



HCC/SEC/2024

May 30, 2024

BSE Limited The Corporate Relationship Dept, Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai-400 001 Scrip Code : 500185	National Stock Exchange of India Ltd. Exchange Plaza, Bandra-Kurla Complex, Bandra (East), Mumbai-400 051 Symbol: HCC
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Dear Sir,

Sub: Annual Secretarial Compliance Report for the year ended March 31, 2024

Pursuant to the Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we are attaching herewith the Annual Secretarial Compliance Report for the financial year 2023-24.

Kindly take the above information on record.

Thanking you,

Yours faithfully,
For Hindustan Construction Company Ltd.

Nitesh Kumar Jha
Company Secretary

Encl. : As above

Hindustan Construction Co Ltd

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CIN : L45200MH1926PLC001228

www.hccindia.com

**Secretarial Compliance Report of Hindustan Construction Company Limited
For The Financial Year Ended 31st March, 2024**

To,
**The Board of Directors,
Hindustan Construction Company Limited.**

We, BNP & Associates, Practicing Company Secretaries, have examined:

- (a) all the documents and records made available to us and explanations provided by the listed entity,
- (b) the filings/ submissions made by the listed entity to the stock exchanges,
- (c) website of the listed entity,
- (d) any other documents/ filings, as may be relevant, which have been relied upon to make this report,

for the year ended 31st March, 2024 ("Review Period") in respect of the compliance with the provisions of:

- (a) The Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and
- (b) The Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI");

The specific Regulations, whose provisions and the circulars / guidelines issued thereunder, have been examined, include:

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; **(Not applicable to the listed entity during the review period)**
- (e) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;(*)



- (f) Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993;
- (g) Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021;
- (h) The Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018;
- (i) The Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021

Note (*) The Company has also maintained a Structured Digital Database ("SDD"), pursuant to the requirements of regulation 3 (5) and 3 (6) of the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations 2015.

and the circulars/ guidelines issued thereunder;

and based on the above examination, we hereby report that, during the review period:

- (a) The Listed Entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, **except** in respect of matters specified below: -

Sr. No. (a)	Compliance Requirement (Regulations/ circulars/ guidelines/ including specific clause) (b)	Regulation / Circular No. (c)	Deviations (d)	Action Taken by (e)	Type of Action (f)
None					

Details of Violation (g)	Fine Amount (h)	Observations/Remarks of the Practicing Company Secretary (i)	Management response (j)	Remarks (k)
None				

- (b) The Listed Entity has taken the following action to comply with the observations made in previous reports:



Sr. No. (a)	Observations/ Remarks Of the Practicing Company Secretary in the previous reports (PCS) (b)	Observations made in the secretarial compliance report: (c)	Compliance Requirement (Regulations/ circulars/ guidelines including specific clause) (d)	Details of violation / deviations and actions taken / penalty imposed, if any, on the listed entity (e)	Remedial actions, if any, taken by the listed entity (f)	Comments of the PCS on the actions taken by the listed entity (g)
1.	Fixation of Record Dates	FY-2022-23	1. 60 (1) of SEBI (LODR), 2015	The Company has made the prepayment of Non-Convertible Debentures ("NCDs") for an amount aggregating to Rs. 70,00,000/- and had not fixed the record date in advance for the above purpose.	We are informed that the company will initiate necessary steps, if any, as and when required.	No penalty has been imposed on the Company by the Stock Exchanges till the end of the financial year.
2.	Advance intimation of the Record Dates	FY-2022-23	2. 60 (2) of SEBI (LODR), 2015	No intimation to BSE Limited (where the NCDs are listed), about the record date for the prepayment of NCDs of Rs. 70,00,000/-.	We are informed that the company will initiate necessary steps, if any, as and when required.	No penalty has been imposed on the Company by the Stock Exchanges till the end of the financial year.



3	Delay in intimation to Stock Exchanges	FY-2022-23	SEBI/HO/DDHS/P/CIR/2021/613 dated April 13, 2022	(1) There was slight delay in intimation to the Stock Exchange, Information with respect to specifications related to International Securities Identification Number (ISINs) for Debt Securities issued on Private Placement basis.	We are informed that the company will initiate necessary steps, if any, as and when required.	No penalty has been imposed on the Company by the Stock Exchanges till the end of the financial year.
4.	Delay in filing of Document	FY-2022-23	Regulation 24 A of SEBI (LODR) 2015	(2) There was a slight delay due to technical glitch in the site while filing of Annual Secretarial Compliance Report (PDF format) for financial year 2021-22 with BSE Limited. However, the listed entity has	None	No penalty has been imposed on the Company by the Stock Exchanges till the end of the financial year.



				<p>submitted the report in XBRL format within the prescribed time.</p> <p>Further, listed entity Submitted PDF & XBRL format with National Stock Exchange within the prescribed time.</p>		
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We further report that, during the review period the compliance status of the listed entity is appended as below:

Sr. No.	Particulars	Compliance Status (Yes/No/NA)	Observations/Remarks by PCS
1.	<p><u>Secretarial Standards:</u></p> <p>The compliances of the listed entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries India (ICSI).</p>	Yes	<p>The Listed entity has generally complied with the requirements of SS-1 and SS-2 respectively in respect of meetings of the Board and its Committees thereof and General meetings of Members as notified by the Central Govt under Section 118 (10) of the Companies Act, 2013.</p>



2.	<p><u>Adoption and timely updation of the Policies:</u></p> <ul style="list-style-type: none"> All applicable policies under SEBI Regulations are adopted with the due approval of Board of Directors of the listed entity All the policies are in conformity with SEBI Regulations and have been reviewed and updated timely as per the regulations/circulars/guidelines issued by SEBI 	Yes	None
3.	<p><u>Maintenance and disclosure on Website:</u></p> <ul style="list-style-type: none"> The Listed Entity is maintaining a functional website Timely dissemination of the documents/information under a separate section on the website Web-links provided in annual corporate governance reports under Regulation 27(2) are accurate and specific which re-directs to the relevant document(s)/ section of the website 	Yes	None
4.	<p><u>Disqualification of Directors:</u> None of the Directors of the Company are disqualified under Section 164 of the Companies Act, 2013</p>	Yes	The listed entity has provided the required confirmation on the same and reliance has been placed on the same.
5.	<p><u>Details related to Subsidiaries of listed entities have been examined w.r.t.:</u></p> <p>(a) Identification of material subsidiary companies</p> <p>(b) Disclosure requirements of material as well as other subsidiaries</p>	Yes	None
6.	<p><u>Preservation of Documents:</u> The Listed Entity is preserving and maintaining records as prescribed under SEBI Regulations and disposal of records as per Policy of Preservation of Documents and Archival policy prescribed under SEBI LODR Regulations, 2015</p>	Yes	None



7.	<u>Performance Evaluation:</u> The Listed Entity has conducted performance evaluation of the Board, Independent Directors and the Committees at the start of every financial year as prescribed in SEBI Regulations	Yes	None
8.	<u>Related Party Transactions:</u> (a) The Listed Entity has obtained prior approval of Audit Committee for all Related party transactions (b) In case no prior approval obtained, the listed entity shall provide detailed reasons along with confirmation whether the transactions were subsequently approved/ratified/rejected by the audit committee.	a) Yes b) N/A	None
9.	<u>Disclosure of events or information:</u> The Listed Entity has provided all the required disclosure(s) under Regulation 30 along with Schedule III of SEBI LODR Regulations, 2015 within the time limits prescribed thereunder.	Yes	None
10.	<u>Prohibition of Insider Trading:</u> The Listed Entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015	Yes	None
11.	<u>Actions taken by SEBI or Stock Exchange(s), if any:</u> No action(s) has been taken against the listed entity/its promoters/ directors/ subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and circulars/ guidelines issued thereunder except as provided under separate paragraph herein.	NA	No actions were taken by SEBI or by the Stock Exchanges during the Review Period including under the Standard Operating Procedures issued by SEBI through various circulars.
12.	<u>Resignation of statutory auditors from the listed entity or its material subsidiaries:</u> In case of resignation of statutory auditor from the listed entity or any of its material subsidiaries during the financial year, the listed entity and / or its material subsidiary(ies) has / have complied	NA	None



	with paragraph 6.1 and 6.2 of section V-D of chapter V of the Master Circular on compliance with the provisions of the LODR Regulations by listed entities.		
13.	<u>Additional non-compliances, if any:</u> No any additional non-compliance observed for any SEBI regulation/circular/guidance note etc.	NA	No non-compliance has been observed during the Review Period.


Assumptions & Limitation of scope and Review:

1. Compliance of the applicable laws and ensuring the authenticity of documents and information furnished, is the responsibility of the management of the listed entity.
2. Our responsibility is to certify based upon our examination of relevant documents and information. This is neither an audit nor an expression of an opinion.
3. We have not verified the correctness and appropriateness of financial Records and Books of Accounts of the listed entity.
4. This Report is solely for the intended purpose of compliance in terms of Regulation 24A (2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and is neither an assurance as to the future viability of the listed entity nor of the efficacy or effectiveness with which the management has conducted the affairs of the listed entity.

**For BNP & Associates
Company Secretaries
[Firm Regn. No. P2014MH037400]
PR No. 637/2019**

**Date: May 24,2024
Place: Mumbai**




**Venkataraman Krishnan
Partner
ACS: 8897/CP No: 12459
UDIN: A008897F000437193**