



HCC/SEC/EGM/2022

March 23, 2022

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

Sub.: Voting Results of the Extra Ordinary General Meeting

Please find enclosed details of the Voting Results of the Extra Ordinary General Meeting of the Company held on Wednesday, March 23, 2022 at 11.00 a.m. through Video Conferencing ("VC")/Other Audio Visual Means ("OAVM") in the format as prescribed under Regulation 44(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 together with Combined Scrutinizer's Report.

Thanking you,

Yours faithfully
For Hindustan Construction Company Ltd.


Vithal P Kulkarni
Executive Vice President & Company Secretary

Encl.: As above

Hindustan Construction Co Ltd

Resolution Required : (Special)		1 - Approval of issuance of Non-Convertible Debentures ("the NCDs") through private placement as a part of the Debt Resolution Plan of the Company.							
Whether promoter/ promoter group are interested in the agenda/resolution?									
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes –Against	% of Votes in favour on votes polled	% of Votes against on votes polled	No. of votes Invalid
Promoter and Promoter Group	E-Voting	525214871	524963471	99.9521	524963471	0	100.0000	0.0000	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	Total		524963471	99.9521	524963471	0	100.0000	0.0000	0
Public Institutions	E-Voting	385753655	228888828	59.3355	223631214	5257614	97.7030	2.2970	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	Total		228888828	59.3355	223631214	5257614	97.7030	2.2970	0
Public Non Institutions	E-Voting	602059718	19005356	3.1567	18898461	106895	99.4376	0.5624	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	Total		19005356	3.1567	18898461	106895	99.4376	0.5624	0
Total		1513028244	772857655	51.0802	767493146	5364509	99.3059	0.6941	0



For HINDUSTAN CONSTRUCTION CO. LTD.

V. P. KULKARANI
Company Secretary

Hindustan Construction Co Ltd

Resolution Required : (Special)		2 - Authorisation to 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.							
Whether promoter/ promoter group are interested in the agenda/resolution?									
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes –Against	% of Votes in favour on votes polled	% of Votes against on votes polled	No. of votes Invalid
Promoter and Promoter Group	E-Voting	525214871	524963471	99.9521	524963471	0	100.0000	0.0000	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	Total		524963471	99.9521	524963471	0	100.0000	0.0000	0
Public Institutions	E-Voting	385753655	228888828	59.3355	223631214	5257614	97.7030	2.2970	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	Total		228888828	59.3355	223631214	5257614	97.7030	2.2970	0
Public Non Institutions	E-Voting	602059718	19005629	3.1568	18737203	268426	98.5877	1.4123	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	Total		19005629	3.1568	18737203	268426	98.5877	1.4123	0
Total		1513028244	772857928	51.0802	767331888	5526040	99.2850	0.7150	0



For HINDUSTAN CONSTRUCTION CO. LTD.

V. P. KULKARANI
Company Secretary

Hindustan Construction Co Ltd

Resolution Required : (Special)		3 - Approval of the restructuring of existing Optionally Convertible Debentures ("Existing OCDs") issued by the Company.							
Whether promoter/ promoter group are interested in the agenda/resolution?									
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes –Against	% of Votes in favour on votes polled	% of Votes against on votes polled	No. of votes Invalid
Promoter and Promoter Group	E-Voting	525214871	524963471	99.9521	524963471	0	100.0000	0.0000	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	Total		524963471	99.9521	524963471	0	100.0000	0.0000	0
Public Institutions	E-Voting	385753655	228888828	59.3355	223631214	5257614	97.7030	2.2970	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	Total		228888828	59.3355	223631214	5257614	97.7030	2.2970	0
Public Non Institutions	E-Voting	602059718	19006106	3.1568	18839387	166719	99.1228	0.8772	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	Total		19006106	3.1568	18839387	166719	99.1228	0.8772	0
Total		1513028244	772858405	51.0802	767434072	5424333	99.2981	0.7019	0



For HINDUSTAN CONSTRUCTION CO. LTD.

V. P. KULKARANI
Company Secretary

Hindustan Construction Co Ltd

Resolution Required : (Special)		4 - Authorisation to 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.							
Whether promoter/ promoter group are interested in the agenda/resolution?									
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes –Against	% of Votes in favour on votes polled	% of Votes against on votes polled	No. of votes Invalid
Promoter and Promoter Group	E-Voting	525214871	524963471	99.9521	524963471	0	100.0000	0.0000	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	Total		524963471	99.9521	524963471	0	100.0000	0.0000	0
Public Institutions	E-Voting	385753655	228888828	59.3355	223631214	5257614	97.7030	2.2970	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	Total		228888828	59.3355	223631214	5257614	97.7030	2.2970	0
Public Non Institutions	E-Voting	602059718	19004026	3.1565	18904256	99770	99.4750	0.5250	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	Total		19004026	3.1565	18904256	99770	99.4750	0.5250	0
Total		1513028244	772856325	51.0801	767498941	5357384	99.3068	0.6932	0



For HINDUSTAN CONSTRUCTION CO. LTD.


V. P. KULKARANI
 Company Secretary

**Combined Scrutinizer's Report on Remote E-voting & E-Voting conducted during
the Extra ordinary General Meeting of Hindustan Construction Company Limited
held on Wednesday, March 23, 2022.**

To,
The Chairman,
Hindustan Construction Company Limited
HINCON House,
LBS Marg,
Vikhroli (West)
Mumbai 400083

Sub.: E-voting Results of the Resolution(s) passed at the Extraordinary General Meeting (EGM) of the Equity Shareholders of Hindustan Construction Company Limited (HCC) held on Wednesday, March 23, 2022 by means of Video Conferencing (VC) / Other Audio Visual Means (OAVM) at 11.00 am (IST) in compliance with the General Circulars No. 20/2020 dated May 5, 2020 read with Circular No 14/2020 dated April 8, 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) and in accordance with the Circulars dated May 12, 2020 and January 15, 2021 issued by the Securities and Exchange Board of India (SEBI) (collectively referred to as "MCA & SEBI Circulars")

I, B. Narasimhan, Proprietor of B N & Associates, Company Secretaries, have been appointed by the Board of Directors of **Hindustan Construction Company Limited** (*hereinafter referred to as the "Company" or "HCC"*) at its Meeting held on February 3, 2022 as the Scrutinizer for the Remote E-voting process as well as to scrutinize the electronic voting (E-Voting) conducted during the EGM, pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and in accordance with Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended from time to time) read with MCA & SEBI Circulars issued in this connection, providing relaxation for the manner in which the EGM shall be held and conducted through VC or OAVM.

Members could attend and participate in the EGM through VC / OAVM, which did not require physical presence of the Members at a common venue. The Notice of EGM had been sent through electronic mode to Members on their e-mail ids as made available from the Benpos provided by the two depositories. The MCA & SEBI Circulars provide for relaxation in the conduct of the EGM, sending of the Notices and the manner of voting at the meeting, which was necessitated on account of the outbreak of COVID -19 pandemic. I say, I am familiar and well versed with the concept of electronic voting system as prescribed under the said Rules and the relaxations as provided in the MCA & SEBI Circulars.

As mentioned in the Notice of EGM, the proceedings of the EGM will be deemed to be conducted at the Registered Office of the Company which shall be the deemed Venue of the EGM.

Report on e-Voting Scrutiny:

- The Company had appointed National Securities Depositories Limited ('NSDL') as the e-Voting Service Provider ('EVSP'), for the purpose of providing the facility of remote e-Voting to the Members of the Company and extending the same during the EGM and also for conducting the EGM through Video Conferencing/Other Audio visual Means; TSR DARASHAW Consultants Private Limited (TCPL) are the Registrar and Transfer Agents ('RTA') of the Company.
- The EVSP had provided a system for recording the votes of the Members electronically through remote e-voting as well as during the meeting on all the items of the business sought to be transacted in the EGM of the Company, which was held on Wednesday, March 23, 2022.
- The Service Provider had set up electronic voting facility on its website, <https://evoting.nsdl.com> The Company had uploaded all the items of the business to be transacted at the EGM on the website of the Company www.hccindia.com and also it's Service Provider and also on the websites of Stock Exchanges viz., BSE Limited and National Stock Exchange of India Limited to facilitate the Members to cast their vote through Remote E-Voting as well as E-Voting.
- The Management of the Company is responsible for ensuring compliance with the requirements of the Act and the Rules there under and SEBI Listing Regulations.
- My responsibility as the Scrutinizer of the voting process (through e-Voting), was restricted to scrutinize the e-Voting process, in a fair and transparent manner and to prepare a Scrutinizer's Report of the votes cast in favour and against the resolutions as stated in the Notice, based on the reports generated from the e-Voting system provided by EVSP.
- As prescribed in clause IV of the Circular dated May 5, 2020 issued by MCA, which is forming part of the Applicable Circulars, the Company had released an advertisement in Mumbai, prior to sending Notice of the EGM to the Members which was published in English in 'Business Standard' newspaper dated February 18, 2022 and in Marathi in 'Sakal' newspaper dated February 18, 2022. The Notice contained the required information as provided under clause IV (a) to (f) of the said circular. By the said advertisement, the members who had not registered their email ids with the Company or RTA or with the respective Depository Participant viz. National Securities Depository Limited ("NSDL") and the Central Depository Services (India) Limited ("CDSL") to do so and to the extent, details provided by the shareholders were considered for sending the Notice of the EGM

The internal cut-off date for sending the Notice of EGM was 18th February 2022. As on that date the number of shareholders were 3,35,189 The service provider had sent the Notice of the EGM containing the E-voting details by email to 3,03,743 Members on February 28, 2022 whose Email Ids were made available by the Depositories or were registered with the Company / RTA. For those Members, whose email ids were not available / registered, the Notice of the EGM could not be sent. The Notices sent through email contained the detailed procedure to be followed by the Members to cast their votes electronically as provided in the Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended and as provided in the MCA & SEBI CIRCULARS.



- The Company completed the dispatch of Notice of EGM by email to the Members on February 28, 2022.
- The Cut-off date for the purposes of identifying the Members who will be entitled to vote was **Wednesday March 16, 2022**.
- As prescribed in the aforesaid Rules, the Remote E-Voting facility was kept open for four days i.e. from **Saturday March 19, 2022 (from 9.00 A.M. IST) To Tuesday March 22, 2022 (up to 5:00 P.M. IST)**
- As prescribed in clause (v) of sub rule 4 of the Rule 20 of the Companies (Management and Administration) Rules, 2014, and the circular dated 5th May 2020 issued by MCA the Company also released an advertisement, which was published more than 21 days before the date of the EGM in English in 'Business Standard' newspaper dated March 1, 2022 and in Marathi in 'Sakal' newspaper dated March 1, 2022 in Mumbai edition. The notice published in the newspaper carried the required information as specified in Sub Rule 4(v) (a) to (h) of the said Rule 20.
- At the end of the e-voting period on March 22, 2022 at 5.00 P.M. IST, the voting portal of the service provider was blocked forthwith. NSDL provided me the names, DP ID/ folio numbers and shareholding of Members who had cast their votes through remote e-voting. At the EGM of the Company held through VC / OAVM, on Wednesday March 23, 2022, the facility to vote electronically was provided to facilitate those Members who attended the meeting through VC / OAVM but could not participate in the Remote E-voting to cast their votes. On March 23, 2022, after tabulating the votes cast electronically by the system provided by NSDL, the votes cast through Remote E-Voting facility were duly unblocked by me as a Scrutinizer in the presence of Mr. Gautam Golui and Mr. Ajay Tawate who acted as the witnesses, as prescribed in Sub Rule 4(xii) of the said Rule 20. After the voting by electronic means, the votes cast through remote E-voting process and at the EGM were tabulated for the purpose of considering the total votes cast by the Members.
- Thereafter, I, as scrutinizer, duly compiled details of the Voting carried out by the Members during the voting period and at the EGM, the details of which are as follows:

The results of the Remote E-voting together with the E-voting conducted during the EGM are as under:

Details	Remote E-voting	E-Voting at EGM	Total voting
Number of Members who cast their votes	729	9	738
Total number of Shares held by them	76,95,38,394	33,20,534	77,28,58,928
Valid votes	As per details provided under each one of the Resolution(s) mentioned hereunder.		
Abstained / less voted /invalid	As mentioned under each of the Resolution.		

Note:

1. Percentage of votes cast in favour or against the resolutions is calculated based on the Valid Votes cast through E-Voting during the voting period and at the EGM.



2. The votes are not considered valid on account of abstained from voting or voting for lesser number of shares than actually held (to the extent not voted) as on the cut off date.

I) Item No. 1 of the Notice (As a Special Resolution):

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

Manner of Voting	Votes in favour of the resolution		Votes against the resolution		Abstained/ less voted / invalid Nos.
	Nos.	%age	Nos.	%age	
Total votes through Remote e-voting and E-voting at meeting	76,74,93,146	99.306	53,64,509	0.694	1,273

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

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

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

Manner of Voting	Votes in favour of the resolution		Votes against the resolution		Abstained/ less voted / invalid Nos.
	Nos.	%age	Nos.	%age	
Total votes through Remote e-voting and E-voting at meeting	76,73,31,888	99.285	55,26,040	0.715	1,000

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

III) Item No. 3 of the Notice (As a Special Resolution):

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

Manner of Voting	Votes in favour of the resolution		Votes against the resolution		Abstained/ less voted / invalid Nos.
	Nos.	%age	Nos.	%age	
Total votes through Remote e-voting and E-voting at meeting	76,74,34,072	99.298	54,24,333	0.702	523

Item No. 3 of Notice stands **PASSED** with the requisite majority.

IV) Item No. 4 of the Notice (As a Special Resolution):



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

Manner of Voting	Votes in favour of the resolution		Votes against the resolution		Abstained/ less voted / invalid Nos.
	Nos.	%age	Nos.	%age	
Total votes through Remote e-voting and E-voting at meeting	76,74,98,941	99.307	53,57,384	0.693	2,603

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

All the four Resolutions mentioned in the Notice of EGM dated February 3, 2022 as per the details above stand **PASSED** under E-voting (including Remote E-voting) conducted during the voting period and at the EGM with requisite majority and hence deemed to be passed as on the date of the EGM. I hereby confirm that I am maintaining the soft copy of the Registers received from the NSDL, the Service Provider in respect of the votes cast through E-voting conducted during the voting period and at the EGM by the Members of the Company. All other relevant records relating to E-voting are under my safe custody and will be handed over to the Company Secretary for safe keeping.
Thanking you,

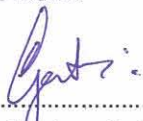
Yours faithfully,
**For BN & Associates
Company Secretaries**



**CS B Narasimhan
(Proprietor)
(FCS No. 1303 COP No.: 10440)
UDIN NO: F001303C003018691**

Place: Mumbai
Date: March 23, 2022

The following were the witnesses to the unblocking the votes cast through Remote E-voting and E-voting at the EGM.


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1. Mr. Gautam Golui


.....
2. Mr. Ajay Tawate

Countersigned and received the report:


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Signed by Mr. Ajit Gulabchand,
Chairman
Place: Mumbai

Date: 23/03/2022