

HCC/SEC/EGM/2022

May 30, 2022

<b>BSE Limited</b> The Corporate Relationship Dept, 1st Floor, Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai-400 001. <b>Scrip Code : 500185</b>	<b>National Stock Exchange of India Ltd</b> Exchange Plaza, Bandra-Kurla Complex, Bandra (East), Mumbai-400 051. <b>Scrip Code : HCC</b>
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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, June 22, 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](http://www.hccindia.com).

Kindly take the same on record.

Thanking you,

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

  
**Nitesh Kumar Jha**  
Company Secretary

Encl: As above.

**HINDUSTAN CONSTRUCTION COMPANY LTD.**

(CIN: L45200MH1926PLC001228)

**Regd. Office:** Hincan House, Lal Bahadur Shastri Marg, Vikhroli (West), Mumbai 400 083, India**Tel.:** +91 22 2575 1000 **Fax:** +91 22 2577 7568 **E-mail:** secretarial@hccindia.com **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, June 22, 2022 at 11.00 a.m. through Video Conferencing ("VC")/Other Audio-Visual Means ("OAVM") to transact the following business:

**SPECIAL BUSINESS****1. Re-appointment of Mr. Arjun Dhawan (DIN : 01778379) as a Whole-time Director of the Company for a period of 5 years commencing from April 01, 2022**

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

**"RESOLVED THAT** pursuant to the provisions of Sections 152, 196, 203 and other applicable provisions of the Companies Act, 2013 ("the Act") read with Schedule V of the Act, the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, Regulation 17(1C) and other applicable Regulations of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any modification or re-enactment thereof for the time being in force) and the Articles of Association of the Company and subject to other sanctions, approvals and permissions as may be required and subject to such conditions and modifications as may be imposed or prescribed by any of the authorities while granting such sanctions, approvals and permissions and based on the recommendation of the Nomination and Remuneration Committee and the approval of the Board of Directors, Mr. Arjun Dhawan (DIN:01778379) be and is hereby re-appointed as a Whole-time Director of the Company for a period of 5 years w.e.f. April 01, 2022, not liable to retire by rotation, on the terms & conditions contained in the draft Agreement to be entered with Mr. Arjun Dhawan.

**RESOLVED FURTHER THAT** the remuneration payable to Mr. Arjun Dhawan, specifically described in the explanatory statement annexed with the Notice, as recommended by the Nomination and Remuneration Committee and approved by the Board of Directors, shall be placed for the approval of the Members upon receipt of consent of the lenders as envisaged in Schedule V of the Companies Act, 2013 or after implementation of Resolution Plan resulting in Company having no default subsisting, whichever is earlier.

**RESOLVED FURTHER THAT** the Board of the Directors 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.****Nitesh Kumar Jha**  
**Company Secretary****Registered Office:**

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

Place: Mumbai

Date: May 12, 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 business mentioned under Item number 1 of the Notice dated May 12, 2022, is appended hereto.

Details of the Director seeking re-appointment in pursuance of the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with Secretarial Standards-2 on General Meetings, as applicable are annexed to this Notice.

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, Circular No. 20/2020 dated May 05, 2020, Circular No. 20/2021 dated December 08, 2021 and Circular No. 03/2022 dated May 05, 2022 and all other relevant Circulars issued 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 and 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 EGM through VC/OAVM is annexed herewith and is also available at the Company's website i.e. [www.hccindia.com](http://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 to this Notice.
7. The SEBI has decided that securities of listed companies can be transferred only in dematerialized form with effect from April 01, 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 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, 1<sup>st</sup> 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 Members 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 EGM is also available on the Company's website [www.hccindia.com](http://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 and Disclosure Requirements) Regulations 2015 (as amended), and the MCA Circulars, 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 Member 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, June 15, 2022, may obtain the login ID and password by sending a request at [evoting@nsdl.co.in](mailto: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](http://www.evoting.nsdl.com) or call on toll free nos. 1800 1020 990 and 1800 22 44 30. In case of Individual

Member 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, June 15, 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](http://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](http://www.bseindia.com) and [www.nseindia.com](http://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](http://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, MCA Circular No. 17/2020 dated April 13, 2020, MCA Circular No. 20/2020 dated May 05, 2020, MCA Circular No. 20/2021 dated December 08, 2021 and MCA Circular No. 3/2022 dated May 05, 2022.

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

The Remote e-Voting period begins on Saturday, June 18, 2022, at 09:00 A.M. and ends on Tuesday, June 21, 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, June 15, 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, June 15, 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 09, 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 IDs 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	<ol style="list-style-type: none"> <li>Existing <b>IDeAS</b> user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the "<b>Beneficial Owner</b>" icon under "<b>Login</b>" which is available under '<b>IDeAS</b>' 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 "<b>Access to e-Voting</b>" under e-Voting services and you will be able to see e-Voting page. Click on Company name or <b>e-Voting service provider i.e. NSDL</b> 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 &amp; voting during the meeting.</li> <li>If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select "<b>Register Online for IDeAS Portal</b>" or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a>.</li> <li>Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> 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 held 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 <b>e-Voting service provider i.e. NSDL</b> 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 &amp; voting during the meeting.</li> </ol>

	<p>4. Shareholders/Members can also download NSDL Mobile App “<b>NSDL Speede</b>” facility by scanning the QR code mentioned below for seamless voting experience.</p> <p><b>NSDL Mobile App is available on</b></p> <p> <b>App Store</b>     <b>Google Play</b></p> <div style="display: flex; justify-content: space-around;">   </div>
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> <li>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 <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on New System Myeasi.</li> <li>After successful login of Easi/ Easiest the user will be also able to see the E Voting Menu. The Menu will have links of <b>e-Voting service provider i.e. NSDL</b>. Click on <b>NSDL</b> to cast your vote.</li> <li>If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></li> <li>Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. <b>NSDL</b> where the e-Voting is in progress.</li> </ol>

Individual Shareholders (holding securities in demat mode) login through their depository participants	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.
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**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 <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> 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 <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> 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?**

- 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 e-Services 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 :

<b>Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical</b>	<b>Your User ID is:</b>
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 who hold 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](http://www.evoting.nSDL.com).
  - b) **Physical User Reset Password?**” (If you are holding shares in physical mode) option available on [www.evoting.nSDL.com](http://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](mailto: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 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.
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, Shareholders/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.

### **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. or upload their Board Resolution / Power of Attorney / Authority Letter by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab on this screen.
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 nos.: 1800 1020 990 and 1800 22 44 30 or send a request to Ms. Pallavi Mhatre, Senior 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 Resolution 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.

### **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 cast their vote on the Resolution 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 from their registered email address mentioning their name, DP ID and Client ID/ folio number, PAN, mobile number, email ID via email at secretarial@hccindia.com latest by Saturday, June 11, 2022 (5:00 p.m.). The same will be replied by the Company suitably. 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) has been appointed as the Scrutinizer to scrutinize the Remote e-Voting process and voting at EGM, in a fair and transparent manner and he has 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, June 22, 2022.

By Order of the Board

For **Hindustan Construction Company Ltd.**

**Nitesh Kumar Jha**  
**Company Secretary**

**Registered Office:**

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

Place: Mumbai

Date : May 12, 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 BUSINESS MENTIONED UNDER ITEM NUMBER 1 OF THE ACCOMPANYING NOTICE DATED MAY 12, 2022.**

### Item No. 1

As the tenure of Mr. Arjun Dhawan, who was appointed by the Members of the Company at their Annual General Meeting held on July 06, 2017, as the Group CEO & Whole-time Director of the Company for a period of 5 years commencing from April 01, 2017, was expiring on March 31, 2022, the Board of Directors ("the Board") in its Meeting held on March 23, 2022, has, based on the recommendation made by the Nomination and Remuneration Committee re-appointed him as a Whole-time Director of the Company for a period of 5 years with effect from April 01, 2022, subject to approval of the Members of the Company. The Board has, in its Meeting held on March 23, 2022, also appointed him as Vice Chairman of the Board.

As recommended by the Nomination and Remuneration Committee, the Board has, in its Meeting held on March 23, 2022, also approved the payment of following remuneration for a period of 3 years with effect from April 01, 2022 subject to approval of the Members of the Company to be obtained post receipt of consent of the Lenders as envisaged in Schedule V of the Companies Act, 2013 or after implementation of Resolution Plan resulting in Company having no default subsisting, whichever is earlier.

(Amt in ₹)

Financial Year	Annual Salary	Perquisites & Allowances (Per annum)	Retirals (Per annum)	Total (Per annum)
2022-23	2,33,25,581	2,33,25,581	33,48,838	5,00,00,000
2023-24	2,56,51,163	2,56,51,163	36,97,674	5,50,00,000
2024-25	2,79,76,744	2,79,76,744	40,46,512	6,00,00,000

In order to comply with the provisions of Regulation 17(1C) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, which mandates the Listed Companies to obtain approval of the Members in the next General Meeting or within a time period of three months from the date of appointment/re-appointment of a Director by the Board, the approval of the Members of the Company is hereby sought by way of a Special Resolution for the re-appointment of Mr Arjun Dhawan as Whole-time Director of the Company for a period of 5 years w.e.f. April 01, 2022.

The proposal for obtaining approval of the Members for payment of remuneration to Mr. Arjun Dhawan as referred above shall be placed in the General Meeting to be held post receipt of consent of the Lenders as envisaged in Schedule V of the Companies Act, 2013 or after implementation of the Resolution Plan, resulting in Company having no default subsisting, whichever is earlier.

Draft of the agreement to be entered into between the Company and Mr. Arjun Dhawan with respect to his re-appointment is available for inspection by the Members at the Registered Office of the Company between 11.00 a.m. and 1.00 p.m. on any working day of the Company, excluding Saturday, till the date of the EGM. The Board recommends the passing of the Special Resolution set out at Item No. 1 of this Notice for approval by the Members of the Company.

Details of Mr. Arjun Dhawan in pursuance of the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure

Requirements) Regulations, 2015 read with Secretarial Standards-2 on General Meetings, as applicable are annexed to this Notice.

Except Mr. Arjun Dhawan, who is interested to the extent of his re-appointment as set out at Item 1 of this Notice and Mr. Ajit Gulabchand, Chairman & Managing Director of the Company who is father-in-law of Mr. Arjun Dhawan, none of the other Directors, Key Managerial Persons (KMPs) 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.

By Order of the Board

For **Hindustan Construction Company Ltd.**

**Nitesh Kumar Jha**  
Company Secretary

**Registered Office:**

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

Place: Mumbai

Date : May 12, 2022

**(FOR ITEM NUMBER 1)**

Details of the Director seeking re-appointment at the Extra Ordinary General Meeting in pursuance of the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with Secretarial Standards-2 on General Meetings, as applicable.

<b>Name of the Director</b>	<b>Mr. Arjun Dhawan</b>
DIN	01778379
Date of Birth	July 19, 1976
Qualification	MBA from Harvard Business School and BA in Mathematics and Economics from Middlebury College
Date of Appointment	April 1, 2017 (Re- appointment : April 1, 2022)
Brief Resume	<p>Mr. Arjun Dhawan is presently designated as the Vice Chairman and Whole-time Director of Hindustan Construction Company Ltd. (HCC). With a group turnover of ₹ 10,821.86 Cr, the HCC Group of companies comprise of HCC, HCC Infrastructure Ltd and Steiner AG (Switzerland). Mr. Dhawan oversees the management of these companies which have a knowledge asset of more than 1,700 officers, including 1,100 engineers; and employs around 13,000 workers at project sites.</p> <p>Mr. Dhawan's track record includes the completion of many large engineering projects of national importance and the successful development of ₹ 7,500 Cr of infrastructure concessions through Public Private Partnership with the Indian Government. Mr. Dhawan has previously served as HCC Group's Chief Executive Officer and President &amp; CEO of HCCs concessions arm. He also led the acquisition of Steiner AG, which is among Switzerland's largest real estate contractor developers, for the HCC Group.</p> <p>Mr. Dhawan is an active member of the World Economic Forum. Within the WEF's Strategic Infrastructure Initiative, he helps develop best practices to promote well-structured, bankable infrastructure projects globally. Mr. Dhawan also serves as a member of the Confederation of Indian Industry's (CII) Infrastructure Council.</p> <p>During his tenure as the Group Chief Executive Officer &amp; Whole-time Director of HCC, there have been significant achievements, some of which are listed sequentially below:</p> <ul style="list-style-type: none"> <li>• Between FY17 and FY18, HCC exited from non-core businesses to reduce costs, minimise risk and focus the management team on the core E&amp;C business.</li> <li>• Prevented impact of Lavasa IBC on HCC through settlements with numerous Lavasa lenders/ARCs having HCC Corporate Guarantees (Oct 2018), while also achieving an overall saving of ₹ 439 Cr.</li> <li>• Revamped the risk management practices in the Company and materially reduced overheads.</li> <li>• Completed S4A restructuring of the Company, thereby resolving issues relating to unsustainable debt of the Company in FY17.</li> <li>• Raised ₹ 498 Cr through Rights Issue and infused liquidity in the Company at a delicate time and despite a challenging market environment, and post S4A restructuring.</li> <li>• Order intake of ₹ 8,832 Cr from FY 2018 to FY 2022, despite limited / no access to BGs (₹ 4,720 Cr in FY21 and FY22) through a combination of PMC/JVs, thereby preserving important Company pre-qualifications and driving annuity income.</li> <li>• 22 complex projects commissioned and operationalised, including Kishanganga HEP, Bogibeel Bridge, DGNP Dry Dock, DMRC projects – 3 packages etc.</li> <li>• Supreme Court struck down Section 87 of the Amendment of the Arbitration &amp; Conciliation Act, a major benefit to the entire industry, which paved way for execution of arbitration awards.</li> </ul>

	<ul style="list-style-type: none"> <li>• Completed ~ ₹ 3,300 Cr worth of asset sales in FY21 [including 100% sale of Farakka-Raiganj Highways Ltd (FRHL) BOT], conciliations and monetisation of awards &amp; claims, resulting in ₹ 1,145 Cr reduction of group debt and higher liquidity to HCC, materially reducing enterprise risk and putting HCC on a stronger turnaround path. The fully developed and monetized concessions have resulted in a substantial return of capital to the Group, besides driving substantial EPC revenue and margin to HCC.</li> <li>• Achieved material financial savings to HCC through strong commercial negotiations while handling numerous parties simultaneously: (i) In Aug'21, completed Xander exit from HCC Concessions Ltd., with a negotiated pay out of ₹ 225 Cr, against Xander's initial investment of ₹ 235 Cr in Sept'11. (ii) In Sept'21, completed OTS with Yes Bank for HCC Infrastructure Companies resulting in savings of ₹ 106 Cr; (iii) Achieved ₹ 534 Cr savings while negotiating and closing OTS with Badarpur Faridabad SPV creditors.</li> <li>• In February 2022, signed binding terms with Cube Highways for 100% sale of Baharampore-Farakka Highways Ltd. (BFHL) at enterprise value ₹ 1279 Cr, which will lead to a material increase in liquidity to the Group of ~ ₹ 900 Cr at closing, and material revenue share (similar to FRHL sale) for life of concession.</li> <li>• Currently spearheading a highly complex debt resolution plan involving over 25 financial institutions. The RP is close to completion with 100% Bank Board approvals in place and expected closure in Q1FY23; a significant deleveraging of HCC books and availability of HCC NFBs will be the outcome of RP implementation, putting HCC on an investment grade growth path.</li> <li>• Led organisational transformation by bringing in a new leadership team at key positions including CEO, COO, CFO, CHRO, General Counsel, CS and certain key function heads.</li> <li>• Meaningful contributions to the construction industry while driving important policy changes via multiple industry bodies.</li> <li>• Led management of the Client tree and sustained strong relationships with Ministries, Clients and PwDs, including through difficult periods for the Company. Repeatedly achieved solutions that preserved HCC's reputation/PQ during this time, while executing for Clients.</li> <li>• Steered the company successfully through the COVID19 pandemic with minimal loss of life through effective measures and protocols, while also ensuring that the operations are not adversely impacted.</li> </ul> <p>Prior to starting his career at HCC, Mr. Dhawan acquired expertise in the area of investment management across various businesses and industries. As Managing Director of Arya Capital Management in Mumbai and with Trellus Management Company in New York, Mr. Dhawan managed portfolios of equity investments. Earlier with Banc of America Securities, he helped build a proprietary investment group that oversaw capital focused on distressed assets. Mr. Dhawan began his career as an Investment Banker in New York with the Leveraged Finance Groups of Donaldson, Lufkin &amp; Jenrette and Credit Suisse First Boston. His transaction experience covers leveraged buyout, high yield, M&amp;A and equity transactions in the healthcare, media, telecom, automotive, energy and technology industries.</p>
Relationship with Directors	He is son-in-law of Mr. Ajit Gulabchand, Chairman & Managing Director and is not related to any other Director of the Company.
Expertise in specific functional areas	Global experience in the area of investment management across various businesses and industries. He has also built group expertise in asset management that extends from pricing of risk and project finance, to construction management, O&M and monetization.

No. of Board Meetings attended during the year	6
Directorships held in other Companies and Bodies Corporate including listed Companies, if any	Baharampore-Farakka Highways Ltd., HCC Concessions Ltd., Steiner India Ltd., HCC Infrastructure Company Ltd., AVG Hotels Pvt. Ltd., Arya Capital Management Pvt. Ltd. (Debt Listed), Maharani Holdings Pvt. Ltd. and Dhawan Management Pvt. Ltd.
Listed Entities from which resigned as a Director in past 3 years	Arya Capital Management Pvt. Ltd. (Debt Listed)
Chairman/Member of the Committee of the Board of Directors in other Companies including listed Companies, if any	<p><b>HCC Concessions Ltd</b></p> <p>Nomination and Remuneration Committee – Member, Corporate Social Responsibility Committee – Chairman, Executive Committee - Chairman</p> <p><b>Baharampore – Farakka Highways Ltd</b></p> <p>Nomination and Remuneration Committee – Member, Corporate Social Responsibility Committee – Chairman</p>
Number of Shares held in the Company	Nil