

Hincon Finance Limited

(CIN: U67120MH1992PLC066854)

Regd Office: Hincan House, 11th Floor, 247 Park, LBS Marg, Vikhroli West, Mumbai – 400 083.

Website: www.hinconfinance.com **Tel.:** +91 22 25751000 **Fax:** +91 22 25775950

POSTAL BALLOT FORM

(To be returned to Scrutinizer appointed by the Company)

1. Name(s) & Registered Address of the sole / first named Member :

2. Name(s) of the Joint-Holder(s), if any :

3. i) Registered Folio No. :
ii) DP ID No. & Client ID No.
[Applicable to Members holding shares in dematerialised form]

4. Number of Share(s) held :

5. I / We hereby exercise my / our vote in respect of the following resolutions to be passed through Postal Ballot, for the business stated in the Postal Ballot Notice dated April 28, 2016 and hereby convey my / our assent(for) or dissent(against) to the said resolution(s) by placing a tick (✓) mark in the appropriate box below (tick in both boxes will render the ballot invalid):

Sr. No.	Description of the Resolution	No. of Shares	I / We assent to the Resolution	I / We dissent to the Resolution
			(FOR)	(AGAINST)
1.	Special Resolution under Section 186 of the Companies Act, 2013 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)			
2.	Special Resolution under Section 180(1)(a) of the Companies Act, 2013 for Creation of Charge by way of Pledge on Additional Equity shares held by the Company in Hindustan Construction Company Limited to secure the borrowings/loans availed by HCC			

Date :

Place :

Signature of the Member
or Authorised Representative

- Notes :** (i) Last date for receipt of Postal Ballot Form: August 23, 2016 (5.00 pm)
(ii) Please read the instructions printed overleaf carefully before exercising your vote.

INSTRUCTIONS

1. The notice of Postal Ballot is despatched to the members whose names appear on the Register of Members as on July 8, 2016 and voting rights shall be reckoned on the paid up value of the shares registered in the name of the members as on the said date.
2. Voting in the Postal ballot cannot be exercised by a proxy. However, corporate and institutional members shall be entitled to vote through their authorised representatives with proof of their authorization, as stated below.
3. A Member desiring to exercise vote by Postal Ballot should complete this Postal Ballot Form in all respects (no other form or photocopy thereof is permitted) and send it after signature to the Scrutinizer, Mr. B. Narasimhan, Practising Company Secretary in the enclosed self-addressed postage pre-paid envelope. However envelopes containing Postal Ballot Form, if sent by courier at the expense of the Member but using the postage pre-paid envelope will also be accepted.
4. The self addressed envelope bears the name and postal address of the Scrutinizer appointed by the Board of Directors of the Company.
5. This Form should be completed and signed by the Member (as per the specimen signature registered with the Company). In case of joint holding, this Form should be completed and signed by the first named Member and in his/her absence, by the next named Member. Unsigned Postal Ballot Form will be rejected.
6. In respect of shares held by corporate and institutional members (Companies, Trusts, Societies, etc.), the completed Postal Ballot Form should be accompanied by a certified copy of the relevant Board Resolution/appropriate authorization, with the specimen signature(s) of the authorized signatory(ies) duly attested.
7. The consent must be accorded by recording the assent in the column 'FOR' or dissent in the column 'AGAINST' by placing a tick mark (✓) in the appropriate column in the Postal Ballot Form. The assent or dissent received in any other form shall not be considered valid.
8. Members are requested to fill the Postal Ballot Form in indelible ink and avoid filling it by using erasable writing medium(s) like pencil.
9. There will be only one Postal Ballot Form for every folio irrespective of the number of joint holders.
10. Duly completed Postal Ballot Form should reach the Scrutinizer not later than close of working hours (5.00 p.m.) on Tuesday, August 23, 2016. All Postal Ballot Forms received after the said date will be strictly treated as if the reply from such Member has not been received.
11. A Member may request for a duplicate Postal Ballot Form, if so required, and the said duplicate postal ballot form duly completed should reach the Scrutinizer not later than the last date of receipt of postal ballot forms, i.e. (5.00 p.m.) on Tuesday, August 23, 2016.
12. Member are requested not to send any other paper along with the Postal Ballot Form (other than the resolution/authority as mentioned under Item Nos. 2 and 6). They are also requested not to write anything in the Postal Ballot form except for giving their assent or dissent and affixing their signature. If any extraneous paper is sent, the same would be destroyed by the Scrutinizer.
13. Incomplete, unsigned or incorrectly ticked Postal Ballot Forms will be rejected.
14. The exercise of vote by Postal Ballot is not permitted through proxy.
15. Members from whom no Postal Ballot Form is received or received after the aforesaid stipulated period shall not be counted for the purposes of passing of the resolutions.
16. The Scrutinizer's decision on the validity of a Postal Ballot shall be final and binding.
17. **The result of the voting on the resolutions vide Postal Ballot will be announced at the Registered Office of the Company on or before Friday, August 26, 2016 and shall also be posted on the website of the Company www.hinconfinance.com.**