

HCC/SEC/2021

June 30, 2021

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 Sirs,

Sub: Annual Secretarial Compliance Report for the year ended 31st March 2021

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 2020-21.

Kindly take the above information on record.

Thanking you,

Yours faithfully
For Hindustan Construction Company Ltd.



Vithal P Kulkarni
Company Secretary

**SECRETARIAL COMPLIANCE REPORT FOR THE FINANCIAL YEAR ENDED
MARCH 31, 2021**

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/ the Company"),
- (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 as well as the one provided to us by the Company, to make this certification,

for the Financial Year ended March 31, 2021 (" Review Period") and the Company has ensured 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");¹
- l) The specific Regulations, relevant provisions and the circulars/ guidelines issued by Regulatory authority thereunder, have been examined, which *inter-alia* 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) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008
 - (e) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, and
 - (f) Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018;



II) The following regulations were not applicable to the Company during the period under review:-

- (a) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
- (b) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; and
- (c) Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013.

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
	National Stock Exchange of India Limited (NSE) and the BSE Limited (BSE)	Non-compliance under Reg 17 (1) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015	The Company was levied a fine of Rs. 2,12,400 by both National Stock Exchange of India Limited (NSE) and the BSE Limited (BSE) for non-compliance with the provisions relating to Regulation 17 (1) and the other related regulations in respect of Composition of Board and appointment of Woman Independent Director for the period commencing from 01 st January 2020. The said non-compliance was noted by the Stock Exchanges during the quarter ended	Nil



			<p>31.03.2020 and the Company was informed accordingly</p> <p>During the year under review, the Company has paid the aforesaid penalty of Rs. 2,12,400, each to BSE and NSE on 26.10.2020 by RTGS/ NEFT.</p>	
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(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 March 31 st 2020	Actions taken by the listed entity, if any	Comments of the Practicing Company Secretary on the actions taken by the listed entity
1.	Nil	The Company was levied a fine of Rs. 3,65,800 by both National Stock Exchange of India Limited (NSE) and the BSE Limited (BSE) for Non-Compliance under Regulation 17(1) of Securities and Exchange Board of India (Listing	The Company has complied with the provision of Regulation 17 (1) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 by appointing a Woman	Nil



		Obligations and Disclosure Requirements) Regulations, 2015: Requirement pertaining to the Composition of the Board including failure to appoint woman director, upto the period ended on 31.12.2019.	Independent Director on the Board w.e.f. 06.02.2020 and the fine levied by both the Stock Exchanges has been paid by the Company on 14.02.2020.	
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K. Venkataraman

Venkataraman Krishnan
Associate Partner
ACS No.:-8897/ COP No.:- 12459
For BNP & Associates
Company Secretaries
[Firm Regn. No. P2014MH037400]
[PR No.:-637 / 2019]
UDIN:- A008897C000500135

Date:- 23.06.2021
Place:- Mumbai