



HCC/SEC/EGM/2023

February 14, 2023

BSE Limited The Corporate Relationship Dept, 1 st Floor, 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. Scrip Code: HCC
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Dear Sir,

Sub.: Voting Results of the Extra Ordinary General Meeting

Please find enclosed details of the Voting Results of the Extra Ordinary General Meeting of the Company held on Tuesday, February 14, 2023 at 11.00 a.m. through Video Conferencing ("VC")/Other Audio-Visual Means ("OAVM") in the format as prescribed under Regulation 44(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 together with Combined Scrutinizer's Report.

Thanking you,

Yours faithfully

For Hindustan Construction Company Ltd.

Nitesh Kumar Jha
Company Secretary

Encl.: As above

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

Hindustan Construction Co Ltd

Resolution Required : (Special)		1 - Alteration of existing Articles of Association of the Company.						
Whether promoter/ promoter group are interested in the agenda/resolution?		No						
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes –Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100
Promoter and Promoter Group	E-Voting	281201480	280950080	99.9106	280950080	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		280950080	99.9106	280950080	0	100.0000	0.0000
Public Institutions	E-Voting	373051270	153463143	41.1373	35434936	118028207	23.0902	76.9098
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		153463143	41.1373	35434936	118028207	23.0902	76.9098
Public Non Institutions	E-Voting	858775494	51979171	6.0527	51893234	85937	99.8347	0.1653
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		51979171	6.0527	51893234	85937	99.8347	0.1653
Total		1513028244	486392394	32.1469	368278250	118114144	75.7163	24.2837

For HINDUSTAN CONSTRUCTION CO. LTD.


 ANIL KUMAR JHA
 Company Secretary

Hindustan Construction Co Ltd

Resolution Required : (Special) 2 - Re-appointment of Mr. Ajit Gulabchand (DIN: 00010827) as Director, not liable to retire by rotation and as the Non-Executive Chairman of the Company with effect from April 01, 2023, upon expiry of his present tenure as Chairman and Managing Director of the Company on March 31, 2023 and payment of remuneration for a period of 3 years commencing from April 01, 2023.

Whether promoter/ promoter group are interested in the agenda/resolution?

No

Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes –Against	% of Votes in favour on votes polled	% of Votes against on votes polled
Promoter and Promoter Group	E-Voting	281201480	280950080	99.9106	280950080	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		280950080	99.9106	280950080	0	100.0000	0.0000
Public Institutions	E-Voting	373051270	153463143	41.1373	35434936	118028207	23.0902	76.9098
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		153463143	41.1373	35434936	118028207	23.0902	76.9098
Public Non Institutions	E-Voting	858775494	51944118	6.0486	51841748	102370	99.8029	0.1971
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		51944118	6.0486	51841748	102370	99.8029	0.1971
Total		1513028244	486357341	32.1446	368226764	118130577	75.7112	24.2888

For HINDUSTAN CONSTRUCTION CO. LTD.


NITESH KUMAR JHA
 Company Secretary

Hindustan Construction Co Ltd

Resolution Required : (Special)

3 - Appointment of Mr. Jaspreet Bhullar (DIN: 03644691), Chief Executive Officer as Director, liable to retire by rotation and Managing Director and Chief Executive Officer (MD & CEO) of the Company, for a period of 5 years with effect from April 01, 2023, and payment of remuneration for a period of 3 years commencing from April 01, 2023.

Whether promoter/ promoter group are interested in the agenda/resolution?

No

Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes –Against	% of Votes in favour on votes polled	% of Votes against on votes polled
			[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100
Promoter and Promoter Group	E-Voting	281201480	280950080	99.9106	280950080	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		280950080	99.9106	280950080	0	100.0000	0.0000
Public Institutions	E-Voting	373051270	153463143	41.1373	153463143	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		153463143	41.1373	153463143	0	100.0000	0.0000
Public Non Institutions	E-Voting	858775494	51943618	6.0486	51851935	91683	99.8235	0.1765
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		51943618	6.0486	51851935	91683	99.8235	0.1765
Total		1513028244	486356841	32.1446	486265158	91683	99.9811	0.0189

For HINDUSTAN CONSTRUCTION CO. LTD.


 NITESH KUMAR JHA
 Company Secretary

**Combined Scrutinizer's Report on Remote E-voting & E-Voting conducted during
the Extra ordinary General Meeting of Hindustan Construction Company Limited
held on Tuesday, February 14, 2023.**

To,
The Chairman,
Hindustan Construction Company Limited
HINCON House,
LBS Marg, Vikhroli (West)
Mumbai 400083

Sub.: E-voting Results of the Resolution(s) passed at the Extra ordinary General Meeting (EGM) of the Equity Shareholders of Hindustan Construction Company Limited (HCC) held on Tuesday, February 14, 2023 by means of Video Conferencing (VC) / Other Audio Visual Means (OAVM) at 11.00 am (IST) in compliance with the General Circulars No. 20/2020 dated May 5, 2020 read with Circular No 14/2020 dated April 8, 2020, Circular No 17/2020 dated April 13, 2020, followed by Circular No. 20/2020 dated May 05, 2020 and Circular No. 20/2021 dated December 08, 2021, Circular no 3/2022 dated May 5, 2022, Circular no 11/2022 dated December 28, 2022 and all other relevant circulars issued by the Ministry of Corporate Affairs from time to time (MCA) and in accordance with the Circulars dated May 12, 2020, January 15, 2021, May 13, 2022, January 05, 2023 issued by the Securities and Exchange Board of India (SEBI) (collectively referred to as "MCA & SEBI Circulars")

I, B. Narasimhan, Proprietor of B N & Associates, Company Secretaries, have been appointed by the Board of Directors of **Hindustan Construction Company Limited** (*hereinafter referred to as the "Company" or "HCC"*) at its Meeting held on December 01, 2022 as the Scrutinizer for the Remote E-voting process as well as to scrutinize the electronic voting (E-Voting) conducted during the EGM, pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and in accordance with Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended from time to time) read with MCA & SEBI Circulars issued in this connection, providing relaxation for the manner in which the EGM shall be held and conducted through VC or OAVM.

Members could attend and participate in the EGM through VC / OAVM, which did not require physical presence of the Members at a common venue. The Notice of EGM had been sent through electronic mode to Members on their e-mail ids as made available from the Benpos provided by the two depositories. The MCA & SEBI Circulars provide for relaxation in the conduct of the EGM, sending of the Notices and the manner of voting at the meeting, which was necessitated on account of the outbreak of COVID -19 pandemic. I say, I am familiar and well versed with the concept of electronic voting system as prescribed under the said Rules and the relaxations as provided in the MCA & SEBI Circulars.



As mentioned in the Notice of EGM, the proceedings of the EGM will be deemed to be conducted at the Registered Office of the Company which shall be the deemed Venue of the EGM.

Report on e-Voting Scrutiny:

- The Company had appointed National Securities Depositories Limited ('NSDL') as the **e-Voting Service Provider ('EVSP')**, for the purpose of providing the facility of remote e-Voting to the Members of the Company and extending the same during the EGM and also for conducting the EGM through Video Conferencing/Other Audio-visual Means; TSR Consultants Private Limited (TCPL) are the Registrar and Transfer Agents ('RTA') of the Company.
- The EVSP had provided a system for recording the votes of the Members electronically through remote e-voting as well as during the meeting on all the items of the business sought to be transacted in the EGM of the Company, which was held on Tuesday, February 14, 2023.
- The Service Provider had set up electronic voting facility on its website, <https://evoting.nsd.com> The Company had uploaded all the items of the business to be transacted at the EGM on the website of the Company www.hccindia.com and also it's Service Provider and also on the websites of Stock Exchanges viz., BSE Limited and National Stock Exchange of India Limited to facilitate the Members to cast their vote through Remote E-Voting as well as E-Voting.
- The Management of the Company is responsible for ensuring compliance with the requirements of the Act and the Rules there under and SEBI Listing Regulations.
- My responsibility as the Scrutinizer of the voting process (through e-Voting), was restricted to scrutinize the e-Voting process, in a fair and transparent manner and to prepare a Scrutinizer's Report of the votes cast in favour and against the resolutions as stated in the Notice, based on the reports generated from the e-Voting system provided by EVSP.
- As prescribed in clause IV of the Circular dated May 5, 2020 issued by MCA, which is forming part of the Applicable Circulars, the Company had released an advertisement in Mumbai, prior to sending Notice of the EGM to the Members which was published in English in 'Business Standard' newspaper dated January 17, 2023 and in Marathi in 'Sakal' newspaper dated January 17, 2023. The Notice contained the required information as provided under clause IV (a) to (f) of the said circular. By the said advertisement, the members who had not registered their email ids with the Company or RTA or with the respective Depository Participant viz. National Securities Depository Limited ("NSDL") and the Central Depository Services (India) Limited ("CDSL") to do so and to the extent, details provided by the shareholders were considered for sending the Notice of the EGM

The internal cut-off date for sending the Notice of EGM was January 13, 2023. As on that date the number of shareholders were 3,59,282. The service provider had sent the Notice of the EGM containing the E-voting details by email to 3,30,536 Members on January 23, 2023 whose Email Ids were made available by the Depositories or were registered with the Company / RTA. For those Members, whose email ids were not available / registered, the Notice of the EGM could not be sent. The Notices sent through email contained the detailed procedure to be followed by the Members to cast their votes electronically as provided in the Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended and as provided in the MCA & SEBI CIRCULARS.



- The Company completed the dispatch of Notice of EGM by email to the Members on **January 23, 2023**.
- The Cut-off date for the purposes of identifying the Members who will be entitled to vote was **Tuesday, February 07, 2023**.
- As prescribed in the aforesaid Rules, the Remote E-Voting facility was kept open for four days i.e. from **Friday, February 10, 2023 (from 9.00 A.M. IST) To Monday, February 13, 2023 (up to 5:00 P.M. IST)**
- As prescribed in clause (v) of sub rule 4 of the Rule 20 of the Companies (Management and Administration) Rules, 2014, and the circular dated 5th May 2020 issued by MCA the Company also released an advertisement, which was published more than 21 days before the date of the EGM in English in 'Business Standard' newspaper dated January 24, 2023 and in Marathi in 'Sakal' newspaper dated January 24, 2023 in Mumbai edition. The notice published in the newspaper carried the required information as specified in Sub Rule 4(v) (a) to (h) of the said Rule 20.
- At the end of the remote e-voting period on February 13, 2023 at 5.00 P.M. IST, the voting portal of the service provider was blocked forthwith. NSDL provided me the names, DP ID/ folio numbers and shareholding of Members who had cast their votes through remote e-voting.
At the EGM of the Company held through VC / OAVM, on Tuesday, February 14, 2023, the facility to vote electronically was provided to facilitate those Members who attended the meeting through VC / OAVM but could not participate in the Remote E-voting to cast their votes. On February 14, 2023, after tabulating the votes cast electronically by the system provided by NSDL, the votes cast through Remote E-Voting facility were duly unblocked by me as a Scrutinizer in the presence of Mr. K. Venkataraman and Ms. Rena Oswal who acted as the witnesses, as prescribed in Sub Rule 4(xii) of the said Rule 20. After the voting by electronic means, the votes cast through remote E-voting process and at the EGM were tabulated for the purpose of considering the total votes cast by the Members.
- Thereafter, I, as scrutinizer, duly compiled details of the Voting carried out by the Members during the voting period and at the EGM, the details of which are as follows:

The results of the Remote E-voting together with the E-voting conducted during the EGM are as under:

Details	Remote E-voting	E-Voting at EGM	Total voting
Number of Members who cast their votes	439	13	452
Total number of Shares held by them	44,83,81,181	3,80,11,213	48,63,92,394
Valid votes	As per details provided under each one of the Resolution(s) mentioned hereunder.		
Abstained / less voted /invalid	As mentioned under each of the Resolution.		



Note:

1. Percentage of votes cast in favour or against the resolutions is calculated based on the Valid Votes cast through Remote E-Voting during the voting period and at the EGM.
2. The votes are not considered valid on account of abstained from voting or voting for lesser number of shares than actually held (to the extent not voted) as on the cut off date.

I) Item No. 1 of the Notice (As a Special Resolution):

Alteration of existing Articles of Association of the Company

Manner of Voting	Votes in favour of the resolution		Votes against the resolution		Abstained/ less voted / invalid Nos.
	Nos.	%age	Nos.	%age	
Total votes through Remote e-voting and E-voting at meeting	36,82,78,250	75.716	11,81,14,144	24.284	0

Item No. 1 of Notice stands **PASSED** with the requisite majority.

II) Item No. 2 of the Notice (As a Special Resolution):

Re-appointment of Mr. Ajit Gulabchand (DIN: 00010827) as Director, not liable to retire by rotation and as the Non-Executive Chairman of the Company with effect from April 01, 2023, upon expiry of his present tenure as Chairman and Managing Director of the Company on March 31, 2023 and payment of remuneration for a period of 3 years commencing from April 01, 2023

Manner of Voting	Votes in favour of the resolution		Votes against the resolution		Abstained/ less voted / invalid Nos.
	Nos.	%age	Nos.	%age	
Total votes through Remote e-voting and E-voting at meeting	36,82,26,764	75.711	11,81,30,577	24.289	35,053

Item No. 2 of Notice stands **PASSED** with the requisite majority.

III) Item No. 3 of the Notice (As a Special Resolution):

Appointment of Mr. Jaspreet Bhullar (DIN: 03644691), Chief Executive Officer as Director, liable to retire by rotation and Managing Director and Chief Executive Officer (MD & CEO) of the Company, for a period of 5 years with effect from April 01, 2023, and payment of remuneration for a period of 3 years commencing from April 01, 2023



Manner of Voting	Votes in favour of the resolution		Votes against the resolution		Abstained/ less voted / invalid
	Nos.	%age	Nos.	%age	Nos.
Total votes through Remote e-voting and E-voting at meeting	48,62,65,158	99.981	91,683	0.019	35,553

Item No. 3 of Notice stands **PASSED** with the requisite majority.

The Resolution mentioned in the Notice of EGM dated January 06, 2023 as per the details above stand **PASSED** under E-voting (including Remote E-voting) conducted during the voting period and at the EGM with requisite majority and hence deemed to be passed as on the date of the EGM.

I hereby confirm that I am maintaining the soft copy of the files downloaded from the NSDL, the Service Provider in respect of the votes cast through E-voting conducted during the voting period and at the EGM by the Members of the Company. All other relevant records relating to E-voting are under my safe custody and will be handed over to the Company Secretary for safe keeping.

Thanking you,

Yours faithfully,

**For BN & Associates
Company Secretaries**

NARASIMHAN Digitally signed by
NARASIMHAN
BALASUBRAM BALASUBRAMANIAM
ANIAM Date: 2023.02.14
16:59:23 +05'30'



**CS B Narasimhan
(Proprietor)
(FCS No. 1303 COP No.: 10440)
UDIN: F001303D003146643**

Place: Mumbai
Date: February 14, 2023

The following were the witnesses to the unblocking the votes cast through Remote E-voting and E-voting at the EGM.

1. Mr. K. Venkataraman

2. Ms. Rena Oswal

Countersigned and received the report:

Signed by Mr. Ajit Gulabchand,
Chairman
Place: Mumbai

Date: 14/02/2023