



HCC/ SEC/ 2022

September 29, 2022

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

**Sub.: Voting Results of the 96<sup>th</sup> Annual General Meeting**

Please find enclosed details of the Voting Results of the 96<sup>th</sup> Annual General Meeting of the Company held on Thursday, September 29, 2022 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

Resolution Required : (Ordinary)		1 - Adoption of the Audited Standalone and Consolidated Financial Statements of the Company for the financial year ended March 31, 2022.						
Whether promoter/ promoter group are interested in the agenda/resolution?								
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	392714871	392463471	99.9360	392463471	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
	<b>Total</b>		<b>392463471</b>	<b>99.9360</b>	<b>392463471</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public Institutions	E-Voting	381859124	260372888	68.1856	218438304	41934584	83.8944	16.1056
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>260372888</b>	<b>68.1856</b>	<b>218438304</b>	<b>41934584</b>	<b>83.8944</b>	<b>16.1056</b>
Public Non Institutions	E-Voting	738454249	96805545	13.1092	83896795	12908750	86.6653	13.3347
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>96805545</b>	<b>13.1092</b>	<b>83896795</b>	<b>12908750</b>	<b>86.6653</b>	<b>13.3347</b>
<b>Total</b>		<b>1513028244</b>	<b>749641904</b>	<b>49.5458</b>	<b>694798570</b>	<b>54843334</b>	<b>92.6841</b>	<b>7.3159</b>

For HINDUSTAN CONSTRUCTION CO. LTD.

NITESH KUMAR JHA  
Company Secretary

## Hindustan Construction Co Ltd

Resolution Required : (Ordinary)			2 - Appointment of Mr. Arun Karambelkar (DIN: 02151606), who retires by rotation and being eligible, offers himself for re-appointment as a Director.					
Whether promoter/ promoter group are interested in the agenda/resolution?								
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	392714871	392463471	99.9360	392463471	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
	<b>Total</b>		<b>392463471</b>	<b>99.9360</b>	<b>392463471</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public Institutions	E-Voting	381859124	260372888	68.1856	260155576	217312	99.9165	0.0835
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>260372888</b>	<b>68.1856</b>	<b>260155576</b>	<b>217312</b>	<b>99.9165</b>	<b>0.0835</b>
Public Non Institutions	E-Voting	738454249	96799444	13.1084	83655040	13144404	86.4210	13.5790
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>96799444</b>	<b>13.1084</b>	<b>83655040</b>	<b>13144404</b>	<b>86.4210</b>	<b>13.5790</b>
<b>Total</b>		<b>1513028244</b>	<b>749635803</b>	<b>49.5454</b>	<b>736274087</b>	<b>13361716</b>	<b>98.2176</b>	<b>1.7824</b>

For HINDUSTAN CONSTRUCTION CO. LTD.

NITESH KUMAR JHA  
Company Secretary

## Hindustan Construction Co Ltd

Resolution Required : (Special)		3 - Re-appointment of Mr. Santosh Janakiram (DIN:06801226), as an Independent Director of the Company.						
Whether promoter/ promoter group are interested in the agenda/resolution?								
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	392714871	392463471	99.9360	392463471	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
	<b>Total</b>		<b>392463471</b>	<b>99.9360</b>	<b>392463471</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public Institutions	E-Voting	381859124	260372888	68.1856	260372888	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
	<b>Total</b>		<b>260372888</b>	<b>68.1856</b>	<b>260372888</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public Non Institutions	E-Voting	738454249	96798434	13.1083	83653739	13144695	86.4205	13.5795
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>96798434</b>	<b>13.1083</b>	<b>83653739</b>	<b>13144695</b>	<b>86.4205</b>	<b>13.5795</b>
<b>Total</b>		<b>1513028244</b>	<b>749634793</b>	<b>49.5453</b>	<b>736490098</b>	<b>13144695</b>	<b>98.2465</b>	<b>1.7535</b>

For HINDUSTAN CONSTRUCTION CO. LTD.

NITESH KUMAR JHA  
Company Secretary

## Hindustan Construction Co Ltd

Resolution Required : (Special)		4 - Re-appointment of Mr. Mahendra Singh Mehta (DIN:00019566), as an Independent Director of the Company.						
Whether promoter/ promoter group are interested in the agenda/resolution?								
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	392714871	392463471	99.9360	392463471	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
	<b>Total</b>		<b>392463471</b>	<b>99.9360</b>	<b>392463471</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public Institutions	E-Voting	381859124	260372888	68.1856	218438304	41934584	83.8944	16.1056
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>260372888</b>	<b>68.1856</b>	<b>218438304</b>	<b>41934584</b>	<b>83.8944</b>	<b>16.1056</b>
Public Non Institutions	E-Voting	738454249	96790724	13.1072	83647927	13142797	86.4214	13.5786
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>96790724</b>	<b>13.1072</b>	<b>83647927</b>	<b>13142797</b>	<b>86.4214</b>	<b>13.5786</b>
<b>Total</b>		<b>1513028244</b>	<b>749627083</b>	<b>49.5448</b>	<b>694549702</b>	<b>55077381</b>	<b>92.6527</b>	<b>7.3473</b>

For HINDUSTAN CONSTRUCTION CO. LTD.

NITESH KUMAR JHA  
Company Secretary

## Hindustan Construction Co Ltd

Resolution Required : (Ordinary)			5 - Ratification of Remuneration of Cost Auditors for the financial year 2021-22					
Whether promoter/ promoter group are interested in the agenda/resolution?								
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	392714871	392463471	99.9360	392463471	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
	<b>Total</b>		<b>392463471</b>	<b>99.9360</b>	<b>392463471</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public Institutions	E-Voting	381859124	260372888	68.1856	260372888	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
	<b>Total</b>		<b>260372888</b>	<b>68.1856</b>	<b>260372888</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public Non Institutions	E-Voting	738454249	96798999	13.1083	83724749	13074250	86.4934	13.5066
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>96798999</b>	<b>13.1083</b>	<b>83724749</b>	<b>13074250</b>	<b>86.4934</b>	<b>13.5066</b>
<b>Total</b>		<b>1513028244</b>	<b>749635358</b>	<b>49.5454</b>	<b>736561108</b>	<b>13074250</b>	<b>98.2559</b>	<b>1.7441</b>

For HINDUSTAN CONSTRUCTION CO. LTD.

NITESH KUMAR JHA  
Company Secretary

## Hindustan Construction Co Ltd

Resolution Required : (Special)			6 - Payment of Remuneration to Mr. Ajit Gulabchand, Chairman and Managing Director of the Company for the period April 01, 2022 to March 31, 2023.					
Whether promoter/ promoter group are interested in the agenda/resolution?								
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	392714871	392463471	99.9360	392463471	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
	<b>Total</b>		<b>392463471</b>	<b>99.9360</b>	<b>392463471</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public Institutions	E-Voting	381859124	231075342	60.5132	189260350	41814992	81.9042	18.0958
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>231075342</b>	<b>60.5132</b>	<b>189260350</b>	<b>41814992</b>	<b>81.9042</b>	<b>18.0958</b>
Public Non Institutions	E-Voting	738454249	96799219	13.1084	77034209	19765010	79.5814	20.4186
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>96799219</b>	<b>13.1084</b>	<b>77034209</b>	<b>19765010</b>	<b>79.5814</b>	<b>20.4186</b>
<b>Total</b>		<b>1513028244</b>	<b>720338032</b>	<b>47.6090</b>	<b>658758030</b>	<b>61580002</b>	<b>91.4512</b>	<b>8.5488</b>

For HINDUSTAN CONSTRUCTION CO. LTD.

NITESH KUMAR JHA  
Company Secretary

## Hindustan Construction Co Ltd

Resolution Required : (Special)		7 - Payment of Remuneration to Mr. Arjun Dhawan, Vice Chairman and Whole-time Director of the Company for the period April 01, 2022 to March 31, 2025						
Whether promoter/ promoter group are interested in the agenda/resolution?								
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	392714871	392463471	99.9360	392463471	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
	<b>Total</b>		<b>392463471</b>	<b>99.9360</b>	<b>392463471</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public Institutions	E-Voting	381859124	231075342	60.5132	189260350	41814992	81.9042	18.0958
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>231075342</b>	<b>60.5132</b>	<b>189260350</b>	<b>41814992</b>	<b>81.9042</b>	<b>18.0958</b>
Public Non Institutions	E-Voting	738454249	96797069	13.1081	83476468	13320601	86.2386	13.7614
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>96797069</b>	<b>13.1081</b>	<b>83476468</b>	<b>13320601</b>	<b>86.2386</b>	<b>13.7614</b>
<b>Total</b>		<b>1513028244</b>	<b>720335882</b>	<b>47.6089</b>	<b>665200289</b>	<b>55135593</b>	<b>92.3458</b>	<b>7.6542</b>

For HINDUSTAN CONSTRUCTION CO. LTD.

NITESH KUMAR JHA  
Company Secretary



Hindustan Construction Co Ltd								
Resolution Required : (Special)			8 - Payment of a consolidated amount in lieu of the remuneration (accrued, but not paid) to Mr. Ajit Gulabchand, Chairman & Managing Director of the Company for the period April 01, 2019 to March 31, 2022.					
Whether promoter/ promoter group are interested in the agenda/resolution?								
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	392714871	392463471	99.9360	392463471	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
	<b>Total</b>		<b>392463471</b>	<b>99.9360</b>	<b>392463471</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public Institutions	E-Voting	381859124	231075342	60.5132	189043038	42032304	81.8101	18.1899
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>231075342</b>	<b>60.5132</b>	<b>189043038</b>	<b>42032304</b>	<b>81.8101</b>	<b>18.1899</b>
Public Non Institutions	E-Voting	738454249	96799069	13.1083	76992114	19806955	79.5381	20.4619
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>96799069</b>	<b>13.1083</b>	<b>76992114</b>	<b>19806955</b>	<b>79.5381</b>	<b>20.4619</b>
<b>Total</b>		<b>1513028244</b>	<b>720337882</b>	<b>47.6090</b>	<b>658498623</b>	<b>61839259</b>	<b>91.4152</b>	<b>8.5848</b>

For HINDUSTAN CONSTRUCTION CO. LTD.

NITESH KUMAR JHA  
Company Secretary

## Hindustan Construction Co Ltd

Resolution Required : (Special)			9 - Payment of a consolidated amount in lieu of the remuneration (accrued, but not paid) to Mr. Arjun Dhawan, Vice Chairman & Whole-time Director of the Company for the period April 01, 2019 to March 31, 2022.					
Whether promoter/ promoter group are interested in the agenda/resolution?								
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	392714871	392463471	99.9360	392463471	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
	<b>Total</b>		<b>392463471</b>	<b>99.9360</b>	<b>392463471</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public Institutions	E-Voting	381859124	231075342	60.5132	189043038	42032304	81.8101	18.1899
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>231075342</b>	<b>60.5132</b>	<b>189043038</b>	<b>42032304</b>	<b>81.8101</b>	<b>18.1899</b>
Public Non Institutions	E-Voting	738454249	96797057	13.1081	76994694	19802363	79.5424	20.4576
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>96797057</b>	<b>13.1081</b>	<b>76994694</b>	<b>19802363</b>	<b>79.5424</b>	<b>20.4576</b>
<b>Total</b>		<b>1513028244</b>	<b>720335870</b>	<b>47.6089</b>	<b>658501203</b>	<b>61834667</b>	<b>91.4159</b>	<b>8.5841</b>

For HINDUSTAN CONSTRUCTION CO. LTD.

NITESH KUMAR JHA  
Company Secretary

## Hindustan Construction Co Ltd

Resolution Required : (Special)		10 - Issue of Securities of the Company.						
Whether promoter/ promoter group are interested in the agenda/resolution?								
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	392714871	392463471	99.9360	392463471	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
	<b>Total</b>		<b>392463471</b>	<b>99.9360</b>	<b>392463471</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public Institutions	E-Voting	381859124	260372888	68.1856	254723611	5649277	97.8303	2.1697
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>260372888</b>	<b>68.1856</b>	<b>254723611</b>	<b>5649277</b>	<b>97.8303</b>	<b>2.1697</b>
Public Non Institutions	E-Voting	738454249	90207619	12.2157	77076226	13131393	85.4431	14.5569
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>90207619</b>	<b>12.2157</b>	<b>77076226</b>	<b>13131393</b>	<b>85.4431</b>	<b>14.5569</b>
<b>Total</b>		<b>1513028244</b>	<b>743043978</b>	<b>49.1097</b>	<b>724263308</b>	<b>18780670</b>	<b>97.4725</b>	<b>2.5275</b>

For HINDUSTAN CONSTRUCTION CO. LTD.

NITESH KUMAR JHA  
Company Secretary

**Combined Scrutinizer's Report on Remote E-Voting & E-Voting conducted during  
the 96<sup>th</sup> Annual General Meeting of Hindustan Construction Company Ltd.  
held on Thursday, September 29, 2022**

To  
The Chairman  
Hindustan Construction Company Ltd.  
HINCON House,  
LBS Marg,  
Vikhroli (West),  
Mumbai 400 083

**Sub.: E-Voting Results of the Resolution(s) passed at the 96<sup>th</sup> Annual General Meeting (AGM) of the Equity Shareholders of Hindustan Construction Company Ltd. (HCC) held on Thursday, September 29, 2022 by means of Video Conferencing (VC) / Other Audio Visual Means (OAVM) at 11.00 a.m. (IST) in compliance with the General Circulars No. 20/2020 dated May 5, 2020 read with Circulars dated April 8, 2020, April 13, 2020, January 13, 2021 and May 5, 2022 issued by the Ministry of Corporate Affairs (MCA) and in accordance with the Circulars dated May 12, 2020, January 15, 2021 and May 13, 2022 issued by the Securities and Exchange Board of India (SEBI) (collectively referred to as "MCA & SEBI Circulars")**

I, B. Narasimhan, Proprietor of BN & Associates, Company Secretaries, have been appointed by the Board of Directors of **Hindustan Construction Company Ltd.** (*hereinafter referred to as the "Company" or "HCC"*) at its Meeting held on May 12, 2022 as the Scrutinizer for the Remote E-Voting process as well as to scrutinize the electronic voting (E-Voting) conducted during the 96<sup>th</sup> AGM, 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 AGM shall be held and conducted through VC or OAVM.

Hence, Members could attend and participate in the Annual General Meeting through VC / OAVM, which did not require physical presence of the Members at a common venue. The Notice of AGM including the Audited Financial Statements for the Financial Year 2021-22 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 AGM, sending the Notices and Annual Reports to the Members 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.



The proceedings of the 96<sup>th</sup> AGM are deemed to be conducted at the Registered Office of the Company which is the deemed Venue of the AGM.

#### Report on E-Voting Scrutiny:

- The Company had appointed National Securities Depository Limited ('NSDL') as the **-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 AGM and also for conducting the 96<sup>th</sup> AGM 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 96<sup>th</sup> AGM of the Company, which was held on Thursday, September 29, 2022.
- The Service Provider had set up electronic voting facility on its website, <https://evoting.nsdl.com> The Company had uploaded all the items of the business to be transacted at the AGM on the website of the Company [www.hccindia.com](http://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 at the AGM.
- 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 provided in the MCA & SEBI CIRCULARS, the Company had advertised in the newspapers, informing 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 were provided by the Members were considered for sending the Notice of the AGM and Annual Report for the Financial Year 2021-22 ("Annual Report 2021-22").
- The internal cut-off date for sending the Annual report was 28<sup>th</sup> August 2022. As on that date the number of Members were 3,40,284.
- The service provider had sent the Notice of the AGM along with the Annual Report 2021-22 and E-Voting details by email to 3,11,829 Members on September 7, 2022 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 AGM along with Annual Report 2021-22 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.



- 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 AGM to the Members which was published in English in 'Business Standard' newspaper dated August 30, 2022 and in Marathi in 'Sakal' newspaper dated August 30, 2022. The Notice contained the required information as provided under clause IV (a) to (f) of the said circular.
- The Company completed the dispatch of Notice of AGM and Annual Report 2021-22 by email to the Members on **September 7, 2022**.
- The Cut-off date for the purposes of identifying the Members who will be entitled to vote was **September 22, 2022**.
- As prescribed in the aforesaid Rules, the Remote E-Voting facility was kept open for four days i.e. from **Sunday, September 25, 2022 (from 9.00 a.m. IST) To Wednesday, September 28, 2022 (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, the Company also released an advertisement, which was published more than 21 days before the date of the AGM in English in 'Business Standard' newspaper dated September 08, 2022 and in Marathi in 'Sakal' newspaper dated September 08, 2022 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 E-Voting period on September 29 , 2022 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 96<sup>th</sup> AGM of the Company held through VC / OAVM, on Thursday, September 29, 2022, 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 September 29 , 2022, 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 Ms. Nisha Gupta and Mrs. Saroj Narasimhan 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 AGM 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 AGM, the details of which are as follows:

**The results of the Remote E-Voting together with the E-Voting conducted during the 96<sup>th</sup> AGM are as under:**



Details	Remote E-Voting	E-Voting at AGM	Total voting
Number of Members who cast their votes	952	5	957
Total number of Shares held by them	74,93,39,013	3,04,391	74,96,43,404
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 E-Voting during the voting period and at the AGM.
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.

**ORDINARY BUSINESS:**

**I) Item No. 1 of the Notice (As an Ordinary Resolution):**

To receive, consider and adopt:

a) the Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2022 including the Audited Standalone Balance Sheet as at March 31, 2022 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

b) the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2022 including the Audited Consolidated Balance Sheet as at March 31, 2022 and the Consolidated Statement of Profit and Loss for the year ended on that date together with the Reports of the Auditors thereon.

Manner of Voting	Votes in favour of the resolution		Votes against the resolution		Abstained/ less voted / invalid Nos.
	Nos.	%age	Nos.	%age	
<b>Total votes through Remote E-Voting and E-Voting at Meeting</b>	69,47,98,570	92.684	5,48,43,334	7.316	1,500

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



**II) Item No. 2 of the Notice (As an Ordinary Resolution):**

Appointment of Mr. Arun Karambelkar (DIN: 02151606) as a Director of the Company, liable to retire by rotation

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	73,62,74,087	98.218	1,33,61,716	1.782	7,601

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

**SPECIAL BUSINESS**

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

Appointment of Mr. Santosh Janakiram (DIN: 06801226) as an Independent Director 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	73,64,90,098	98.247	1,31,44,695	1.753	8,611

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

**IV) Item No. 4 of the Notice (As a Special Resolution):**

Re-appointment of Mr. Mahendra Singh Mehta (DIN: 00019566), as an Independent Director 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	69,45,49,702	92.653	5,50,77,381	7.347	16,321

Item No. 4 of Notice stands **PASSED** with the requisite majority





**V) Item No.5 of the Notice (As an Ordinary Resolution):**

Ratification of Remuneration of Cost Auditors for the financial year 2021-22

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	73,65,61,108	98.256	1,30,74,250	1.744	8,046

Item No. 5 of Notice stands **PASSED** with the requisite majority

**VI) Item No.6 of the Notice (As a Special Resolution):**

Payment of Remuneration to Mr. Ajit Gulabchand, Chairman and Managing Director of the Company for the period April 01, 2022 to March 31, 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	65,87,58,030	91.451	6,15,80,002	8.549	2,93,05,372

Item No. 6 of Notice stands **PASSED** with the requisite majority

**VII) Item No.7 of the Notice (As a Special Resolution):**

Payment of Remuneration to Mr. Arjun Dhawan, Vice Chairman and Whole-time Director of the Company for the period April 01, 2022 to March 31, 2025

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	66,52,00,289	92.346	5,51,35,593	7.654	2,93,07,522

Item No. 7 of Notice stands **PASSED** with the requisite majority



**VIII) Item No 8 of the Notice (As a Special Resolution):**

Payment of a consolidated amount in lieu of the remuneration (accrued, but not paid) to Mr. Ajit Gulabchand, Chairman & Managing Director of the Company for the period April 01, 2019 to March 31, 2022

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	65,84,98,623	91.415	6,18,39,259	8.585	2,93,05,522

Item No. 8 of Notice stands **PASSED** with the requisite majority

**IX) Item No.9 of the Notice (As a Special Resolution):**

Payment of a consolidated amount in lieu of the remuneration (accrued, but not paid) to Mr. Arjun Dhawan, Vice Chairman & Whole-time Director of the Company for the period April 01, 2019 to March 31, 2022

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	65,85,01,203	91.416	6,18,34,667	8.584	2,93,07,534

Item No. 9 of Notice stands **PASSED** with the requisite majority

**X) Item No.10 of the Notice (As a Special Resolution):**

Issue of Securities 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	72,42,63,308	97.472	1,87,80,670	2.528	65,99,426

Item No. 10 of Notice stands **PASSED** with the requisite majority



All the Resolutions mentioned in the Notice of 96<sup>th</sup> AGM dated September 2, 2022 as per the details above stand **PASSED** under E-Voting (including Remote E-voting) conducted during the voting period and at the 96<sup>th</sup> AGM with requisite majority and hence, deemed to be passed as on the date of the AGM.

I hereby confirm that I am maintaining the soft copy of the Registers received from the NSDL, the Service Provider in respect of the votes cast through E-Voting conducted during the voting period and at the 96<sup>th</sup> AGM 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,



**CS B Narasimhan**  
**Proprietor, BN & Associates**  
**Company Secretaries**  
**(FCS No. 1303 COP No.: 10440)**  
**UDIN No: F001303D001054872**

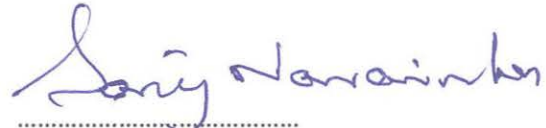


Place: Mumbai  
Date: September 29, 2022

The following were the witnesses to the unblocking of the votes cast through Remote E-Voting and E-Voting at the AGM.



1. Ms. Nisha Gupta



2. Mrs. Saroj Narasimhan

Countersigned and received the report:



Signed by Mr. Ajit Gulabchand,  
Chairman & Managing Director

Place: Mumbai

Date: September 29, 2022