

January 6, 2017

BSE Limited,
The Corporate Relationship Dept, 1st floor,
P.J. Towers, Dalal Street,
Mumbai-400 001

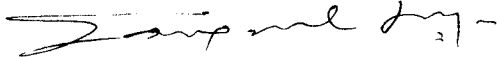
Dear Sir,

Sub: Voting Results of the Extraordinary General Meeting of the Company held on January 5, 2017 as per the requirements of Regulation 44(3) of the SEBI Listing Regulations

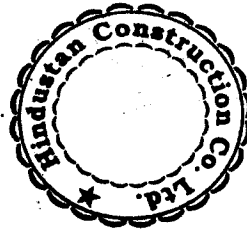
In furtherance to our letter dated January 6, 2017 regarding outcome of the Extra Ordinary General Meeting, we are enclosing herewith results of the remote e-voting and voting by Ballot at the venue of the Extra Ordinary General Meeting in the format prescribed under Regulation 44(3) of the SEBI Listing Regulations.

The combined Scrutinizer's Report dated January 5, 2017 on Remote E-Voting and Voting conducted at the EGM is also attached herewith.

Thanking you,
Yours faithfully,
For **Hindustan Construction Co. Ltd**



Sangameshwar Iyer
Company Secretary



CC: National Stock Exchange of India Limited

Hindustan Construction Co Ltd

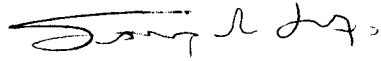
Hincon House, 11th Floor, 247Park,
Lal Bahadur Shastri Marg,
Vikhroli (West), Mumbai 400 083, India
Tel : +91 22 2575 1000 Fax : +91 22 2577 7568
CIN : L45200MH1926PLC001228

www.hccindia.com

Details of Voting Results

Date of Extra Ordinary General Meeting	Thursday, January 05, 2017
Total number of Shareholders as on cut off date i.e. 29.12.2016	215725
Number of shareholders present in the meeting either in person or through proxy	
Promoters and Promoter Group	8(7 - Promoters accounts and 1 Member of Promoter Group)
Public	94
Number of Shareholders attended the meeting through video conferencing	Not Arranged
Promoters and Promoter Group	
Public	

For HINDUSTAN CONSTRUCTION CO. LTD.



**SANGAMESHWAR IYER
COMPANY SECRETARY**

Hindustan Construction Co Ltd

Hincon House, 11th Floor, 247Park,
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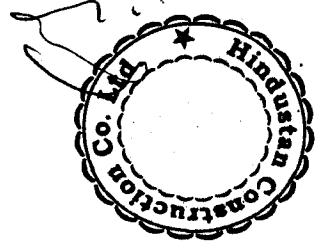
www.hccindia.com

HINDUSTAN CONSTRUCTION CO. LTD.

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

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

	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
			[1]	[2]		[4]	[5]		
		E-Voting	281015080		0	0	0	0.00	0.00
		Poll	281015080	281015080	100.00	281015080	0	100.00	0.00
	Promoter and Promoter Group	Postal Ballot (if applicable)	281015080	0	0.00	0	0	0.00	0.00
1		Total	281015080	281015080	100.00	281015080	0	100.00	0.00
		E-Voting	212257234	131414250	61.91	130429326	984924	99.25	0.75
		Poll	212257234	0	0.00	0	0	0.00	0.00
	Public - Institutional holders	Postal Ballot (if applicable)	212257234	0	0.00	0	0	0.00	0.00
2		Total	212257234	131414250	61.91	130429326	984924	99.25	0.75
		E-Voting	285886592	761349	0.27	753359	7990	98.95	1.05
		Poll	285886592	465160	0.16	464744	416	99.91	0.09
	Public-Others	Postal Ballot (if applicable)	285886592	0	0.00	0	0	0.00	0.00
3		Total	285886592	1226509	0.43	1218103	8406	99.31	0.69
		E-Voting	779158906	13217599	16.96	131182685	992914	99.25	0.75
		Poll	779158906	281480240	36.13	281479824	416	100.00	0.00
	Postal Ballot (if applicable)		779158906	0	0.00	0	0	0.00	0.00
	Total		779158906	413655839	53.09	412662509	993330	99.76	0.24



HINDUSTAN CONSTRUCTION CO. LTD.

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

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

Promoter/Public	Mode of Voting	Total No. of Shares Held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	[3]=[2]/[1]*100	[4]	[5]	[6]=[4]/[2]*100	[7]=[5]/[2]*100
	E-Voting	281015080	0	0.00	0	0	0.00	0.00
	Poll	281015080	281015080	100.00	281015080	0	100.00	0.00
	Postal Ballot (if applicable)	281015080	0	0.00	0	0	0.00	0.00
1 Promoter and Promoter Group	Total	281015080	281015080	100.00	281015080	0	100.00	0.00
	E-Voting	212257234	131414250	61.91	130429326	984924	99.25	0.75
	Poll	212257234	0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)	212257234	0	0.00	0	0	0.00	0.00
2 Public - Institutional holders	Total	212257234	131414250	61.91	130429326	984924	99.25	0.75
	E-Voting	285886592	709849	0.25	701469	8380	98.82	1.18
	Poll	285886592	465160	0.16	464444	716	99.85	0.15
	Postal Ballot (if applicable)	285886592	0	0.00	0	0	0.00	0.00
3 Public-Others	Total	285886592	1175009	0.41	1165913	9096	99.23	0.77
	E-Voting	779158906	132124099	16.96	131130795	993304	99.25	0.75
	Poll	779158906	281480240	36.13	281479524	716	100.00	0.00
	Postal Ballot (if applicable)	779158906	0	0.00	0	0	0.00	0.00
Total	Total	779158906	413604339	53.08	412610319	994020	99.76	0.24



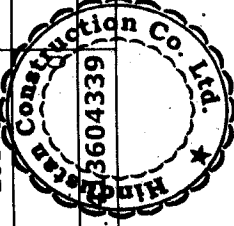
HINDUSTAN CONSTRUCTION CO. LTD.

Special Resolution for offer and Issue of:

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

Whether promoter/ promoter group are interested in the agenda/ resolution: No
Resolution No 3

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
		[1]	[2]		[4]	[5]		
	E-Voting	281015080		0	0	0	0.00	0.00
	Poll	281015080	281015080	100.00	281015080	0	100.00	0.00
	Postal Ballot (if applicable)	281015080	0	0.00	0	0	0.00	0.00
1	Total	281015080	281015080	100.00	281015080	0	100.00	0.00
	E-Voting	212257234	131414250	61.91	130429326	984924	99.25	0.75
	Poll	212257234	0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)	212257234	0	0.00	0	0	0.00	0.00
2	Total	212257234	131414250	61.91	130429326	984924	99.25	0.75
	E-Voting	285886592	709849	0.25	700329	9520	98.66	1.34
	Poll	285886592	465160	0.16	464444	716	99.85	0.15
	Postal Ballot (if applicable)	285886592	0	0.00	0	0	0.00	0.00
	Total	285886592	1175009	0.41	1164773	10236	99.13	0.87
3	E-Voting	779158906	132124099	16.96	131129655	994444	99.25	0.75
	Poll	779158906	281480240	36.13	281479524	716	100.00	0.00
	Postal Ballot (if applicable)	779158906	0	0.00	0	0	0.00	0.00
Total	Total	779158906	53604339	53.08	412609179	995160	99.76	0.24



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

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

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

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

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

Report on Scrutiny:

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

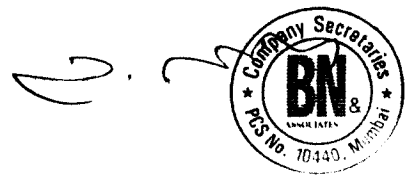


C/O. Karvy Computershare Pvt. Ltd. 24-B Raja Bahadur Mansion, Ground Floor, Ambabai Doshi Marg, B/H BSE, Fort, Mumbai - 400 023.
T :91 22 6623 5454 D:91 22 6623 5411 Fax:91 22 6633 1135 Cell :9820142331/9004089490
E-mail :narasimhan.b8@gmail.com // bn@karvy.com

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

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

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



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

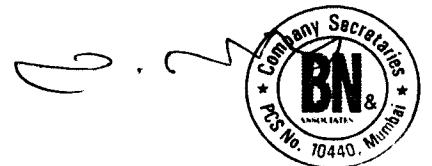
- The remote e-voting and the electronic voting done at the meeting were reconciled with the records maintained by the In-House RTA and the authorizations / proxies lodged with the Company.
- Thereafter, I as a Scrutinizer duly compiled the details of the Remote E-Voting carried out by the Members together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

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

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

Note:

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



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

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

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

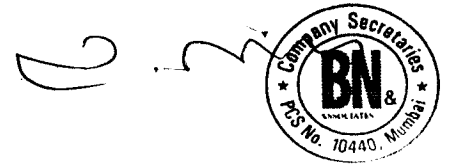
Percentage of votes cast in favour 99.760 Percentage of Votes cast against 0.240

Item 1 of Notice stands passed with the requisite majority

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

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

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



Total valid votes through voting at the EGM	281479524	99.999	716	0.001	700
Total Valid Votes Cast	412610319	99.760	994020	0.240	54200

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

Item 2 of Notice stands passed with the requisite majority

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

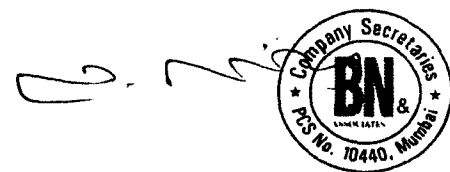
For offer and issue of:

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

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

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

Item 3 of Notice stands passed with the requisite majority




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

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

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

Thanking you,
Yours Faithfully
For B.N. & Associates


CS B Narasimhan
(Proprietor)
(FCS no 1303 COP no 10440)

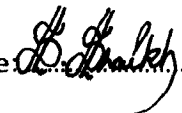


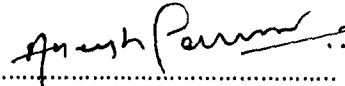
Place: Mumbai
Date: January 5, 2017

Witnesses:

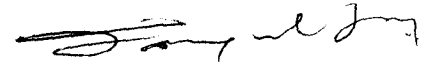
Name: 1) Mr. Sameer Shaikh

2) Mr. Aneesh Parwani

Signature 



Countersigned and received the report:


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Signed by Authorized person in this regard

Place: Mumbai

Date: January 5, 2017

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