



HCC/SEC/AGM/2018

July 13, 2018

National Stock Exchange of India Ltd,  
Exchange Plaza, Bandra-Kurla Complex,  
Bandra (East), Mumbai-400 051

Dear Sir,

Sub: **Disclosure of Outcome of the 92<sup>nd</sup> Annual General Meeting (AGM) of the Company held on July 12, 2018 as per Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter 'SEBI Listing Regulations')**

At the 92<sup>nd</sup> Annual General Meeting of the Company held on July 12, 2018 at Walchand Hirachand Hall, Indian Merchants' Chamber, Indian Merchants' Chamber Marg, Churchgate, Mumbai-400 020, all the 10 items of business contained in the Notice of the AGM as below were approved by the shareholders with requisite majority.

Resolution No. 1 : Ordinary Resolution for adoption of Audited Standalone & Consolidated Financial Statements of the Company for the year ended March 31, 2018 and the Report of the Board of Directors and Auditors thereon.

Resolution No. 2 : Special Resolution for re-appointment of Mr. N. R. Acharyulu (DIN: 02010249) as a Non Executive – Non Independent Director. liable to retire by rotation.

Resolution No. 3 : Special Resolution for continuance of Directorship of Mr. Sharad M. Kulkarni (DIN: 00003640), Independent Director of the Company.

Resolution No. 4: Special Resolution for re-appointment of Mr. Ajit Gulabchand (DIN: 00010827) as Chairman & Managing Director of the Company for a period of five years effective from April 1, 2018 (including terms of remuneration for FY 2018-19)

Resolution No. 5 : Ordinary Resolution for payment of Remuneration to Ms. Shalaka Gulabchand Dhawan, Whole-time Director for the period 30<sup>th</sup> April, 2018 to 29<sup>th</sup> April, 2019.

Resolution No. 6 : Ordinary Resolution for ratification of Remuneration to Cost Auditor for FY 2017-18.

Resolution No. 7 : Special Resolution for amendment to the existing HCC Employees Stock Option Scheme, to bring the Scheme in conformity with SEBI (Share Based Employee Benefits) Regulations, 2014.

Resolution No. 8 : Special Resolution for extension of the period of conversion of the Optionally Convertible Debentures (OCDs) of face value Rs.1000/- each issued by the Company.

Resolution No. 9 : Special Resolution for issue of securities of the Company under Section 42, 62, 71 of the Companies Act, 2013 for an amount not exceeding Rs. 1,000 crore.

Hindustan Construction Co Ltd

Hincon House,  
LBS Marg, Vikhroli (West),  
Mumbai - 400 083, India  
Tel : +91 22 2575 1000 Fax : +91 22 2577 7568  
CIN : L45200MH1926PLC001228

[www.hccindia.com](http://www.hccindia.com)



Resolution No. 10: . Ordinary Resolution for delivery of documents on the Members through a particular mode, if required by the Member, as per Section 20 of the Companies Act, 2013.

The above information be treated as disclosure of outcome of the AGM by the Company in compliance with Regulation 30 of the SEBI Listing Regulations.

Thanking you,

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

A handwritten signature in purple ink, appearing to read 'Venkatesan', is positioned above the printed name of the Company Secretary.

**Venkatesan Arunachalam**  
**Company Secretary**

Cc: BSE Ltd.

**HINDUSTAN CONSTRUCTION CO. LTD.**

**Resolution (1)**

**Resolution required: (Ordinary / Special)**

Ordinary

**agenda/resolution?**

No

**Ordinary Resolution for adoption of Audited Standalone & Consolidated Financial Statements of the Company for the year ended March 31, 2018 and the Reports of the Board of Directors and Auditors thereon.**

	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
1	Promoter and Promoter Group	E-Voting	281015080	281015080	100.00	281015080	0	100.00	0.00
		Poll		0	0.00	0	0	0.00	0.00
		Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
		Total		281015080	100.00	281015080	0	100.00	0.00
2	Public - Institutional holders	E-Voting	385361596	122357636	31.75	89672941	32684695	73.29	26.71
		Poll		3717149	0.96	3717149	0	100.00	0.00
		Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
		Total		126074785	32.72	93390090	32684695	74.08	25.92
3	Public-Others	E-Voting	349086250	1214632	0.35	1196490	18142	98.51	1.49
		Poll		27034	0.01	20165	6869	74.59	25.41
		Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
		Total		1241666	0.36	1216655	25011	97.99	2.01
Total	Total	E-Voting	1015462926	404587348	39.84	371884511	32702837	91.92	8.08
		Poll		3744183	0.37	3737314	6869	99.82	0.18
		Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
		Total		408331531	40.21	375621825	32709706	91.99	8.01

Resolution Passed with the requisite majority

For HINDUSTAN CONSTRUCTION CO. LTD.



*Venketan*  
**VENKATESAN ARUNACHALAM**  
**COMPANY SECRETARY**

# HINDUSTAN CONSTRUCTION CO. LTD.

## Resolution (2)

Resolution required: (Ordinary / Special)

Special

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

No

Special Resolution for appointment of a Director, in place of Mr. N. R. Acharyulu (DIN: 02010249), Non Executive - Non Independent Director, who is retiring by rotation and being eligible, offers himself for re-appointment.

	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]	$[3] = \frac{[2]}{[1]} \times 100$	[4]	[5]	$[6] = \frac{[4]}{[2]} \times 100$	$[7] = \frac{[5]}{[2]} \times 100$
1	Promoter and Promoter Group	E-Voting	281015080	281015080	100.00	281015080	0	100.00	0.00
		Poll		0	0.00	0	0	0.00	0.00
		Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
		Total		281015080	100.00	281015080	0	100.00	0.00
2	Public - Institutional holders	E-Voting	385361596	122357636	31.75	108644733	13712903	88.79	11.21
		Poll		3717149	0.96	3717149	0	100.00	0.00
		Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
		Total		126074785	32.72	112361882	13712903	89.12	10.88
3	Public-Others	E-Voting	349086250	1214054	0.35	1119412	94642	92.20	7.80
		Poll		27034	0.01	24940	2094	92.25	7.75
		Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
		Total		1241088	0.36	1144352	96736	92.21	7.79
Total	Total	E-Voting	1015462926	404586770	39.84	390779225	13807545	96.59	3.41
		Poll		3744183	0.37	3742089	2094	99.94	0.06
		Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
		Total		408330953	40.21	394521314	13809639	96.62	3.38

Resolution Passed with the requisite majority

For HINDUSTAN CONSTRUCTION CO. LTD.

Venkatesan

VENKATESAN ARUNACHALAM  
COMPANY SECRETARY



**HINDUSTAN CONSTRUCTION CO. LTD.**

**Resolution (3)**

**Resolution required: (Ordinary / Special)**

Special

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

No

**Special Resolution for continuance of Directorship of Mr. Sharad M. Kulkarni (DIN : 00003640), Independent Director of the Company.**

Promoter/Public	Mode of Voting	Total No. of Shares Held	No. of votes polled	Votes polled on outstanding shares	No. of Votes - in favour	No. of Votes - against	Votes in favour on polled votes	Votes against on polled votes
1	Promoter and Promoter Group	281015080	281015080	281015080	281015080	0	100.00	0.00
	E-Voting		0	0	0	0	0.00	0.00
	Postal Ballot (if applicable)		0	0	0	0	0.00	0.00
	Total		281015080	281015080	281015080	0	100.00	0.00
2	Public - Institutional holders	385361596	126074785	3717149	116903710	9171075	92.73	7.27
	E-Voting		122357636	31.75	113186561	9171075	92.50	7.50
	Poll		3717149	0.96	3717149	0	100.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total		126074785	32.72	116903710	9171075	92.73	7.27
	E-Voting		1203283	0.34	1108527	94756	92.13	7.87
	Poll		27034	0.01	24940	2094	92.25	7.75
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total		1230317	0.35	1133467	96850	92.13	7.87
	E-Voting		404575999	39.84	395310168	9265831	97.71	2.29
	Poll		3744183	0.37	3742089	2094	99.94	0.06
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total		408320182	40.21	399052257	9267925	97.73	2.27
3	Public-Others	349086250	1230317	0.35	1133467	96850	92.13	7.87
	E-Voting		1203283	0.34	1108527	94756	92.13	7.87
	Poll		27034	0.01	24940	2094	92.25	7.75
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total		1230317	0.35	1133467	96850	92.13	7.87
	E-Voting		404575999	39.84	395310168	9265831	97.71	2.29
	Poll		3744183	0.37	3742089	2094	99.94	0.06
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total		408320182	40.21	399052257	9267925	97.73	2.27

Resolution Passed with the requisite majority

For HINDUSTAN CONSTRUCTION CO. LTD.

VENKATESAN ARUNACHALAM  
COMPANY SECRETARY





HINDUSTAN CONSTRUCTION CO. LTD.									
Resolution (4)									
Resolution required: (Ordinary / Special)						Special			
Whether promoter/ promoter group are interested in the agenda/resolution?						Yes			
Special Resolution for re-appointment of Mr. Ajit Gulabchand (DIN: 00010827) as Chairman & Managing Director of the Company for a period of five years effective from April 1, 2018 (including terms of remuneration for FY 2018-19)									
	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]	$[3]=\frac{[2]}{[1]}*100$	[4]	[5]	$[6]=\frac{[4]}{[2]}*100$	$[7]=\frac{[5]}{[2]}*100$
1	Promoter and Promoter Group	E-Voting	281015080	281015080	100.00	281015080	0	100.00	0.00
		Poll		0	0.00	0	0	0.00	0.00
		Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
		Total		281015080	100.00	281015080	0	100.00	0.00
2	Public - Institutional holders	E-Voting	385361596	122357636	31.75	116329914	6027722	95.07	4.93
		Poll		3717149	0.96	3717149	0	100.00	0.00
		Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
		Total		126074785	32.72	120047063	6027722	95.22	4.78
3	Public-Others	E-Voting	349086250	1209695	0.35	1119590	90105	92.55	7.45
		Poll		27034	0.01	25165	1869	93.09	6.91
		Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
		Total		1236729	0.35	1144755	91974	92.56	7.44
	Total	E-Voting	1015462926	404582411	39.84	398464584	6117827	98.49	1.51
		Poll		3744183	0.37	3742314	1869	99.95	0.05
		Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
		Total		408326594	40.21	402206898	6119696	98.50	1.50

Resolution Passed with the requisite majority

**Note:** Mr. Ajit Gulabchand, Promoter, to the extent of remuneration payable to him as Chairman & Managing Director and Ms. Shalaka Gulabchand Dhawan and Mr. Arjun Dhawan, in their capacity as relatives of Mr. Ajit Gulabchand are deemed to be directly/indirectly concerned or interested in this resolution.

For HINDUSTAN CONSTRUCTION CO. LTD.

Venkatesan

VENKATESAN ARUNACHALAM  
COMPANY SECRETARY



HINDUSTAN CONSTRUCTION CO. LTD.									
Resolution (5)									
Resolution required: (Ordinary / Special)						Ordinary			
Whether promoter/ promoter group are interested in the agenda/resolution?						Yes			
Ordinary Resolution for payment of Remuneration to Ms. Shalaka Gulabchand Dhawan, Whole-time Director.									
	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]	[3]=[ (2)/ (1)]*100	[4]	[5]	[6]=[ (4)/ (2)]*100	[7]=[ (5)/ (2)]*100
1	Promoter and Promoter Group	E-Voting	281015080	281015080	100.00	281015080	0	100.00	0.00
		Poll		0	0.00	0	0	0.00	0.00
		Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
		Total		281015080	100.00	281015080	0	100.00	0.00
2	Public - Institutional holders	E-Voting	385361596	122357636	31.75	121758283	599353	99.51	0.49
		Poll		3717149	0.96	3717149	0	100.00	0.00
		Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
		Total		126074785	32.72	125475432	599353	99.52	0.48
3	Public-Others	E-Voting	349086250	1208883	0.35	1034776	174107	85.60	14.40
		Poll		27034	0.01	25165	1869	93.09	6.91
		Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
		Total		1235917	0.35	1059941	175976	85.76	14.24
	Total	E-Voting	1015462926	404581599	39.84	403808139	773460	99.81	0.19
		Poll		3744183	0.37	3742314	1869	99.95	0.05
		Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
		Total		408325782	40.21	407550453	775329	99.81	0.19

Resolution Passed with the requisite majority

**Note:** Ms. Shalaka Gulabchand Dhawan, Promoter, to the extent of remuneration payable to her as Whole-time Director and Mr. Ajit Gulabchand, Chairman & Managing Director and Mr. Arjun Dhawan, in their capacity as relatives of Ms. Shalaka Gulabchand Dhawan are deemed to be directly/indirectly concerned or interested in this resolution.

For HINDUSTAN CONSTRUCTION CO. LTD.

*Venket*  
VENKATESAN ARUNACHALAM  
COMPANY SECRETARY



HINDUSTAN CONSTRUCTION CO. LTD.									
Resolution (6)									
Resolution required: (Ordinary / Special)						Ordinary			
Whether promoter/ promoter group are interested in the agenda/resolution?						No			
Ordinary Resolution for ratification of Remuneration to Cost Auditor for FY 2017-18.									
	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]	$[3]=\frac{[2]}{[1]}\times 100$	[4]	[5]	$[6]=\frac{[4]}{[2]}\times 100$	$[7]=\frac{[5]}{[2]}\times 100$
1	Promoter and Promoter Group	E-Voting	281015080	281015080	100.00	281015080	0	100.00	0.00
		Poll		0	0.00	0	0	0.00	0.00
		Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
		Total		281015080	100.00	281015080	0	100.00	0.00
2	Public - Institutional holders	E-Voting	385361596	122357636	31.75	122357636	0	100.00	0.00
		Poll		3717149	0.96	3717149	0	100.00	0.00
		Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
		Total		126074785	32.72	126074785	0	100.00	0.00
3	Public-Others	E-Voting	349086250	1208958	0.35	1122679	86279	92.86	7.14
		Poll		27034	0.01	25165	1869	93.09	6.91
		Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
		Total		1235992	0.35	1147844	88148	92.87	7.13
	Total	E-Voting	1015462926	404581674	39.84	404495395	86279	99.98	0.02
		Poll		3744183	0.37	3742314	1869	99.95	0.05
		Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
		Total		408325857	40.21	408237709	88148	99.98	0.02

Resolution Passed with the requisite majority

For HINDUSTAN CONSTRUCTION CO. LTD.

Venkat  
VENKATESAN ARUNACHALAM  
COMPANY SECRETARY





**HINDUSTAN CONSTRUCTION CO. LTD.**

**Resolution (7)**

**Resolution required: (Ordinary / Special)**

Special

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

No

**Special Resolution for amendment to the existing HCC Employees Stock Option Scheme, to bring the Scheme in conformity with the SEBI (Share Based Employee Benefits) Regulations, 2014**

	Promoter/Public	Mode of Voting	Total No. of Shares Held	No. of votes polled	% of Votes Polled on outstanding shares $\frac{[3]}{[1]} \times 100$	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled $\frac{[6]}{[2]} \times 100$	% of Votes against on votes polled $\frac{[7]}{[2]} \times 100$
			[1]	[2]	[3]	[4]	[5]	[6]	[7]
1	Promoter and Promoter Group	E-Voting	281015080	281015080	100.00	281015080	0	100.00	0.00
		Poll		0	0.00	0	0	0.00	0.00
		Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
		Total		281015080	100.00	281015080	0	100.00	0.00
2	Public - Institutional holders	E-Voting	385361596	122357636	31.75	119522434	2835202	97.68	2.32
		Poll		3717149	0.96	3717149	0	100.00	0.00
		Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
		Total		126074785	32.72	123239583	2835202	97.75	2.25
3	Public-Others	E-Voting	349086250	1214554	0.35	1146055	68499	94.36	5.64
		Poll		27034	0.01	25165	1869	93.09	6.91
		Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
		Total		1241588	0.36	1171220	70368	94.33	5.67
Total	Total	E-Voting	1015462926	404587270	39.84	401683569	2903701	99.28	0.72
		Poll		3744183	0.37	3742314	1869	99.95	0.05
		Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
		Total		408331453	40.21	405425883	2905570	99.29	0.71

Resolution Passed with the requisite majority

For HINDUSTAN CONSTRUCTION CO. LTD.

*Venkat*  
VENKATESAN ARUNACHALAM  
COMPANY SECRETARY



HINDUSTAN CONSTRUCTION CO. LTD.									
Resolution (8)									
Resolution required: (Ordinary / Special)						Special			
Whether promoter/ promoter group are interested in the agenda/resolution?						No			
Special Resolution for extension of the period of conversion of the Optionally Convertible Debentures (OCDs) of face value Rs. 1000/- each issued by the Company.									
	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]	$[3]=\frac{[2]}{[1]}\times 100$	[4]	[5]	$[6]=\frac{[4]}{[2]}\times 100$	$[7]=\frac{[5]}{[2]}\times 100$
1	Promoter and Promoter Group	E-Voting	281015080	281015080	100.00	281015080	0	100.00	0.00
		Poll		0	0.00	0	0	0.00	0.00
		Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
		Total		281015080	100.00	281015080	0	100.00	0.00
2	Public - Institutional holders	E-Voting	385361596	122357636	31.75	120976559	1381077	98.87	1.13
		Poll		3717149	0.96	3717149	0	100.00	0.00
		Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
		Total		126074785	32.72	124693708	1381077	98.90	1.10
3	Public-Others	E-Voting	349086250	1204775	0.35	1137460	67315	94.41	5.59
		Poll		27034	0.01	25165	1869	93.09	6.91
		Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
		Total		1231809	0.35	1162625	69184	94.38	5.62
	Total	E-Voting	1015462926	404577491	39.84	403129099	1448392	99.64	0.36
		Poll		3744183	0.37	3742314	1869	99.95	0.05
		Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
		Total		408321674	40.21	406871413	1450261	99.64	0.36

Resolution Passed with the requisite majority

For HINDUSTAN CONSTRUCTION CO. LTD.

*Venket*  
VENKATESAN ARUNACHALAM  
COMPANY SECRETARY



HINDUSTAN CONSTRUCTION CO. LTD.	
Resolution (9)	
Resolution required: (Ordinary / Special)	Special
Whether promoter/ promoter group are interested in the agenda/resolution?	No
Special Resolution for issue of securities of the Company under Section 42, 62, 71 of the Companies Act, 2013 for an amount not exceeding Rs 1,000 crore.	

**Resolution (9)**

Resolution required: (Ordinary / Special)	Special
---	---------

Whether promoter/ promoter group are interested in the agenda/resolution?	NO
---	----

ON

Special Resolution for issue of securities of the Company under Section 42, 62, 71 of the Companies Act, 2013 for an amount not exceeding Rs 1,000 crore.
---

Promoter/Public	Mode of Voting	Total No. of Shares Held	No. of votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes - against	Votes in favour on votes polled	Votes against on votes polled	[1]	[2]	[3]=[2]/ (1)]*100	[4]	[5]	[6]=[4]/ (2)]*100	[7]=[5]/ (2)]*100
								E-Voting	Poll	Postal Ballot (if applicable)	Total	E-Voting	Poll	Postal Ballot (if applicable)
1	Promoter and Promoter Group	281015080	281015080	100.00	281015080	0	100.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
			0	0.00	0	0.00	0	0.00	0	0.00	0.00	0.00	0.00	
			281015080	100.00	281015080	0	100.00	0.00	0.00	0.00	0.00	0.00	0.00	
			0	0.00	0	0.00	0	0.00	0.00	0.00	0.00	0.00	0.00	
	Public - Institutional holders	385361596	122357636	31.75	97295488	25062148	79.52	20.48	0.00	0.00	0.00	0.00	0.00	0.00
			3717149	0.96	3717149	0	100.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
			0	0.00	0	0.00	0	0.00	0.00	0.00	0.00	0.00	0.00	0.00
			126074785	32.72	101012637	25062148	80.12	19.88	0.00	0.00	0.00	0.00	0.00	0.00
	Public-Others	349086250	1209255	0.35	1142398	66857	94.47	5.53	6.91	0.00	0.00	0.00	0.00	0.00
			27034	0.01	25165	1869	93.09	6.91	0.00	0.00	0.00	0.00	0.00	0.00
			0	0.00	0	0.00	0	0.00	0.00	0.00	0.00	0.00	0.00	0.00
			Total	1236289	0.35	1167563	68726	94.44	5.56	6.21	0.05	0.00	0.00	0.00
3	Public-Others	1015462926	404581971	39.84	379452966	25129005	93.79	6.21	0.05	0.00	0.00	0.00	0.00	
			3744183	0.37	3742314	1869	99.95	0.05	0.00	0.00	0.00	0.00	0.00	0.00
			0	0.00	0	0.00	0	0.00	0.00	0.00	0.00	0.00	0.00	0.00
			Total	408326154	40.21	383195280	25130874	93.85	6.15	0.00	0.00	0.00	0.00	0.00

Resolution Passed with the requisite majority
---

For HINDUSTAN CONSTRUCTION CO. LTD.

VENKATESAN ARUNACHALAM  
COMPANY SECRETARY



HINDUSTAN CONSTRUCTION CO. LTD.									
Resolution (10)									
Resolution required: (Ordinary / Special)						Ordinary			
Whether promoter/ promoter group are interested in the agenda/resolution?						No			
Ordinary Resolution for delivery of documents on the Members through a particular mode if required by the Member.									
	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
1	Promoter and Promoter Group	E-Voting	281015080	281015080	100.00	281015080	0	100.00	0.00
		Poll		0	0.00	0	0	0.00	0.00
		Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
		Total		281015080	100.00	281015080	0	100.00	0.00
2	Public - Institutional holders	E-Voting	385361596	121907636	31.63	118764283	3143353	97.42	2.58
		Poll		3717149	0.96	3717149	0	100.00	0.00
		Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
		Total		125624785	32.60	122481432	3143353	97.50	2.50
3	Public-Others	E-Voting	349086250	1214942	0.35	1185979	28963	97.62	2.38
		Poll		27034	0.01	25165	1869	93.09	6.91
		Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
		Total		1241976	0.36	1211144	30832	97.52	2.48
	Total	E-Voting	1015462926	404137658	39.80	400965342	3172316	99.22	0.78
		Poll		3744183	0.37	3742314	1869	99.95	0.05
		Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
		Total		407881841	40.17	404707656	3174185	99.22	0.78

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 92nd AGM of Hindustan Construction Company Limited (HCC) held on July 12, 2018 at 11 a.m. at Walchand Hirachand Hall, Indian Merchants' Chamber, Indian Merchants' Chamber Marg, Churchgate, Mumbai 400 020**

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

**92nd Annual General Meeting of the Equity Shareholders of Hindustan Construction Company Limited held on Thursday, July 12, 2018 at 11.00 AM at Walchand Hirachand Hall, Indian Merchants' Chamber, Indian Merchants' Chamber Marg, Churchgate, Mumbai 400 020**

**Sub: Passing of Resolution(s) through electronic voting and voting by electronic means at the venue of the 92nd AGM 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 May 3, 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 AGM 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.

**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 (both Ordinary and Special businesses) sought to be transacted in the 92nd Annual General Meeting (AGM) of the Company, which was held on Thursday, July 12, 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 AGM 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 Annual General Meeting (AGM) was June 8, 2018 and as on that date, there were 256426 Members of the Company. The service provider had sent the Notices of the AGM along with Annual Report and E-voting details by email to 193849 Members whose email Id was made available by the two Depositories and for those members, holding shares in physical form, who had registered their email Id with the RTA. In respect of 62577 Members, whose Email Ids are not available; the Notices were sent by Registered Post / Airmail/ Courier. In respect of 21,362 cases, where the transmissions through email had failed, attempt was made twice to resend by email. After doing so, in respect of 2251 cases, the Company had sent the Notice of the AGM along with the Annual Report 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, **Thursday July 5, 2018**.
- As prescribed in the aforesaid Rules, the Remote E-Voting facility was kept open for four days from **Sunday 9.00 AM from July 8, 2018 to Wednesday, July 11, 2018 at 5:00 P.M.**
- The Company completed the dispatch of the notices to the members by Monday, June 18, 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 AGM in English in Business Standard newspaper dated June 20, 2018 and in Marathi in Sakal newspaper dated June 20, 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 July 11, 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 92nd AGM of the Company held on July 12, 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 July 12, 2018, after the results for the electronic voting conducted at the venue of the AGM 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 Madhushree Dessai and Ms Devanshi Doshi 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 AGM by electronic means, the details of which are as follows:

**The results of the Remote E-voting together with that of the voting conducted at the venue of the AGM by way of Ballot Papers are as under:**

Details	Remote E-voting	Voting electronically at AGM	Total voting
Number of members who cast their votes	349	62	411
Total number of Shares held by them	40,46,14,179	37,44,183	40,83,58,362
Valid votes	As per details provided under each one of the Resolution(s) mentioned hereunder		
Abstained / Invalid Votes	As mentioned under each one of the Resolution(s) mentioned hereunder		

**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.
2. Break up of votes cast through remote e-voting and through voting at the meeting through electronic means are given in a separate sheet attached.

*[Handwritten signature]*



## ORDINARY BUSINESS

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

- (a) To receive, consider and adopt the Audited Financial Statements of the Company for the year ended March 31, 2018 including the Audited Balance Sheet as at March 31, 2018 and the Statement of Profit & Loss for the year ended on that date and the Reports of the Board of Directors and Auditors thereon.
- (b) Approve the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2018 including the Audited Consolidated Balance Sheet as at March 31, 2018 and the Consolidated Statement of Profit & Loss for the year ended on that date together with the Reports of the Auditors thereon.

Manner of voting	Votes in favour of the resolution		Votes against the resolution		Invalid votes
	Nos.	%age	Nos.	%age	Nos.
Total votes through Remote e-voting and voting at meeting	375621825	91.99	32709706	8.01	26831

Item 1 of the Notice stands passed with the requisite majority

### II) Item No. 2 of the Notice (As a Special Resolution):

Appointment of Mr. N. R. Acharyulu (DIN 02010249) a Non-Executive and Non-Independent Director who is retiring by rotation being eligible offers himself for re-appointment as a Director of the Company.

Manner of voting	Votes in favour of the resolution		Votes against the resolution		Invalid votes
	Nos.	%age	Nos.	%age	Nos.
Total votes through Remote e-voting and voting at meeting	394521314	96.62	13809639	3.38	27409

Item 2 of the Notice stands passed with the requisite majority



## SPECIAL BUSINESS

### III) Item No. 3 of the Notice (As a Special Resolution) :

Continuance of Directorship of Mr. Sharad Kulkarni (DIN00003640), Independent Director for the Company

Manner of voting	Votes in favour of the resolution		Votes against the resolution		Invalid votes
	Nos.	%age	Nos.	%age	Nos.
Total votes through Remote e-voting and voting at meeting	399052257	97.73	9267925	2.27	38180

Item 3 of the Notice stands passed with the requisite majority

### IV) Item No. 4 of the Notice (As a Special Resolution):

Re-appointment of Mr. Ajit Gulabchand (DIN 00010827), as Chairman & Managing Director of the Company for a period of five years effective from April 1, 2018 (including terms of remuneration for FY 2018-19)

Manner of voting	Votes in favour of the resolution		Votes against the resolution		Invalid votes
	Nos.	%age	Nos.	%age	Nos.
Total votes through Remote e-voting and voting at meeting	402206898	98.50	6119696	1.5	31768

Item 4 of the Notice stands passed with the requisite majority

### V) Item No. 5 of the Notice (As an Ordinary Resolution):

Payment of Remuneration to Ms Shalaka Gulabchand Dhawan, Whole-time Director



Manner of voting	Votes in favour of the resolution		Votes against the resolution		Invalid votes
	Nos.	%age	Nos.	%age	Nos.
Total votes through Remote e-voting and voting at meeting	407550453	99.81	775329	0.19	32580

Item 5 of the Notice stands passed with the requisite majority

VI) Item No. 6 of the Notice (As an Ordinary Resolution):  
Ratification of Remuneration to Cost Auditor for FY 2017-18

Manner of voting	Votes in favour of the resolution		Votes against the resolution		Invalid votes
	Nos.	%age	Nos.	%age	Nos.
Total votes through Remote e-voting and voting at meeting	408237709	99.98	88148	0.02	32505

Item 6 of the Notice stands passed with the requisite majority

VII) Item No. 7 of the Notice (As a Special Resolution):  
Amendment to the existing HCC Employees Stock Option Scheme, to bring the scheme in conformity with the SEBI (Share Based Employee Benefits) Regulations, 2014.

Manner of voting	Votes in favour of the resolution		Votes against the resolution		Invalid votes
	Nos.	%age	Nos.	%age	Nos.
Total votes through Remote e-voting and voting at meeting	405425883	99.29	2905570	0.71	26909

Item 7 of the Notice stands passed with the requisite majority

VIII) Item No. 8 of the Notice (As a Special Resolution):  
Extension of the period of conversion of the Optionally Convertible Debentures (OCDs) of face value of Rs. 1000/- each issued by the Company





Manner of voting	Votes in favour of the resolution		Votes against the resolution		Invalid votes
	Nos.	%age	Nos.	%age	Nos.
Total votes through Remote e-voting and voting at meeting	406871413	99.64	1450261	0.36	36688

Item 8 of the Notice stands passed with the requisite majority

IX) Item No. 9 of the Notice (As a Special Resolution):

Issue of Securities of the Company under section 42,62,71 of the Companies Act 2013 for an amount not exceeding Rs. 1000 crores

Manner of voting	Votes in favour of the resolution		Votes against the resolution		Invalid votes
	Nos.	%age	Nos.	%age	Nos.
Total votes through Remote e-voting and voting at meeting	383195280	93.85	25130874	6.15	32208

Item 9 of the Notice stands passed with the requisite majority

X) Item No. 10 of the Notice (As an Ordinary Resolution):

Delivery of documents on the members through a particular mode if required by the Member

Manner of voting	Votes in favour of the resolution		Votes against the resolution		Invalid votes
	Nos.	%age	Nos.	%age	Nos.
Total votes through Remote e-voting and voting at meeting	404707656	99.22	3174185	0.78	476521

Item 10 of the Notice stands passed with the requisite majority

*[Handwritten signature]*



All the Resolutions mentioned in the AGM Notice dated June 8, 2018 as per the details above stand passed under Remote E-voting and voting conducted at AGM by way of electronic means with the requisite majority and deemed to be passed as on the date of the AGM.

A soft copy, containing a list of equity shareholders who voted "FOR" or "AGAINST" and those whose votes were declared invalid/abstained, for each resolution is being handed over to the Company 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 voting conducted at AGM by way of electronic means by the Members of the Company. All other relevant data relating to remote e-voting and electronic voting are under my safe custody and will be handed over to the Company Secretary for safe keeping.

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



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



Place: Mumbai  
Date: July 12, 2018

**Witnesses:**

1. Ms Madhushree Dessai

:



2. Ms Devanshi Doshi

:



**Countersigned and Received the Report:**



Signed by Mr. Venkatesan Arunachalam  
Company Secretary Authorized by the Board

Place: Mumbai  
Date: July 12, 2018

**Break up of voting done by the shareholders of HCC on the matters placed for their approval at the 92nd AGM held on 12th July 2018**

Details	Ordinary/ Special	Res No	Mode of voting	Ballots	Total Shares	Favour			Against			Valid votes Polled		Invalid / Abstained Less/not voted	
						Ballots	Shares	% age	Ballots	Shares	% age	ballots	shares	Ballots	Shares
Adoption of Accounts			Remote evoting	349	404614179	301	371884511	91.92	48	32702837	8.08	349	404587348	0	26831
	Ordinary	1	Voting at AGM	62	3744183	53	3737314	99.82	9	6869	0.18	62	3744183	0	0
			TOTAL	411	408358362	354	375621825	91.99	57	32709706	8.01	411	408331531	0	26831
Re-appointment of Acharyulu as Director subject to retirement by rotation			Remote evoting	349	404614179	282	390779225	96.59	65	13807545	3.41	347	404586770	2	27409
	Special	2	Voting at AGM	62	3744183	54	3742089	99.94	8	2094	0.06	62	3744183	0	0
			TOTAL	411	408358362	336	394521314	96.62	73	13809639	3.38	409	408330953	2	27409
Continuance of Directorship of Mr Sharad Kulkarni			Remote evoting	349	404614179	294	395310168	97.71	49	9265831	2.29	343	404575999	6	38180
	Special	3	Voting at AGM	62	3744183	54	3742089	99.94	8	2094	0.06	62	3744183	0	0
			TOTAL	411	408358362	348	399052257	97.73	57	9267925	2.27	405	408320182	6	38180
Re-appointment of Mr. Ajit Gulabchand as Chairman & MD			Remote evoting	349	404614179	304	398464584	98.49	42	6117827	1.51	346	404582411	3	31768
	Special	4	Voting at AGM	62	3744183	55	3742314	99.95	7	1869	0.05	62	3744183	0	0
			TOTAL	411	408358362	359	402206898	98.50	49	6119696	1.50	408	408326594	3	31768
Payment of remuneration to Ms Shalaka Gulabchand Dhawan			Remote evoting	349	404614179	288	403808139	99.81	53	773460	0.19	341	404581599	8	32580
	Ordinary	5	Voting at AGM	62	3744183	55	3742314	99.95	7	1869	0.05	62	3744183	0	0
			TOTAL	411	408358362	343	407550453	99.81	60	775329	0.19	403	408325782	8	32580



Ratification of remuneration to cost auditor for FY 17-18			Remote evoting	349	404614179	317	404495395	99.98	27	86279	0.02	344	404581674	5	32505
	Ordinary	6	Voting at AGM	62	3744183	55	3742314	99.95	7	1869	0.05	62	3744183	0	0
			TOTAL	411	408358362	372	408237709	99.98	34	88148	0.02	406	408325857	5	32505
Details	Ordinary/ Special	Res No	Mode of voting	Ballots	Total Shares	Favour			Against			Valid votes Polled		Invalid / Abstained Less/not voted	
						Ballots	Shares	% age	Ballots	Shares	% age	ballots	shares	Ballots	Shares
Amendment to the existing HCC Employee Stock Option Scheme			Remote evoting	349	404614179	320	401683569	99.28	26	2903701	0.72	346	404587270	3	26909
	Special	7	Voting at AGM	62	3744183	55	3742314	99.95	7	1869	0.05	62	3744183	0	0
			TOTAL	411	408358362	375	405425883	99.29	33	2905570	0.71	408	408331453	3	26909
Extention of the period of Conversion of Optionally Convertible Debentures of FV Rs 1000/-			Remote evoting	349	404614179	306	403129099	99.64	35	1448392	0.36	341	404577491	8	36688
	Special	8	Voting at AGM	62	3744183	55	3742314	99.95	7	1869	0.05	62	3744183	0	0
			TOTAL	411	408358362	361	406871413	99.64	42	1450261	0.36	403	408321674	8	36688
Issue of Securities of the company			Remote evoting	349	404614179	291	379452966	93.79	54	25129005	6.21	345	404581971	4	32208
	Special	9	Voting at AGM	62	3744183	55	3742314	99.95	7	1869	0.05	62	3744183	0	0
			TOTAL	411	408358362	346	383195280	93.85	61	25130874	6.15	407	408326154	4	32208
Delivery of Document to the members through a particular mode if required by the member			Remote evoting	349	404614179	329	400965342	99.22	17	3172316	0.78	346	404137658	3	476521
	Ordinary	10	Voting at AGM	62	3744183	55	3742314	99.95	7	1869	0.05	62	3744183	0	0
			TOTAL	411	408358362	384	404707656	99.22	24	3174185	0.78	408	407881841	3	476521

