



HCC/ SEC/ 2023

August 30, 2023

<b>BSE Limited</b> The Corporate Relationship Dept, 1 <sup>st</sup> Floor, Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai-400 001 Scrip Code: 500185, 974246, 974247 974248, 974249 & 974250	<b>National Stock Exchange of India Ltd.</b> Exchange Plaza, Bandra-Kurla Complex, Bandra (East), Mumbai-400 051 Scrip Code: HCC
---	---

Dear Sir,

**Sub: Proceedings of 97<sup>th</sup> Annual General Meeting of the Company held on  
August 30, 2023 through Video Conferencing (“VC”)/  
Other Audio-Visual Means (“OAVM”)**

Pursuant to Regulation 30 and 51 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we hereby intimate that the 97<sup>th</sup> Annual General Meeting (AGM) of the Members of the Company was held on Wednesday, August 30, 2023 at 11.00 a.m. through Video Conferencing (“VC”)/Other Audio-Visual Means (“OAVM”). As mentioned in the Notice, the proceedings of the AGM have deemed to be conducted at the Registered Office of the Company which shall be considered as the deemed Venue of the AGM.

As per the attendance registered for the Meeting, 103 Members were present through VC including representative of Bodies Corporates. Pursuant to Circular No. 14/2020 issued by the Ministry of Corporate Affairs (MCA), the facility for appointment of proxy for the AGM was not provided to the Members. Accordingly, there was no proxy present at the Meeting. The quorum was present throughout the Meeting.

Mr. Ajit Gulabchand, Chairman, chaired the Meeting.

The Chairman called the Meeting to order as requisite quorum was present and welcomed the Directors, Members and Invitees present. He informed the Members that the AGM was being conducted through VC / OAVM through National Securities Depositories Limited (‘NSDL’) in accordance with the circulars issued by Ministry of Corporate Affairs and Securities and Exchange Board of India. The Chairman requested the Directors/Senior Executives to introduce themselves.

**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)

The Report of the Board of Directors, the financial statements for the financial year ended March 31, 2023 and the Notice convening the 97<sup>th</sup> AGM were taken as read as the same had already been circulated to the Members.

The Chairman informed the Members that the Statutory Registers and other documents required to be placed in the Meeting under the Companies Act, 2013 were open for inspection electronically.

On the request of the Chairman, qualifications in the Audit Report and the Board of Directors' explanation thereon were read by the Company Secretary.

The Chairman further informed the Members that the Company had provided remote e-Voting facility through NSDL to its Members holding equity shares as of the cut-off date i.e. Wednesday, August 23, 2023 for voting electronically on the AGM resolutions. The e-Voting period was kept open from Saturday, August 26, 2023 (from 9.00 A.M. IST) To Tuesday, August 29, 2023 (up to 5:00 P.M. IST). The e-Voting facility was also made available at the venue of the Meeting for Members who had not cast their vote through remote e-Voting.

The Chairman further informed the Members that the Company had appointed Mr. B. Narasimhan, Proprietor, B N & Associates, Practicing Company Secretary as the Scrutinizer for scrutinizing the remote e-Voting as well as e-Voting at the AGM.

The Chairman further informed the Members that since this AGM was being held through Video Conferencing and the resolutions mentioned in the Notice of the 97<sup>th</sup> AGM had already been put to vote through remote e-Voting, therefore, there was no need to propose or second the resolutions.

The Chairman addressed the Members and apprised them about the following resolutions as contained in the AGM Notice:

S. N.	Agenda Item	Type of Resolution
<b>Ordinary Business</b>		
1	To receive, consider and adopt: <ul style="list-style-type: none"> <li>a) the Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2023 including the Audited Standalone Balance Sheet as at March 31, 2023 and the Standalone Statement of Profit and Loss for the year ended on that date together with the Reports of the Board of Directors and Auditors thereon; and</li> <li>b) the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2023</li> </ul>	Ordinary Resolution

	including the Audited Consolidated Balance Sheet as at March 31, 2023 and the Consolidated Statement of Profit and Loss for the year ended on that date together with the Report of the Auditors thereon	
<b>Special Business</b>		
2	Appointment of Mr. Arun Karambelkar (DIN: 02151606) Non-Executive-Non-Independent Director as an Independent Director of the Company	Special Resolution
3	Appointment of Mr. Aditya Pratap Jain (DIN: 08115375) as a Non-Executive-Non-Independent Director of the Company, liable to retire by rotation	Ordinary Resolution
4	Re-appointment of Dr. Mita Dixit (DIN: 08198165), as an Independent Director of the Company	Special Resolution
5	Alteration of existing Articles of Association of the Company to enable Nomination of Director by Debenture Trustee	Special Resolution
6	Ratification of Remuneration of Cost Auditors for the financial year 2022-23	Ordinary Resolution
7	Issue of Securities of the Company	Special Resolution
8	Divestment of entire interest in Steiner Construction SA, Switzerland, a step-down material subsidiary of the Company by Steiner AG, Switzerland, a material subsidiary of the Company	Special Resolution

The Chairman then invited queries from the Members, who had registered themselves as speaker. The Chairman responded to the queries of the Members and provided clarifications.

Thereafter, the Chairman announced for voting to be taken electronically (e-Voting).

The Chairman announced that the e-Voting results along with the consolidated Scrutinizer's Report would be submitted to Stock Exchanges and same would also be placed on the website of the Company, NSDL and Stock Exchanges and all the resolutions would deemed to be passed at the 97<sup>th</sup> AGM i.e. August 30, 2023.

The Chairman thanked the Members for attending the 97<sup>th</sup> AGM of the Company and declared the Meeting as concluded at 12.18 p.m. after being open for 15 minutes for e-Voting to be completed.



The Scrutinizer's Report was received on August 30, 2023 and accordingly, all the resolutions as set out in the notice of AGM dated August 03, 2023, were passed with requisite majority.

We request you to kindly take the above on your record.

Thanking you,

Yours faithfully

**For Hindustan Construction Company Ltd.**

**Nitesh Kumar Jha**  
**Company Secretary**