

HCC**FAX NO. 66418125 / 66418126 / 26598237 / 26598238**

HC/SFC/AGM/2014
National Stock Exchange of India Ltd,
Exchange Plaza,
Bandra-Kurla Complex,
Bandra (East),
Mumbai-400 051

June 23, 2014

Dear Sir,

Sub: **Disclosure of Voting Results of the 88th Annual General Meeting of the Company held on June 20, 2014, as per the requirements of Clause 35A of the Equity Listing Agreement.**

At the 88th Annual General Meeting ("AGM") of the Company held on June 20, 2014 at Walchand Hirachand Hall, Indian Merchants' Chamber, Indian Merchants' Chamber Marg, Churchgate, Mumbai-400 020, all items of business contained in the Notice of the AGM were approved by the shareholders.

The details of the voting results at the AGM are enclosed in the format prescribed under Clause 35A of the Equity Listing Agreement.

Thanking you,

Yours faithfully,

For Hindustan Construction Co Ltd



Vithal P. Kulkarni
Company Secretary

Encl: as above.

Cc: Bombay Stock Exchange Limited,
The Corporate Relationship Dept, 1st floor,
P.J. Towers, Dalal Street,
Mumbai-400 001

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

www.hccindia.com

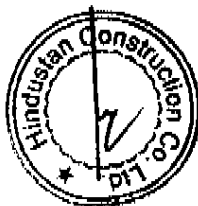
Details of Voting Results

Date of the AGM:	June 20, 2014
Total No. of Shareholders as on Cut-off date i.e. May 20, 2014 (Cut –off date for the purpose of voting)	2,03,293
No. of shareholders present in the meeting either in person or through proxy: Promoters and Promoter Group: Public:	8 (7 – Promoters accounts and 1 – Member of Promoter Group account) 124
No. of shareholders attended the meeting through Video Conferencing Promoters and Promoter Group: Public:	Not arranged

Agenda-wise

In case of Poll / Postal Ballot / E-voting:

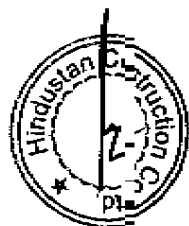
The mode of voting was e-voting, physical assent / dissent form and poll at the Annual General Meeting.



Resolution No. 1 Ordinary Resolution for adoption of Audited Financial Statements for the year ended March 31, 2014.

	Promoter/Public	No of A/Cs	No. of Shares Held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes - 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
1	Promoter and Promoter Group	8	28101580	281015080	100.00	2810150	0.00	100.00	0
2	Public - Institutional holders	60	1066488	59507353	55.80	544901	5017132	91.57	8.43
3	Public-Others	203227	2581638	1786995	0.69	17820	4183	99.77	0.23
	Grand Totals	203295	6458206	342309428	53.00	3372883	5021315	98.53	1.47

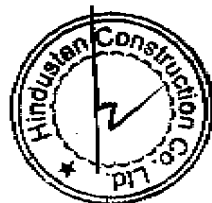
Note: - The aforesaid resolution was passed with requisite majority



Resolution No. 2 Ordinary Resolution that the vacancy caused by retirement by rotation of Prof. Fred Moavenzadeh who has not sought re-election, be not filled at this AGM or any adjournment thereof.

	Promoter/Poll	No of A/Cs	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
1	Promoter and Promoter Gr.	8	281015080	281015080	100.00	281015080	0.00	1000	0
2	Public - Institutional holders	60	106645788	59507353	55.80	59507353	0	1000	0.00
3	Public-Other	203227	258165238	1786495	0.69	1754941	31554	923	1.77
	Grand Totals	203295	645826106	342308928	53.00	342277374	31554	999	0.01

Note: - The aforesaid resolution was passed with requisite majority



3. Ordinary Resolution under Section 139 of the Companies Act, 2013 for appointment of M/s Walker Chandok & Co. IP as Statutory Auditors of the Company and fixing their remuneration.

	Promoter/Public	No of A/Cs	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
1	Promoter and Promoter Group	8	2810150	281015080	100.00	281015080	0	100.00	0.00
2	Public - Institutional holders	60	1066458	59507353	55.80	59507353	0	100.00	0.00
3	Public- Others	203227	2581658	1785996	0.69	1785996	8183	99.54	0.46
	Grand Totals	203295	6458266	342308429	53.00	34231246	8183	100.00	0.00

Note: - The aforesaid resolution was passed with requisite majority



Resolution No. 4 - Ordinary Resolution for appointment of Mr. Ram P. Gandhi as Independent Director of the Company under the provisions of Section 149 of the Companies Act, 2013

	Promoter, Public	No of A/Cs	No. of Shares Held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes - against	% votes in favour votes polled	% of Votes against on votes polled
			[1]	[2]	[3]=[2]/[1]*100	[4]	[5]	[6]=[4]/[2]*100	[7]=[5]/[2]*100
1	Promoter and Promoter Group	8	281015080	281015080	100.00	281015080	0	100.00	0
2	Public - Institutional holders	60	106645788	59507353	55.80	52822346	6685007	88.77	11.23
3	Public-Others	203227	258165238	1783971	0.69	1769788	14183	99.20	0.80
	Grand Total	203295	645826106	342306404	53.00	335607214	6699190	98.04	1.96

Note: - The aforesaid resolution was passed with requisite majority



Resolution No. 5 - Ordinary Resolution for appointment of Mr. Shrad M. Kulkarni as Independent Director of tl Company under the provisions of Section 149, of the Companies Act, 2013

	Promoter/Public	No of A/Cs	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
1	Promoter and Promoter Group	8	28115080	281015080	100.00	281015080	0	100.00	0
2	Public - Institutional holders	60	10645788	59507353	55.80	52822346	6685007	88.77	11.23
3	Public-Others	203227	25865238	1786860	0.65	1774237	12623	99.29	0.71
	Grand Totals	203295	64526106	342309293	53.00	335611663	6697630	98.04	1.96

Note: - The aforesaid resolution was passed with requisite majority



Resolution No. 6 - Special Resolution under Section 188 of the Companies Act, 2013 for revision in payment of remuneration to Mr. Arjun Dhawan, a relative (son-in-law) of Mr. Ajit Gulabchand, Chairman & Managing Director of the Company.

Resolution No 6								
	Promoter/Public	No of A/Cs	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
			[1]	[2]	[3]=[([2])/([1])]*100	[4]	[5]	[6]=[([4])/([2])]*100
1	Promoter and Promoter Group	8	281015080	0	0	0	0	0
2	Public - Institutional holders	60	106645788	59507353	55.80	59507353	0	100.00
3	Public-Others	203227	258165238	145995	0.56	1384168	66827	95.39
	Grnd Totals	203295	645826106	60953348	9.44	60891521	66827	99.89
								0.11

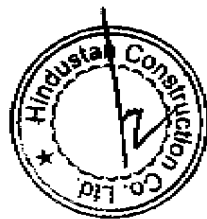
Note: The aforesaid resolution was passed with requisite majority



Resolution No. 7 - Speci Resolution under Section 180 (1)) of the Companies Act, 2013 for borrowing an amount not exceeding Rs.10,000 crce.

	Promoter/Public	No of A/Cs	No. of Shares Held	No. of votes polled	% of Votes Pcd 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]=[()/(2)]*100
1	Promoter and Promoter Group		281015080	281015080	1.00	281015080	0	100.00	0
2	Public - Institutional holders	6	106645788	59507353	.80	23411569	36095784	39.34	60.66
3	Public-Others	20322	259245296	1786502	.69	1765214	21288	98.81	1.19
	Grand Totals	20329	645826106	342308935	.00	306191863	36117072	89.45	10.55

Note: - The aforesaid resolution was passed with requisite majority



Resolution No. 8 - Special Resolution under Section 14 of the Companies Act, 2013 or amendment of certain Articles of the Articles of Association of the Company.

	Promoter/Public	No of A/Cs	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
1	Promoter and Promoter Group	8	281015080	281015080	100.00	281015080	■	100.00	0
2	Public - Institutional Investors	60	106645788	457353	43.84	46757353	■	100.00	0
3	Public-Others	203227	258165238	786585	0.69	1777197	938■	99.47	0.53
	Grand Totals	203295	645826106	3259018	51.03	329549630	938■	100.00	0.00

Note - The aforesaid resolution was passed with requisite majority



Resolution No. 9 - Special Resolution for issue of securities of the Company under Section 62 of the Companies Act, 2013 for an amount not exceeding Rs.1,000 crore.

	Promoter/Public	No. of A/C	No. of Shares Held	No. of votes polled	% of Votes held 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]/(3*100)	[4]	[5]	[6]=[4]/(2)*100	[7]=[5]/(2)*100
1	Promoter and Promoter Group	3	281015080	281015080	100.00	281015080	0	100.00	0
2	Public - Institutional holders	3	106645788	59507353	55.80	48832151	10675202	82.06	17.94
3	Public-Others	2037	258165238	1786095	0.69	1749673	36422	97.96	2.04
	Grand Totals	2037	645826106	342308528	53.00	331596904	10711624	96.87	3.13

Note: - The aforesaid resolution was passed with requisite majority

