

CERTIFIED COPY OF THE EXTRACTS OF RESOLUTION PASSED BY THE QIP COMMITTEE OF THE BOARD OF DIRECTORS OF HINDUSTAN CONSTRUCTION LIMITED (THE "COMPANY") ON APRIL 6, 2015 IN CONNECTION WITH THE PROPOSED ISSUE OF EQUITY SHARES OF THE COMPANY UNDER CHAPTER VIII OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2009, AS AMENDED (THE "SEBI REGULATIONS") AND SECTION 42 OF THE COMPANIES ACT, 2013 AND THE RULES MADE THEREUNDER

I. APPROVAL OF THE PRELIMINARY PLACEMENT DOCUMENT

"RESOLVED THAT the draft preliminary placement document, in respect of the Issue, as per the copy placed before the QIP Committee (the "**Committee**") duly initialed by the Company Secretary for the purpose of identification, be and is hereby adopted and approved for filing with the BSE Limited and the National Stock Exchange of India Limited (the "**Stock Exchanges**") where the Equity Shares to be allotted in the Issue will be listed."

"RESOLVED FURTHER THAT Mr. Rajgopal Nogja, Group COO & Whole-time Director and Mr. Sharad M. Kulkarni, Director be and are hereby severally authorised to sign the preliminary placement document on behalf of the Company, make such confirmations and declaration on behalf of the Company as may be required in relation to the preliminary placement document, and make any changes to the preliminary placement document that they, in their absolute discretion, think fit and also to effect and/or carry out such alterations, additions, omissions, variations, amendments, modifications or corrections in the preliminary placement document as may be necessary or desirable."

"RESOLVED FURTHER THAT Mr. Rajgopal Nogja, Group COO & Whole-time Director and Mr. Sharad M. Kulkarni, Director be and are hereby severally authorised to sign the preliminary placement document on behalf of the Company, make such confirmations and declaration on behalf of the Company as may be required in relation to the preliminary placement document, and make any changes to the preliminary placement document that they, in their absolute discretion, think fit and also to effect and/or carry out such alterations, additions, omissions, variations, amendments, modifications or corrections in the preliminary placement document as may be necessary or desirable."

"RESOLVED FURTHER THAT Mr. Rajgopal Nogja, Group COO & Whole-time Director and Mr. Sharad M. Kulkarni, Director, Mr. Praveen Sood, Group CFO & EVP – HCC Group Office, Mr. Vithal P. Kulkarni, Company Secretary, be and are hereby severally authorised to do all such acts, deeds and things, as may be required to give effect to the above resolutions, including but not limited to delivering the preliminary placement document to the Stock Exchanges and filing the preliminary placement document along with the records and other particulars of the QIBs to whom the offer is made in the Issue with the Registrar of Companies, Mumbai and the Securities and Exchange Board of India, intimating the Stock Exchanges in relation to the above and filing of applications for seeking listing and trading permissions in respect of the Issue and making other statutory and regulatory filings, as required, and to affix the Common Seal on all necessary documents, as required, in terms of the provisions of the Articles of Association of the Company, the SEBI Regulations, the Companies Act, 2013 and the Companies (Prospectus and Allotment of Securities) Rules, 2014."



II. ISSUE OPENING

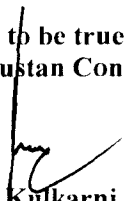
“RESOLVED THAT the Issue be opened on April 6, 2015 and Mr. Rajgopal Nogja, Group COO & Whole-time Director, Mr. Praveen Sood, Group CFO & EVP – HCC Group Office, Mr. Vithal P. Kulkarni, Company Secretary be and are hereby severally authorised to decide the Issue closing date.”

III. FLOOR PRICE AND RELEVANT DATE

“RESOLVED THAT in respect of the Issue, the floor price of Rs. 30.98 per Equity Share, as calculated based on the pricing formula prescribed under Regulation 85(1) of the SEBI Regulations, and the relevant date of April 6, 2015, in terms of Regulation 81(c)(i) of the SEBI Regulations, be and is hereby considered and noted.”

“RESOLVED FURTHER THAT in accordance with Regulation 85(1) of the SEBI Regulations, Mr. Rajgopal Nogja, Group COO & Whole-time Director, Mr. Praveen Sood, Group CFO & EVP – HCC Group Office, Mr. Vithal P. Kulkarni, Company Secretary, be and are hereby severally authorised to offer a discount of not more than 5% to the Floor Price.”

**Certified to be true
For Hindustan Construction Company Limited**



**Vithal P. Kulkarni
Company Secretary**