



HCC/SEC/2024

May 30, 2024

BSE Limited The Corporate Relationship Dept, 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 Symbol: HCC
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Dear Sir,

Sub: Annual Secretarial Compliance Report for the year ended March 31, 2024

Pursuant to the Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we are attaching herewith the Annual Secretarial Compliance Report for the financial year 2023-24.

Kindly take the above information on record.

Thanking you,

Yours faithfully,

For Hindustan Construction Company Ltd.

NITESH
KUMAR
JHA

Digitally signed by NITEESH KUMAR JHA
DN: cn=PI, o=PERSONAL, title=1979,
pseudoCrym=b59cd8f0ee544d0389ba09
117cb5b07,
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serialNumber=ea62212d884e6778a2857
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DN: cn=PI, o=PERSONAL, title=1979,
pseudoCrym=b59cd8f0ee544d0389ba09
117cb5b07

Nitesh Kumar Jha
Company Secretary

Encl. : As above

Hindustan Construction Co Ltd

Hincon House,
LBS Marg, Vikhroli (West),
Mumbai - 400 083, India
Tel : +91 22 2575 1000 Fax : +91 22 2577 7568
CIN : L45200MH1926PLC001228

www.hccindia.com

**Secretarial Compliance Report of Hindustan Construction Company Limited
For The Financial Year Ended 31st March, 2024**

**To,
The Board of Directors,
Hindustan Construction Company Limited.**

We, BNP & Associates, Practicing Company Secretaries, have examined:

- (a) all the documents and records made available to us and explanations provided by the listed entity,
- (b) the filings/ submissions made by the listed entity to the stock exchanges,
- (c) website of the listed entity,
- (d) any other documents/ filings, as may be relevant, which have been relied upon to make this report,

for the year ended 31st March, 2024 ("Review Period") in respect of the compliance with the provisions of:

- (a) The Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and
- (b) The Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI");

The specific Regulations, whose provisions and the circulars / guidelines issued thereunder, have been examined, include:

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; **(Not applicable to the listed entity during the review period)**
- (e) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;(*)



- (f) Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993;
- (g) Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021;
- (h) The Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018;
- (i) The Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021

Note (*) The Company has also maintained a Structured Digital Database ("SDD"), pursuant to the requirements of regulation 3 (5) and 3 (6) of the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations 2015.

and the circulars/ guidelines issued thereunder;

and based on the above examination, we hereby report that, during the review period:

- (a) The Listed Entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, **except** in respect of matters specified below: -

Sr. No. (a)	Compliance Requirement (Regulations/ circulars/ guidelines/ including specific clause) (b)	Regulation / Circular No. (c)	Deviations (d)	Action Taken by (e)	Type of Action (f)
None					

Details of Violation (g)	Fine Amount (h)	Observations/Remarks of the Practicing Company Secretary (i)	Management response (j)	Remarks (k)
None				

- (b) The Listed Entity has taken the following action to comply with the observations made in previous reports:



Sr. No. (a)	Observations/ Remarks Of the Practicing Company Secretary in the previous reports (PCS) (b)	Observations made in the secretarial compliance report: (c)	Compliance Requirement (Regulations/ circulars/ guidelines including specific clause) (d)	Details of violation / deviations and actions taken / penalty imposed, if any, on the listed entity (e)	Remedial actions, if any, taken by the listed entity (f)	Comments of the PCS on the actions taken by the listed entity (g)
1.	Fixation of Record Dates	FY-2022-23	1. 60 (1) of SEBI (LODR), 2015	The Company has made the prepayment of Non-Convertible Debentures ("NCDs") for an amount aggregating to Rs. 70,00,000/- and had not fixed the record date in advance for the above purpose.	We are informed that the company will initiate necessary steps, if any, as and when required.	No penalty has been imposed on the Company by the Stock Exchanges till the end of the financial year.
2.	Advance intimation of the Record Dates	FY-2022-23	2. 60 (2) of SEBI (LODR), 2015	No intimation to BSE Limited (where the NCDs are listed), about the record date for the prepayment of NCDs of Rs. 70,00,000/-.	We are informed that the company will initiate necessary steps, if any, as and when required.	No penalty has been imposed on the Company by the Stock Exchanges till the end of the financial year.



3	Delay in intimation to Stock Exchanges	FY-2022-23	SEBI/HO/DDHS/P/CIR/2021/613 dated April 13, 2022	(1) There was slight delay in intimation to the Stock Exchange, Information with respect to specifications related to International Securities Identification Number (ISINs) for Debt Securities issued on Private Placement basis.	We are informed that the company will initiate necessary steps, if any, as and when required.	No penalty has been imposed on the Company by the Stock Exchanges till the end of the financial year.
4.	Delay in filing of Document	FY-2022-23	Regulation 24 A of SEBI (LODR) 2015	(2) There was a slight delay due to technical glitch in the site while filing of Annual Secretarial Compliance Report (PDF format) for financial year 2021-22 with BSE Limited. However, the listed entity has	None	No penalty has been imposed on the Company by the Stock Exchanges till the end of the financial year.



				submitted the report in XBRL format within the prescribed time. Further, listed entity Submitted PDF & XBRL format with National Stock Exchange within the prescribed time.		
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We further report that, during the review period the compliance status of the listed entity is appended as below:

Sr. No.	Particulars	Compliance Status (Yes/No/NA)	Observations/Remarks by PCS
1.	<u>Secretarial Standards:</u> The compliances of the listed entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries India (ICSI).	Yes	The Listed entity has generally complied with the requirements of SS-1 and SS-2 respectively in respect of meetings of the Board and its Committees thereof and General meetings of Members as notified by the Central Govt under Section 118 (10) of the Companies Act, 2013.



2.	<u>Adoption and timely updation of the Policies:</u> <ul style="list-style-type: none"> All applicable policies under SEBI Regulations are adopted with the due approval of Board of Directors of the listed entity All the policies are in conformity with SEBI Regulations and have been reviewed and updated timely as per the regulations/circulars/guidelines issued by SEBI 	Yes	None
3.	<u>Maintenance and disclosure on Website:</u> <ul style="list-style-type: none"> The Listed Entity is maintaining a functional website Timely dissemination of the documents/information under a separate section on the website Web-links provided in annual corporate governance reports under Regulation 27(2) are accurate and specific which re-directs to the relevant document(s)/ section of the website 	Yes	None
4.	<u>Disqualification of Directors:</u> None of the Directors of the Company are disqualified under Section 164 of the Companies Act, 2013	Yes	The listed entity has provided the required confirmation on the same and reliance has been placed on the same.
5.	<u>Details related to Subsidiaries of listed entities have been examined w.r.t.:</u> (a) Identification of material subsidiary companies (b) Disclosure requirements of material as well as other subsidiaries	Yes	None
6.	<u>Preservation of Documents:</u> The Listed Entity is preserving and maintaining records as prescribed under SEBI Regulations and disposal of records as per Policy of Preservation of Documents and Archival policy prescribed under SEBI LODR Regulations, 2015	Yes	None



7.	<u>Performance Evaluation:</u> The Listed Entity has conducted performance evaluation of the Board, Independent Directors and the Committees at the start of every financial year as prescribed in SEBI Regulations	Yes	None
8.	<u>Related Party Transactions:</u> (a) The Listed Entity has obtained prior approval of Audit Committee for all Related party transactions (b) In case no prior approval obtained, the listed entity shall provide detailed reasons along with confirmation whether the transactions were subsequently approved/ratified/rejected by the audit committee.	a) Yes b) N/A	None
9.	<u>Disclosure of events or information:</u> The Listed Entity has provided all the required disclosure(s) under Regulation 30 along with Schedule III of SEBI LODR Regulations, 2015 within the time limits prescribed thereunder.	Yes	None
10.	<u>Prohibition of Insider Trading:</u> The Listed Entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015	Yes	None
11.	<u>Actions taken by SEBI or Stock Exchange(s), if any:</u> No action(s) has been taken against the listed entity/its promoters/ directors/ subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and circulars/ guidelines issued thereunder except as provided under separate paragraph herein.	NA	No actions were taken by SEBI or by the Stock Exchanges during the Review Period including under the Standard Operating Procedures issued by SEBI through various circulars.
12.	<u>Resignation of statutory auditors from the listed entity or its material subsidiaries:</u> In case of resignation of statutory auditor from the listed entity or any of its material subsidiaries during the financial year, the listed entity and / or its material subsidiary(ies) has / have complied	NA	None



	with paragraph 6.1 and 6.2 of section V-D of chapter V of the Master Circular on compliance with the provisions of the LODR Regulations by listed entities.		
13.	<u>Additional non-compliances, if any:</u> No any additional non-compliance observed for any SEBI regulation/circular/guidance note etc.	NA	No non-compliance has been observed during the Review Period.

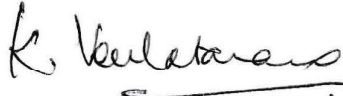
Assumptions & Limitation of scope and Review:

1. Compliance of the applicable laws and ensuring the authenticity of documents and information furnished, is the responsibility of the management of the listed entity.
2. Our responsibility is to certify based upon our examination of relevant documents and information. This is neither an audit nor an expression of an opinion.
3. We have not verified the correctness and appropriateness of financial Records and Books of Accounts of the listed entity.
4. This Report is solely for the intended purpose of compliance in terms of Regulation 24A (2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and is neither an assurance as to the future viability of the listed entity nor of the efficacy or effectiveness with which the management has conducted the affairs of the listed entity.

For BNP & Associates
Company Secretaries
[Firm Regn. No. P2014MH037400]
PR No. 637/2019

Date: May 24, 2024
Place: Mumbai




Venkataraman Krishnan
Partner
ACS: 8897/CP No: 12459
UDIN: A008897F000437193

**Secretarial Compliance Report of Hindustan Construction Company Limited
For The Financial Year Ended 31st March, 2023**

We have conducted the review of the compliance of the applicable statutory provisions and the adherence to good corporate practices by **Hindustan Construction Company Limited** (hereinafter referred as "the listed entity"), having its Registered Office at Hincan House Lal Bahadur Shastri Marg Vikhroli West, Mumbai 400083, Secretarial Review was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the listed entity's books, papers, minutes books, forms and returns filed and other records maintained by the listed entity and also the information provided by the listed entity, its officers, agents and authorized representatives during the conduct of Secretarial Review, we hereby report that in our opinion, the listed entity has, during the review period covering the financial year ended on March 31, 2023, complied with the statutory provisions listed hereunder and also that the listed entity has proper Board processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We, BNP & Associates, have examined:

- (a) all the relevant documents and records made available to us and the explanations provided by Hindustan Construction Company Limited ("the listed entity"),
- (b) the filings/ submissions made by the listed entity to the stock exchanges,
- (c) website of the listed entity,
- (d) any other document/filing, as may be relevant, which have been relied upon to make this certification,

For the year ended 31st March, 2023 ("Review Period") in respect of the compliance with the provisions of:

- (a) The Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and
- (b) The Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI");

The specific Regulations, whose provisions and the circulars/guidelines issued thereunder, have been examined, include: -

- (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015*;
- (c) The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021;
- (d) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations");
- (e) The Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018;



- (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations; and
- (g) The Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021

and the circulars/ guidelines issued thereunder;

Note *Pursuant to NSE Circular No. NSE/CML/2023/09 dated 25th January, 2023 and BSE Notice No. 20230125-9 dated 25th January, 2023 we confirm that, the listed entity has submitted the Compliance Certificate to the Stock Exchanges w.r.t. maintenance of Structured Digital Database ("SDD") as required under Regulation 3(5) and 3(6) of SEBI (Prohibition of Insider Trading) Regulations, 2015 for the quarters ended on 30th June, 2022, 30th September, 2022 and 31st December, 2022. Further we confirm that the listed entity was required to capture One (01) event in SDD during the quarter ended 31st March, 2023 and it has accordingly captured the said required event.

We hereby report that, during the Review Period the compliance status of the listed entity is appended as below:

Sr. No.	Particulars	Compliance Status (Yes/No/NA)	Observations/Remarks by PCS
1.	<u>Secretarial Standards:</u> The compliances of the listed entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries India (ICSI).	Yes	The Listed entity has generally complied with the requirements of SS-1 and SS-2 respectively in respect of meetings of the Board and its Committees thereof and General meetings of Members as notified by the Central Govt under Section 118 (10) of the Companies Act, 2013.
2.	<u>Adoption and timely updation of the Policies:</u> <ul style="list-style-type: none">All applicable policies under SEBI Regulations are adopted with the due approval of Board of Directors of the listed entitiesAll the policies are in conformity with SEBI Regulations and has been reviewed and timely updated as per the regulations/circulars/guidelines	Yes	None



3.	<u>Maintenance and disclosure on Website:</u> <ul style="list-style-type: none">• The Listed Entity is maintaining a functioning website• Timely dissemination of the documents/ information under a separate section on the website• Web-links provide in annual corporate governance reports under Regulation 27(2) are accurate and specific which re-directs to the relevant document(s)/ section of the website	Yes	None
4.	<u>Disqualification of Director:</u> None of the Directors of the Company are disqualified under Section 164 of the Companies Act, 2013	Yes	None
5.	<u>To examine details related to Subsidiaries of listed entities</u> (a) Identification of material subsidiary companies (b) Requirements with respect to disclosure of material as well as other subsidiaries	Yes	None
6.	<u>Preservation of Documents:</u> The Listed Entity is preserving and maintaining records as prescribed under SEBI Regulations and disposal of records as per Policy of Preservation of Documents and Archival policy prescribed under SEBI LODR Regulations, 2015	Yes	None
7.	<u>Performance Evaluation:</u> The Listed Entity has conducted performance evaluation of the Board, Independent Directors and the Committees at the start of every financial year as prescribed in SEBI Regulations	Yes	None
8.	<u>Related Party Transactions:</u> (a) The Listed Entity has obtained prior approval of Audit Committee for all Related party transactions	Yes	None



	(b) In case no prior approval obtained, the listed entity shall provide detailed reasons along with confirmation whether the transactions were subsequently approved/ratified/rejected by the Audit Committee		
9.	<u>Disclosure of events or information:</u> The Listed Entity has provided all the required disclosure(s) under Regulation 30 along with Schedule III of SEBI LODR Regulations, 2015 within the time limits prescribed thereunder.	Yes	None
10.	<u>Prohibition of Insider Trading</u> The Listed Entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015 .	Yes	None
11.	<u>Actions taken by SEBI or Stock Exchange(s), if any:</u> No Actions taken against the listed entity/its promoters/ directors/ subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and circulars/ guidelines issued thereunder	NA	No actions were taken by SEBI or by Stock Exchanges during the Review Period including under the Standard Operating Procedures issued by SEBI through various circulars.
12.	<u>Additional Non-compliances, if any:</u> No any additional non-compliance observed for all SEBI regulation/circular/guidance note etc.	Yes	No non-compliance has been observed during the Review Period. However the following may be noted: - i) There was slight delay in intimation to the Stock Exchange, Information with respect to specifications related to International Securities



			<p>Identification Number (ISINs) for Debt Securities issued on Private Placement basis.</p> <p>ii) There was a slight delay due to technical glitch in the site while filing of Annual Secretarial Compliance Report (PDF format) for financial year 2021-22 with BSE Limited. However, the listed entity has submitted the report in XBRL format within the prescribed time. Further, listed entity Submitted PDF & XBRL format with National Stock Exchange within the prescribed time.</p>
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Compliances related to resignation of statutory auditors from listed entities and their material subsidiaries as per SEBI Circular CIR/CFD/CMD1/114/2019 dated 18th October, 2019:

Sr. No.	Particulars	Compliance Status (Yes/No/NA)	Observations /Remarks by PCS*
1	Compliances with the following conditions while appointing/re-appointing an auditor		
	<p>i. If the auditor has resigned within 45 days from the end of a quarter of a financial year, the auditor before such resignation, has issued the limited review/ audit report for such quarter; or</p> <p>ii. If the auditor has resigned after 45 days from the end of a quarter of a financial year, the auditor before such resignation, has issued the limited review/ audit report for such quarter as well as the next quarter; or</p>	NA	There has been no change in the Statutory Auditor(s) of the Listed Entity and their material subsidiaries during the review period.



	iii. If the auditor has signed the limited review/ auditreport for the first three quarters of a financial year, the auditor before such resignation, has issued the limited review/ audit report for the last quarter of such financial year as well as the auditreport for such financial year.		
2	Other conditions relating to resignation of statutory auditor		
	i. Reporting of concerns by Auditor with respect to the listed entity/its material subsidiary to the AuditCommittee: a. In case of any concern with the management of the listed entity/material subsidiary such as non-availability of information / non-cooperation by the management which has hampered the audit process, the auditor has approachedthe Chairman of the Audit Committee of the listed entity and the Audit Committee shall receive such concern directly andimmediately without specifically waiting for the quarterly Audit Committee meetings.	NA	There has been no change in the Statutory Auditor(s) of the Listed Entity and their material subsidiaries during the review period.

(a) The Listed Entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, **except** in respect of matters specified below: -

Sr. No. (a)	Compliance Requirement (Regulations/ circulars/ guidelines/ including specific clause) (b)	Regulation / Circular No. (c)	Deviations (d)	Action Taken by (e)	Type of Action (f)
1.	Fixation of record date.	60 (1) of Listing Regulations	The listed entity has made the prepayment of Non-Convertible Debentures ("NCDs") for an amount aggregating to Rs. 70,00,000/- and the listed entity has not fixed the record date	-	-



			for purpose of repayment of said amount of NCDs.		
2.	Advance intimation of the record date.	60 (2) of Listing Regulations	No intimation to BSE Limited (where the NCDs are listed), about the record date for the prepayment of NCDs of Rs. 70,00,000/-.	-	-

Details of Violation (g)	Fine Amount (h)	Observations/Remarks of the Practicing Company Secretary (i)	Management response (j)	Remarks (k)
-	-	We are informed by the Listed Entity that the Listed Entity is taking the necessary steps by requesting the Stock Exchanges to condone the delay in this regard.	Company was unable to furnish prior intimation to the Stock Exchange as the said debentures were required to be redeemed on priority as instructed by the lenders in order to upgrade the Company' credit status to "Normal".	The Management Response is self-explanatory
-	-	We are informed by the Listed Entity that the Listed Entity is taking the necessary steps by requesting the Stock Exchanges to condone the delay in this regard.	Company was unable to furnish prior intimation to the Stock Exchange as the said debentures were required to be redeemed on priority as instructed by the lenders in order to upgrade the Company' credit status to "Normal".	The Management Response is self-explanatory



(b) The Listed Entity has taken the following action to comply with the observations made in previous reports:

Sr. No. (a)	Compliance Requirement (Regulations/ circulars/ guidelines/ including specific clause) (b)	Regulation / Circular No. (c)	Deviations (d)	Action Taken by (e)	Type of Action (f)
None					

Details of Violation (g)	Fine Amount (h)	Observations/Remarks of the Practicing Company Secretary (i)	Management response (j)	Remarks (k)
None				

Assumptions & Limitation of scope and Review:

1. Compliance of the applicable laws and ensuring the authenticity of documents and information furnished, are the responsibilities of the management of the listed entity.
2. Our responsibility is to certify based upon our examination of relevant documents and information. This is neither an audit nor an expression of opinion.
3. We have not verified the correctness and appropriateness of financial Records and Books of Accounts of the listed entity.
4. This Report is solely for the intended purpose of compliance in terms of Regulation 24A (2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and is neither an assurance as to the future viability of the listed entity nor of the efficacy or effectiveness with which the management has conducted the affairs of the listed entity.

**Date: 18th May, 2023****Place: Mumbai**

K. Venkataraman
Venkataraman Krishnan

Associate Partner**ACS No. 8897 / COP No. 12459****For BNP & Associates****Company Secretaries****[Firm Regn. No. P2014MH037400]****[PR No.: -637 / 2019]****UDIN: A008897E000327226**



HCC/SEC/2022

May 26, 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 Sirs,

Sub: Annual Secretarial Compliance Report for the year ended 31st March 2022

Pursuant to the Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we are attaching herewith the Annual Secretarial Compliance Report for the financial year 2021-22.

Kindly take the above information on record.

Thanking you,

Yours faithfully

For Hindustan Construction Company Ltd.

Nitesh Kumar Jha
Company Secretary

Hindustan Construction Co Ltd

Hincon House,
LBS Marg, Vikhroli (West),
Mumbai - 400 083, India
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CIN : L45200MH1926PLC001228

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SECRETARIAL COMPLIANCE REPORT FOR THE FINANCIAL YEAR ENDED MARCH 31, 2022

To
The Board of Directors
Hindustan Construction Company Limited

We, BNP & Associates, have examined:

- (a) all the documents and records made available to us and explanation provided by Hindustan Construction Company Limited ("the listed entity/ the Company"),
- (b) the filings/ submissions made by the listed entity to the stock exchanges,
- (c) website of the Company,
- (d) any other document/ filing, as may be relevant as well as the one provided to us by the Company, to make this certification,

for the Financial Year ended March 31, 2022 (" Review Period") and the Company has ensured compliance with respect to provisions of :

- (a) the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and
- (b) the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI");
- i) The specific Regulations, relevant provisions and the circulars/ guidelines issued by Regulatory authority thereunder, have been examined, which *inter-alia* include:-
 - (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
 - (b) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - (c) Securities and Exchange Board of India (Share Based Employee Benefits and sweat equity) Regulations, 2021;
 - (d) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008



- (e) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, and
- (f) Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018;

II) The following regulations were not applicable to the Company during the period under review:-

- (a) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
- (b) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018, and
- (c) Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013.

and based on the above examination, We hereby report that, during the review period:

- (a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, except in respect of matters specified below:-

Sr. No	Compliance Requirement (Regulations/ circulars / guidelines including specific clause)	Deviations	Observations/ Remarks of the Practicing Company Secretary
NIL			

- (b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued thereunder in so far as it appears from our examination of those records.



- (c) The following are the details of actions taken against the listed entity/ its promoters/ directors/ material subsidiaries either by SEBI or by Stock Exchanges (*including under the Standard Operating Procedures issued by SEBI through various circulars*) under the aforesaid Acts/ Regulations and circulars/ guidelines issued thereunder:

Sr. No.	Action taken by	Details of violation	Details of action taken E.g. fines, warning letter, debarment, etc.	Observations/ remarks of the Practicing Company Secretary
		NIL		

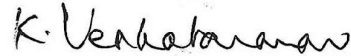
- (d) The listed entity has taken the following actions to comply with the observations made in previous reports:

Sr.No.	Observations of the Practicing Company Secretary in the previous reports	Observations made in the secretarial compliance report for the year ended March 31 st 2021	Actions taken by the listed entity, if any	Comments of the Practicing Company Secretary on the actions taken by the listed entity
1.	National Stock Exchange of India Limited (NSE) and the Bombay Stock Exchange Limited (BSE)	Non-compliance under Reg 17 (1) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015	The Company was levied a fine of Rs. 2,12,400 by both National Stock Exchange of India Limited (NSE) and the Bombay Stock Exchange Limited (BSE) for non-compliance with the provisions relating to Regulation 17 (1) and the other related regulations in respect of Composition of Board and appointment of Woman Independent Director for the period commencing from 01 st	Company has complied with the same



			<p>January 2020. The said non-compliance was noted by the Stock Exchanges during the quarter ended 31.03.2020 and the Company was informed accordingly</p> <p>During the year under review, the Company has paid the aforesaid penalty of Rs. 2,12,400, each to BSE and NSE on 26.10.2020 by RTGS/NEFT.</p>	
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(e) Since there was no change in the Statutory Auditors of the company during the period under review, the compliance with the requirements of SEBI Circular CIR/CFD/CMD1/114/2019 dated October 18, 2019 is not applicable during the year ended March 31, 2022



Venkataraman Krishnan

Associate Partner

ACS No.: -8897/ COP No.: - 12459

For BNP & Associates

Company Secretaries

[Firm Regn. No. P2014MH037400]

[PR No.: -637 / 2019]

UDIN: - A008897D000308405



Date: - 12th May, 2022

Place: - Mumbai



HCC/SEC/2021

June 30, 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 Sirs,

Sub: Annual Secretarial Compliance Report for the year ended 31st March 2021

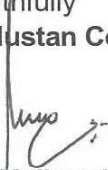
Pursuant to the Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we are attaching herewith the Annual Secretarial Compliance Report for the financial year 2020-21.

Kindly take the above information on record.

Thanking you,

Yours faithfully

For Hindustan Construction Company Ltd.


Vithal P Kulkarni
Company Secretary

Hindustan Construction Co Ltd

Hincon House,
LBS Marg, Vikhroli (West),
Mumbai - 400 083, India
Tel : +91 22 2575 1000 Fax : +91 22 2577 7568
CIN : L45200MH1926PLC001228

www.hccindia.com

**SECRETARIAL COMPLIANCE REPORT FOR THE FINANCIAL YEAR ENDED
MARCH 31, 2021**

To
The Board of Directors
Hindustan Construction Company Limited

We, BNP & Associates, have examined:

- (a) all the documents and records made available to us and explanation provided by Hindustan Construction Company Limited ("the listed entity/ the Company"),
- (b) the filings/ submissions made by the listed entity to the stock exchanges,
- (c) website of the Company,
- (d) any other document/ filing, as may be relevant as well as the one provided to us by the Company, to make this certification,

for the Financial Year ended March 31, 2021 (" Review Period") and the Company has ensured compliance with respect to provisions of :

- (a) the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and
 - (b) the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI");
- I) The specific Regulations, relevant provisions and the circulars/ guidelines issued by Regulatory authority thereunder, have been examined, which *inter-alia* include:-
- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
 - (b) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - (c) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014;
 - (d) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008
 - (e) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, and
 - (f) Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018;



II) The following regulations were not applicable to the Company during the period under review:-

- (a) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
- (b) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; and
- (c) Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013.

and based on the above examination, We hereby report that, during the review period:

- (a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, except in respect of matters specified below:-

Sr. No	Compliance Requirement (Regulations/ circulars / guidelines including specific clause)	Deviations	Observations/ Remarks of the Practicing Company Secretary
NIL			

- (b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued thereunder in so far as it appears from our examination of those records.
- (c) The following are the details of actions taken against the listed entity/ its promoters/ directors/ material subsidiaries either by SEBI or by Stock Exchanges (*including under the Standard Operating Procedures issued by SEBI through various circulars*) under the aforesaid Acts/ Regulations and circulars/ guidelines issued thereunder:



SR. No.	Action taken by	Details of violation	Details of action taken E.g. fines, warning letter, debarment, etc.	Observations/ remarks of the Practicing Company Secretary
	National Stock Exchange of India Limited (NSE) and the BSE Limited (BSE)	Non-compliance under Reg 17 (1) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015	The Company was levied a fine of Rs. 2,12,400 by both National Stock Exchange of India Limited (NSE) and the BSE Limited (BSE) for non-compliance with the provisions relating to Regulation 17 (1) and the other related regulations in respect of Composition of Board and appointment of Woman Independent Director for the period commencing from 01 st January 2020. The said non-compliance was noted by the Stock Exchanges during the quarter ended	Nil



			<p>31.03.2020 and the Company was informed accordingly</p> <p>During the year under review, the Company has paid the aforesaid penalty of Rs. 2,12,400, each to BSE and NSE on 26.10.2020 by RTGS/ NEFT.</p>	
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(d) The listed entity has taken the following actions to comply with the observations made in previous reports:

Sr. No.	Observations of the Practicing Company Secretary in the previous reports	Observations made in the secretarial compliance report for the year ended March 31 st 2020	Actions taken by the listed entity, if any	Comments of the Practicing Company Secretary on the actions taken by the listed entity
1.	Nil	The Company was levied a fine of Rs. 3,65,800 by both National Stock Exchange of India Limited (NSE) and the BSE Limited (BSE) for Non-Compliance under Regulation 17(1) of Securities and Exchange Board of India (Listing	The Company has complied with the provision of Regulation 17 (1) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 by appointing a Woman	Nil



		Obligations and Disclosure Requirements) Regulations, 2015: Requirement pertaining to the Composition of the Board including failure to appoint woman director, upto the period ended on 31.12.2019.	Independent Director on the Board w.e.f. 06.02.2020 and the fine levied by both the Stock Exchanges has been paid by the Company on 14.02.2020.	
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K. Venkataraman

Venkataraman Krishnan

Associate Partner

ACS No.: -8897/ COP No.: - 12459

For BNP & Associates

Company Secretaries

[Firm Regn. No. P2014MH037400]

[PR No.: -637 / 2019]

UDIN:- A008897C000500135

Date:- 23.06.2021

Place:- Mumbai