

**HINDUSTAN CONSTRUCTION COMPANY LTD****(CIN: L45200MH1926PLC001228)**Hincon House, Lal Bahadur Shastri Marg, Vikhroli (West),  
Mumbai 400 083, India

Tel.: +91 22 2575 1000, Fax.: +91 22 2577 7568, Website: www.hccindia.com

**NOTICE** is hereby given that an **Extraordinary General Meeting** of the Members of **Hindustan Construction Company Limited** will be held on Monday, October 8, 2018 at 10:00 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 and the rules framed thereunder, (including any statutory modification or re-enactment thereof for the time being in force), the Authorised Share Capital of the Company of ₹ 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 be and is hereby increased to ₹ 210,00,00,000 (Rupees Two Hundred Ten Crore only) divided into 200,00,00,000 (Two Hundred Crore Only) 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 pursuant to the increase in the Authorised Share Capital of the Company, and in accordance with the provisions of Sections 4, 13 and 61 and other applicable provisions, if any, of the Companies Act, 2013, and the rules framed thereunder (including any statutory modifications or re-enactment thereof, for the time being in force), and subject to any other applicable laws, 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 ₹ 210,00,00,000 (Rupees Two Hundred Ten Crore only) divided into 200,00,00,000 (Two Hundred Crore Only) 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."

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

**Venkatesan Arunachalam**  
Company Secretary

**Registered Office:**Hincon House,  
Lal Bahadur Shastri Marg,  
Vikhroli (West), Mumbai 400 083.

Place: Mumbai

Date: September 5, 2018

## **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 10:00 A.M. ON OCTOBER 6, 2018.

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 Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013 will be available for inspection by the Members at the Extraordinary General Meeting of the Company.
7. 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 (EGM) is annexed hereto and forms part of this Notice.
8. 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).

9. Green Initiative:

Ministry of Corporate Affairs and SEBI 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 Moosa 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.

10. In terms of Section 101 and 136 of the Companies Act, 2013 read together with the Rules made thereunder, Notice of this Extraordinary General Meeting of the Company interalia indicating the process and manner of remote e-voting alongwith 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](mailto: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 interalia indicating the process and manner of remote e-voting alongwith Attendance Slip and Proxy Form is being sent to them in the permitted mode.

11. Members may also note that the Notice of the Extraordinary General Meeting will also be available on the Company's website [www.hccindia.com](http://www.hccindia.com) for their download.

12. 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, October 1, 2018 only shall be entitled to vote at the Extra ordinary General Meeting by availing the facility of remote e-voting or voting by use of electronic voting or poll paper at the General Meeting venue. If a person was a Member as on the date of dispatch of the notice but has ceased to be a Member as on the cut-off date i.e. October 1, 2018, he / she shall not be entitled to vote. Such person should treat this Notice for information purpose only.

13. 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 and sub clause (1) & (2) of Regulation 44 of SEBI Listing Regulations, the Company is pleased to provide remote e-voting facilities to its Members in respect of the 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 electronic voting or poll paper 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 voting at the EGM by electronic voting or poll paper. In case Members cast their votes through both the modes, voting done by remote e-voting shall prevail and the votes cast at the EGM shall be treated as invalid.

Resolutions passed by Members through remote e-voting or through electronic voting or poll paper 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 October 4, 2018 (9:00 am) and will end on October 7, 2018 (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 October 1, 2018, 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 of the paid-up equity share capital of the Company as on the cut-off date ie. October 1, 2018.

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 electronic voting or poll paper 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 at the general meeting venue, will first ensure that the number of votes cast at the meeting is recorded 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](http://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. October 8, 2018.

Voting through Electronic means : Process and manner for remote e-voting :

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

Step 1 : Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com/>

Step 2 : Cast your vote electronically on NSDL e-Voting system.

Details on Step 1 is mentioned below: How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholders' section.
3. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below :

<b>Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical</b>	<b>Your User ID is:</b>
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Your password details are given below:

- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
- c) How to retrieve your 'initial password'?
  - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
  - (ii) If your email ID is not registered, your 'initial password' is communicated to you on your postal address.

6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
  - a) Click on "Forgot User Details/Password?" (If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - b) Physical User Reset Password?" (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - c) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) mentioning your demat account number/ folio number, your PAN, your name and your registered address.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

Details on Step 2 is given below:

How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
2. After click on Active Voting Cycles, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
3. Select "EVEN" of company for which you wish to cast your vote.
4. Now you are ready for e-Voting as the Voting page opens.
5. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
6. Upon confirmation, the message "Vote cast successfully" will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to [evoting.hcc@gmail.com](mailto:evoting.hcc@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no.: 1800-222-990 or send a request at [evoting@nsdl.co.in](mailto: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:

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

- ii) Please follow Step 1 and Step 2 mentioned 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](http://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](mailto: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 of the cut-off date i.e. October 1, 2018, may obtain the login ID and password by sending a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or Issuer / 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?' or 'Physical User Reset Password?' option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or contact NSDL at the following toll free no.: 1800-222-990.

14. All documents referred to in the accompanying Notice and the Explanatory Statement shall be open for inspection at the Registered Office of the Company between 11:00 am and 1:00 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**

**Venkatesan Arunachalam**  
Company Secretary

**Registered Office:**

Hincon House,  
Lal Bahadur Shastri Marg,  
Vikhroli (West), Mumbai 400 083

Place : Mumbai

Date : September 5, 2018

## **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 ₹ 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 to ₹ 210,00,00,000 (Rupees Two Hundred and Ten Crore Only) divided into 200,00,00,000 (Two Hundred Crore Only) 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.

Such increase is proposed in view of (i) the rights issue (ii) any other capital issues that may be considered by the Board in the future, (iii) the allotments pursuant to exercise of employee stock options and (iv) other convertible securities issued to lenders, so as to ensure availability of sufficient headroom for such capital issuances.

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 Sections 13 and 61 of the Companies Act, 2013, any increase in the 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 as stated in the accompanying Notice for approval by the Members of the Company.

Accordingly, consent of the Members is being sought pursuant to the provisions of Sections 13 and 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 consequential 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 in this Notice.

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

**Venkatesan Arunachalam**  
Company Secretary

### **Registered Office:**

Hincon House,  
Lal Bahadur Shastri Marg,  
Vikhroli (West), Mumbai 400 083

Place: Mumbai

Date: September 5, 2018



### ROUTE MAP TO REACH THE EGM VENUE

**Venue of the Extraordinary General Meeting of the Company to be held on Monday, October 8, 2018 at 10:00 a.m.**

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

