

HCC/ SEC/ 2021

September 23, 2021

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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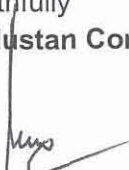
Dear Sir,

Sub.: Voting Results of the 95th Annual General Meeting

Please find enclosed details of the Voting Results of the 95th Annual General Meeting of the Company held on Thursday, September 23, 2021 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
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 Co Ltd

Resolution Required : (Ordinary)			1 - Adoption of the Audited Standalone and Consolidated Financial Statements of the Company for the financial year ended March 31, 2021 together with the Reports of the Board of Directors and Auditors						
Whether promoter/ promoter group are interested in the agenda/resolution?			No						
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
			[1]	[2]	$[3]=\{[2]/[1]\} * 100$	[4]	[5]	$[6]=\{[4]/[2]\} * 100$	$[7]=\{[5]/[2]\} * 100$
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	0.0000
Public Institutions	E-Voting	422034860	118263796	28.0223	85896893	32366903	72.6316	27.3684	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		118263796	28.0223	85896893	32366903	72.6316	27.3684	0
Public Non Institutions	E-Voting	565778513	17459106	3.0859	17310107	148999	99.1466	0.8534	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		17459106	3.0859	17310107	148999	99.1466	0.8534	0
Total		1513028244	660686373	43.6665	628170471	32515902	95.0785	4.9215	0



For HINDUSTAN CONSTRUCTION CO. LTD.


V. P. KULKARANI
 Company Secretary

Hindustan Construction Co Ltd									
Resolution Required : (Ordinary)		2 - Appointment of Mr. Arun Karambelkar (DIN: 02151606) as a Director of the Company, liable to retire by rotation							
Whether promoter/ promoter group are interested in the agenda/resolution?		No							
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
		[1]	[2]	[3]={{[2]/[1]}*100	[4]	[5]	[6]={{[4]/[2]}*100	[7]={{[5]/[2]}*100	[8]
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	422034860	118263796	28.0223	113461115	4802681	95.9390	4.0610	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		118263796	28.0223	113461115	4802681	95.9390	4.0610	0
Public Non Institutions	E-Voting	565778513	17370361	3.0702	17114920	255441	98.5294	1.4706	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		17370361	3.0702	17114920	255441	98.5294	1.4706	0
Total		1513028244	660597628	43.6606	655539506	5058122	99.2343	0.7657	0



For HINDUSTAN CONSTRUCTION CO. LTD.


V. P. KULKARANI
Company Secretary

Hindustan Construction Co Ltd

Resolution Required : (Special)

3 - Appointment of Mr. N. R. Acharyulu (DIN: 02010249) as an Independent Director of the Company

Whether promoter/ promoter group are interested in the agenda/resolution?

No

Category	Mode of Voting	No. of shares held	No. of votes	% of Votes Polled	No. of	No. of	% of Votes in	% of Votes against	No. of votes
			polled	on outstanding shares	Votes – in favour	Votes –Against	favour on votes polled	on votes polled	Invalid
		[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100	[8]
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	422034860	118263796	28.0223	166335	118097461	0.1406	99.8594	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		118263796	28.0223	166335	118097461	0.1406	99.8594	0
Public Non Institutions	E-Voting	565778513	17370271	3.0702	17130899	239372	98.6219	1.3781	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		17370271	3.0702	17130899	239372	98.6219	1.3781	0
Total		1513028244	660597538	43.6606	542260705	118336833	82.0864	17.9136	0



For HINDUSTAN CONSTRUCTION CO. LTD.

V. P. KULKARANI
Company Secretary

Hindustan Construction Co Ltd

Resolution Required : (Ordinary)

4 - Ratification of Remuneration of Cost Auditors for the financial year 2020-21

Whether promoter/ promoter group are interested in the agenda/resolution?

No

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
			[1]	[2]	$[3]=\{[2]/[1]\} * 100$	[4]	[5]	$[6]=\{[4]/[2]\} * 100$	$[7]=\{[5]/[2]\} * 100$
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	422034860	118263796	28.0223	118263796	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		118263796	28.0223	118263796	0	100.0000	0.0000	0
Public Non Institutions	E-Voting	565778513	17451920	3.0846	17242393	209527	98.7994	1.2006	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		17451920	3.0846	17242393	209527	98.7994	1.2006	0
Total		1513028244	660679187	43.6660	660469660	209527	99.9683	0.0317	0

For HINDUSTAN CONSTRUCTION CO. LTD.



V. P. Kulkarani
V. P. KULKARANI
Company Secretary

Hindustan Construction Co Ltd									
Resolution Required : (Special)			5 - Issue of Securities of the Company						
Whether promoter/ promoter group are interested in the agenda/resolution?			No						
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
		[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100	[8]
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	422034860	118263796	28.0223	85730558	32533238	72.4910	27.5090	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		118263796	28.0223	85730558	32533238	72.4910	27.5090	0
Public Non Institutions	E-Voting	565778513	17455010	3.0851	17148404	306606	98.2434	1.7566	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		17455010	3.0851	17148404	306606	98.2434	1.7566	0
Total		1513028244	660682277	43.6662	627842433	32839844	95.0294	4.9706	0



For HINDUSTAN CONSTRUCTION CO. LTD.

V. P. KULKARANI
Company Secretary

**Combined Scrutinizer's Report on Remote E-voting & E-Voting conducted during
the 95th Annual General Meeting of Hindustan Construction Company Ltd.
held on Thursday, September 23, 2021**

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

Sub.: E-voting Results of the Resolution(s) passed at the 95th Annual General Meeting (AGM) of the Equity Shareholders of Hindustan Construction Company Ltd. (HCC) held on Thursday, September 23, 2021 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 Circulars dated April 8, 2020, April 13, 2020 and January 13, 2021 issued by the Ministry of Corporate Affairs (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 BN & Associates, Company Secretaries, have been appointed by the Board of Directors of **Hindustan Construction Company Ltd.** (*hereinafter referred to as the "Company" or "HCC"*) at its Meeting held on June 23, 2021 as the Scrutinizer for the Remote E-voting process as well as to scrutinize the electronic voting (E-Voting) conducted during the 95th AGM, pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and in accordance with Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended from time to time) read with MCA & SEBI Circulars issued in this connection, providing relaxation for the manner in which the AGM shall be held and conducted through VC or OAVM.

Hence, Members could attend and participate in the Annual General Meeting through VC / OAVM, which did not require physical presence of the Members at a common venue. The Notice of AGM including the Audited Financial Statements for the Financial Year 2020-21 had been sent through electronic mode to Members on their e-mail ids as made available from the Benpos provided by the two depositories. The MCA & SEBI Circulars provide for relaxation in the conduct of the AGM, sending the Notices and Annual Reports to the shareholders 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.



The proceedings of the 95th AGM will be deemed to be conducted at the Registered Office of the Company which shall be the deemed Venue of the AGM.

Report on e-Voting Scrutiny:

- The Company had appointed National Securities Depository 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 AGM and also for conducting the 95th AGM 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 95th AGM of the Company, which was held on Thursday, September 23, 2021.
- The Service Provider had set up electronic voting facility on its website, <https://evoting.nsd.com> The Company had uploaded all the items of the business to be transacted at the AGM on the website of the Company www.hccindia.com and also its Service Provider and also on the websites of Stock Exchanges viz., BSE Limited and National Stock Exchange of India Limited to facilitate the Members to cast their vote through Remote E-Voting as well as E-Voting at the AGM.
- The Management of the Company is responsible for ensuring compliance with the requirements of the Act and the Rules there under and SEBI Listing Regulations.
- My responsibility as the Scrutinizer of the voting process (through e-Voting), was restricted to scrutinize the e-Voting process, in a fair and transparent manner and to prepare a Scrutinizer's Report of the votes cast in favour and against the resolutions as stated in the Notice, based on the reports generated from the e-Voting system provided by EVSP.
- As provided in the MCA & SEBI CIRCULARS, the Company had advertised in the newspapers, informing the Members who had not registered their email ids with the Company or RTA or with the respective Depository Participant viz. National Securities Depository Limited ("NSDL") and the Central Depository Services (India) Limited ("CDSL") to do so and to the extent, details were provided by the shareholders were considered for sending the Notice of the AGM and Annual Report for the Financial Year 2020-21 ("Annual Report 2020-21").
- The internal cut-off date for sending the Annual report was 20th August 2021. As on that date the number of shareholders were 2,76,496.
- The service provider had sent the Notice of the AGM along with the Annual Report 2020-21 and E-voting details by email to 2,41,942 Members on August 31, 2021 whose Email Ids were made available by the Depositories or were registered with the Company / RTA. For those Members, whose email ids were not available / registered, the Notice of the AGM along with Annual Report 2020-21 could not be sent. The Notices sent through email contained the detailed procedure to be followed by the Members to cast their votes electronically as



provided in the Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended and as provided in the MCA & SEBI CIRCULARS.

- As prescribed in clause IV of the Circular dated May 5, 2020 issued by MCA, which is forming part of the Applicable Circulars, the Company had released an advertisement in Mumbai, prior to sending Notice of the AGM to the Members which was published in English in 'Business Standard' newspaper dated August 24, 2021 and in Marathi in 'Sakal' newspaper dated August 24, 2021. The Notice contained the required information as provided under clause IV (a) to (f) of the said circular.
- The Company completed the dispatch of Notice of AGM and Annual Report 2020-21 by email to the Members on **August 31, 2021**.
- The Cut-off date for the purposes of identifying the Members who will be entitled to vote was **September 16, 2021**.
- As prescribed in the aforesaid Rules, the Remote E-Voting facility was kept open for four days i.e. from **Sunday, September 19, 2021 (from 9.00 A.M. IST) To Wednesday, September 22, 2021 (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, the Company also released an advertisement, which was published more than 21 days before the date of the AGM in English in 'Business Standard' newspaper dated September 01, 2021 and in Marathi in 'Sakal' newspaper dated September 01, 2021 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 September 23, 2021 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 95th AGM of the Company held through VC / OAVM, on Thursday, September 23, 2021, 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 September 23, 2021, after tabulating the votes cast electronically by the system provided by NSDL, the votes cast through Remote E-Voting facility was duly unblocked by me as a Scrutinizer in the presence of Mr. K Venkataraman and Mrs. Saroj Narasimhan who acted as the witnesses, as prescribed in Sub Rule 4(xii) of the said Rule 20. After the voting by electronic means, the votes cast through remote E-voting process and at the AGM were tabulated for the purpose of considering the total votes cast by the Members.
- Thereafter, I, as scrutinizer, duly compiled details of the Voting carried out by the Members during the voting period and at the AGM, the details of which are as follows:

The results of the Remote E-voting together with the E-voting conducted during the 95th AGM are as under:



Details	Remote E-voting	E-Voting at AGM	Total voting
Number of Members who cast their votes	972	6	978
Total number of Shares held by them	66,05,88,067	98,915	66,06,86,982
Valid votes	As per details provided under each one of the Resolution(s) mentioned hereunder.		
Abstained / less voted /invalid	As mentioned under each of the Resolution.		

Note:

1. Percentage of votes cast in favour or against the resolutions is calculated based on the Valid Votes cast through E-Voting during the voting period and at the AGM.
2. The votes are not considered valid on account of abstained from voting or voting for lesser number of shares than actually held (to the extent not voted) as on the cut off date.

ORDINARY BUSINESS:

I) Item No. 1 of the Notice (As an Ordinary Resolution):

To receive, consider and adopt:

- a) the Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2021 including the Audited Standalone Balance Sheet as at March 31, 2021 and the Standalone Statement of Profit and Loss for the year ended on that date together with the Reports of the Board of Directors and Auditors thereon; and
- b) the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2021 including the Audited Consolidated Balance Sheet as at March 31, 2021 and the Consolidated Statement of Profit and Loss for the year ended on that date together with the Reports of the Auditors thereon.

Manner of Voting	Votes in favour of the resolution		Votes against the resolution		Abstained/ less voted / invalid
	Nos.	%age	Nos.	%age	
Total votes through Remote e-voting and E-voting at meeting	62,81,70,471	95.078	3,25,15,902	4.922	609

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

SPECIAL BUSINESS

II) Item No. 2 of the Notice (As an Ordinary Resolution):

Appointment of Mr. Arun Karambelkar (DIN: 02151606) as a Director of the Company, liable to retire by rotation



Manner of Voting	Votes in favour of the resolution		Votes against the resolution		Abstained/ less voted / invalid Nos.
	Nos.	%age	Nos.	%age	
Total votes through Remote e-voting and E-voting at meeting	65,55,39,506	99.234	50,58,122	0.766	89,354

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

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

Appointment of Mr. N. R. Acharyulu (DIN: 02010249) as an Independent Director of the Company

Manner of Voting	Votes in favour of the resolution		Votes against the resolution		Abstained/ less voted /invalid Nos.
	Nos.	%age	Nos.	%age	
Total votes through Remote e-voting and E-voting at meeting	54,22,60,705	82.086	11,83,36,833	17.914	89,444

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

IV) Item No. 4 of the Notice (As an Ordinary Resolution):

Ratification of Remuneration of Cost Auditors for the financial year 2020-21

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	66,04,69,660	99.968	2,09,527	0.032	7,795

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

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

Issue of Securities of the Company

Manner of Voting	Votes in favour of the resolution		Votes against the resolution		Abstained/ less voted / invalid Nos.
	Nos.	%age	Nos.	%age	
Total votes through Remote e-voting and E-voting at meeting	62,78,42,433	95.029	3,28,39,844	4.971	4,705

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



All the 5 (Five) Resolutions mentioned in the Notice of 95th AGM dated June23, 2021 as per the details above stand **PASSED** under E-voting (including Remote E-voting) conducted during the voting period and at the 95th AGM with requisite majority and hence deemed to be passed as on the date of the AGM.

I hereby confirm that I am maintaining the soft copy of the Registers received from the NSDL, the Service Provider in respect of the votes cast through E-voting conducted during the voting period and at the 95th AGM by the Members of the Company. All other relevant records relating to E-voting are under my safe custody and will be handed over to the Company Secretary for safe keeping.

Thanking you,

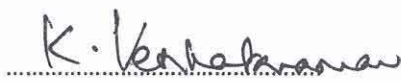
Yours faithfully,
For BN & Associates
Company Secretaries




CS B Narasimhan
(Proprietor)
(FCS No. 1303 COP No.: 10440)
UDIN No: F001303000978400

Place: Mumbai
Date: September 23, 2021

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


1. K Venkataraman


2. Saroj Narasimhan

Countersigned and received the report:

AG
x



Signed by Mr. Ajit Gulabchand,
Chairman & Managing Director
Place: Mumbai

Date: 23/09/2021