

HC/SEC/ EGM/2021

June 3, 2021

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
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Dear Sir/Madam,

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

This has further to our letter reference no HCC/SEC/2021 dated May 28, 2021 informing the outcome of meeting of the Board of Directors of the Company held on May 27, 2021, we wish to further inform you that an Extra Ordinary General Meeting ("EGM") of the Members of the Company is scheduled to be held on Monday, June 29, 2021, 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 Digitally signed by
Vithal.P.Kulkarni
Date: 2021.06.03
16:13:42 +05'30'

Vithal P Kulkarni
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



HINDUSTAN CONSTRUCTION COMPANY LTD.

(CIN: L45200MH1926PLC001228)

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

Tel.: +91 22 2575 1000 **Fax:** +91 22 2577 7568 **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 Tuesday, June 29, 2021 at 11.00 a.m. through Video Conferencing ("VC")/Other Audio-Visual Means ("OAVM") to transact the following businesses: -

SPECIAL BUSINESS

1. Transfer of Economic / Beneficial interest in arbitration awards and claims to Prolific Resolution Private Limited, a wholly owned subsidiary of the Company (the "SPV")

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

"RESOLVED THAT pursuant to Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013 (the "Act") and the Rules made thereunder (including any amendment(s) thereto or any statutory modification(s) and/or re-enactment thereof, for the time being in force), applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "SEBI LODR Regulations") including amendments thereto and other applicable regulations, the Memorandum and Articles of Association of Hindustan Construction Company Ltd. (the "Company") and subject to applicable statutes and regulations and requisite approvals, consents and clearances, including from the bankers, financial institutions or other statutory authorities, if required, consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (the "Board"), which term includes a committee constituted by the Board or any person authorized by the Board to exercise the powers conferred on the Board by this Resolution), to sell, transfer, hive-off, assign, dispose-off or otherwise transfer to Prolific Resolution Private Limited, a wholly owned subsidiary of the Company, (the "SPV") economic / beneficial interest in (i) awards of up to ₹ 2749 Cr (Rupees Two Thousand Seven Hundred Forty-Nine Crore only) and (ii) claims of up to ₹ 2136 Cr (Rupees Two Thousand One Hundred Thirty-Six Crore only), both accounted by the Company as per method of accounting regularly employed; (iii) awards & claims of up to ₹ 4315 Cr (Rupees Four Thousand Three Hundred Fifteen Crore only) made by the Company, however, yet to be accounted (collectively, the "Claim Monetisation Asset") along with transfer of liability not exceeding ₹ 4000 Cr (Rupees Four Thousand Crore only) (the "Assigned Lenders Debt") as may be agreed to and decided by the Board.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorised to finalize the manner and method of sale, transfer or hiving off or assignment or disposal of the Claim Monetization Assets, the Assigned Lenders Debt and execute all necessary agreements (including such representations, warranties, indemnities and covenants as may be customary in such transactions), deeds and documents and subsequent modifications thereto; resolve or settle any question, difficulty, dispute or doubt; and to take such actions and to give all such directions as may be necessary or desirable and further delegate the powers/authorities expressly or impliedly granted under this resolution to any of its committees, employees/officers of the Company, authorized representative(s) etc.; hire any consultant(s), agent(s), advisor(s) etc., make necessary applications to statutory or regulatory authorities, if required, and generally to do or undertake such activities and execute such documents as the Board may in its absolute discretion deem fit, without the necessity of seeking any further consent or approval from Members of the Company unless, obtaining of such further consent/approval is mandatory under the provisions of any law."

2. Disposal of Company's shareholding in Prolific Resolution Private Limited, a wholly owned subsidiary of the Company (the "SPV")

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

"RESOLVED THAT pursuant to Regulation 24 (5) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "SEBI LODR Regulations") including amendments thereto and other applicable regulations and applicable provisions, if any, of the Companies Act, 2013 (the "Act") and the rules and regulations made thereunder, the Memorandum & Articles of Association of the Company 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 (including any committee constituted by the Board or any person authorized by the Board to exercise the powers conferred on the Board by this Resolution) for sale/transfer/disposal of up to 51% of its shareholding in its wholly owned subsidiary i.e. Prolific Resolution Private Limited (the "SPV") to an identified investor, including to a strategic partner,

investor identified by lenders or otherwise, special purpose vehicle, trust or to any person, for an aggregate consideration of ₹ 100 Cr (Rupees One Hundred Crore only) (approx.) of which an amount aggregating to ₹ 25 Cr (Rupees Twenty-Five Crore only) (approx.) being brought in the form of equity infusion and ₹ 75 Cr (Rupees Seventy-Five Crore only) (approx.) in the form of Priority Debt, post transfer of the Claim Monetisation Assets and Assigned Lenders Debt to the SPV, as may be agreed to and decided by the Board, with powers to the Board to agree and accept such terms and conditions as may be stipulated by the identified investor entity, as aforesaid.

RESOLVED FURTHER THAT the return on investment to the identified investor entity will be limited and capped maximum up to 35% and the Board is authorised to negotiate and finalise the same.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorised to finalize the manner and method of sale or transfer or disposal of the shareholding held in the SPV and execute all necessary agreements (including such representations, warranties, indemnities and covenants as may be customary in such transactions), deeds and documents and subsequent modifications thereto; resolve or settle any question, difficulty, dispute or doubt; and to take such actions and to give all such directions as may be necessary or desirable and further delegate the powers / authorities expressly or impliedly granted under this resolution to any of its committees, employees / officers of the Company, authorized representative(s) etc.; hire any consultant(s), agent(s), advisor(s) etc., make necessary applications to statutory or regulatory authorities, if required, and generally to do or undertake such activities and execute such documents as the Board may in its absolute discretion deem fit, without the necessity of seeking any further consent or approval from Members of the Company unless, obtaining of such further consent/approval is mandatory under the provisions of any law."

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: May 27, 2021

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 and 2 of the Notice dated May 27, 2021 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 issued by the Ministry of Corporate Affairs followed by Circular No. 20/2020 dated May 05, 2020, Circular No. 39/2020 dated December 31, 2020 and Circular No. 02/2021 dated January 13, 2021 and all other relevant circulars issued from time to time, physical attendance of the Members to the EGM/AGM venue is not required and general meeting can be held through video conferencing (VC) or other audio visual means (OAVM).

In compliance with the Companies Act, 2013, the SEBI Listing Regulations and the MCA Circulars, the Extra Ordinary General Meeting of the Company (the EGM) is being held through VC/OAVM and Members can attend and participate in the ensuing EGM through VC/OAVM.

The detailed procedure for participating in the meeting through VC/OAVM is annexed herewith (Refer serial no. 13) 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 and accordingly, the Proxy Form and Attendance Slip are not annexed to this Notice. 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 (Refer para 1 of 'General Guidelines for Shareholders' mentioned under serial no. 13).
4. The Members can join the EGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement 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 Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors and Key Managerial Personnel 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 Companies Act, 2013.
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. All documents referred to in the Notice will also be available for inspection in the electronic form (scanned copy) without any fee by the Members from the date of circulation of this Notice up to the date of EGM, i.e. Tuesday, June 29, 2021. Members seeking to inspect such documents can send an email to secretarial@hccindia.com.
10. **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.

11. 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 Circulars dated May 12, 2020 and January 15, 2021, Notice of the Extra Ordinary General Meeting 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, Members 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 Extra Ordinary General Meeting of the Company is also available on the Company's website www.hccindia.com.

12. 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 Circulars issued by the Ministry of Corporate Affairs dated April 08, 2020, April 13, 2020 and May 05, 2020 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 e-voting on the date of the EGM will be provided by NSDL.

Any person holding shares in physical form and non-individual shareholders, 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. June 22, 2021 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 Shareholders 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. June 22, 2021 may follow steps mentioned in the Notice of the AGM 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, MCA Circular No. 2/2021 dated January 13, 2021 and MCA Circular No. 39/2020 dated December 31, 2020.

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

The remote e-voting period begins on Friday, June 25, 2021 at 09:00 A.M. and ends on Monday, June 28, 2021 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. Tuesday, June 22, 2021, 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 Tuesday, June 22, 2021.

If a person was a Member as on the date of dispatch of the notice but has ceased to be a Member as on the cut-off date i.e. Tuesday, June 22, 2021, he/she shall not be entitled to vote. Such person should treat this Notice for information purpose only.

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.	<ol style="list-style-type: none"> 1. If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under “IDeAS” section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on options available against company name or e-Voting service provider - NSDL and you will be re-directed to NSDL e-Voting website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2. If the user is 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>3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.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 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 options available against company name or e-Voting service provider - 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>
Individual Shareholders holding securities in demat mode with CDSL	<p>1. 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.</p> <p>2. 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.</p> <p>3. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration.</p> <p>4. 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>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Once login, you will be able to see e-Voting option. Once you 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 options available against company name or e-Voting service provider-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 meeting 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.nsd.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 shareholders 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.

14. 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.
5. Members who are present in the meeting through video conferencing facility and have not cast their vote on the resolutions through remote e-voting, shall be allowed to vote through e-voting system during the meeting.
6. The Members who have cast their votes by remote e-voting prior to the EGM may also attend and participate in the EGM but they shall not be entitled to cast their vote again at the EGM.

- Members can opt for only one mode of voting i.e. either by remote e-voting or voting at the EGM by electronic voting. In case Members cast their votes through both the modes, voting done by remote e-voting shall prevail and the votes cast at the EGM shall be treated as invalid.

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

- 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.
 - Members are encouraged to join the Meeting through Laptops for better experience.
 - Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
 - 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.
 - Shareholders 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 via email at secretarial@hccindia.com latest by Friday, June 25, 2021 (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.
- 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.
 - 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. 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.
 - 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 result by the Chairman or a person authorized by him in writing.
The results shall also be uploaded on the BSE Listing Portal and on the NSE NEAPS Portal.
 - Subject to receipt of requisite number of votes, the Resolutions shall be deemed to be passed on the date of the Extra Ordinary General Meeting i.e. Tuesday, June 29, 2021.

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: May 27, 2021

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 AND 2 OF THE ACCOMPANYING NOTICE DATED MAY 27, 2021.

Item Nos. 1 and 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 issued by the Reserve Bank of India ("RBI") under its circular dated June 7, 2019 (the "Prudential Framework"), 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. Furthermore, considerable domain expertise, effort and cost is incurred in managing arbitrations and lengthy litigations. The Lenders have also expressed the need to ring fence the resources required to expedite realization of these receivables.

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, it is proposed to assign identified economic and beneficial interest in awards and claims of the Company, along with a material portion of Company's debts to Prolific Resolution Private Limited, a wholly owned subsidiary of the Company (the "SPV").

To implement the said plan, the Company proposes to sell, transfer, hive off, assign, dispose-off or otherwise transfer to the SPV, economic / beneficial interest in (i) awards of up to ₹ 2749 Cr (Rupees Two Thousand Seven Hundred Forty-Nine Crore only) and (ii) claims of up to ₹ 2136 Cr (Rupees Two Thousand One Hundred Thirty-Six Crore only), both accounted by the Company as per method of accounting regularly employed; (iii) awards & claims of up to ₹ 4315 Cr (Rupees Four Thousand Three Hundred Fifteen Crore only) made by the Company, however, yet to be accounted (collectively, the "Claim Monetisation Asset") along with transfer of liability not exceeding ₹ 4000 Cr (Rupees Four Thousand Crore only) (the "Assigned Lenders Debt") as may be agreed to and decided by the Board. The Company shall be required to provide a Corporate Guarantee to Lenders of the SPV to the tune of 20% of the debt transferred i.e. up to a maximum amount of ₹ 800 Cr (Rupees Eight Hundred Crore only).

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. The Company will 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 ₹ 100 Cr (Rupees One Hundred Crore only) (approx.) of which an amount aggregating to ₹ 25 Cr (Rupees Twenty-Five Crore only) (approx.) being brought in the form of equity infusion and ₹ 75 Cr (Rupees Seventy-Five Crore only) (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 is authorised to negotiate and finalise the same.

At present the SPV is not a material subsidiary of the Company. Upon assignment of economic/ beneficial interest in claims/ awards and transfer of debts to the SPV as mentioned above in Resolution No. 1, the SPV will become the Material Subsidiary of the Company.

As per Regulations 24 (5) of the SEBI Listing Regulations, a listed entity shall not dispose of shares in its material subsidiary company resulting in reduction of its shareholding (either on its own or together with other subsidiaries) to less than or equal to fifty percent or cease the exercise of control over the subsidiary without passing a Special Resolution in its General Meeting. In view of the aforesaid provisions, Company is seeking your approval.

The Board recommends the passing of aforesaid Special Resolutions set out at Item Nos. 1 and 2 of this Notice for approval by the Members of the Company.

In compliance with the General Circular number 20/2020 issued by the MCA, these items are considered unavoidable and form part of this Notice.

None of the Directors, Key Managerial Personnel or their respective relatives are in any way concerned or interested, financially or otherwise, in the resolutions mentioned at Item Nos. 1 and 2 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.**

Vithal P. Kulkarni
Company Secretary

Registered Office:

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

Place: Mumbai

Date: May 27, 2021