevant Date' under SEBI ICDR Regulations for the purpose of determination of issue price of the Equity Shares arising on conversion of OCDs, has been reckoned as per Regulation 71(b) which shall be 30 days prior to the Entitlement Date, which date shall be on or after the date of occurrence of any event of default or default of payment of Part A or Part B debt by the Company as specified in the HCC S4A Scheme but before the expiry of 18 (eighteen) months from the date of allotment of such OCD, subject to the continuation/subsistence of the event of default or default of payment of Part A or Part B debt by the Company due to the respective debenture holder as per HCC S4A Scheme as on the Entitlement Date;
- c) The payment of consideration for the allotment of securities shall be by appropriation of the outstanding loan/ debt due to the proposed allottees/ Lenders payable by the Company under Part B Debt, as per the terms of the HCC S4A Scheme;
- d) OCDs which would be issued and allotted, upon payment of consideration in the manner mentioned under (c), which OCDs shall be issued in separate series as per the existing security structure, shall give the OCD holder the right to apply for such number of fully paid up Equity Shares of the Company of face value Re 1/- each as on the Entitlement Date, subject to the continuation/subsistence of the event of default or default of payment of Part A or Part B debt by the Company due to the respective debenture holder as per HCC S4A Scheme as on the Entitlement Date, at an issue price (including premium) as on the Relevant Date which shall be 30 days prior to the Entitlement Date, being the price determined in accordance with Regulation 71(b) read with Regulation 76 of Chapter VII of the SEBI ICDR Regulations;
- e) Allotment of the equity shares/equity shares pursuant to conversion of Securities shall be made only in dematerialised form;
- f) There is no upfront payment of consideration as mentioned under (c) above, as the loan/debt which is outstanding from the Company to the proposed allottees/Lenders as per Part B Debt of HCC S4A Scheme shall have to be appropriated at the time of allotment of the securities;

- g) The Equity Shares to be issued and allotted (including those as a result of conversion of OCDs) shall be listed and traded on BSE Ltd (BSE) and National Stock Exchange of India Ltd (NSE) and shall be subject to the provisions of the Memorandum and Articles of Association of the Company;
- h) The Equity Shares to be issued and allotted (including those as a result of conversion of OCDs) shall remain locked in as per the provisions of SEBI ICDR Regulations from the date of trading approval (which shall mean the latest date when trading approval has been granted by BSE and NSE) granted for the upfront Equity Shares allotted by the Company or for the Equity Shares allotted pursuant to exercise of conversion option attached to OCDs, as the case may be applicable;
- i) The Equity Shares to be issued and allotted (including those as a result of conversion of OCDs) shall rank pari passu with the then existing Equity Shares of the Company in all respects including that of payment of dividend, if any and the Company shall, at all times, maintain sufficient un-issued equity shares for the above purpose and;
- j) The Board/Committee be and is hereby authorised to decide and/or modify the terms and conditions of allotment of Securities including the terms of conversion of Securities into equity shares of the Company in accordance with the provisions of extant Regulations.

RESOLVED FURTHER THAT for the purpose of giving effect to the above, the Board /Committee be and is hereby authorized on behalf of the Company to take all actions and do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, desirable, incidental or expedient to the issue or allotment of aforesaid Securities and listing of the Equity Shares with the stock exchange(s) as appropriate and for the purpose of giving effect to the above, the Board/Committee be and is hereby authorized to agree, make, accept all such term(s), condition(s), modification(s) and alteration(s) as it may deem fit including condition(s), modification(s) and alteration(s) stipulated or required by any relevant authority or under applicable laws, rules, regulations or guidelines and give such directions and instructions as may be necessary to resolve and settle all questions and difficulties that may arise in relation to the proposed issue, offer and allotment of any of the said Securities and to do all acts, deeds and things in connection therewith and incidental thereto as the Board/Committee in its absolute discretion may deem fit, including without limitation, issuing clarifications on the offer, making any application etc., to the concerned statutory and regulatory authorities, issue and allotment of the Securities, to execute necessary documents and enter into contracts, arrangements, other documents (including for appointment of agencies, intermediaries and advisors for the issue) and to authorize all such persons as may be necessary, in connection therewith and incidental thereto as the Board/Committee in its absolute discretion may deem fit, without being required to seek any further consent or approval of the members or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution.

RESOLVED FURTHER THAT the Board and any Committee thereof be and is hereby authorized to delegate all or any of the powers herein conferred to any Committee of the Board or any Director(s) or Officer(s) of the Company respectively and to generally do all such acts, deeds and things as may be required in connection with the aforesaid resolutions, including making necessary filings and applications etc., with the stock exchanges and regulatory authorities and execution of any documents on behalf of the Company and to represent the Company before any governmental and/or regulatory authorities and to appoint any merchant bankers or other professional advisors, consultants and legal advisors to give effect to the aforesaid resolution.”

By Order of the Board
For **Hindustan Construction Co. Ltd**

SANGAMESHWAR IYER
Company Secretary

Registered Office:

Hincon House, 11th Floor, 247 Park,
Lal Bahadur Shastri Marg,
Vikhroli (West), Mumbai 400 083

Place : Mumbai

Date : December 2, 2016

Notes – Forming a Part of the Notice:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT PROXY / PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. A PERSON CAN ACT AS PROXY ON BEHALF OF MEMBERS NOT EXCEEDING FIFTY (50) IN NUMBER AND HOLDING IN THE AGGREGATE NOT MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS. A MEMBER HOLDING MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS MAY APPOINT A SINGLE PERSON AS PROXY AND SUCH PERSON SHALL NOT ACT AS A PROXY FOR ANY OTHER MEMBER.**

IN ORDER THAT THE APPOINTMENT OF A PROXY IS EFFECTIVE, THE INSTRUMENT APPOINTING A PROXY MUST BE RECEIVED AT THE REGISTERED OFFICE OF THE COMPANY, DULY COMPLETED AND SIGNED, NOT LATER THAN FORTY-EIGHT HOURS BEFORE THE COMMENCEMENT OF THE MEETING. i.e. BY 11.00 A.M. ON TUESDAY, JANUARY 3, 2017.

2. Corporate Members intending to send their authorised representatives to attend the Extraordinary General Meeting, pursuant to Section 113 of the Companies Act, 2013, are requested to send a duly certified copy of their Board Resolution together with the respective specimen signature of the representative(s) authorised under the said resolution to attend and vote on their behalf at the Meeting.
3. Members, Proxies and Authorised representatives are requested to bring to the Meeting, the Attendance Slip enclosed herewith duly completed and signed for attending the Meeting.
4. In case of joint holders attending the Meeting, the joint holder who is higher in the order of names will be entitled to vote at the Meeting, if not already voted through remote e-voting.
5. A Route Map showing the directions to reach the venue of the Extraordinary General Meeting is given at the end of this Notice as per the requirement of the Secretarial Standards-2 on 'General Meeting'.
6. The Explanatory Statement setting out the material facts pursuant to Section 102 of the Companies Act, 2013 (the "Act"), relating to the Special business to be transacted at the ensuing Extraordinary General Meeting is annexed hereto and forms part of this Notice.
7. The Members are requested to:
 - (a) Intimate change in their registered address, if any, to the Company's Registrar and Share Transfer Agents, TSR Darashaw Limited at 6-10, Haji Moose Patrawala Indl. Estate, 20, Dr. E. Moses Road, Near Famous Studio, Mahalaxmi, Mumbai - 400 011 in respect of their holdings in physical form.
 - (b) Notify immediately any change in their registered address to their Depository Participants in respect of their holdings in electronic form.
 - (c) Non-Resident Indian Members are requested to inform TSR Darashaw Limited immediately of the change in residential status on return to India for permanent settlement.
 - (d) Please note that in accordance with the provisions of Section 72 of the Companies Act, 2013, members are entitled to make nominations in respect of the Equity Shares held by them. Members desirous of making nominations may procure the prescribed form SH-13 from the Registrar & Share Transfer Agents, TSR Darashaw Limited and have it duly filled, signed and sent back to them, in respect of shares held in physical form. Members holding shares in dematerialised mode, should file their nomination with their Depository Participant (DP).

8. **GREEN INITIATIVE :**

Ministry of Corporate Affairs has encouraged paperless communication as a contribution to greener environment.

Members holding shares in physical mode are requested to register their e-mail IDs with Company's Registrar and Share Transfer Agents, TSR Darashaw Limited at 6-10, Haji Moose Patrawala Indl. Estate, 20, Dr. E. Moses Road, Near Famous Studio, Mahalaxmi, Mumbai - 400 011 and Members holding shares in demat mode are requested to register their e-mail IDs with their respective Depository Participants (DPs) in case the same is still not registered.

If there is any change in the e-mail ID already registered with the Company, members are requested to immediately notify such change to the Registrars & Share Transfer Agents of the Company in respect of shares held in physical form and to their respective DPs in respect of shares held in electronic form.

9. In terms of Section 101 of the Companies Act, 2013 read together with the Rules made thereunder, this Notice of the Extraordinary General Meeting of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent by electronic mode, to all those Members whose e-mail IDs are registered with their respective Depository Participants unless any member has requested for a physical copy of the same. Even after registering for e-communication, members are entitled to receive such communication in physical form by post free of cost, upon making a request for the same. For any such communication, the members may also send requests to

the Company's investor email id: secretarial@hccindia.com. For members who have not registered their email address, physical copies of this Notice of the Extraordinary General Meeting of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent to them in the permitted mode.

10. Members may also note that this Notice of the Extraordinary General Meeting of the Company will also be available on the Company's website www.hccindia.com for their download.

11. **Voting :**

All persons whose names are recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on the cut-off date namely, **December 29, 2016** only shall be entitled to vote at the Extraordinary General Meeting by availing the facility of remote e-voting or by voting through Ballot form at the Extraordinary General Meeting. If a person was a Member as on the date of despatch of the notice but has ceased to be a Member as on the cut-off date i.e. December 29, 2016 he/she shall not be entitled to vote. Such person should treat this Notice for information purpose only.

General Information :

In compliance with the provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended from time to time and sub clause (1) & (2) of Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time ("SEBI LODR Regulations"), the Company is pleased to provide e-voting facilities to its members in respect of the special business to be transacted at the Extraordinary General Meeting (EGM) of the Company. The Company has engaged the services of National Securities Depository Ltd (NSDL) as authorised agency to provide the facility of casting the votes by the members using an electronic voting system from a place other than venue of the EGM ("remote e-voting"). It is clarified that it is not mandatory for a Member to vote using remote e-voting facility.

The facility for voting through ballot form shall be made available at the EGM for those Members who have not cast their votes earlier.

The members who have cast their votes by remote e-voting prior to the EGM may also attend and participate in the EGM but they shall not be entitled to cast their vote again at the EGM.

Members can opt for only one mode of voting i.e. either by remote e-voting or by Ballot Form at the EGM. In case Members cast their votes through both the modes, voting done by remote e-voting shall prevail and the votes cast through Ballot Form at the EGM shall be treated as invalid.

Resolutions passed by Members through remote e-voting or through Ballot Form at the EGM, are deemed to have been passed as if they have been passed at the EGM.

The remote e-voting period will commence on Monday, January 2, 2017 (9:00 am) and will end on Wednesday, January 4, 2017 (5:00 pm). During this period, Members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of December 29, 2016, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.

The voting rights of Members shall be in proportion to the paid-up equity share capital of the Company as on the cut-off date i.e. December 29, 2016.

Mr. B. Narasimhan, Proprietor B. N. & Associates, Practising Company Secretary (Membership No. FCS 1303 and Certificate of Practice No. 10440) has been appointed as the Scrutinizer to scrutinize the remote e-voting process and voting at EGM, in a fair and transparent manner and he has communicated his willingness to be appointed and will be available for the same purpose.

The Chairman shall, at the EGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of the Scrutinizer, by use of "Ballot Form" for all those members who are present at the EGM but have not cast their votes by availing the remote e-voting facility.

The Scrutinizer shall after the conclusion of voting by Ballot form at the EGM, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the EGM, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.

The Results declared alongwith the report of the Scrutinizer shall be placed on the website of the Company www.hccindia.com and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be uploaded on the BSE Listing Portal and on the NSE NEAPS Portal.

Subject to receipt of requisite number of votes, the Resolutions shall be deemed to be passed on the date of the Extraordinary General Meeting i.e. Thursday, January 5, 2017.

Voting through Electronic means :

Process and manner for remote e-voting :

A. For Members whose e-mail addresses are registered with the Company/Depositories :

- i) Those Members whose valid e-mail IDs are registered with the Company/Depository Participant(s) will receive an email from NSDL.
- ii) Open the email and thereafter open the attached PDF file viz; “remote e-voting.pdf” with your Client ID or Folio No. as password. The said PDF file contains your user ID and password/PIN for remote e-voting. Please note that the password is an initial password.
- iii) Launch internet browser by typing the following URL: <https://www.evoting.nsdl.com/>
- iv) Click on Shareholder – Login
- v) Put user ID and password as initial password/PIN noted in step (ii) above.
If you had logged on to www.evoting.nsdl.com earlier and registered for remote e-voting of any Company, then your existing user ID and existing password/PIN is to be used. Click Login.
- vi) Password change menu appears. Change the password/PIN with new password of your choice with minimum 8 digits/characters or combination thereof. Please keep a note of your new password.
It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- vii) Home page of remote e-voting opens. Click on remote e-voting: Active Voting Cycles.
- viii) Select “EVEN” of “Hindustan Construction Company Limited” which is 105817.
- ix) Now you are ready for remote e-voting as “Cast Vote” page opens.
- x) Cast your vote by selecting appropriate option and click on “Submit” and also “Confirm” when prompted.
- xi) Upon confirmation, the message “Vote cast successfully” will be displayed.
- xii) Once you have voted on the resolution, you will not be allowed to modify your vote.
- xiii) Institutional Members (i.e. other than individuals, HUF, NRI etc.) who wish to cast their votes through remote e-voting are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. together with attested specimen signature(s) of the duly authorized signatory(ies) who is/are authorized to vote, to the Scrutinizer through an e-mail to evoting.hcc@gmail.com with a copy marked to evoting@nsdl.co.in

B. For Members whose e-mail addresses are not registered with the Company/Depositories :

- i) Such Members [including those Members who have requested for a physical copy] will receive a physical copy of the Notice of EGM. Initial password is provided as below/at the bottom of the Attendance Slip for the EGM:
- ii)

EVEN (Remote e-voting Event Number)	USER ID	PASSWORD/PIN
105817		

- iii) Please follow all steps from Serial No. A (iii) to (xii) above, to cast vote.

Additional Information :

In case Members have any queries relating to remote e-voting, they are requested to refer the “Frequently Asked Questions (FAQs) for Members” and “Remote 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.

Members may also send their queries relating to e-voting to Ms. Pallavi Mhatre, Assistant Manager, NSDL at :

E-mail id: evoting@nsdl.co.in

Toll free No.: 1800-222-990

Tel. No.: 022 2499 4545

Members are requested to update their mobile numbers and e-mail IDs in the user profile details of the folio, which may be used by the Company for sending future communication(s) to them.

Any person, who acquires shares of the Company and becomes a member of the Company after despatch of the notice and holding shares as on the cut-off date i.e. December 29, 2016, may obtain the login ID and password by sending a

request at evoting@nsdl.co.in or to RTA. However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you have forgotten your password, you can reset your password by using "Forgot User Details/Password" option available on www.evoting.nsdl.com or contact NSDL at the following toll free no.: 1800-222-990.

12. All documents referred to in the accompanying Notice and the Explanatory Statement would be available for inspection at the Registered Office of the Company between 11.00 am to 1 pm on all working days except Saturdays, upto and including the date of the Extraordinary General Meeting of the Company.

By Order of the Board
For **Hindustan Construction Co. Ltd**

SANGAMESHWAR IYER
Company Secretary

Registered Office:

Hincon House, 11th Floor, 247 Park,
Lal Bahadur Shastri Marg,
Vikhroli (West), Mumbai 400 083

Place : Mumbai

Date : December 2, 2016

Explanatory Statement in respect of the Special Business pursuant to Section 102 of the Companies Act, 2013

Item No. 1

The Board of Directors of the Company has proposed to increase the Authorised Share Capital of the Company from ₹ 100,00,00,000 (Rupees One Hundred Crore only) divided into 90,00,00,000 (Ninety Crore) Equity Shares of ₹ 1/- each and 1,00,00,000 (One Crore) Redeemable Preference Shares of ₹ 10/-each to ₹ 135,00,00,000/- (Rupees One Hundred Thirty Five Crore only) divided into 125,00,00,000 (One Hundred Twenty Five Crore) Equity shares of ₹ 1/- each and 1,00,00,000 (One crore) Redeemable Preference Shares of ₹ 10/-each with the power to the Board of Directors of the Company to increase and reduce the share capital of the Company within the overall limit and to divide or subdivide the shares in capital for time being into several classes and to attach thereto respectively such rights, privileges or conditions as may be permitted by the applicable laws in force and in accordance with the Articles of Association of the Company for the time being in force.

Alteration to the Capital Clause of Memorandum of Association of the Company is proposed in consequence of the above increase in the Authorised Share Capital of the Company.

As per Section 61 of the Companies Act, 2013 ("Act"), any increase in Authorised Share Capital and consequent amendment to the Memorandum of Association of the Company requires consent and approval of the Members of the Company.

The Board recommends the passing of the Ordinary Resolution at Item No. 1 of the accompanying Notice for approval by the Members of the Company.

Accordingly, consent of the Members is being sought pursuant to the provisions of Section 61 and other applicable provisions, if any, of the Companies Act, 2013, for increasing the Authorised Share Capital of the Company and for carrying out consequent amendment to the Memorandum of Association of the Company which will enable the Company to issue further Equity Shares from time to time.

None of the Directors and Key Managerial Personnel of the Company or their respective relatives are in any way concerned or interested, financially or otherwise, in the aforesaid Ordinary Resolution mentioned at Item No. 1 of this Notice.

Item Nos. 2 & 3

The Company has availed certain financial facilities ("**Facilities**") under the Reserve Bank of India Corporate Debt Restructuring ("**CDR**") mechanism whereby the debt obligations of the Company were restructured on the terms and conditions set out in the Master Restructuring Agreement dated June 29, 2012 executed amongst the ICICI Bank (as the Monitoring Institution), the Lenders and the Company ("**CDR MRA**").

Despite availing the restructuring of the Facilities under the CDR mechanism, the Company is facing liquidity issues and challenges in debt servicing due to inter alia slower than envisaged recovery in the economy and infrastructure sector and increased interest cost for the Company due to increase in the working capital requirement and non-realization of claims / receivables. This has resulted in a gap of cashflow timing mismatch between claims realization (including interest) and debt servicing. If such cash gap is left unaddressed, the Company will face challenges in the execution of its order book and also in servicing of its debt.

Accordingly, in order to bridge the aforementioned cashflow timing mismatch, the Lenders deliberated various solutions to address the aforementioned liquidity issues and recommended the Scheme for Sustainable Structuring of Stressed Assets (“**S4A Scheme**”) introduced by the Reserve Bank of India (“**RBI**”) pursuant to its circulars dated June 13, 2016 and as amended further on November 10, 2016 (“**S4A Circulars**”).

The Lenders in their Joint Lender’s Forum (“**JLF**”) held on July 8, 2016 also deliberated on the various options and agreed to explore the recommendation of the Monitoring Committee for invoking the S4A Scheme for the Company. Pursuant to the JLF held on July 12, 2016, the Lenders had decided to invoke the S4A Scheme with the **Reference Date as July 12, 2016**. The Lenders at their JLF held on July 12, 2016 and on September 7, 2016 have deliberated and agreed to convert part of their entire debt exposure (“**Part B Debt of HCC S4A Scheme**”) to Equity shares and Optionally Convertible Debentures (OCDs) pursuant to implementation of the S4A Scheme in accordance with and as specified in the financing documents entered/to be entered by the Company with, inter alia, the Lenders for the purpose of implementation of the S4A Scheme (hereinafter referred to as the “**S4A Agreements/S4A Documents**”), aggregating the outstanding loan/debt as more specifically set out in the Special Resolution at Item No. 2 of this Notice.

Pursuant to the implementation of the S4A Scheme which has been adopted by the Joint Lenders Forum of the Lenders (JLF) on **July 12, 2016 (Reference Date)** and agreed by the JLF on September 7, 2016 and approved by Overseeing Committee (OC) of the Lenders on November 4, 2016 (“**HCC S4A Scheme**”) and in terms of the S4A Agreements, it is proposed to consider the offer and issue of Equity Shares representing 24.44% of the expanded capital and also OCDs on Preferential Basis as per applicable laws and extant regulations in the manner set out in the Resolution at Item No. 3, to be allotted to the Individual Lenders, based on the respective Lender’s subscription for the Securities of the Company.

As per Section 62 and other applicable provisions of the Companies Act, 2013 and Rules made thereunder, in order to enable the Lenders to convert the outstanding loans or any other financial assistance already availed from the Lenders or as may be availed from the Lenders, from time to time, by the Company, at their option, into equity shares and OCDs of the Company, approval vide special resolution has to be sought from the shareholders of the Company.

Further Section 62 of the Act, SEBI ICDR Regulations, the provisions of the Listing Agreement and SEBI LODR Regulations provides, inter alia, that when it is proposed to increase the issued capital of a Company by allotment of further shares, such further shares shall be offered to the existing shareholders of the Company in the manner laid down in Section 62 unless the shareholders of the Company in general meeting decide otherwise.

Further, as per Sections 42 and 71 of the Act, the issue of debentures with option to convert such debentures into shares, wholly or partly, requires to be approved by a special resolution passed at a general meeting.

The special resolution, if passed, will have the effect of allowing the Board/Committee to issue and allot Securities to the above mentioned proposed allottees / Lenders, on a preferential basis, who may or may not be the existing members of the Company.

Since the proposed Special Resolution at Item No. 3 would result in issue of Securities of the Company to proposed allottees/ Lenders on a preferential basis, who may or may not be the members of the Company, in the manner laid down under Section 62 of the Companies Act, 2013, the consent of the shareholders is being sought pursuant to the provisions of Section 62, 42, 71 and all other applicable provisions of the Act, SEBI ICDR Regulations, the Listing Agreement and the SEBI LODR Regulations.

Accordingly, the Board recommends the resolution as set out in Item Nos. 2 and 3, to enable the Lenders, in terms of the lending arrangements, entered/to be entered, and as may be specified under the financing documents already executed or to be executed in respect of the Financial Assistance availed/to be availed, at their option, to convert the whole or part of their respective outstanding Financial Assistances into equity shares and OCDs of the Company, and to permit the Company to issue the said Securities otherwise than to the members of the Company in the manner and upon such terms and conditions as may be deemed appropriate by the Board and at a price to be determined in accordance with the SEBI Regulations.

Equity Shares to be issued and allotted (including arising from conversion of OCDs), would be listed on BSE and NSE, subject to obtaining necessary regulatory approvals, if any.

In terms of the provisions of the Act read with Rule 13 of the Companies (Share Capital and Debentures) Rules, 2014, SEBI ICDR Regulations and other applicable provisions of the law, relevant disclosures/details are given below:

a) Objects of the Issue:

Pursuant to implementation of the S4A Scheme for the Company, Lenders of the Company have the right to convert part of their entire debt exposure (‘Part B Debt of HCC S4A Scheme’) to Equity shares and Optionally Convertible Debentures (OCDs) of the Company on the terms contained in the HCC S4A Scheme. Hence it is proposed to issue these securities on a preferential basis, in accordance with the HCC S4A Scheme and the applicable laws in force including extant regulations.

b) Securities to be issued:

The resolution set out in the accompanying notice authorizes the Board to offer, issue and allot from time to time in one or more tranches, on preferential basis;

- i) Upto such number of Equity Shares of the Company not exceeding **25,19,92,670** (Twenty Five Crore Nineteen Lakh Ninety Two Thousand Six Hundred Seventy only) Equity Shares of the Company of face value ₹ 1/- each, representing **24.44%** of the expanded share capital of the Company in one or more tranches, inter alia, to the following proposed allottees/Lenders, in such manner and on such terms and conditions as may be determined by the Board in accordance with the S4A Agreements executed/to be executed by the Company with, inter alia, the Lenders, as per the terms of the HCC S4A Scheme approved for implementation by the Company pursuant to RBI S4A Circulars at an issue price not lower than the price as on the Relevant date ie. **December 6, 2016** (which date is 30 days prior to the Extraordinary General meeting date, January 5, 2017) being ₹ **34.92** per Equity Share (including premium of ₹ **33.92 per equity share**), determined in accordance with Regulation 76 of Chapter VII of the SEBI ICDR Regulations.

Sr. No.	Names of Lenders[#]
1	Axis Bank Ltd.
2	Bank of Baroda
3	Bank of Maharashtra
4	Canara Bank
5	Central Bank of India
6	DBS Bank Ltd
7	EXIM Bank
8	The Federal Bank Ltd
9	ICICI Bank
10	IDBI Bank
11	IFCI Limited
12	Indian Bank
13	Indian Overseas Bank
14	Jammu & Kashmir Bank
15	LIC OF INDIA
16	NABARD
17	Oriental Bank of Commerce
18	Punjab National Bank
19	SREI Finance
20	Standard Chartered Bank
21	State Bank of Hyderabad
22	State Bank Of India
23	State Bank of Mysore
24	State Bank Of Patiala
25	State Bank of Travancore
26	Syndicate Bank
27	EXIM Bank (US)
28	Union Bank of India
29	United Bank of India
30	Vijaya Bank

In terms of the proviso to Regulation 72 of the SEBI ICDR Regulations, the conversion of debt by some Lenders resulting into any offering of securities by the Company may be restricted and accordingly the conversion of debt/ offer for securities to such Lenders, in accordance with the contractual and regulatory conditions arising out of implementation of HCC S4A Scheme is subject to receipt of an exemption from SEBI to Company's application, inter alia, seeking an exemption for such Lenders, from the applicability of the requirements of the proviso to Regulation 72 of the SEBI ICDR Regulations.

- ii) Upto such number of Optionally Convertible Debentures of the Company of face value ₹ 1000/- each, in one or more tranches, for a value not exceeding ₹ **2,000 Crore** (Rupees Two Thousand Crore only), inter alia, to the aforesaid proposed allottees/lenders which OCDs shall be issued in separate series as per the existing security structure, as mentioned and in such manner and on such terms and conditions as may be determined by the Board in accordance with the S4A Agreements executed/to be executed by the Company with the Lenders, in terms of the HCC S4A Scheme approved for implementation by the Company pursuant to the S4A Circulars, entitling the debenture holder, on the date, which shall be any date on or after the date of occurrence of any event of default or default of payment of Part A or Part B debt by the Company as specified in the S4A Agreements but before the expiry of 18 (eighteen) months from the date of allotment of such OCD ("**Entitlement Date**"), subject to the continuation/subsistence of the event of default or default of payment of Part A or Part B debt by the Company due to the respective debenture holder as per S4A Agreements as on the Entitlement Date, to apply for such number of fully paid equity shares of the Company of face value ₹ 1/- each, at an issue price, not lower than the price as on the Relevant Date (which date shall be 30 days prior to the Entitlement Date) determined in accordance with Regulation 71(b) read with Regulation 76 of Chapter VII of the SEBI ICDR Regulations.

c) Proposal of the Promoters, Directors, Key Managerial Personnel of the Company to Subscribe to the Offer:

The preferential issue of the Equity Shares and OCDs of the Company will not be subscribed by the Promoters and/or Promoter Group, Directors and Key Managerial Personnel of the Company.

d) Relevant Date:

1. The 'Relevant Date' under SEBI ICDR Regulations for the purpose of determination of issue price of the abovementioned Equity Shares has been reckoned as per Regulation 71(a) which is December 6, 2016 being the date 30 days prior to the date of Extra-ordinary General Meeting scheduled to be held on January 5, 2017.
2. The 'Relevant Date' under SEBI ICDR Regulations for the purpose of determination of issue price of the Equity Shares arising on conversion of OCDs, has been reckoned as per Regulation 71(b) which shall be 30 days prior to the Entitlement Date (ie. which date is any date on or after the date of occurrence of any event of default or default of payment of Part A or Part B debt by the Company as specified in the S4A Agreements but before the expiry of 18 (eighteen) months from the date of allotment of such OCDs) subject to the continuation/subsistence of the event of default or default of payment of Part A or Part B debt by the Company due to the respective debenture holder as per S4A Agreements as on the Entitlement Date.

e) Pricing of Preferential Issue:

In accordance with Regulation 76 of Chapter VII of the SEBI ICDR Regulations, the Equity Shares to be issued and allotted (including as a result of conversion of securities) on a preferential basis shall be made at a price not less than the higher of the following as on the respective Relevant Date:

- a. The average of the weekly high and low of the volume weighted average prices of the related equity shares quoted on the recognized stock exchange during twenty six weeks preceding the Relevant Date; or
- b. The average of the weekly high and low of the volume weighted average prices of the related shares quoted on a recognized stock exchange during two weeks preceding the Relevant Date.

Since the Company's Equity shares are listed on both BSE and NSE, the trading volume of equity shares of the Company on both the stock exchanges will be considered to determine the highest trading volume for computation of issue price.

The upfront equity shares shall be issued at a price not lower than the price as on the Relevant Date ie. December 6, 2016 being ₹ **34.92** per equity share (including premium of ₹ **33.92** per equity share), determined in accordance with Regulation 76 of Chapter VII of the SEBI ICDR Regulations.

The equity shares (arising out of conversion of OCDs) shall be issued at an issue price (including premium) not lower than the price as on the Relevant Date (which date shall be 30 days prior to the Entitlement Date) determined in accordance with Regulation 76 of Chapter VII of the SEBI ICDR Regulations.

(f) Terms for Issue of the Equity Shares of the Company as per the S4A Documents executed/to be executed by the Company:

- The Lenders will subscribe upto 25,19,92,670 Equity Shares of the Company of face value Re.1/- each representing 24.44% of the expanded Share capital of the Company, at a price not lower than the price as determined in accordance with SEBI ICDR Regulations, towards part satisfaction of a portion of Part B Debt by the Company, in terms of the HCC S4A Scheme.

- Promoters of the Company shall have the Right of First Refusal (ROFR) to acquire the shares issued to the Lenders pursuant to the HCC S4A Scheme as per extant regulations. ROFR to apply upon expiry of the lock-in period set out under the SEBI ICDR Regulations.
- Once the agenda for general meeting is circulated by the Company (wherein support from the Lenders in their capacity as shareholders is required), the Lenders shall convene a Joint Lenders Forum (JLF) to decide on such agenda item.
- Lenders have agreed on a best efforts basis to not sell shares of the Company exceeding 10% of its increased share capital to a single entity / group of single entities / or persons acting in concert (as defined under the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011)

(g) Terms for Issue of OCDs of the Company as per the S4A Documents executed/to be executed by the Company:

- The balance portion of Part B Debt of the Company as per the terms of HCC S4A Scheme, will be converted into Optionally Convertible Debenture (OCD) of face value ₹ 1000/- each which shall be issued in separate series as per the existing security structure.
- The OCDs shall have a coupon @ 0.01% p.a. payable annually on the OCDs from 1st October, 2016. The OCDs shall also have an Yield to Maturity (YTM) @ 11.50% p.a. Compounded quarterly (including Coupon) which shall be paid alongwith the principal instalment payments.
- Debenture holders will have a right to convert into Equity Shares, upto a period of 18 months from the date of allotment in accordance with the SEBI ICDR Regulations, subject to the Conversion option mentioned below.
- In case of any event of default or default of payment of Part A or Part B by the Company, the holders of OCD will be entitled to apply, on the date, which shall be any date on or after the date of occurrence of any event of default or default of payment of Part A or Part B debt by the Company as specified in the S4A Agreements but before the expiry of 18 (eighteen) months from the date of allotment of such OCD ("Entitlement Date"), subject to the continuation/ subsistence of the event of default or default of payment of Part A or Part B debt by the Company due to the respective debenture holder as per S4A Agreements as on the Entitlement Date, for such number of fully paid equity shares of the Company of face value ₹ 1/- each, at an issue price (including premium) as on the Relevant Date (which shall be) 30 days prior to the Entitlement Date, being the price determined in accordance with Regulation 71(b) read with Regulation 76 of Chapter VII of the SEBI ICDR Regulations.
- If the OCDs are not converted into Equity shares, the same shall be repaid over a tenor of 10 years. The repayment of the OCDs shall be in five equal annual instalments starting at the end of 6th year from the date of allotment.
- Promoter to have the right to buy OCDs/Equity shares (if converted) in case the lenders decide to sell in the open market as per extant regulations.
- Existing security of the Company to continue as per the terms of debt (being converted into OCD) with the respective lenders subject to the terms of the S4A Agreements executed/to be executed by the Company.
- SEBI registered Trustee to be appointed as the Debenture Trustee for the Company.

The offer, issue and allotment of the Securities of the Company may be transferable to any Associate(s) of the proposed allottee(s), on the same terms and conditions, at the absolute discretion of the Board of Directors of our Company and subject to extant regulations.

h) Shareholding Pattern of the Company (Pre and Post Preferential Allotment of the Securities)

Sr. No.	Categories	Pre Issue (as on 02-12-2016)		Post Issue(*)(**)	
		No. of Shares	% of Shareholding	No. of Shares	% of Shareholding
A	Promoters Holding				
1	Indian				
	Individual	2127294	0.27	2127294	0.20
	Bodies Corporate	278887786	35.80	278887786	27.05
	Sub Total	281015080	36.07	281015080	27.25
2	Foreign Promoters	0	0.00	0	0.00
	Sub Total (A)	281015080	36.07	281015080	27.25

Sr. No.	Categories	Pre Issue (as on 02-12-2016)		Post Issue(*)(**)	
		No. of Shares	% of Shareholding	No. of Shares	% of Shareholding
B	Non Promoters Holding				
1	Institutional Investors				
a	Insurance Companies	8382144	1.07	13097697	1.27
b	Mutual Funds/U T I	93122331	11.95	93122331	9.03
c	National Banks/Foreign Banks/Other Banks	1534904	0.20	233249642	22.62
d	Foreign Institutional Investors	99546833	12.78	99546833	9.65
e	Financial Institutions	0	0.00	9879817	0.96
2	Non Institutions				
a	Bodies Corporate	69984708	8.98	75667270	7.34
b	Directors and Relatives	117000	0.02	117000	0.01
c	Public	216802205	27.82	216802205	21.03
d	NRIs / NROs	8653701	1.11	8653701	0.84
	Sub Total (B)	498143826	63.93	750136496	72.75
	GRAND TOTAL	779158906	100.00	1031151576	100.00

(*) The above post-issue shareholding assumes subscription of the entire upfront equity shares and allotment thereof, by the Company but does not include the conversion of the OCDs by the Lenders as the price as on the Entitlement Date for conversion of the OCDs into Equity Shares, is a future price based on Relevant Date which shall be 30 days prior to the Entitlement Date, to be determined as per the extant regulations and such price shall decide the ratio of conversion of OCDs into Equity Shares of the Company. Upon Lenders exercising its right to convert the OCDs into Equity Shares, the above post-issue shareholding pattern, would undergo change accordingly.

(**) In terms of the proviso to Regulation 72 of the SEBI ICDR Regulations, the conversion of debt by some Lenders resulting into any offering of securities by the Company may be restricted and accordingly the conversion of debt/offer for securities to such Lenders, in accordance with the contractual and regulatory conditions arising out of implementation of HCC S4A Scheme is subject to receipt of an exemption from SEBI to Company's application, inter alia, seeking an exemption for such Lenders, from the applicability of the requirements of the proviso to Regulation 72 of the SEBI ICDR Regulations.

i) Proposed time within which allotment will be completed:

As required under the SEBI ICDR Regulations, the Company shall complete the allotment of Securities on or before the expiry of 15 days from the date of passing of this resolution by the shareholders of the Company or where allotment of securities requires any approval(s) from any regulatory authority or the Central Government, the said allotment will be completed within 15 days from the date of such approval(s) as the case may be applicable.

j) The identity of the natural persons who are the ultimately beneficial owners of the shares proposed to be allotted and/or who ultimately control the proposed allottees, the percentage of post preferential issue capital that may be held by them and changes in control, if any, in the Company consequent to the preferential issue:

In terms of the proviso to Regulation 73(e) of Chapter VII of the SEBI ICDR Regulations, no further disclosure is necessary in respect of chain of ownership of the proposed allottee(s), if the said allottee(s) are listed companies, mutual fund, bank and insurance company.

As the proposed allottees are, inter alia, Lenders of the Company, comprising Banks, Insurance Company and Listed Entities, pursuant to the interpretation of the above proviso, no further disclosure is required.

Please note that the percentage of post preferential issue capital consequent to the issue and allotment of upfront Equity Shares (excluding those arising upon conversion of OCDs), on preferential basis has already been provided above which assumes subscription of the entire upfront equity shares and allotment thereof, by the Company but does not include the conversion of the OCDs by the Lenders as explained under (h) above.

There shall be no change in the management or control of the Company pursuant to the issue and allotment of the upfront equity shares of the Company as per the HCC S4A Scheme.

(k) The proposed allottees shall also be entitled to any future bonus /right issues of equity shares or other securities convertible into equity shares by the Company in the same proportion and manner as any other shareholders of the Company for the time being, upon allotment of the securities.

(l) The Equity shares to be issued and allotted (including as a result of conversion of OCDs), shall be subject to the Memorandum and Articles of association of the Company and the terms of the issue and shall rank pari-passu in all respects with, and carry the same rights including dividend, as the then existing Equity Shares of the Company and the Company shall, at all times, maintain sufficient un-issued equity shares for the above purpose.

m) Auditor's Certificate:

It is proposed to obtain a certificate from M/s Walker Chandiook & Co. LLP, Chartered Accountants, the Statutory Auditors of the Company, certifying that the proposed preferential issue of the Securities is being made in accordance with the requirements contained in Chapter VII of the SEBI ICDR Regulations and the same shall be placed before the shareholders at the Extraordinary General Meeting.

n) Undertaking of the Company:

The Company hereby undertakes that it shall re-compute the price of the Securities specified above in terms of the provisions of the SEBI ICDR Regulations, 2009, where it is required to do so.

o) Lock-in

The Equity Shares to be issued and allotted as a result of conversion of Securities, shall be subject to lock-in in accordance with Chapter VII of SEBI ICDR Regulations.

In addition, the pre-preferential shareholding of the proposed allottee(s), if any, shall be under lock-in from the Relevant Date ie December 6, 2016 upto a period of six months from the date of allotment of Securities.

p) The Company has not made any preferential issue of securities during the current financial year.

None of the Directors and Key Managerial Personnel of the Company or their respective relatives are in any way concerned or interested, financially or otherwise, in the aforesaid Special Resolutions mentioned at Item Nos. 2 & 3 of this Notice.

All documents referred to in the accompanying Notice and the Explanatory Statement would be available for inspection at the Registered Office of the Company between 11.00 am to 1 pm on all working days except Saturdays, upto and including the date of the Extraordinary General Meeting of the Company.

By Order of the Board
For **Hindustan Construction Co. Ltd**

SANGAMESHWAR IYER
Company Secretary

Registered Office:

Hincon House, 11th Floor, 247 Park,
Lal Bahadur Shastri Marg,
Vikhroli (West), Mumbai 400 083

Place : Mumbai

Date : December 2, 2016

ROUTE MAP TO REACH THE EGM VENUE

Venue of the Extraordinary General Meeting of the Company to be held on
Thursday, January 5, 2017 at 11.00 a.m.

Venue Address

Walchand Hirachand Hall, Indian Merchants' Chamber,
Indian Merchants' Chamber Marg,
Churchgate, Mumbai 400 020

