

HCC/SEC/AGM/2016

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

Dear Sir,

Sub: **Disclosure of Outcome of the 90th Annual General Meeting (AGM) as per Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter 'SEBI Listing Regulations') alongwith Disclosure of Voting Results at the said AGM of the Company held on July 14, 2016, as per the requirements of Regulation 44(3) of the SEBI Listing Regulations**

At the 90th Annual General Meeting of the Company held on July 14, 2016 at Walchand Hirachand Hall, Indian Merchants' Chamber, Indian Merchants' Chamber Marg, Churchgate, Mumbai-400 020, all the 7 items of business contained in the Notice of the AGM as below were approved by the shareholders.

Resolution No. 1 Ordinary Resolution for adoption of Audited Standalone & Consolidated Financial Statements for the year ended March 31, 2016 and the Report of the Board of Directors and Auditors thereon.

Resolution No. 2 Ordinary Resolution under Section 139, 142 of the Companies Act, 2013 for ratification of appointment of M/s. Walker Chandiok & Co., LLP as Statutory Auditors of the Company and fixing their remuneration.

Resolution No. 3 Ordinary Resolution for appointment of Mr. N. R. Acharyulu as Director of the Company, who is liable to retire by rotation.

Resolution No. 4 Special Resolution for payment of remuneration to Mr. Ajit Gulabchand, Chairman and Managing Director of the Company.

Resolution No. 5 Ordinary Resolution for ratification of remuneration to Cost Auditor.

Resolution No. 6 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. 1000 crore

Resolution No. 7 Special Resolution for providing an option to Lenders for conversion of debt into Equity Shares of the Company

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.

Further the details of the voting results at the AGM are enclosed in the format prescribed under Regulation 44(3) of the SEBI Listing Regulations.

Thanking you,
Yours faithfully,

For **Hindustan Construction Co. Ltd**



Sangameshwar Iyer
Company Secretary

Cc: BSE 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

Details of Voting Results

Date of the AGM:	July 14, 2016
Total No. of Shareholders as on Cut-off date i.e. July 7, 2016 (Cut –off date for the purpose of voting)	2,16,318
No. 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 account)
Public:	139
No. of shareholders attended the meeting through Video Conferencing	Not arranged
Promoters and Promoter Group:	
Public:	

Agenda-wise



HINDUSTAN CONSTRUCTION CO. LTD.

Ordinary Resolution for adoption of Audited Standalone & Consolidated Financial Statements of the Company
for the year ended March 31, 2016 and the Reports of the Board of Directors and Auditors thereon

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 outstandin g 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
	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	Total	281015080	281015080	100.00	281015080	0	100.00	0.00
	E-Voting	186198354	118792546	63.80	90791274	28001272	76.43	23.57
	Poll	186198354	36082151	19.38	36082151	0	100.00	0.00
	Postal Ballot (if applicable)	186198354	0	0.00	0	0	0.00	0.00
2	Total	186198354	154874697	83.18	126873425	28001272	81.92	18.08
	E-Voting	311945472	386170	0.12	370551	15619	95.96	4.04
	Poll	311945472	896344	0.29	890749	5595	99.38	0.62
	Postal Ballot (if applicable)	311945472	0	0.00	0	0	0.00	0.00
3	Total	311945472	1282514	0.41	1261300	21214	98.35	1.65
	E-Voting	779158906	119178716	15.30	91161825	28016891	76.49	23.51
	Poll	779158906	317993575	40.81	317987980	5595	100.00	0.00
	Postal Ballot (if applicable)	779158906	0	0.00	0	0	0.00	0.00
Total	Total	779158906	437172291	56.11	409149805	28022486	93.59	6.41



HINDUSTAN CONSTRUCTION CO. LTD.

Ordinary Resolution under Section 139,142 of the Companies Act, 2013 for ratification of appointment of
M/s. Walker Chandio & Co. LLP as Statutory Auditors of the Company and fixing their remuneration

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 [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	E-Voting	281015080	[2]	0	0	[5]	0	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
	Total	281015080	281015080	100.00	281015080	0	100.00	0.00
2	E-Voting	186198354	118792546	63.80	118792546	0	100.00	0.00
	Poll	186198354	36082151	19.38	36082151	0	100.00	0.00
	Postal Ballot (if applicable)	186198354	0	0.00	0	0	0.00	0.00
	Total	186198354	154874697	83.18	154874697	0	100.00	0.00
3	E-Voting	311945472	386170	0.12	365549	20621	94.66	5.34
	Poll	311945472	896344	0.29	890749	5595	99.38	0.62
	Postal Ballot (if applicable)	311945472	0	0.00	0	0	0.00	0.00
	Total	311945472	1282514	0.41	1256298	26216	97.96	2.04
Total	E-Voting	779158906	119178716	15.30	119158095	20621	99.98	0.02
	Poll	779158906	317993575	40.81	317987980	5595	100.00	0.00
	Postal Ballot (if applicable)	779158906	0	0.00	0	0	0.00	0.00
	Total	779158906	437172291	56.11	437146075	26216	99.99	0.01



HINDUSTAN CONSTRUCTION CO. LTD.

Ordinary Resolution for appointment of Mr. N. R. Acharyulu as Director of the Company, who is liable to retire by rotation

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
	E-Voting	[1]	[2]		[4]	[5]		
		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	Total	281015080	281015080	100.00	281015080	0	100.00	0.00
	E-Voting	186198354	118792546	63.80	114439341	4353205	96.34	3.66
	Poll	186198354	36082151	19.38	36082151	0	100.00	0.00
	Postal Ballot (if applicable)	186198354	0	0.00	0	0	0.00	0.00
2	Total	186198354	154874697	83.18	150521492	4353205	97.19	2.81
	E-Voting	311945472	386170	0.12	374032	12138	96.86	3.14
	Poll	311945472	896344	0.29	890268	6076	99.32	0.68
	Postal Ballot (if applicable)	311945472	0	0.00	0	0	0.00	0.00
3	Total	311945472	1282514	0.41	1264300	18214	98.58	1.42
	E-Voting	779158906	119178716	15.30	114813373	4365343	96.34	3.66
	Poll	779158906	317993575	40.81	317987499	6076	100.00	0.00
	Postal Ballot (if applicable)	779158906	0	0.00	0	0	0.00	0.00
Total	Total	779158906	437172291	56.11	432800872	4371419	99.00	1.00



HINDUSTAN CONSTRUCTION CO. LTD.

Special Resolution for payment of remuneration to Mr. Ajit Gulabchand, Chairman and Managing Director of the Company

Whether promoter/ promoter group are interested in the agenda/resolution? - Mr. Ajit Gulabchand to the extent of remuneration payable and Ms. Shalaka Gulabchand Dhawan (relative to Mr. Ajit Gulabchand) in their capacity as Promoters are deemed to be interested in this resolution.

Resolution No 4

Promoter/Public	Mode of Voting	Total No. of Shares Held	No. of votes polled	Votes Polled on outstanding	No. of Votes - in favour	No. of Votes - against	Votes in favour on votes	Votes against on votes
		[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	Total	281015080	281015080	100.00	281015080	0	100.00	0.00
	E-Voting	186198354	118792546	63.80	118792546	0	100.00	0.00
	Poll	186198354	36082151	19.38	36082151	0	100.00	0.00
	Postal Ballot (if applicable)	186198354	0	0.00	0	0	0.00	0.00
2	Total	186198354	154874697	83.18	154874697	0	100.00	0.00
	E-Voting	311945472	385296	0.12	346617	38679	89.96	10.04
	Poll	311945472	896344	0.29	890379	5965	99.33	0.67
	Postal Ballot (if applicable)	311945472	0	0.00	0	0	0.00	0.00
3	Total	311945472	1281640	0.41	1236996	44644	96.52	3.48
	E-Voting	779158906	119177842	15.30	119139163	38679	99.97	0.03
	Poll	779158906	317993575	40.81	317987610	5965	100.00	0.00
	Postal Ballot (if applicable)	779158906	0	0.00	0	0	0.00	0.00
Total	Total	779158906	437171417	56.11	437126773	44644	99.99	0.01



HINDUSTAN CONSTRUCTION CO. LTD.
Ordinary Resolution for ratification of remuneration to Cost Auditor

Whether promoter/ promoter group are interested in the agenda/resolution? - No
 Resolution No 5

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
	E-Voting	[1]	[2]		[4]	[5]		
	Poll	281015080		0	0	0	0.00	0.00
	Postal Ballot (if applicable)	281015080	281015080	100.00	281015080	0	100.00	0.00
1	Total	281015080	0	0.00	0	0	0.00	0.00
	E-Voting	281015080	281015080	100.00	281015080	0	100.00	0.00
	Poll	186198354	118792546	63.80	118792546	0	100.00	0.00
	Postal Ballot (if applicable)	186198354	36082151	19.38	36082151	0	100.00	0.00
2	Total	186198354	0	0.00	0	0	0.00	0.00
	E-Voting	186198354	154874697	83.18	154874697	0	100.00	0.00
	Poll	311945472	383670	0.12	362798	20872	94.56	5.44
	Postal Ballot (if applicable)	311945472	896344	0.29	890268	6076	99.32	0.68
3	Total	311945472	0	0.00	0	0	0.00	0.00
	E-Voting	311945472	1280014	0.41	1253066	26948	97.89	2.11
	Poll	779158906	119176216	15.30	119155344	20872	99.98	0.02
	Postal Ballot (if applicable)	779158906	317993575	40.81	317987499	6076	100.00	0.00
Total	Total	779158906	437169791	56.11	437142843	26948	99.99	0.01



HINDUSTAN CONSTRUCTION CO. LTD.

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

Whether promoter/ promoter group are interested in the agenda/resolution? - No
Resolution No 6

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
	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	Total	281015080	281015080	100.00	281015080	0	100.00	0.00
	E-Voting	186198354	118792546	63.80	92461051	26331495	77.83	22.17
	Poll	186198354	36082151	19.38	36082151	0	100.00	0.00
	Postal Ballot (if applicable)	186198354	0	0.00	0	0	0.00	0.00
2	Total	186198354	154874697	83.18	128543202	26331495	83.00	17.00
	E-Voting	311945472	384140	0.12	378427	5713	98.51	1.49
	Poll	311945472	896344	0.29	890628	5716	99.36	0.64
	Postal Ballot (if applicable)	311945472	0	0.00	0	0	0.00	0.00
3	Total	311945472	1280484	0.41	1269055	11429	99.11	0.89
	E-Voting	779158906	119176686	15.30	92839478	26337208	77.90	22.10
	Poll	779158906	317993575	40.81	317987859	5716	100.00	0.00
	Postal Ballot (if applicable)	779158906	0	0.00	0	0	0.00	0.00
Total	Total	779158906	437170261	56.11	410827337	26342924	93.97	6.03



HINDUSTAN CONSTRUCTION CO. LTD.

Special Resolution for providing an option to Lenders for conversion of debt into Equity Shares of the Company

Whether promoter/ promoter group are interested in the agenda/resolution? - No
Resolution No 7

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
	E-Voting	[1]	[2]	[3]=[2]/[1]*100	[4]	[5]	[6]=[4]/[2]*100	[7]=[5]/[2]*100
	Poll	281015080	0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)	281015080	281015080	100.00	281015080	0	100.00	0.00
1	Total	281015080	0	0.00	0	0	0.00	0.00
	E-Voting	281015080	281015080	100.00	281015080	0	100.00	0.00
	Poll	186198354	118378721	63.58	92047226	26331495	77.76	22.24
	Postal Ballot (if applicable)	186198354	36082151	19.38	36082151	0	100.00	0.00
2	Total	186198354	0	0.00	0	0	0.00	0.00
	E-Voting	186198354	154460872	82.96	128129377	26331495	82.95	17.05
	Poll	311945472	420012	0.13	351290	68722	83.64	16.36
	Postal Ballot (if applicable)	311945472	896344	0.29	890628	5716	99.36	0.64
3	Total	311945472	0	0.00	0	0	0.00	0.00
	E-Voting	311945472	1316356	0.42	1241918	74438	94.35	5.65
	Poll	779158906	118798733	15.25	92398516	26400217	77.78	22.22
	Postal Ballot (if applicable)	779158906	317993575	40.81	317987859	5716	100.00	0.00
Total	Total	779158906	0	0.00	0	0	0.00	0.00
		779158906	436792308	56.06	410386375	26405933	93.95	6.05

