



HCC/ SEC/ 2023

August 30, 2023

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

**Sub.: Voting Results of the 97<sup>th</sup> Annual General Meeting**

Please find enclosed details of the Voting Results of the 97<sup>th</sup> Annual General Meeting of the Company held on Wednesday, August 30, 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.

We request you to kindly take the above on your record.

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](http://www.hccindia.com)

## 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, 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	[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
	<b>Total</b>		<b>280950080</b>	<b>99.9106</b>	<b>280950080</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public Institutions	E-Voting	232896213	108106564	46.4183	60877547	47229017	56.3125	43.6875
	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>108106564</b>	<b>46.4183</b>	<b>60877547</b>	<b>47229017</b>	<b>56.3125</b>	<b>43.6875</b>
Public Non Institutions	E-Voting	998930551	76547582	7.6630	76505720	41862	99.9453	0.0547
	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>76547582</b>	<b>7.6630</b>	<b>76505720</b>	<b>41862</b>	<b>99.9453</b>	<b>0.0547</b>
<b>Total</b>		<b>1513028244</b>	<b>465604226</b>	<b>30.7730</b>	<b>418333347</b>	<b>47270879</b>	<b>89.8474</b>	<b>10.1526</b>

For HINDUSTAN CONSTRUCTION CO. LTD.

NITESH KUMAR JHA  
Company Secretary

## Hindustan Construction Co Ltd

Resolution Required : (Special)		2 - Appointment of Mr. Arun Karambelkar (DIN: 02151606) Non-Executive-Non-Independent Director 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	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
	<b>Total</b>		<b>280950080</b>	<b>99.9106</b>	<b>280950080</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public Institutions	E-Voting	232896213	108106564	46.4183	30907546	77199018	28.5899	71.4101
	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>108106564</b>	<b>46.4183</b>	<b>30907546</b>	<b>77199018</b>	<b>28.5899</b>	<b>71.4101</b>
Public Non Institutions	E-Voting	998930551	76547223	7.6629	76494568	52655	99.9312	0.0688
	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>76547223</b>	<b>7.6629</b>	<b>76494568</b>	<b>52655</b>	<b>99.9312</b>	<b>0.0688</b>
<b>Total</b>		<b>1513028244</b>	<b>465603867</b>	<b>30.7730</b>	<b>388352194</b>	<b>77251673</b>	<b>83.4083</b>	<b>16.5917</b>

For HINDUSTAN CONSTRUCTION CO. LTD.

NITESH KUMAR JHA  
Company Secretary

## Hindustan Construction Co Ltd

Resolution Required : (Ordinary)		3 - Appointment of Mr. Aditya Pratap Jain (DIN: 08115375) as a Non-Executive-Non-Independent Director of the Company, liable to retire by rotation.						
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	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
	<b>Total</b>		<b>280950080</b>	<b>99.9106</b>	<b>280950080</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public Institutions	E-Voting	232896213	108106564	46.4183	93472672	14633892	86.4635	13.5365
	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>108106564</b>	<b>46.4183</b>	<b>93472672</b>	<b>14633892</b>	<b>86.4635</b>	<b>13.5365</b>
Public Non Institutions	E-Voting	998930551	76546313	7.6628	76494586	51727	99.9324	0.0676
	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>76546313</b>	<b>7.6628</b>	<b>76494586</b>	<b>51727</b>	<b>99.9324</b>	<b>0.0676</b>
<b>Total</b>		<b>1513028244</b>	<b>465602957</b>	<b>30.7729</b>	<b>450917338</b>	<b>14685619</b>	<b>96.8459</b>	<b>3.1541</b>

For HINDUSTAN CONSTRUCTION CO. LTD.

NITESH KUMAR JHA  
Company Secretary

## Hindustan Construction Co Ltd

Resolution Required : (Special)		4 - Re-appointment of Dr. Mita Dixit (DIN: 08198165), 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	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
	<b>Total</b>		<b>280950080</b>	<b>99.9106</b>	<b>280950080</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public Institutions	E-Voting	232896213	108106564	46.4183	60923656	47182908	56.3552	43.6448
	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>108106564</b>	<b>46.4183</b>	<b>60923656</b>	<b>47182908</b>	<b>56.3552</b>	<b>43.6448</b>
Public Non Institutions	E-Voting	998930551	76546300	7.6628	76493065	53235	99.9305	0.0695
	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>76546300</b>	<b>7.6628</b>	<b>76493065</b>	<b>53235</b>	<b>99.9305</b>	<b>0.0695</b>
<b>Total</b>		<b>1513028244</b>	<b>465602944</b>	<b>30.7729</b>	<b>418366801</b>	<b>47236143</b>	<b>89.8548</b>	<b>10.1452</b>

For HINDUSTAN CONSTRUCTION CO. LTD.

NITESH KUMAR JHA  
Company Secretary

## Hindustan Construction Co Ltd

Resolution Required : (Special)		5 - Alteration of existing Articles of Association of the Company to enable Nomination of Director by Debenture Trustee.						
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	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
	<b>Total</b>		<b>280950080</b>	<b>99.9106</b>	<b>280950080</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public Institutions	E-Voting	232896213	108106564	46.4183	107364051	742513	99.3132	0.6868
	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>108106564</b>	<b>46.4183</b>	<b>107364051</b>	<b>742513</b>	<b>99.3132</b>	<b>0.6868</b>
Public Non Institutions	E-Voting	998930551	76548307	7.6630	76497556	50751	99.9337	0.0663
	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>76548307</b>	<b>7.6630</b>	<b>76497556</b>	<b>50751</b>	<b>99.9337</b>	<b>0.0663</b>
<b>Total</b>		<b>1513028244</b>	<b>465604951</b>	<b>30.7731</b>	<b>464811687</b>	<b>793264</b>	<b>99.8296</b>	<b>0.1704</b>

For HINDUSTAN CONSTRUCTION CO. LTD.

NITESH KUMAR JHA  
Company Secretary

## Hindustan Construction Co Ltd

Resolution Required : (Ordinary)		6 - Ratification of Remuneration of Cost Auditors for the financial year 2022-23.						
Whether promoter/ promoter group are interested in the agenda/resolution?								
Category	Mode of Voting	No. of shares held [1]	No. of votes polled [2]	% of Votes Polled on outstanding shares [3]={[2]/[1]}*100	No. of Votes – in favour [4]	No. of Votes –Against [5]	% of Votes in favour on votes polled [6]={[4]/[2]}*100	% of Votes against on votes polled [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
	<b>Total</b>		<b>280950080</b>	<b>99.9106</b>	<b>280950080</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public Institutions	E-Voting	232896213	108106564	46.4183	108106564	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>108106564</b>	<b>46.4183</b>	<b>108106564</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public Non Institutions	E-Voting	998930551	76548195	7.6630	76489483	58712	99.9233	0.0767
	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>76548195</b>	<b>7.6630</b>	<b>76489483</b>	<b>58712</b>	<b>99.9233</b>	<b>0.0767</b>
<b>Total</b>		<b>1513028244</b>	<b>465604839</b>	<b>30.7730</b>	<b>465546127</b>	<b>58712</b>	<b>99.9874</b>	<b>0.0126</b>

For HINDUSTAN CONSTRUCTION CO. LTD.

NITESH KUMAR JHA  
Company Secretary

## Hindustan Construction Co Ltd

Resolution Required : (Special)		7 - 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	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
	<b>Total</b>		<b>280950080</b>	<b>99.9106</b>	<b>280950080</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public Institutions	E-Voting	232896213	108106564	46.4183	61481967	46624597	56.8716	43.1284
	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>108106564</b>	<b>46.4183</b>	<b>61481967</b>	<b>46624597</b>	<b>56.8716</b>	<b>43.1284</b>
Public Non Institutions	E-Voting	998930551	76548322	7.6630	76503605	44717	99.9416	0.0584
	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>76548322</b>	<b>7.6630</b>	<b>76503605</b>	<b>44717</b>	<b>99.9416</b>	<b>0.0584</b>
<b>Total</b>		<b>1513028244</b>	<b>465604966</b>	<b>30.7731</b>	<b>418935652</b>	<b>46669314</b>	<b>89.9766</b>	<b>10.0234</b>

For HINDUSTAN CONSTRUCTION CO. LTD.

NITESH KUMAR JHA  
Company Secretary



## Hindustan Construction Co Ltd

Resolution Required : (Special)		8 - Divestment of entire interest in Steiner Construction SA, Switzerland, a step-down material subsidiary of the Company by Steiner AG, Switzerland, a material subsidiary 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	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
	<b>Total</b>		<b>280950080</b>	<b>99.9106</b>	<b>280950080</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public Institutions	E-Voting	232896213	108106564	46.4183	60877547	47229017	56.3125	43.6875
	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>108106564</b>	<b>46.4183</b>	<b>60877547</b>	<b>47229017</b>	<b>56.3125</b>	<b>43.6875</b>
Public Non Institutions	E-Voting	998930551	76545203	7.6627	76500359	44844	99.9414	0.0586
	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>76545203</b>	<b>7.6627</b>	<b>76500359</b>	<b>44844</b>	<b>99.9414</b>	<b>0.0586</b>
<b>Total</b>		<b>1513028244</b>	<b>465601847</b>	<b>30.7728</b>	<b>418327986</b>	<b>47273861</b>	<b>89.8467</b>	<b>10.1533</b>

For HINDUSTAN CONSTRUCTION CO. LTD.

NITESH KUMAR JHA  
Company Secretary

**Combined Scrutinizer's Report on Remote E-Voting & E-Voting conducted during  
the 97<sup>th</sup> Annual General Meeting of Hindustan Construction Company Ltd.  
held on Wednesday, August 30, 2023**

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 97<sup>th</sup> Annual General Meeting (AGM) of the Equity Shareholders of Hindustan Construction Company Ltd. (HCC) held on Wednesday, August 30, 2023 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, Circular No. 10/2022 dated December 28, 2022 issued by the Ministry of Corporate Affairs (MCA) and in accordance with the Circular dated May 12, 2020, January 15, 2021 May 13, 2022 and January 5, 2023 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 August 3, 2023 as the Scrutinizer for the Remote E-Voting process as well as to scrutinize the electronic voting (E-Voting) conducted during the 97<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.

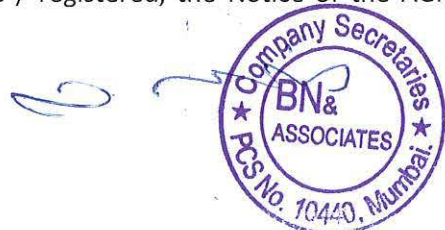
The MCA & SEBI circulars provided an opportunity for the Members to attend and participate in the Annual General Meeting through VC / OAVM, which did not require physical presence of the Members at a common venue. The Notice of AGM including the Audited Financial Statements for the Financial Year 2022-23 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. 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 97<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 97<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 97<sup>th</sup> AGM of the Company, which was held on Wednesday, August 30, 2023.
- 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 its 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 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 published an advertisement prior to sending Notices to the Shareholders on August 4, 2023 in English in 'Business Standard.' newspaper having wide circulation in the district where the Registered Office of the Company is situated and in Marathi in 'Sakal'. The Notice contained the required information as provided under clause IV (a) to (g) of the said circular.
- 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 2022-23 ("Annual Report 2022-23").
- The internal cut-off date for identifying the shareholders to whom the Annual report should be sent was July 28, 2023. As on that date the number of Members were 3,61,916
- The service provider had sent the Notice of the AGM along with the Annual Report 2022-23 and E-Voting details by email to 3,33,715 Members by August 08, 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 AGM



along with Annual Report 2022-23 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 09, 2023 and in Marathi in 'Saka' newspaper dated August 09, 2023. 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 2022-23 by email to the Members on **August 08, 2023**.
- The Cut-off date for the purposes of identifying the Members who will be entitled to vote was Wednesday, **August 23, 2023**.
- As prescribed in the aforesaid Rules, the Remote E-Voting facility was kept open for four days i.e. from **Saturday August 26, 2023 (from 9.00 a.m. IST) To Tuesday August 29, 2023 (up to 5:00 p.m. IST)**
- At the end of the E-Voting period on August 29, 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 97<sup>th</sup> AGM of the Company held through VC / OAVM, on Wednesday, August 30, 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 August 30, 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 Ms. Kashish Tekchandani and Ms. Tejaswini Bhandarkar 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 97<sup>th</sup> AGM are as under:**

Details	Remote E-Voting	E-Voting at AGM	Total voting
Number of Members who cast their votes	709	12	721
Total number of Shares held by them	46,51,47,215	4,59,011	46,56,06,226



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, 2023 including the Audited Standalone Balance Sheet as at March 31, 2023 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, 2023 including the Audited Consolidated Balance Sheet as at March 31, 2023 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>	41,83,33,347	89.847	4,72,70,879	10.153	2,000

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

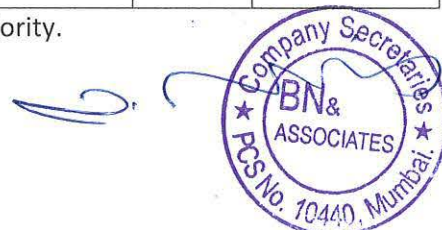
**SPECIAL BUSINESS**

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

**Appointment of Mr. Arun Karambelkar (DIN: 02151606) Non-Executive-Non-Independent Director 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	
<b>Total votes through Remote E-Voting and E-Voting at Meeting</b>	38,83,52,194	83.408	7,72,51,673	16.592	2,359

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



III) Item No. 3 of the Notice (As an Ordinary Resolution):

Appointment of Mr. Aditya Pratap Jain (DIN: 08115375) as a Non-Executive-Non-Independent 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	45,09,17,338	96.846	1,46,85,619	3.154	3,269

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 Dr. Mita Dixit (DIN: 08198165), 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	41,83,66,801	89.855	4,72,36,143	10.145	3,282

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

V) Item No.5 of the Notice (As a Special Resolution):

Alteration of existing Articles of Association of the Company to enable Nomination of Director by Debenture Trustee

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	46,48,11,687	99.830	7,93,264	0.170	1,275

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

VI) Item No.6 of the Notice (As an Ordinary Resolution):

Ratification of Remuneration of Cost Auditors for the financial year 2022-23



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	46,55,46,127	99.987	58,712	0.013	1,387

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

**VII) Item No.7 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.	%age	Nos.	%age	Nos.
Total votes through Remote E-Voting and E-Voting at Meeting	41,89,35,652	89.977	4,66,69,314	10.023	1,260

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

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

**Divestment of entire interest in Steiner Construction SA, Switzerland, a step-down material subsidiary of the Company by Steiner AG, Switzerland, a material subsidiary of the Company**

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	41,83,27,986	89.847	4,72,73,861	10.153	4,379

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

All the Resolutions mentioned in the Notice of 97<sup>th</sup> AGM dated August 03, 2023 as per the details above stand **PASSED** under E-Voting (including Remote E-voting) conducted during the voting period and at the 97<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 97<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: F001303E000875902**

Place: Mumbai  
Date: August 30, 2023

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



.....  
1. Ms. Kashish Tekchandani



.....  
2. Ms. Tejaswini Bhandarkar

Countersigned and received the report:



Signed by Mr. Ajit Gulabchand,  
Chairman

Place: Mumbai

Date: August 30, 2023