

HINDUSTAN CONSTRUCTION CO. LTD.

Resolution (1)

Resolution required: (Ordinary / Special)

Ordinary

Whether promoter/ promoter group are interested in the agenda/ resolution?

No

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

Promoter/Public	Mode of Voting	Total No. of Shares Held	No. of votes polled	% of Votes Polled on outstanding shares [3]=[2]/ (1)*100	No. of Votes in favour	No. of Votes - against	% of Votes in favour on votes polled [6]=[4]/ (2)*100	% of Votes against on votes polled [7]=[5]/ (2)*100	Invalid Votes
		[1]	[2]	[3]=[2]/ (1)*100	[4]	[5]	[6]=[4]/ (2)*100	[7]=[5]/ (2)*100	[8]
Promoter and Promoter Group	E-Voting		281015080	100.00	281015080	0	100.00	0.00	0
	Poll		0	0.00	0	0	0.00	0.00	0
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00	0
	Total	281015080	281015080	100.00	281015080	0	100.00	0.00	0
Public - Institutional holders	E-Voting		97597194	26.27	97597194	0	100.00	0.00	0
	Poll		0	0.00	0	0	0.00	0.00	0
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00	0
	Total	371448476	97597194	26.27	97597194	0	100.00	0.00	0
Public-Others	E-Voting		1021893	0.28	1012699	9194	99.10	0.90	0
	Poll		27961	0.01	27961	0	100.00	0.00	0
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00	0
	Total	362999370	1049854	0.29	1040660	9194	99.12	0.88	0
Total	E-Voting		379634167	37.39	379624973	9194	100.00	0.00	0
	Poll		27961	0.00	27961	0	100.00	0.00	0
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00	0
	Total	1015462926	379662128	37.39	379652934	9194	100.00	0.00	0

Resolution Passed with the requisite majority



For HINDUSTAN CONSTRUCTION CO. LTD.

Venkat

VENKATESAN ARUNACHALAM
COMPANY SECRETARY

**Combined Scrutinizer's Report on Remote E-voting & Voting conducted at the Extra-
Ordinary General Meeting of Hindustan Construction Company Limited held on Monday
October 8, 2018**

To,
The Chairman & Managing Director,
Hindustan Construction Company Limited
Hincon House,
LBS Marg, Vikhroli (W),
Mumbai 400083

Extra-Ordinary General Meeting (EOGM) of the Equity Shareholders of Hindustan Construction Company Limited held on Monday, October 8, 2018 at 10.00 a.m. at Walchand Hirachand Hall, Indian Merchants' Chamber, Indian Merchants' Chamber Marg, Chirchgate Mumbai 400020.

Sub: Passing of Resolution(s) through electronic voting and voting by electronic means at the venue of the Extra-Ordinary General meeting held pursuant to section 108 of the Companies Act 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended

The Board of Directors of HINDUSTAN CONSTRUCTION COMPANY LIMITED (hereinafter referred to as the "Company" or "HCC") at its meeting held on September 5, 2018 has appointed me as the Scrutinizer for the Remote E-voting process as well as to scrutinize the voting by electronic means by the members at the venue of the EOGM pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and in accordance with Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015. I say, I am familiar and well versed with the concept of electronic voting system and physical ballot as prescribed under the said Rules.

1. The Management of the Company is responsible for ensuring compliance with the requirements of the Act and the Rules thereunder and SEBI LODR Regulations relating to voting through Remote e-voting and voting at the meeting.



2. My responsibility as the Scrutinizer was to oversee the voting process (through Remote e-voting and voting at the meeting), and restricted to ensure that Remote e-voting process and voting at the venue of the meeting is held in a fair and transparent manner and to prepare a consolidated Scrutinizer's Report of the votes cast in favour and against the resolution stated in the Notice dated September 5, 2018, based on, the reports generated from the Remote e-voting system of NSDL and the voting at the venue of the meeting.

Report on Scrutiny:

- The Company had appointed National Securities Depository Limited ("NSDL") as the Service provider, for the purpose of extending the facility of Remote E-Voting to the Members of the Company. TSR Darashaw Limited is the Registrar and Share Transfer Agents ('RTA') of the Company.
- The Service Provider had provided a system for recording the votes of the Members electronically on the only item of the business passed through an Ordinary Resolution sought to be transacted in the EOGM of the Company, which was held on Monday October 8, 2018
- The Service Provider had set up electronic voting facility on their website, <https://www.evoting.nsdl.com> The Company had uploaded all the items of the business to be transacted at the EOGM on the website of the Company and also the Service Provider to facilitate their Members to cast their vote through Remote E-Voting.
- The internal cut-off date for the dispatch of the Notice of the EOGM was September 7, 2018 and as on that date, there were 259089 Members of the Company. The service provider had sent the Notices of the EOGM and E-voting details by email to 197391 Members whose email Id was made available by the two Depositories as well as for those members, holding shares in physical form, who had registered their email Id with the RTA. In respect of 61698 Members, whose Email Ids are not available; the Notices were sent by Registered Post /Airmail/ Courier. In respect of 12442 cases, where the transmissions through email had failed, attempt was made twice to resend by email. After doing so, in respect of 1623 cases, the Company had sent the Notice of the EOGM and E-voting details through physical form by courier.
- The Notices sent (both through email and physical form) contained the detailed procedure to be followed by the Members who were desirous of casting their votes electronically as provided in the Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended.



- The **Cut-off date** for the purposes of identifying the Members who will be entitled to vote on the resolutions placed for approval of the Members was, **Monday October 1, 2018**.
- As prescribed in the aforesaid Rules, the Remote E-Voting facility was kept open for four days from **Thursday October 4, 2018 from 9.00 AM to Sunday, October 7, 2018 till 5:00 P.M.**
- The Company completed the dispatch of the notices to the members by, September 14, 2018.
- As prescribed in clause (v) of sub rule 4 of the Rule 20, the Company also released an advertisement, which was published 21 days before the date of the EOGM in English in Business Standard newspaper dated September 15, 2018 and in Marathi in Sakal newspaper dated September 15, 2018. The notice published in the newspaper carried the required information as specified in Sub Rule 4(v) (a) to (h) of the said Rule 20.
- At the end of the voting period on October 7, 2018 at 5.00 P.M., the voting portal of the Service Provider was blocked forthwith. The limited information for the shareholders who have cast their votes, such as name folio and number of shares held was obtained from the service provider and submitted to the RTA and the Company.
- At the venue of the EOGM of the Company held on Monday October 8, 2018, the facility to vote by electronic means was provided to facilitate those members present in the meeting but could not participate in the Remote E-voting to record their votes.
- On October 8, 2018, after the results for the voting conducted at the venue of the EOGM was provided by the service provider, the votes cast through Remote E-Voting facility was duly unblocked by me as a Scrutinizer in the presence of Ms. Rishi Jaiswal And Mr. K Venkataraman who acted as the witnesses, as prescribed in Sub Rule 4(xii) of the said Rule 20.
- Thereafter, I as a Scrutinizer duly compiled details of the Remote E-Voting carried out by the Members and the voting done at the venue of the EOGM, the details of which are as follows:

The results of the Remote E-voting together with that of the voting conducted at venue of the EOGM are as under:



Details	Remote E- voting	Voting at the EOGM	Total voting
Number of members who cast their votes	160	50	210
Total number of Shares held by them	37,96,34,167	27,961	37,96,62,128
Valid votes	As per details provided under each one of the Resolution(s) mentioned hereunder		
Invalid Votes	Various as mentioned under each of the Resolution		

Notes:

1. Percentage of votes cast in favour, or against the resolutions, are calculated based on the Valid Votes cast through Remote E-Voting and voting by electronic means at the venue of the meeting.

SPECIAL BUSINESS

1) Item No. 1 of the Notice (As an Ordinary Resolution):

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

Manner of Voting	Votes in favour of the resolution		Votes against the resolution		Abstained / Invalid votes Nos.
	Nos.	%age	Nos.	%age	
Remote E-voting	37,96,24,973	99.999	9,194	0.001	Nil
Voting at the EOGM	27,961	100.00	Nil	Nil	Nil
TOTAL	37,96,52,934	99.999	9,194	0.001	Nil

Item 1 of Notice stands passed with the requisite majority



The only resolution mentioned in the EOGM Notice dated September 5, 2018 as per the details given above stands passed under Remote E-voting and voting conducted at EOGM with the requisite majority and hence deemed to be passed as on the date of the EOGM.

A Compact Disc (CD) containing a list of equity shareholders who voted "FOR", "AGAINST" and those whose votes were declared invalid/abstained/voted for lesser shares, for each resolution is enclosed.

I hereby confirm that I am maintaining the Registers received from the Service Provider both electronically in respect of the votes cast through Remote E-Voting and voting conduct at EOGM by the Members of the Company. All other relevant records relating to remote e-voting and Electronic voting is under my safe custody and will be handed over to the Company Secretary for safe keeping, after the Chairman signs the Minutes.

Thanking you,

Yours Faithfully

For B.N. & Associates

COMPANY SECRETARIES



CS B Narasimhan

(Proprietor)

(FCS no 1303 COP no 10440)

Place: Mumbai

Date: October 8, 2018

The following were the witnesses to the unblocking the votes cast through remote e-voting.

1. Mr. K Venkataraman

2. Ms. Rishi Jaiswal

I have received the report:

Signature

Place: Mumbai

Signed by Mr. Venkatesan Arunachalam

Date: October 8, 2018

Company Secretary Authorized by the Board