

HCC/ SEC/ 2022

September 29, 2022

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: Proceedings of 96th Annual General Meeting of the Company held on
September 29, 2022 through Video Conferencing (“VC”)/
Other Audio-Visual Means (“OAVM”)**

Pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we hereby intimate that the 96th Annual General Meeting (AGM) of the Members of the Company was held on Thursday, September 29, 2022 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, 87 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 and Managing Director, 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.

The Report of the Board of Directors, the Accounts for the financial year ended March 31, 2022 and the Notice convening the 96th 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. Thursday, September 22, 2022 for voting electronically on the AGM resolutions. The e-Voting period was kept open from Sunday, September 25, 2022 (from 9.00 A.M. IST) To Wednesday, September 28, 2022 (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 96th 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 the summary of the resolutions as contained in the AGM Notice were as under:

S. N.	Agenda Item	Type of Resolution
Ordinary Business		
1	<p>To receive, consider and adopt:</p> <p>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</p> <p>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.</p>	Ordinary Resolution

2	Appointment of Mr. Arun Karambelkar (DIN: 02151606), who retires by rotation and being eligible, offers himself for re-appointment as a Director	Ordinary Resolution
Special Business		
3	Re-appointment of Mr. Santosh Janakiram (DIN:06801226), as an Independent Director of the Company	Special Resolution
4	Re-appointment of Mr. Mahendra Singh Mehta (DIN:00019566), as an Independent Director of the Company	Special Resolution
5	Ratification of Remuneration of Cost Auditors for the financial year 2021-22	Ordinary Resolution
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	Special Resolution
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	Special Resolution
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	Special Resolution
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	Special Resolution
10	Issue of Securities 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) and requested Mr. B. Narasimhan, Practicing Company Secretary, the Scrutinizer for the orderly conduct of the 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 be deemed to be passed at the 96th AGM.

The Chairman thanked the Members for attending the 96th AGM of the Company and declared the Meeting as concluded at 12.10p.m. after being open for 15 minutes for e-Voting to be completed.



The scrutinizers' report was received on September 29, 2022 and accordingly, all the resolutions as set out in the notice of AGM dated September 02, 2022, were passed with requisite majority.

Thanking you,

Yours faithfully

For Hindustan Construction Company Ltd.

Nitesh Kumar Jha
Company Secretary