

HINCON FINANCE LTD.

Special Resolution for providing security in favour of the Lenders of Hindustan Construction Company Ltd (or their designated agents/nominees/trustees), in respect of borrowings/loans availed by Hindustan Construction Company Ltd (HCC)

Whether promoter/ promoter group are interested in the agenda/resolution? - No
Postal Ballot 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]	[3]=[2]/(1)*100	[4]	[5]	[6]=[4]/(2)*100	[7]=[5]/(2)*100
1	Promoter and Promoter Group Physical Postal Ballot Total	679897 679897	679897 679897	100.00 100.00	679897 679897	0 0	100.00 100.00	0.00 0.00
2	Public - Institutional holders Physical Postal Ballot Total	0 0	0 0	0.00 0.00	0 0	0 0	0.00 0.00	0.00 0.00
3	Public- Non Institutions Physical Postal Ballot Total	120103 120103	120002 120002	99.92 99.92	120002 120002	0 0	100.00 100.00	0.00 0.00
Total	Physical Postal Ballot Total	800000 800000	799899 799899	99.99 99.99	799899 799899	0 0	100.00 100.00	0.00 0.00

The aforesaid Resolution was passed unanimously



Date :- 26th August, 2016

HINCON FINANCE LTD.

Special Resolution for creation of charge by way of Pledge on Additional equity shares held by the Company in Hindustan Construction Company Ltd to secure the borrowings/loans availed by Hindustan Construction Company Ltd

Whether promoter/ promoter group are interested in the agenda/resolution? - No
Postal Ballot 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]	[2]		[4]	[5]		
1	Physical Postal Ballot Total	679897 679897	679897 679897	100.00 100.00	679897 679897	0 0	100.00 100.00	0.00 0.00
2	Physical Postal Ballot Total	0 0	0 0	0.00 0.00	0 0	0 0	0.00 0.00	0.00 0.00
3	Physical Postal Ballot Total	120103 120103	120002 120002	99.92 99.92	120002 120002	0 0	100.00 100.00	0.00 0.00
Total	Physical Postal Ballot Total	800000 800000	799899 799899	99.99 99.99	799899 799899	0 0	100.00 100.00	0.00 0.00

The aforesaid Resolution was passed unanimously



Date :- 26th August, 2016.

The Chairman
Hincon Finance Limited
Hincon House, 11th Floor
247 Park, LBS Marg,
Vikhroli West,
Mumbai 400083

August 24, 2016

Dear Sir,

Sub: Passing of Resolutions through Postal Ballot

Pursuant to the resolution passed by the Board of Directors of HINCON FINANCE LIMITED (hereinafter referred to as the "**Company**") on April 28, 2016, I have been appointed as a Scrutinizer to receive, process and scrutinize the postal ballot papers in respect of all the Special Resolutions as circulated in the Postal Ballot Notice dated April 28, 2016.

As per the provisions of Sections 108 and 110 of the Companies Act, 2013 ("**Act**"), read with the Rules framed thereunder, the Company had provided for voting only through Postal Ballot. Voting through e-voting is not applicable to the Company. All necessary formalities in compliance with the requirements specified by the Act and the Rules framed there under have been duly complied with by the Company. Necessary instructions in this regard to be followed by the shareholders have also been duly mentioned in the Postal Ballot Notice dated April 28, 2016, sent to all the shareholders by Courier. The above activities were completed by July 20, 2016. The Register of Members was made up, for the purpose of dispatch of postal ballot to the shareholders as of July 8, 2016. The items for which the Special Resolutions proposed to be approved by the shareholders of the Company are as per Notice dated April 28, 2016, as per the items mentioned hereunder.

S. No.	Type of Resolutions	Description of the resolutions
1.	<u>As a Special Resolution</u> To provide security in favour of the Lenders of Hindustan Construction Company Ltd (or their designated agents/ nominees/ trustees), in respect of borrowings/loans availed by Hindustan Construction Company Ltd(HCC)	As per item no. 1 of the Postal Ballot notice Dated April 28, 2016.
2.	<u>As a Special Resolution</u> Creation of Charge by way of Pledge on	As per item no. 2 of the Postal Ballot notice

S. No.	Type of Resolutions	Description of the resolutions
	Additional equity shares held by the Company in Hindustan Construction Company Limited to secure the borrowings availed by Hindustan Construction Company Limited	Dated April 28, 2016.

I report that the Postal Ballot Notice dated April 28, 2016, as per provisions of Section 110 of the Act, read with Rule 18 and 22 of the Companies (Management and Administration) Rules, 2014 were despatched to all the 8 shareholders by Courier in physical form. The Notices sent in physical form were accompanied with self-addressed prepaid postage Business Reply Envelope which was required to be returned by the shareholders. I further report that as stated in the Postal Ballot Notice sent to the shareholders, the Company had fixed 5:00 p.m. on Tuesday, August 23, 2016 as the last date for receipt of Postal Ballots.

As stated in Sub Rule 3 of Rule 20 as well as Rule 22 of the Companies (Management and Administration) Rules, 2014, an advertisement was published by the Company in "Free Press Journal" - English Newspaper, and in "Navashakti" Marathi edition Newspaper, on July 24, 2016, informing about the completion of despatch of the Postal Ballot Notices, by Courier to the shareholders along with other related matters mentioned therein.

I report that I have received the Postal Ballot forms from the shareholders during the period starting from Sunday July 24, 2016 till Tuesday August 23, 2016. All the Postal Ballot forms received up to 5:00 p.m. on Tuesday August 23, 2016, being the last date fixed by the Company for receipt of the ballot forms were considered for my scrutiny.

On scrutiny, I report that out of 8 shareholders holding shares as on the cut-off date, 7 Shareholders holding 7,99,899 shares have exercised their votes through Postal Ballot Forms, as received till the last date. The details of Postal ballot results for the items placed for consideration by the members are given below:

Item No 1. Special Resolution

To provide security in favour of the Lenders of Hindustan Construction Company Ltd (or their designated agents/ nominees/ trustees), in respect of borrowings/loans availed by Hindustan Construction Company Ltd(HCC)

Total No. of Shareholders	8
Total No. of Shares	8,00,000
Receipt of Postal Ballot Forms	From July 24, 2016 till August 23, 2016



		Number of Votes	Number of Shares
Total Votes Cast through Postal Ballot Forms Received	A	7	7,99,899
Less: Invalid Postal Ballot Forms *(On account of, for/against option not indicated/abstained)	B	NIL	NIL
Net Valid Postal Ballot Forms (A-B)	C	7	7,99,899

NOTE:

- (i) Invalid Postal Ballot was not taken into account for counting of votes.
(ii) Votes cast in favour or against have been considered on the basis of number of shares held as on the date reckoned for the purpose of postal ballot or the number of shares mentioned in the postal ballot whichever is less

Summary of Postal Ballot

Manner of voting	Votes in favour of the resolution		Votes against the resolution		Invalid votes
	Nos.	%age	Nos.	%age	
Total votes through voting by postal ballot	7,99,899	100.00	NIL	0.00	NIL

Percentage of votes cast in favour is 100% Percentage of votes cast against is NIL:

RESULTS:-

As the number of votes cast in favour of the Resolution is more than three times the number of votes cast against, I report that the Special Resolution as set forth in item No. 1 of Postal Ballot Notice dated April 28, 2016 has been passed by the shareholders with the required majority.

Item No 2. Special Resolution

Creation of Charge by way of Pledge on Additional equity shares held by the Company in Hindustan Construction Company Limited to secure the borrowings availed by Hindustan Construction Company Limited



Total No. of Shareholders	8		
Total No. of Shares	8,00,000		
Receipt of Postal Ballot Forms	From July 24, 2016 till August 23, 2016		
		Number of Votes	Number of Shares
Total Votes Cast through Postal Ballot Forms Received	A	7	7,99,899
Less: Invalid Postal Ballot Forms *(On account of for/against option not indicated/abstained)	B	NIL	NIL
Net Valid Postal Ballot Forms (A-B)	C	7	7,99,899

NOTE:

(i) Invalid Postal Ballot was not taken into account for counting of votes.

(ii) Votes cast in favour or against have been considered on the basis of number of shares held as on the date reckoned for the purpose of postal ballot or the number of shares mentioned in the postal ballot whichever is less

Summary of Postal Ballot

Manner of voting	Votes in favour of the resolution		Votes against the resolution		Invalid votes
	Nos.	%age	Nos.	%age	
Total votes through voting by postal ballot	7,99,899	100.00	NIL	0.00	NIL

Percentage of votes cast in favour is 100 %. Percentage of votes cast against is NIL

RESULTS:-

As the number of votes cast in favour of the Resolution is more than three times the number of votes cast against, I report that the Special Resolution as set forth in item No. 2 of Postal Ballot Notice dated April 28, 2016 has been passed by the shareholders with the required majority.

I further report that as per the Postal Ballot Notice dated April 28, 2016 and the Board Resolution dated April 28, 2016, the Chairman or any authorized person in that behalf may declare and confirm the above results of voting by postal ballot in respect of the resolutions



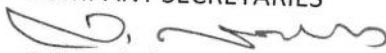
referred on August 26, 2016. The same will be displayed at the registered office of the Company located at HINCON HOUSE 11th Floor, 247 Park, LBS Marg, Vikhroli West, Mumbai 400083.

I further report that Rule 22 of the Companies (Management and Administration) Rules, 2014 has been duly complied with. I further report that as per the said Rules, the records maintained by me recording the consent or otherwise received from the shareholders, voting through postal ballot, which includes all the particulars of the shareholders such as the name, folio number number of shares held, number of shares voted and number of shares assented, number of shares dissented, number of shares rejected, ballot papers and other related papers are in my safe custody which will be handed over to the Officials of the Company after the Chairman considers, approves and signs the minutes of the meeting.

I thank you for the opportunity given, to act as a Scrutinizer for the above Postal Ballot of your Company.

Thanking You
Yours faithfully,

For BN & Associates
COMPANY SECRETARIES



B Narasimhan
(Proprietor)

FCS NO. 1303 COP No. : 10440



Received
See Behind Page

Place: Mumbai

Dated: August 24, 2016