



HCC /SEC/ 2020

12 June 2020

BSE Limited The Corporate Relationship Department, 1 st Floor, Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai-400 001.	National Stock Exchange of India Ltd Exchange Plaza, Bandra-Kurla Complex, Bandra (East), Mumbai-400 051.
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Dear Sir/Madam,

Sub: Annual Secretarial Compliance Report for the year ended 31st March, 2020

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 2019-20.

Kindly take the above information on record.

Thanking you

Yours faithfully
For Hindustan Construction Co. Limited

Sd/-

Vithal P Kulkarni
Company Secretary

Encl: As Above

Hindustan Construction Co Ltd

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CIN : L45200MH1926PLC001228

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**Secretarial Compliance Report of Hindustan Construction Company
Limited for the Financial Year ended March 31, 2020**

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

We, BNP & Associates, have examined:

- (a) all the documents and records made available to us and explanation provided by Hindustan Construction Company Limited ("the listed entity"),
- (b) the filings/ submissions made by the listed entity to the stock exchanges,
- (c) website of the Company,
- (d) any other document/ filing, as may be relevant, which has been relied upon to make this certification,

for the Financial Year ended March 31, 2020 (" Review Period") compliance with respect to 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 (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (c) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014;
- (d) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- (e) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993;
- (f) Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018

and 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	Compliance Requirement (Regulations/ circulars / guidelines including specific clause)	Deviations	Observations/ Remarks of the Practicing Company Secretary
NIL			

- (b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued thereunder in so far as it appears from our examination of those records.

- (c) The following are the details of actions taken against the listed entity/ ~~its promoters/ directors/ material subsidiaries either by SEBI or by Stock Exchanges~~ (including under the Standard Operating Procedures issued by SEBI through various circulars) under the aforesaid Acts/ Regulations and circulars/ guidelines issued thereunder:

Sr. No.	Action taken by	Details of violation	Details of action taken E.g. fines, warning letter, debarment, etc.	Observations/ remarks of the Practicing Company Secretary
1	NSE and BSE	Non-compliance under Regulation 17(1) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015: requirement pertaining to composition of the Board including failure to appoint woman director	Fine of ₹3,65,800 was levied by both NSE and BSE	The company paid the penalty thereby levied on 14.02.2020 and complied with the provision of Regulation 17(1) by appointing Mrs. Mita Dixit as Women Independent Director w.e.f 06.02.2020

- (d) The listed entity has taken the following actions to comply with the observations made in previous reports:

Sr. No.	Observations of the Practicing Company Secretary in the previous reports	Observations made in the secretarial compliance report for the year ended	Actions taken by the listed entity, if any	Comments of the Practicing Company Secretary on the actions taken by the listed entity
NA				

(e) The listed entity has complied with the points 6(A) and 6(B) as mentioned in SEBI Circular No. CIR/CFD/CMD1/114/2019 dated 18th October, 2019 and that they have incorporated all the terms and conditions in the respective appointment letter/supplemental letter issued to the Statutory Auditors.

Date: 12.06.2020
Place: Mumbai

For BNP & Associate
Company Secretaries
Firm Registration. No:P2014MH037400
PR. No: 637/2019

Avinash Bagul
Partner
FCS No: 5578 / C P No: 19862
UDIN: F005578B000336051