



HCC/SEC/EGM/2022

February 28, 2022

BSE Limited The Corporate Relationship Dept, 1st 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
---	---

Dear Sir/Madam,

Subject: Intimation of Extra-Ordinary General Meeting of the Company

This is to inform you that an Extra Ordinary General Meeting ("EGM") of the Members of the Company is scheduled to be held on Wednesday, March 23, 2022 at 11.00 a.m. (IST) through Video Conference ("VC") / Other Audio Visual Means ("OAVM") for seeking approval of shareholders for the matters mentioned in the Notice of the EGM.

Pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, notice convening the EGM of the Company is enclosed and the same is also being made available on the website of the Company www.hccindia.com.

Kindly take the same on record.

Thanking you,

Yours Faithfully,
For **Hindustan Construction Company Ltd.**


Vithal P. Kulkarni
Executive Vice President and 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

HINDUSTAN CONSTRUCTION COMPANY LTD.

(CIN: L45200MH1926PLC001228)

Regd. Office: Hincan House, Lal Bahadur Shastri Marg, Vikhroli (West), Mumbai – 400 083, India**Tel.:** +91 22 25751000 **Fax.:** +91 22 25777568 **Website:** www.hccindia.com**NOTICE**

NOTICE is hereby given that the Extra Ordinary General Meeting of the Members of Hindustan Construction Company Ltd. (“the Company”) will be held on Wednesday, March 23, 2022 at 11.00 a.m. through Video Conferencing (“VC”)/Other Audio-Visual Means (“OAVM”) to transact the following businesses:

SPECIAL BUSINESS

1. To approve issuance of Non-Convertible Debentures (“the NCDs”) through private placement as a part of the Debt Resolution Plan of the Company

To consider and, if thought fit, to pass the following resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to and in continuation of the earlier resolutions passed by the Members of the Company, including the resolution passed at the Extra Ordinary General Meeting held on June 29, 2021, the provisions of the Memorandum and Articles of Association of the Company and pursuant to the provisions of Sections 42, 71 and 180 (1)(c) and other applicable provisions of the Companies Act, 2013 (“the Act”) read with the Companies (Prospectus and Allotment of Securities) Rules, 2014 and applicable laws, rules, regulations, notifications, guidelines, circulars and clarifications including but not limited to Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021 and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any modification or re-enactment thereof for the time being in force), consent of the Members of the Company be and is hereby accorded to the Board of Directors (“Board”, which term shall be deemed to include any committee which the Board has constituted or may constitute to exercise its powers, including the powers conferred by this resolution) for issuance and allotment of Secured or Unsecured, Redeemable (whether listed or unlisted), Non-Convertible Debentures having face value of INR 10,00,000 each (Rupees Ten Lakh) at par for an aggregate issue size not exceeding INR 1500 Crore (Rupees One Thousand Five Hundred Crore) (“the NCDs”) through Private Placement, in one or more tranches, as a part of the Debt Resolution Plan of the Company formulated under the Framework prescribed by the Reserve Bank of India (“Resolution Plan”) for consideration other than cash or otherwise, on such terms and conditions as the Board may from time to time approve and as agreed by the Lenders of the Company pursuant to the Resolution Plan.

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all such acts, deeds and things and give such directions as may be deemed necessary or expedient to give effect to the above Resolution”

2. To authorise the Board of Directors to give Guarantees/ Loans and/or make Investments and/or provide Securities in connection with Loans to any person/ other body corporate including subsidiary companies

To consider and, if thought fit, to pass the following resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 186 of the Companies Act (“the Act”) read with the Companies (Meetings of Board and its Powers) Rules, 2014 and other applicable provisions, if any, of the Act, (including any modification or re-enactment thereof for the time being in force) and subject to such approvals, consents, sanctions and permissions as may be necessary, consent of the Members of the Company be and is hereby accorded to the Board of Directors (“Board”, which term shall be deemed to include any committee which the Board has constituted or may constitute to exercise its powers, including the powers conferred by this resolution) to (i) give any guarantee or provide any security in connection with a loan to any other body corporate or person including subsidiary companies (ii) give any loan to any person or other body corporate including subsidiary companies; and (iii) to make investment by way of subscription, purchase or otherwise, the securities of any other body corporate, or otherwise on such terms and conditions as Board may in its absolute discretion deem beneficial in the interest of the Company, in such manner that the additional guarantee proposed to be furnished, loans proposed to be given, investments proposed to be made or security proposed to be provided by the Company, from time to time, in future, pursuant to this resolution shall not exceed INR 5000 Crore (Rupees Five Thousand Crore) at any point of time, in aggregate, notwithstanding that the aggregate of guarantees or loans or security so far given or to be given and/or investment made or to be made and/or securities acquired or to be acquired by the Company may collectively exceed the limits as prescribed under Section 186(2) of the Act.

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all such acts, deeds and things and give such directions as may be deemed necessary or expedient to give effect to the above Resolution”.

3. To approve the restructuring of existing Optionally Convertible Debentures (“Existing OCDs”) issued by the Company

To consider and, if thought fit, to pass the following resolution as a **Special Resolution**:

“**RESOLVED THAT** in addition to the resolutions passed by the Members of the Company at the Extra Ordinary General Meeting held on January 5, 2017, the Annual General Meetings held on July 6, 2017 and July 12, 2018 and pursuant to the letter No. CFD/DIL-1/YJ/ AG/15251/2018 dated May 24, 2018, issued by Securities and Exchange Board of India (“SEBI”), and provisions of the Memorandum and Articles of Association of the Company and pursuant to applicable laws, regulations and rules, notifications, guidelines, circulars and clarifications, consent of the Members of the Company be and is hereby accorded for restructuring of the following existing Optionally Convertible Debentures issued by the Company through private placement (“Existing OCDs”) by extending their tenure upto 13 years and modifying their terms and conditions, if required, in such manner as may be determined by the Board (“Board”, which term shall be deemed to include any committee which the Board has constituted or may constitute to exercise its powers, including the powers conferred by this resolution) from time to time and agreed with the Existing OCDs holders.

Sr. No.	Bank Name	OCD Amt (₹ Crore)
1	Union Bank of India	38.57
2	Axis Bank	97.45
3	Bank of Baroda	65.32
4	Bank of Maharashtra	9.27
5	Canara Bank	179.59
6	Central Bank of India	22.01
7	DBS Bank	12.36
8	EXIM Bank	13.97
9	Federal Bank	22.16
10	ICICI Bank	78.75
11	IDBI Bank	154.88
12	IFCI Ltd	46.52
13	Indian Bank	24.65
14	Indian Overseas Bank	25.74
15	Jammu & Kashmir Bank	37.60
16	State Bank of India	82.03
17	NABARD	14.22
18	Punjab National Bank	227.26
19	SREI	36.67
20	Standard Chartered Bank	2.26
	Total	1,191.28

RESOLVED FURTHER THAT the Board be and is hereby authorised to change the redemption schedule, security, and any other terms and conditions of the Existing OCDs, if required, for implementing the Resolution Plan, on such terms and conditions as may be determined by it from time to time and agreed with the Existing OCDs holders.

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all such acts, deeds and things and give such directions as may be deemed necessary or expedient to give effect to the above Resolution”

4. To authorise the Board of Directors to enter into and implement the Resolution Plan of the Company and to deal with all other matters in relation to the Resolution Plan

To consider and, if thought fit, to pass the following resolution as a **Special Resolution**:

“**RESOLVED THAT** in addition to the resolution passed by the Members of the Company at the Extra Ordinary General Meeting held on June 29, 2021 and pursuant to the provisions of the Memorandum and Articles of Association of the Company and the provisions of the Companies Act, 2013 (“the Act”) and other applicable laws, regulations and rules, notifications, guidelines, circulars and clarifications, the Board of Directors (“Board”, which term shall be deemed to include any committee which the Board has constituted or may constitute to exercise its powers, including the powers conferred by this resolution) be and is hereby authorised to enter into and implement the Resolution Plan (including approving, discussing, finalizing, and executing the necessary agreements /documents pursuant to the Resolution Plan) and to deal with all other matters in relation to the Resolution Plan on such terms and conditions as may be determined by the Board from time to time and agreed with the Lenders.

RESOLVED FURTHER THAT Board be and is hereby authorised to negotiate, finalise, amend and take all necessary action required on behalf of the Company to enter into and implement the Resolution Plan and to do all such acts, deeds and things and give such directions as may be deemed necessary or expedient to give effect to the Resolution Plan agreed with the lenders.

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all such acts, deeds and things and give such directions as may be deemed necessary or expedient to give effect to the above Resolution”

By Order of the Board
For **Hindustan Construction Company Ltd.**

Vithal P. Kulkarni
Company Secretary

Registered Office:

Hincon House,
Lal Bahadur Shastri Marg,
Vikhroli (West),
Mumbai 400 083

Place : Mumbai

Date : February 03, 2022

NOTES – FORMING PART OF THE NOTICE

1. The Explanatory Statement pursuant to the provisions of Section 102 of the Companies Act, 2013 ("the Act"), in respect of the businesses mentioned under Item numbers 1, 2, 3 and 4 of the Notice dated February 03, 2022, is appended hereto.
2. In view of the massive outbreak of the COVID-19 pandemic, social distancing is a norm to be followed and pursuant to the Circular No. 14/2020 dated April 08, 2020, Circular No.17/2020 dated April 13, 2020 followed by Circular No. 20/2020 dated May 05, 2020 and Circular No. 20/2021 dated December 08, 2021 and all other relevant circulars issued by the Ministry of Corporate Affairs from time to time ("MCA Circulars"), physical attendance of the Members to the EGM venue is not required and general meeting can be held through video conferencing ("VC") or other audio-visual means ("OAVM").

In compliance with the Act, the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 and the MCA Circulars, the Extra Ordinary General Meeting of the Company ("EGM") is being held through VC/OAVM and Members can attend and participate through VC/OAVM.

The detailed procedure for participating in the Meeting through VC/OAVM is annexed herewith and is also available at the Company's website i.e. www.hccindia.com.
3. Pursuant to the Circular No. 14/2020 dated April 08, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the Members is not available for this EGM. However, the Body Corporates are entitled to appoint authorised representatives to attend the EGM through VC/OAVM and participate there at and cast their votes through e-voting.
4. The Members can join the EGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the EGM through VC/OAVM will be made available for 1000 Members on first come first served basis. This will not include large Members (Members holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the EGM without restriction on account of first come first served basis.
5. The attendance of the Members attending the EGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Act.
6. Since the EGM will be held through VC/OAVM, the Route Map is not annexed in this Notice.
7. The SEBI has decided that securities of listed companies can be transferred only in dematerialized form with effect

from April 1, 2019. In view of the above and to avail various benefits of dematerialisation, Members are advised to dematerialize shares that are held by them in physical form. Members can contact the Company or Company's Registrar and Transfer Agents, TSR Darashaw Consultants Private Limited ("TCPL") for assistance in this regard.

8. Please note that in accordance with the provisions of Section 72 of the Act, Members are entitled to make nominations in respect of the Equity Shares held by them. Members desirous of making nominations may procure the prescribed form SH-13 from TCPL and have it duly filled, signed, and sent back to them, in respect of shares held in physical form. Members holding shares in Dematerialised mode should file their nomination with their Depository Participant (DP).
9. **The Members are requested to:**
 - a) Intimate change in their registered address, if any, to TCPL at C-101, 1st Floor, 247 Park, L.B.S Marg, Vikhroli (West), Mumbai-400083 in respect of their holdings in physical form.
 - b) Notify immediately any change in their registered address to their Depository Participants in respect of their holdings in electronic form.
 - c) Non-Resident Indian Members are requested to inform TCPL immediately of the change in residential status on return to India for permanent settlement.

10. Green Initiative

The MCA and the SEBI have encouraged paperless communication as a contribution to greener environment.

In compliance with the aforesaid MCA Circulars and the SEBI Circular dated May 12, 2020, Notice of the EGM of the Company, inter-alia, indicating the process and manner of remote e-voting is being sent by electronic mode, to all those Members whose e-mail IDs are registered with their respective Depository Participants.

For Members who have not registered their email address and holding shares in physical mode are requested to register their e-mail IDs with TCPL and holding shares in Demat mode are requested to register their e-mail IDs with the respective Depository Participants (DPs) in case the same is still not registered.

If there is any change in the e-mail ID already registered with the Company, Members are requested to immediately notify such change to TCPL in respect of shares held in physical form and to their respective DPs in respect of shares held in electronic form.

Members may also note that the Notice of the Extra Ordinary General Meeting of the Company is also available on the Company's website www.hccindia.com.

11. Voting

Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the MCA, the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the EGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a Member using remote e-Voting system as well as voting on the date of the EGM will be provided by NSDL.

Any person holding shares in physical form and non-individual Members, who acquires shares of the Company and becomes Member of the Company after the notice is sent through e-mail and holding shares as of the cut-off date i.e., Wednesday, March 16, 2022, may obtain the login ID and password by sending a request at evoting@nsdl.co.in or Issuer/RTA. However, if you are already registered with NSDL for remote e-voting, then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password" or "Physical User Reset Password" option available on www.evoting.nsdl.com or call on toll free no. 1800 1020 990 and 1800 22 44 30. In case of Individual Members holding securities in demat mode who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date i.e. Wednesday, March 16, 2022 may follow steps mentioned in this Notice of the EGM under "Access to NSDL e-Voting system."

In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the EGM has been uploaded on the website of the Company at www.hccindia.com. The Notice can also be accessed from the websites of the Stock Exchanges i.e., BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively and the EGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e., www.evoting.nsdl.com.

EGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 08, 2020, and MCA Circular No. 17/2020 dated April 13, 2020, MCA Circular No. 20/2020 dated May 05, 2020, and MCA Circular No. 20/2021 dated December 08, 2021.

12. THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER:

The remote e-voting period begins on Saturday, March 19, 2022, at 09:00 A.M. and ends on Tuesday, March 22, 2022,

at 05:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e., Wednesday, March 16, 2022, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being Wednesday, March 16, 2022.

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:





Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting and joining virtual meeting for individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	1. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the " Beneficial Owner " icon under " Login " which is available under ' IDeAS ' section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on " Access to e-Voting " under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

	<p>2. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nSDL.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nSDL.com/SecureWeb/IdeasDirectReg.jsp</p> <p>3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nSDL.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p> <p>4. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</p> <p>NSDL Mobile App is available on</p> <p> App Store  Google Play</p> <div style="display: flex; justify-content: space-around;">   </div>
--	--

<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi. After successful login of Easi/ Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. NSDL where the e-Voting is in progress.
<p>Individual Shareholders (holding securities in demat mode) login through their depository participants</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p>

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 or 022-23058542-43

B) Login Method for e-Voting and joining virtual meetings for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.

b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
 - c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
 - a) Click on "**Forgot User Details/Password?**" (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) **Physical User Reset Password?**" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.

- c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
 8. Now, you will have to click on "Login" button.
 9. After you click on the "Login" button, Home page of e-Voting will open.

Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.

How to cast your vote electronically and join General Meeting on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join General Meeting".
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to evoting.hcc@gmail.com with a copy marked to evoting@nsdl.co.in.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the

correct password. In such an event, you will need to go through the "[Forgot User Details/Password?](#)" or "[Physical User Reset Password?](#)" option available on www.evoting.nsdl.com to reset the password.

3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to Ms. Pallavi Mhatre, Manager, NSDL at evoting@nsdl.co.in

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to secretarial@hccindia.com.
2. In case shares are held in demat mode, please provide DPID-CLID (16-digit DPID + CLID or 16-digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to secretarial@hccindia.com. If you are an Individual shareholder holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e., **Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.**
3. Alternatively, shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020, on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

13. THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE EGM ARE AS UNDER: -

1. The procedure for e-Voting on the day of the EGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the EGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the EGM.

3. Members who have voted through Remote e-Voting will be eligible to attend the EGM. However, they will not be eligible to vote at the EGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the EGM shall be the same person mentioned for Remote e-voting.

14. INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE EGM THROUGH VC/OAVM ARE AS UNDER:

1. Member will be provided with a facility to attend the EGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of "VC/OAVM link" placed under "**Join General meeting**" menu against company name. You are requested to click on VC/OAVM link placed under Join General Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Members who would like to express their views or ask questions during the EGM may register themselves as a speaker by sending their request along with their questions from their registered email address mentioning their name, DP ID and Client ID/ folio number, PAN, mobile number via email at secretarial@hccindia.com latest by Friday, March 18, 2022 (5:00 p.m.). Those Members who have registered themselves as a speaker will only be allowed to express their views/ ask questions during the EGM.

The Company reserves the right to restrict the number of speakers depending on the availability of time for the EGM.

15. Mr. B. Narasimhan, Proprietor, B N & Associates, Practicing Company Secretary (Membership No. FCS 1303 and Certificate of Practice No. 10440) and failing him Mr. Venkataraman K, Practicing Company Secretary (Membership No. ACS 8897 and Certificate of Practice No. 12459) have been appointed as the Scrutinizers to scrutinize the remote e-Voting process and voting at EGM, in a fair and transparent manner and they have communicated willingness to be appointed and shall be available for the same purpose.
16. The Scrutinizer shall, immediately after the conclusion of voting at the EGM, first count the votes cast during the EGM, thereafter, unblock the votes cast through remote e-Voting and make a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing who shall countersign the same. The voting results along with the consolidated Scrutinizer's Report shall be submitted to the Stock Exchanges i.e., BSE and NSE within two working days of conclusion of the EGM by the Company.
17. The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company and on the website of NSDL immediately after the declaration of results by the Chairman or a person authorized by him in writing. The results shall also be uploaded on the BSE and the NSE Portal.

Subject to receipt of requisite number of votes, the Resolutions shall be deemed to be passed on the date of the EGM i.e. Wednesday, March 23, 2022.

By Order of the Board
For **Hindustan Construction Company Ltd.**

Vithal P. Kulkarni
Company Secretary

Registered Office:
Hincon House,
Lal Bahadur Shastri Marg,
Vikhroli (West),
Mumbai 400 083

Place : Mumbai
Date : February 03, 2022

ANNEXURE TO THE NOTICE

AS REQUIRED BY SECTION 102 OF THE COMPANIES ACT, 2013 ("THE ACT"), THE FOLLOWING EXPLANATORY STATEMENT SETS OUT ALL MATERIAL FACTS RELATING TO THE BUSINESSES MENTIONED UNDER ITEM NUMBERS 1, 2, 3 and 4 OF THE ACCOMPANYING NOTICE DATED FEBRUARY 03, 2022

Item No. 1

To meet the working capital and long-term capital expenditure requirements, the Company had availed from time-to-time various credit facilities by way of rupee term loans, working capital loans, non-fund-based facilities from consortium of banks and financial institutions and had also issued Non-Convertible Debentures, Optionally Convertible Debentures, to the banks and financial institutions.

The Company had also provided Guarantees and Put Options to certain creditors ("the Lenders") of Lavasa Corporation Limited, step-down subsidiary of the Company, which have been invoked and have become liability of the Company which are proposed to be restructured. The Company is in advanced discussions with the Lenders to enter and implement a Debt Resolution Plan in relation to the Facilities and the guarantee and put obligations (the Debt Resolution Plan), in accordance with the Reserve Bank of India (Prudential Framework for Resolution of Stressed Assets) Directions, 2019 dated June 7, 2019, and pursuant to the approval granted by the Members at their Extra Ordinary General Meeting held on June 29, 2021.

The Lenders have, now, agreed that the Guarantee and Put Obligations will be restructured and converted to Secured or Unsecured, Redeemable (whether listed or unlisted), Non-convertible Debentures ("the NCDs"), to be issued by the Company as agreed with the Lenders for consideration other than cash.

The Company is also required to issue NCDs for consideration other than cash, to Life Insurance Corporation of India ("LIC") in place of the existing NCDs and conversion of existing term loan. In aggregate, the Company shall be issuing NCDs for an amount not exceeding INR 1500 Crore (One Thousand Five Hundred Crore) in aggregate having face value of INR 10,00,000 (Rupees Ten Lakh) each.

In terms of the provisions of Section 42 of the Companies Act, 2013 read with the Companies (Prospectus and Allotment of Securities) Rules, 2014 ("the Rules"), any Company offering or making an invitation to subscribe or issuing Non-Convertible Debentures through private placement, is required to obtain prior approval of its Members by way of a Special Resolution.

Accordingly, the approval of the Members is being sought by way of a Special Resolution under Sections 42, 71 and 180 (1) (c) of the Companies Act, 2013 read with the Rules made there under, to enable the Company to offer or invite subscription for Secured or Unsecured Redeemable (whether listed or

unlisted), Non-convertible Debentures ("the NCDs") through private placement, in one or more tranches, for an amount not exceeding INR 1500 Crore (Rupees One Thousand Five hundred Crore) in aggregate to the Lenders for consideration other than cash or otherwise, during the period of one year from the date of passing of the Resolution at Item No. 1 within the overall borrowing limits of the Company, as approved by the Members from time to time with the authority to the Board to determine the terms and conditions including security to be offered.

Statement of Disclosure as required under Rule 14(1) of the Companies (Prospectus and Allotment of Securities) Rules, 2014 is as follows:

(a) Particulars of the offer including date of passing of Board Resolution

Issuance of the NCDs for an amount not exceeding in aggregate INR 1500 Crore (Rupees One Thousand Five Hundred Crore) in one or more tranches to Lenders, through private placement at such interest rates and on such terms and conditions including tenure, as may be determined by the Board. **Date of passing of Board resolution:** February 03, 2022

(b) Kinds of securities offered and the price at which security is being offered

The NCDs will be issued at face value of INR 10,00,000 (Rupees Ten Lakh) each

(c) Basis or justification for the price (including premium, if any) at which the offer or invitation is being made

The NCDs will be issued at face value of INR 10,00,000 (Rupees Ten Lakh) in terms of the Resolution Plan.

(d) Name and address of valuer who performed valuation

Not Applicable.

(e) Amount which the Company intends to raise by way of such securities

Nil, as the NCDs will be issued against restructuring of existing debt under the Resolution Plan for an amount not exceeding INR 1500 Crore (Rupees One Thousand Five Hundred Crore).

(f) (i) Material terms of raising such securities

The NCDs will be issued against restructuring of existing debt for an amount not exceeding INR 1500 Crore (Rupees One Thousand Five Hundred Crore) having face value of INR 10,00,000 (Rupees Ten Lakh) each on such other terms and conditions and tenure as may be determined by Board.

(ii) Proposed time schedule

Allotment shall be completed with-in 1 (One) year from the date of the Resolution passed by the Members of the Company in this regard.

(iii) Purpose or Objects of the Offer

The NCDs shall be issued against restructuring of existing debt under the Resolution Plan.

(iv) Contribution being made by the promoters or directors either as part of the offer or separately in furtherance of objects

Nil

(v) Principal terms of assets charged as securities

The principal amount of the NCDs, issued along with all interest due will be secured by way of charge on assets of the Company in favour of the Debenture Trustee, in such manner as may be mutually decided by the Board and Debenture Trustee.

The Board recommends the Special Resolution as set out at Item No. 1 of the accompanying Notice, for Members' approval.

None of the Directors, Key Managerial Personnel or their respective relatives are in any way concerned or interested, financially or otherwise, in the resolution mentioned at Item No. 1 of this Notice except to the extent of their respective shareholding in the Company, if any.

In connection with above, the Company shall be required to provide a Corporate Guarantee to Lenders of the SPV. In addition to the above, the Company may be required to furnish Corporate Guarantee to any other body corporate or person as determined by the Board from time to time.

The provisions of Section 186 of the Act read with the Companies (Meetings of Board and its Powers) Rules, 2014, as amended to date, provides that without the prior approval of Members by means of a Special Resolution passed at a general meeting, no Company is permitted to, directly or indirectly, (i) give any guarantee or provide security in connection with a loan to any other body corporate or person; (ii) give any loan to any person or other body corporate; and (iii) acquire by way of subscription, purchase or otherwise, the securities of any other body corporate, exceeding sixty percent of its paid-up share capital, free reserves and securities premium account or one hundred per cent of its free reserves and securities premium account, whichever is more.

In view of the above and considering the long-term business plans of the Company, prior approval of the Members is being sought by way of Special Resolution for authorizing the Board of Directors of the Company to (i) give any guarantee or provide any security in connection with a loan to any other body corporate or person including subsidiary companies (ii) give any loan to any person or other body corporate including subsidiary companies; and (iii) to make investment by way of subscription, purchase or otherwise, the securities of any other body corporate, or otherwise on such terms and conditions as Board may in its absolute discretion deem beneficial in the interest of the Company, in such manner that the additional guarantee, loans, security, investments or securities proposed to be provided or given or made or acquired by the Company, from time to time, in future, pursuant to this resolution shall not exceed INR 5000 Crore (Rupees Five Thousand Crore) at any point of time.

The Board recommends the Special Resolution as set out at Item No. 2 of the accompanying Notice, for Members' approval.

None of the Directors, Key Managerial Personnel or their respective relatives are in any way concerned or interested, financially or otherwise, in the resolution mentioned at Item No. 2 of this Notice except to the extent of their respective shareholding in the Company, if any.

Item No. 3

In accordance with the approval accorded by the Members at the Extra Ordinary General Meeting held on January 5, 2017, inter alia, for the offer and issue of Optionally Convertible Debentures ("OCDs") of face value of INR 1000 (Rupees One Thousand) each on preferential basis, to the lenders ("S4A Lenders") pursuant to the implementation of the Reserve Bank of India's ("RBI") Scheme for Sustainable Structuring of Stressed Assets for the Company ("S4A Scheme") and as per the terms and conditions specified in relation to Part B debt of the S4A Scheme in the financing documents executed by

Item No. 2

Hindustan Construction Company Ltd. ("the Company"), as part of the Debt Resolution Plan undertaken by its lenders ("the Lenders") in terms of the directions contained under the Reserve Bank of India (Prudential Framework for Resolution of Stressed Assets) Directions, 2019 dated June 7, 2019 issued by the Reserve Bank of India ("RBI") is in the process of monetising arbitration awards and claims, available to it. In recent years the sheer number of awards, claims and corresponding litigation has risen considerably, resulting in financial stress, and putting a damper on growth.

Further to the above and to address and resolve the asset-liability mismatch faced by the Company due to lengthier realization of awards and claims, the Members at their Extra Ordinary General Meeting held on June 29, 2021, had granted their approval to the Company to implement the Debt Resolution Plan authorizing the Company to sell, transfer, hive off, assign, dispose-off or otherwise transfer to Prolifer Resolution Private Limited ("the SPV"), economic / beneficial interest in (i) awards of up to INR 2749 Crore (Rupees Two Thousand Seven Hundred Forty-Nine Crore) and (ii) claims of up to INR 2136 Crore (Rupees Two Thousand One Hundred Thirty-Six Crore), both accounted by the Company as per method of accounting regularly employed; (iii) awards & claims of up to INR 4315 Crore (Rupees Four Thousand Three Hundred Fifteen Crore) made by the Company, however, yet to be accounted (collectively, "the Claim Monetisation Asset") along with transfer of liability not exceeding INR 4000 Crore (Rupees Four Thousand Crore) ("the Assigned Lenders Debt") as may be agreed to and decided by the Board.

the Company with Milestone Trusteeship Services Private Limited who were appointed to act as the debenture trustee for the OCDs ("Debenture Trustee") including the Debenture Trust Deed dated January 20, 2017 (as amended) and in accordance with the approval accorded by the Members at the Annual General Meeting of the Company, held on July 6, 2017, the Company had allotted 1,46,71,590 OCDs to the S4A Lenders, in aggregate, across three tranches viz., on January 6, 2017, January 19, 2017 and July 17, 2017, in separate series as per the security structure set out in the financing documents ("S4A Agreements").

With the consent of the Members in their Annual General Meeting held on July 12, 2018, the tenure of the said OCDs was extended to 10 years from the date of allotment by the Company.

In connection with the Debt Resolution Plan approved by the Members at their Extra Ordinary General Meeting held on June 29, 2021, it is proposed to extend the tenure upto 13 years and modifying their terms and conditions, if required, in such manner as may be determined by the Board and agreed with the Lenders:

Sr. No.	Bank Name	OCD Amt (₹ Crore)
1	Union Bank of India	38.57
2	Axis Bank	97.45
3	Bank of Baroda	65.32
4	Bank of Maharashtra	9.27
5	Canara Bank	179.59
6	Central Bank of India	22.01
7	DBS Bank	12.36
8	EXIM Bank	13.97
9	Federal Bank	22.16
10	ICICI Bank	78.75
11	IDBI Bank	154.88
12	IFCI Ltd	46.52
13	Indian Bank	24.65
14	Indian Overseas Bank	25.74
15	Jammu & Kashmir Bank	37.60
16	State Bank of India	82.03
17	NABARD	14.22
18	Punjab National Bank	227.26
19	SREI	36.67
20	Standard Chartered Bank	2.26
	Total	1,191.28

Accordingly, consent of the Members of the Company is hereby sought by way of Special Resolution for restructuring of the existing Optionally Convertible Debentures issued by the Company on a private placement basis ("**Existing OCDs**") by

extending their tenure up to 13 years and/or, modifying such terms and conditions viz. redemption schedule, security, if any, etc. as may be determined by the Board from time to time and agreed with the Existing OCDs holders.

The Board recommends the Special Resolution as set out at Item No. 3 of the accompanying Notice, for Members' approval.

None of the Directors, Key Managerial Personnel or their respective relatives are in any way concerned or interested, financially or otherwise, in the resolution mentioned at Item No. 3 of this Notice except to the extent of their respective shareholding in the Company, if any.

Item No. 4

Hindustan Construction Company Ltd. ("the Company"), as part of the Debt Resolution Plan undertaken by its lenders (the "Lenders") in terms of the directions contained under the Reserve Bank of India (Prudential Framework for Resolution of Stressed Assets) Directions, 2019 dated June 7, 2019 issued by the Reserve Bank of India ("RBI") is in the process of monetising arbitration awards and claims, available to it.

Further to the above and to address and resolve the asset-liability mismatch faced by the Company due to lengthier realization of awards and claims, the Members at their Extra Ordinary General Meeting held on June 29, 2021, had granted their approval to the Company to implement the Debt Resolution Plan authorizing the Company to sell, transfer, hive off, assign, dispose-off or otherwise transfer to Prolific Resolution Private Limited ("the SPV"), economic / beneficial interest in (i) awards of up to INR 2749 Crore (Rupees Two Thousand Seven Hundred Forty-Nine Crore) and (ii) claims of up to INR 2136 Crore (Rupees Two Thousand One Hundred Thirty-Six Crore), both accounted by the Company as per method of accounting regularly employed; (iii) awards & claims of up to INR 4315 Crore (Rupees Four Thousand Three Hundred Fifteen Crore) made by the Company, however, yet to be accounted (collectively, "the Claim Monetisation Asset") along with transfer of liability not exceeding INR 4000 Crore (Rupees Four Thousand Crore) ("the Assigned Lenders Debt") as may be agreed to and decided by the Board.

The amount identified above will be initially novated/assigned by the Company to the SPV. The final amount of debt along with the economic and beneficial interest in awards and claims to be assigned will depend on when precisely the Resolution Plan will close, as the debt amount to be carved out will include all overdues till the date of implementation of Resolution Plan. The ratio of assigned awards and claims to total debt will be up to 2.3 times depending on the total debt and mix of awards and claims as agreed with the Lenders. The proposed Resolution Plan provides adequate flexibility and discretion to the Board to finalise the terms of the sale/transfer or disposal of these awards and claims in consultation with Lenders, advisors, experts, or other authorities as may be required.

In addition to above, as per the requirement of the Lenders, the Company shall be required to provide a Corporate Guarantee to Lenders of the SPV up to the amount as may be agreed with them.

The Members of the Company at their Extra Ordinary General Meeting held on June 29, 2021, had also authorised the Board of directors to subsequently sell/transfer/dilute or otherwise dispose up to 51% of its equity shareholding in the SPV to / in favour of an identified entity, including to a strategic partner, investor identified by Lenders or otherwise, special purpose vehicle, trust or to any person, not being the promoter or promoter group or any party not related to the promoter/promoter group for an aggregate consideration of INR 100 Crore (Rupees One Hundred Crore) (approx.) of which an amount aggregating to INR 25 Crore (Rupees Twenty-Five Crore) (approx.) being brought in the form of equity infusion and INR 75 Crore (Rupees Seventy-Five Crore) (approx.) in the form of Priority Debt.

The return on the investment to the identified investor entity will be limited and capped to a maximum of 35% and the Board has already been authorised to negotiate and finalise the same.

The consent of the Members be and is hereby sought for authorising the Board to enter into and implement the Resolution Plan (including approving, discussing, finalizing, and executing the necessary agreements /documents pursuant to the Resolution Plan) and to deal with all other matters in relation to the Resolution Plan on such terms and conditions as may be determined by the Board from time to time and agreed with the existing lenders.

The Board recommends the Special Resolution as set out at Item No. 4 of the accompanying Notice, for Members' approval.

None of the Directors, Key Managerial Personnel or their respective relatives are in any way concerned or interested, financially or otherwise, in the resolution mentioned at Item No. 4 of this Notice except to the extent of their respective shareholding in the Company, if any.

All documents referred to in the Notice and the Explanatory Statement would be available for inspection at the Registered Office of the Company between 11.00 a.m. to 1.00 p.m. on all working days except Saturdays, up to and including the date of the Extra Ordinary General Meeting of the Company.

By Order of the Board
For **Hindustan Construction Company Ltd.**

Vithal P. Kulkarni
Company Secretary

Registered Office:

Hincon House,
Lal Bahadur Shastri Marg,
Vikhroli (West),
Mumbai 400 083

Place : Mumbai

Date : February 03, 2022