

NOTICE

NOTICE is hereby given that the Ninety-Sixth Annual General Meeting of the Members of Hindustan Construction Company Ltd. ("the Company") will be held on Thursday, September 29, 2022 at 11.00 a.m. through Video Conferencing ("VC")/ Other Audio-Visual Means ("OAVM") to transact the following businesses:-

ORDINARY BUSINESS

1. Adoption of the Audited Standalone and Consolidated Financial Statements of the Company

To receive, consider and adopt:

- a) the Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2022 including the Audited Standalone Balance Sheet as at March 31, 2022 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, 2022 including the Audited Consolidated Balance Sheet as at March 31, 2022 and the Consolidated Statement of Profit and Loss for the year ended on that date together with the Report of the Auditors thereon.

2. Appointment of Mr. Arun Karambelkar (DIN:02151606), who retires by rotation and being eligible, offers himself for re-appointment as a Director

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

"RESOLVED THAT pursuant to Section 152 and other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any amendment(s) thereto or any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Mr. Arun Karambelkar (DIN:02151606) who retires by rotation and being eligible, offers himself for re-appointment, be and is hereby re-appointed as a Director of the Company liable to retire by rotation."

SPECIAL BUSINESS

3. Re-appointment of Mr. Santosh Janakiram (DIN:06801226), as an Independent Director of the Company

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

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, if any, and Regulation 25 of the SEBI (Listing Obligations and Disclosure Requirements)

Regulations, 2015, as amended from time to time, Mr. Santosh Janakiram (DIN:06801226), who has given declaration that he meets with the criteria of independence and qualifies for being re-appointed as an Independent Director, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a second term of 5 consecutive years upto the conclusion of the 101st Annual General Meeting of the Company to be held in the calendar year 2027.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all acts and take all such steps as may be necessary, proper and expedient to give effect to this resolution."

4. Re-appointment of Mr. Mahendra Singh Mehta (DIN: 00019566), as an Independent Director of the Company

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

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, if any, and Regulation 25 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, Mr. Mahendra Singh Mehta (DIN: 00019566), who has given declaration that he meets with the criteria of independence and qualifies for being re-appointed as an Independent Director, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a second term of 5 consecutive years upto the conclusion of the 101st Annual General Meeting of the Company to be held in the calendar year 2027.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all acts and take all such steps as may be necessary, proper and expedient to give effect to this resolution."

5. Ratification of Remuneration of Cost Auditors for the financial year 2021-22

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

"RESOLVED THAT pursuant to the provisions of Section 148 (3) and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with Rule 14 of the Companies (Audit and Auditors) Rules, 2014 (including any amendment(s) thereto or any statutory modification(s) and/or re-enactment thereof, for the time being in force), the remuneration payable to M/s. Joshi Apte & Associates, Cost Accountants (Firm Registration No. 00240), appointed by the Board of Directors of the Company as Cost

Auditors to conduct the audit of the cost records of the Company for the financial year 2021-22 amounting to ₹ 2,85,000/- (Rupees Two Lakhs Eighty-Five Thousands Only) plus applicable taxes and reimbursement of out-of-pocket expenses, in connection with the said audit, be and is hereby ratified and confirmed.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all acts and take all such steps as may be necessary, proper and expedient to give effect to this resolution."

6. Payment of Remuneration to Mr. Ajit Gulabchand, Chairman and Managing Director of the Company for the period April 01, 2022 to March 31, 2023

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

"RESOLVED THAT pursuant to the provisions of Sections 196 and 197 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder (including any amendments thereto or statutory modifications or re-enactment thereof for the time being in force) and Regulation 17 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and pursuant to the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors and subject to such other consents and approvals as may be necessary and subject to such conditions and modifications as may be imposed or prescribed by any authority while granting such consents, if any, the approval be and is hereby accorded for making payment of the following remuneration to Mr. Ajit Gulabchand, Chairman & Managing Director of the Company for the period April 01, 2022 to March 31, 2023 notwithstanding loss/inadequacy of profits during the said financial year:

(Amount in ₹)

Financial Year	Annual Salary	Perquisites & Allowances (Per annum)	Retirals (Per annum)	Total (Per annum)
2022-23	2,56,51,163	2,56,51,163	36,97,674	5,50,00,000

In addition, Mr. Ajit Gulabchand be provided the following perquisites for the said financial year, which are not included in the computation of remuneration:

- Provision for use of Company's car for office duties and telephone and other communication facilities at residence.
- Contribution to Provident Fund, Superannuation Fund or Annuity Fund to the extent these either singly or put together are not taxable under the Income Tax Act, 1961 or any amendments thereto or any modifications or statutory re-enactment thereof and/or any rules/regulations made there under.
- PF and Gratuity/Insurances as per the Rules of the Company and Superannuation to the extent of ₹ 1,50,000 p.a. over & above remuneration.

- One month's leave for every eleven months of service and such other benefits in accordance with the Rules of the Company.
- Encashment of leave at the end of the tenure.

RESOLVED FURTHER THAT the Board of Directors of the Company (hereinafter referred to as the "Board")(which term shall be deemed to include any duly authorized Committee thereof, for the time being exercising the powers conferred on the Board, including the Nomination and Remuneration Committee) be and is hereby authorized to revise, amend, alter and/or vary the terms and conditions in relation to the above remuneration in such manner as may be permitted in accordance with the provisions of the Act and/or to the extent as may be required, by the concerned authority, if any, while according its approval and to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, proper or desirable and to settle any questions, difficulties and/or doubts that may arise in this regard in order to implement and give effect to this Resolution."

7. Payment of Remuneration to Mr. Arjun Dhawan, Vice Chairman and Whole-time Director of the Company for the period April 01, 2022 to March 31, 2025

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

"RESOLVED THAT pursuant to the provisions of Sections 196 and 197 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder (including any amendments thereto or statutory modifications or re-enactment thereof for the time being in force) and Regulation 17 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and pursuant to the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors and subject to such other consents and approvals as may be necessary and subject to such conditions and modifications as may be imposed or prescribed by any authority while granting such consents, if any, the approval be and is hereby accorded for making payment of the following remuneration to Mr. Arjun Dhawan, Vice Chairman & Whole-time Director of the Company for the period April 01, 2022 to March 31, 2025 notwithstanding loss/inadequacy of profits during the said financial years:

(Amount in ₹)

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

In addition, Mr. Arjun Dhawan be provided the following perquisites for the said financial years, which are not included in the computation of remuneration:

- a) Provision for use of Company's car for office duties and telephone and other communication facilities at residence.
- b) Contribution to Provident Fund, Superannuation Fund or Annuity Fund to the extent these either singly or put together are not taxable under the Income Tax Act, 1961 or any amendments thereto or any modifications or statutory re-enactment thereof and / or any rules / regulations made there under.
- c) PF and Gratuity/Insurances as per the Rules of the Company and Superannuation to the extent of ₹ 1,50,000 p.a. over & above the remuneration.
- d) One month's leave for every eleven months of service and such other benefits in accordance with the Rules of the Company.
- e) Encashment of leave at the end of the tenure.

RESOLVED FURTHER THAT the Board of Directors of the Company (hereinafter referred to as the "Board") (which term shall be deemed to include any duly authorized Committee thereof, for the time being exercising the powers conferred on the Board, including the Nomination and Remuneration Committee) be and is hereby authorized to revise, amend, alter and/or vary the terms and conditions in relation to the above remuneration in such manner as may be permitted in accordance with the provisions of the Act and/or to the extent as may be required, by the concerned authority, if any, while according its approval and to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, proper or desirable and to settle any questions, difficulties and/or doubts that may arise in this regard in order to implement and give effect to this Resolution."

8. Payment of a consolidated amount in lieu of the remuneration (accrued, but not paid) to Mr. Ajit Gulabchand, Chairman & Managing Director of the Company for the period April 01, 2019 to March 31, 2022

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

"RESOLVED THAT pursuant to the provisions of Section 197 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder (including any amendments thereto or statutory modifications or re-enactment thereof for the time being in force) and Regulation 17 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and pursuant to the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors and subject to such other consents and approvals as may be necessary and subject to such conditions and modifications as may be imposed or prescribed by any authority while granting such consents, if any, the approval be and is hereby accorded for making payment of a consolidated amount of ₹ 21 crore (Rupees Twenty-One crore Only) in lieu of the remuneration (accrued, but not paid, subject to adjustment of amount of ₹ 3,74,24,920/-

already paid) to Mr. Ajit Gulabchand, Chairman & Managing Director of the Company for the period April 01, 2019, to March 31, 2022.

RESOLVED FURTHER THAT the Board of Directors of the Company (hereinafter referred to as the "Board")(which term shall be deemed to include any duly authorized Committee thereof, for the time being exercising the powers conferred on the Board, including the Nomination and Remuneration Committee) be and is hereby authorized to revise, amend, alter and/or vary the terms and conditions in relation to the above remuneration in such manner as may be permitted in accordance with the provisions of the Act and/or to the extent as may be required, by the concerned authority, if any, while according its approval and to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, proper or desirable and to settle any questions, difficulties and/or doubts that may arise in this regard in order to implement and give effect to the this Resolution."

9. Payment of a consolidated amount in lieu of the remuneration (accrued, but not paid) to Mr. Arjun Dhawan, Vice Chairman & Whole-time Director of the Company for the period April 01, 2019 to March 31, 2022

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

"RESOLVED THAT pursuant to the provisions of Section 197 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder (including any amendments thereto or statutory modifications or re-enactment thereof for the time being in force) and Regulation 17 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and pursuant to the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors and subject to such other consents and approvals as may be necessary and subject to such conditions and modifications as may be imposed or prescribed by any authority while granting such consents, if any, the approval be and is hereby accorded for making payment of a consolidated amount of ₹ 20,64,93,590 (Rupees Twenty crore Sixty Four Lacs Ninety Three Thousand Five Hundred Ninety Only) (inclusive of leave encashment of ₹ 1,14,93,590/-) in lieu of the remuneration (accrued, but not paid, subject to adjustment of amount of ₹ 2,66,70,200/- already paid) to Mr. Arjun Dhawan, Vice Chairman & Whole-time Director of the Company for the period April 01, 2019, to March 31, 2022.

RESOLVED FURTHER THAT the Board of Directors of the Company (hereinafter referred to as the "Board")(which term shall be deemed to include any duly authorized Committee thereof, for the time being exercising the powers conferred on the Board, including the Nomination and Remuneration Committee) be and is hereby authorized to revise, amend, alter and/or vary the terms and conditions in relation to the above remuneration in such manner as may be permitted in accordance with the provisions of the Act and/or to the extent as may be required, by the

concerned authority, if any, while according its approval and to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, proper or desirable and to settle any questions, difficulties and/or doubts that may arise in this regard in order to implement and give effect to the this Resolution.”

10. Issue of Securities of the Company

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

“RESOLVED THAT pursuant to the provisions of Sections 42, 62, 71 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) and all other applicable laws and regulations including the Foreign Exchange Management Act, 1999 (“FEMA”), the Foreign Exchange Management (Non Debt Instruments) Rules, 2019, as amended, including any statutory modification(s) or re-enactment(s) thereof, the Issue of Foreign Currency Convertible Bonds and Ordinary Shares (Through Depository Receipt Mechanism) Scheme, 1993, as amended and modified from time to time and such other statutes, notifications, clarifications, circulars, rules and regulations, as may be applicable, issued by Government of India (“GOI”), Reserve Bank of India (“RBI”), Stock Exchanges, Securities and Exchange Board of India (“SEBI”) including the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the “SEBI Regulations”) as amended and modified from time to time and such other statutes, notifications, clarifications, circulars, rules and regulations, as may be applicable and in accordance with enabling provisions in the Memorandum and Articles of Association of the Company and/or stipulated in the listing agreements entered into by the Company with the Stock Exchanges where the Equity Shares of the Company are listed and subject to such approvals, consents, permissions and sanctions, if any, of the GOI, SEBI, RBI, Stock Exchanges and any other relevant statutory/governmental/ regulatory authorities (the “Concerned Authorities”) as may be required and applicable and further subject to such terms and conditions as may be prescribed or imposed by any of the Concerned Authorities while granting such approvals, consents, permissions and sanctions, as may be necessary, which may be agreed upon by the Board of Directors of the Company as deemed appropriate (hereinafter referred to as 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), consent be and is hereby accorded to the Board to create, issue, offer and allot (including with provisions for reservation on firm and/ or competitive basis, of such part of issue and for such categories of persons as may be permitted), Equity Shares and/or Equity Shares through depository receipts including American Depository Receipts (ADRs), Global Depository Receipts (GDRs) and/or Foreign Currency Convertible Bonds (FCCBs), Fully Convertible Debentures

(FCDs), Partly Convertible Debentures (PCDs), Optionally Convertible Debentures (OCDs), and/or other securities convertible into Equity Shares at a later date, at the option of the Company and/or the holder(s) of such securities or with or without detachable warrants with a right exercisable by the warrant holders to convert or subscribe to the Equity Shares or otherwise, whether rupee denominated or denominated in foreign currency (collectively referred as “Securities”), as the Board at its sole discretion or in consultation with underwriters, merchant bankers, financial advisors or legal advisors may at any time decide, by way of one or more public or private offerings/placement in domestic and/or one or more international market(s), with or without a green shoe option, or issued/ allotted through Qualified Institutions Placement (QIP) in accordance with the SEBI Regulations, or by any one or more combinations of the above or otherwise and at such time or times and in one or more tranches, to any eligible investors including residents and/or non-residents and/or qualified institutional buyers and/or institutions/banks/lenders against repayment/ restructuring of debts and/or corporate bodies and/ or individuals and/or trustees and/or stabilizing agent or otherwise, whether or not such investors are Members of the Company, as may be deemed appropriate by the Board and as permitted under applicable laws and regulations, for an aggregate amount not exceeding ₹ 1000 crore (Rupees One Thousand crore only) on such terms and conditions and in such manner as the Board may in its sole discretion decide including the timing of the issue(s)/offering(s), the investors to whom the Securities are to be issued, terms of issue, issue price, number of Securities to be issued, the Stock Exchanges on which such securities will be listed, finalization of allotment of the Securities on the basis of the subscriptions received including details on face value, premium, rate of interest, redemption period, manner of redemption, amount of premium on redemption, the ratio/ number of Equity Shares to be allotted on redemption/ conversion, period of conversion, fixing of record date or book closure dates, etc., as the case may be, prescribe any terms or a combination of terms in respect of the Securities in accordance with local and/or international practices including conditions in relation to offer, early redemption of Securities, debt service payments, voting rights, variation of price and all such terms as are provided in domestic and/or international offerings and any other matter in connection with, or incidental to the issue, in consultation with the merchant bankers or other advisors or otherwise, together with any amendments or modifications thereto (“the Issue”).

RESOLVED FURTHER THAT the Securities to be created, issued, offered and allotted shall be subject to the provisions of the Memorandum and Articles of Association of the Company and the Equity Shares to be allotted in terms of this resolution shall rank *pari-passu* in all respects with the existing Equity Shares of the Company.

RESOLVED FURTHER THAT if the issue or any part thereof is made for a QIP, FCDs, PCDs, OCDs or any other Securities, which are convertible into or exchangeable with the Equity Shares of the Company (hereinafter collectively

referred as "Other Specified Securities" and together with Equity Shares of the Company (hereinafter referred as "Specified Securities") within the meaning of the SEBI Regulations or any combination of Specified Securities as may be decided by the Board, issued for such purpose, the same shall be fully paid-up and the allotment of such Specified Securities shall be completed within twelve months from the date of this resolution or such other time as may be allowed under the SEBI Regulations, from time to time, at such price being not less than the price determined in accordance with the pricing formula provided under the SEBI Regulations and the Specified Securities shall not be eligible to be sold except as may be permitted, from time to time, under the SEBI Regulations.

RESOLVED FURTHER THAT the Company may, in accordance with applicable laws, also offer a discount of such percentage as permitted under applicable laws on the price calculated in accordance with the pricing formula provided under the SEBI Regulations.

RESOLVED FURTHER THAT in the event of issue of Specified Securities by way of a QIP, the 'Relevant Date' on the basis of which the price of the Specified Securities shall be determined as specified under SEBI Regulations, shall be the date of the Meeting in which the Board or the Committee of Directors duly authorized by the Board decides to open the proposed issue of Specified Securities or such other date as may be decided by the Board and as permitted by the SEBI Regulations, subject to any relevant provisions of applicable laws, rules and regulations, as amended from time to time, in relation to the proposed issue of the Specified Securities.

RESOLVED FURTHER THAT in the event of issue of Other Specified Securities, the number of Equity Shares and/or conversion price in relation to Equity Shares that may be issued and allotted on conversion shall be appropriately adjusted for corporate actions including bonus issue, rights issue, split and consolidation of share capital, merger, demerger, transfer of undertaking, sale of division or any such capital or corporate restructuring exercise.

RESOLVED FURTHER THAT without prejudice to the generality of the above, the aforesaid issue of Securities may have such features and attributes or any terms or combination of terms that provide for the tradability and free transferability thereof in accordance with the prevalent market practices in the capital markets, including but not limited to, the terms and conditions relating to variation of the price or period of conversion of Other Specified Securities into Equity Shares or for issue of additional Securities and such of these Securities to be issued, if not subscribed, may be disposed of by the Board, in such manner and/or on such terms including offering or placing them with banks/lenders/financial institutions/mutual funds or otherwise, as the Board may deem fit and proper in its absolute discretion, subject to applicable laws, rules and regulations.

RESOLVED FURTHER THAT in the event the Securities are proposed to be issued as American Depository Receipts ("ADRs") or Global Depository Receipts ("GDRs"), pursuant to the provisions of the Issue of Foreign Currency Convertible Bonds and Ordinary Shares (Through Depository Receipt Mechanism) Scheme, 1993 and other applicable pricing provisions issued by the Ministry of Finance, the relevant date for the purpose of pricing the Equity Shares to be issued pursuant to such issue shall be the date of the Meeting in which the Board or duly authorised committee of directors decides to open such issue after the date of this resolution or such other date as may be decided by the Board subject to the relevant provisions of the applicable law, rules and regulations as amended from time to time, in relation to the proposed issue of the Securities.

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution and any issue, offer and allotment of Securities, the Board be and is hereby authorized to take all such actions, give such directions and to do all such acts, deeds, things and matters connected therewith, as it may, in its absolute discretion deem necessary, desirable or incidental thereto including, without limitation, the determination of terms and conditions for issuance of Securities, the number of Securities that may be offered in domestic and/or international markets and proportion thereof, timing for issuance of such Securities and shall be entitled to vary, modify or alter any of the terms and conditions, as it may deem expedient, the entering into and executing arrangements/ agreements for managing, underwriting, marketing, listing of Securities, trading, appointment of merchant banker(s), advisor(s), registrar(s), trustee(s), paying and conversion agent(s) and any other advisors, professionals, intermediaries and all such agencies as may be involved or concerned in such offerings of Securities and to issue and sign all deeds, documents, instruments and writings and to pay any fees, commission, costs, charges and other outgoings in relation thereto and to settle all questions whether in India or abroad, for the issue and executing other agreements, including any amendments or supplements thereto, as necessary or appropriate and to finalise, approve and issue any document(s) including, but not limited to, prospectus, offer documents and/or letter of offer and/or circular, documents and agreements including conducting all requisite filings with GOI, RBI, SEBI, Stock Exchanges, if required, and any other concerned authority in India or outside, and to give such directions that may be necessary in regard to or in connection with any such issue, offer and allotment of Securities and utilization of the issue proceeds, as it may in its absolute discretion deem fit, without being required to seek any further consent or approval of the Members or otherwise, to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution, and accordingly any such action, decision or direction of the Board shall be binding on all the Members of the Company.

RESOLVED FURTHER THAT for the purpose of giving effect to any offer, issue or allotment of Equity Shares or Securities or instruments representing the same, as described above, the Board be and is hereby authorised on behalf of the Company to seek listing of any or all of such Securities on one or more Stock Exchanges in India or outside India and the listing of Equity Shares underlying the ADRs and/or GDRs on the Stock Exchanges in India.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred, to any Committee of Directors or any one or more Directors of the Company to give effect to the aforesaid resolution and thereby such Committee of Directors or one or more such Directors as authorized, are empowered to take such steps and to do all such acts, deeds, matters and things and accept any alterations or

modifications as they may deem fit and proper and give such directions as may be necessary to settle any question or difficulty that may arise in this regard.”

By Order of the Board
For **Hindustan Construction Company Ltd.**

Nitesh Kumar Jha
Company Secretary

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

Place: Mumbai
Date: September 2, 2022

NOTES – FORMING PART OF THE NOTICE

1. The Explanatory Statement pursuant to the provisions of Section 102 of the Companies Act, 2013 (“the Act”), in respect of the businesses mentioned under Item numbers 3 to 10 of the Notice dated September 2, 2022 is appended hereto.

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

2. In view of the massive outbreak of the COVID-19 pandemic, social distancing is a norm to be followed and pursuant to the Circular No. 14/2020 dated April 08, 2020, Circular No.17/2020 dated April 13, 2020, Circular No. 20/2020 dated May 05, 2020, Circular No. 02/2021 dated January 13, 2021, Circular No. 19/2021 dated December 08, 2021 and Circular No. 21/2021 dated December 14, 2021 and all other relevant circulars issued from time to time (“MCA Circulars”), physical attendance of the Members to the 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 96th Annual General Meeting of the Company (AGM) is being held through VC/OAVM and Members can attend and participate in the ensuing AGM through VC/OAVM.

The detailed procedure for participating in the AGM through VC/OAVM is annexed herewith (Refer serial no. 16) 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 AGM 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 AGM through VC/OAVM and participate thereat and cast their votes through e-Voting (Refer para 1 of ‘General Guidelines for Shareholders’ mentioned under serial no. 16).
4. The Members can join the AGM 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 AGM 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, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
5. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.

6. Since the AGM 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 Consultants Private Limited (TCPL) for assistance in this regard.
8. The Register of Members and the Share Transfer Books of the Company will remain closed from Friday, September 23 2022 to Thursday, September 29, 2022 (both days inclusive) for the purpose of the AGM of the Company.
9. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Act and the Register of Contracts or Arrangements in which the Directors are interested, maintained under Section 189 of the Act, will be available for inspection in the electronic form (scanned copy) by the Members during the AGM. 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 AGM i.e. Thursday, September 29, 2022. Members seeking to inspect such documents can send an email to secretarial@hccindia.com.
10. In compliance with the provisions of Section 129(3) of the Act, the Audited Financial Statements include the Consolidated Financial of the Company as defined in the Act for consideration and adoption by the Members of the Company.
11. **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.

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).

12. 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, the copy of the Annual Report for the financial year 2021-22

including Audited Financial Statements, Board's Report etc. and Notice of the 96th Annual 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.

Members who have not registered their email address and holding shares in physical mode are requested to register their e-mail IDs with TCPL and Members holding shares in Demat mode are requested to register their e-mail IDs with the respective Depository Participants (DPs) in case the same is still not registered.

If there is any change in the e-mail ID already registered with the Company, Members are requested to immediately notify such change to TCPL in respect of shares held in physical form and to their respective DPs in respect of shares held in electronic form.

Members may also note that the Notice of the 96th AGM and the Annual Report for the financial year 2021-22 of the Company are also available on the Company's website www.hccindia.com.

13. Appointment of Director

Relevant details of the Directors pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("the SEBI Listing Regulations"), as amended, read with Secretarial Standards-2 on General Meetings are provided in Annexure A to the Explanatory Statement to the Notice.

14. IEPF Disclosures

Pursuant to Section 124 of the Act read with the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund Rules), 2016 ('the IEPF Rules'), during the year under review, no amount of Unclaimed dividend and corresponding equity shares were due to be transferred to IEPF account.

Members are further requested to note that no claims shall lie against the Company with respect to the unclaimed dividend and share(s) transferred to the IEPF pursuant the IEPF Rules.

15. 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 MCA Circulars, the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the AGM. 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 venue voting on the date of the AGM will be provided by NSDL.

Any Member holding shares in physical form and non-individual Members, who acquires shares of the Company

and becomes Member of the Company after the Notice is sent through e-mail and holding shares as of the cut-off date i.e., Thursday, September 22, 2022, 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 nos. 1800 1020 990 and 1800 22 44 30. In case of Individual Member holding securities in demat mode who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date i.e. Thursday, September 22, 2022 may follow steps mentioned in this 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 AGM 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 AGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e., www.evoting.nsdl.com

AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 08, 2020, MCA Circular No. 17/2020 dated April 13, 2020, MCA Circular No. 20/2020 dated May 05, 2020, MCA Circular No. 2/2021 dated January 13, 2021, Circular No. 19/2021 dated December 08, 2021 and Circular No. 21/2021 dated December 14, 2021.

16. The Instructions for Members for remote e-Voting and joining General Meeting are as under:-

The remote e-Voting period begins on Sunday, September 25, 2022 (9.00 a.m.) and ends on Wednesday, September 28, 2022 (5.00 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. Thursday, September 22, 2022 may cast their vote electronically. The voting right of Shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being Thursday, September 22, 2022.

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. Thursday, September 22, 2022, 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:

For Members whose e-mail addresses are registered with the Company /depositories

Step 1: Log-in to NSDL e-Voting system at [https:// www.evoting.nsdl.com](https://www.evoting.nsdl.com)

Step 2: Cast your vote electronically on NSDL e-Voting system.

Details on step 1 are mentioned below:

How to Log-in to NSDL e-Voting website?

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	<p>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.</p> <p>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.</p> <p>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>

Type of Shareholders	Login Method
	<p>3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. 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.</p> <p>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> <p>4. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</p> <p>NSDL Mobile App is available on</p> <p> </p> <p> </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>

Type of Shareholders	Login Method
	<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	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.
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Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e., NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at 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 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.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/ Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e., IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL 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 email 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 Shareholder holding securities in demat mode, you are requested to refer to the login method explained at step **1 (A) i.e., Login method for e-Voting and joining virtual Meeting for Individual Shareholders holding securities in demat mode.**
3. Alternatively, 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.

17. THE INSTRUCTIONS FOR MEMBERS FOR E-VOTING ON THE DAY OF THE AGM ARE AS UNDER:

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-Voting.
2. Only those Members/ Shareholders, who will be present in the AGM through VC/OAVM facility and have not cast 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 AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
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 AGM 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 AGM may also attend and participate in the AGM but they shall not be entitled to cast their vote again at the AGM.
7. Members can opt for only one mode of voting i.e. either by remote e-Voting or voting at the AGM 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 AGM shall be treated as invalid.

18. INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for Access to NSDL e-Voting system. After successful login, you can see link of "VC/OAVM link" placed under "Join General Meeting" menu against company name. You are requested to click on VC/OAVM link placed under Join General Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the Members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the Meeting.

4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Shareholders who would like to express their views or ask questions during the AGM 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 Sunday, September 25, 2022 (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 AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.
19. 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 AGM, in a fair and transparent manner and he has communicated willingness to be appointed and shall be available for the same purpose.
20. The Scrutinizer shall, immediately after the conclusion of voting at the AGM, first count the votes cast during the AGM, 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 AGM by the Company.
21. The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company and on the website of NSDL immediately after the declaration of results by the Chairman or a person authorized by him in writing.

The results shall also be uploaded on the BSE Listing Portal and on the NSE NEAPS Portal.
22. Subject to receipt of requisite number of votes, the Resolutions shall be deemed to be passed on the date of the 96th Annual General Meeting i.e Thursday, September 29, 2022.

By Order of the Board
For **Hindustan Construction Company Ltd.**

Nitesh Kumar Jha
Company Secretary

Registered Office:

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

Place: Mumbai

Date: September 2, 2022

ANNEXURE TO THE NOTICE

AS REQUIRED BY SECTION 102 OF THE COMPANIES ACT, 2013 ("THE ACT"), THE FOLLOWING EXPLANATORY STATEMENT SETS OUT ALL MATERIAL FACTS RELATING TO THE BUSINESSES MENTIONED UNDER ITEM NUMBERS 3 TO 10 OF THE ACCOMPANYING NOTICE DATED SEPTEMBER 2, 2022.

Item No. 3

At the 93rd Annual General Meeting ("AGM") of the Company held on September 26, 2019, Mr. Santosh Janakiram was appointed as an Independent Director for a term of 3 consecutive years i.e. upto the conclusion of 96th AGM to be held in the calendar year 2022. Accordingly, his tenure is ending at the ensuing AGM.

The Company has received declaration from Mr. Santosh Janakiram that he continues to meet with the criteria of independence as prescribed under sub-section (6) of Section 149 of the Companies Act, 2013 and the SEBI (Listing Obligations & Disclosure Requirements) Regulation 2015 ("SEBI Listing Regulations").

In terms of Section 149 and the other applicable provisions of the Companies Act, 2013 and SEBI Listing Regulations, Mr. Santosh Janakiram being eligible has offered himself for re-appointment. The Company has received a notice in writing from a Member under Section 160 of the Companies Act 2013, signifying the intention to propose the candidature of Mr. Santosh Janakiram, for the office of Director in the Company along with his consent to act as such and a declaration to the effect that he is not disqualified to act as a Director of the Company along with his consent to act as such and a declaration to the effect that he is not disqualified to act as a Director of the Company.

Based on the performance evaluation carried out by the Board, and after reviewing the declaration submitted by Mr. Santosh Janakiram and pursuant to the recommendation of the Nomination and Remuneration Committee, the Board at its Meeting held on May 12, 2022 has formed an opinion that Mr. Santosh Janakiram is meeting the criteria of independence as per the provisions of Section 149 of the Act and rules made thereunder read with the requirements of SEBI Listing Regulations and that he is independent of the management. In view of the same, it has recommended the re-appointment of Mr. Santosh Janakiram as an Independent Director for a second term of 5 consecutive years upto the conclusion of the 101st Annual General Meeting of the Company to be held in calendar year 2027, subject to approval of the Members.

Brief profile of Mr. Santosh Janakiram is as under:

Mr. Santosh Janakiram is a senior partner in and head of Cyril Amarchand Mangaldas' Infrastructure and Finance Group. He has rich experience in banking, projects, project financing, structured financing, acquisition financing and private equity and represents developers, sponsors, lenders and contractors in infrastructure and project finance transactions. He is also involved in various infrastructure sectors, including energy, transportation and mining.

Chambers and Partners have since 2009 considered him a 'Leading Lawyer' in India in the Projects, Infrastructure and Energy sector. He has been named a 'Leading Lawyer' in

Banking, Energy and Infrastructure, Project Development and Project Finance by IFLR1000 and Who's Who Legal Project Finance. Santosh has been ranked as a 'Notable Lawyer' for Projects, Infrastructure and Energy and has been recognized as a "key player in the market" by Chambers Asia Pacific in 2018 and "he is regarded as a very creative, responsive and smart lawyer who is able to handle extremely complicated deals" by Chambers Asia Pacific in 2019. Legal 500 has ranked him as a 'Leading Individual' in 2019.

He has acted on a number of landmark transactions, including advising the Indian Lenders on the restructuring of the Dabhol Power Project and advising the syndicate of lenders including State Bank of India, International Finance Corporation, Asian Development Bank and other national and international financial agencies in the 4000 MW Mundra Ultra-mega Power Project which is the first project to be financed by offshore lenders post Dabhol. He has advised on various domestic and international bond transactions (including high yields) with innovative structuring within a complex regulatory framework including the 1 billion USD bond issuance by Greenko which is the largest high yield by a private sector player.

He has led the development of the Renewable and New Energy practice in the last few year. He has also advised on various mergers and acquisitions in the renewable energy and infrastructure sector including the acquisition by Global Infrastructure Partners of wind and solar assets of Equis Funds which is the largest clean energy acquisition deal in the world.

Mr. Santosh Janakiram does not hold by himself or for any other person on a beneficial basis, any Equity Shares in the Company.

Copy of the draft letter of appointment of Mr. Santosh Janakiram as an Independent Director, setting out the terms and conditions is available for inspection by the Members at the Registered Office of the Company during normal business hours on any working day, excluding Saturday.

The Board considers that Mr. Santosh Janakiram's continuance on the Board as an Independent Director of the Company would be of immense benefit to the Company.

Accordingly, the Board recommends the resolution contained at Item No. 3 of this notice for approval of the Members as a Special Resolution.

Except Mr. Santosh Janakiram, none of the Directors, Key Managerial Personnel or their respective relatives are in any way concerned or interested, financially or otherwise, in the resolution mentioned at Item No. 3 of this Notice except to the extent of their respective shareholding in the Company, if any.

This Explanatory Statement alongwith Annexure to the Notice provides the relevant details relating to re-appointment of Mr. Santosh Janakiram that may be regarded as adequate disclosure under the Companies Act, 2013 and SEBI Listing Regulations read with Secretarial Standards-2 on General Meetings.

Item No. 4

At the 93rd Annual General Meeting ("AGM") of the Company held on September 26, 2019, Mr. Mahendra Singh Mehta was appointed as an Independent Director for a term of 3 consecutive years i.e. upto the conclusion of 96th AGM to be

held in the calendar year 2022. Accordingly, his tenure is ending at the ensuing AGM.

The Company has received declaration from Mr. Mahendra Singh Mehta that he continues to meet with the criteria of independence as prescribed under sub-section (6) of Section 149 of the Companies Act, 2013 and the SEBI (Listing Obligations & Disclosure Requirements) Regulation 2015 ("SEBI Listing Regulations").

In terms of Section 149 and the other applicable provisions of the Companies Act, 2013 and SEBI Listing Regulations, Mr. Mahendra Singh Mehta being eligible has offered himself for re-appointment. The Company has received a notice in writing from a Member under Section 160 of the Companies Act 2013, signifying the intention to propose the candidature of Mr. Mahendra Singh Mehta, for the office of Director in the Company along with his consent to act as such and a declaration to the effect that he is not disqualified to act as a Director of the Company along with his consent to act as such and a declaration to the effect that he is not disqualified to act as a Director of the Company.

Based on the performance evaluation carried out by the Board, and after reviewing the declaration submitted by Mr. Mahendra Singh Mehta and pursuant to the recommendation of the Nomination and Remuneration Committee, the Board at its meeting held on May 12, 2022 has formed an opinion that Mr. Mahendra Singh Mehta is meeting with the criteria of independence as per the provisions of Section 149 of the Act and rules made thereunder read with the requirements of SEBI Listing Regulations and that he is independent of the management. In view of the same, it has recommended the re-appointment of Mr. Mahendra Singh Mehta as an Independent Director for a second term of 5 consecutive years upto the conclusion of the 101st Annual General Meeting of the Company to be held in calendar year 2027, subject to approval of the Members.

Brief profile of Mr. Mahendra Singh Mehta is as under:

Mr. Mehta is a doyen in metal, mining, power and infrastructure industry with his main career with Vedanta Group in leadership roles at Asset Level and Group Level. He has been through the scale up journey of Vedanta over his decade and half experience, where he has been involved with large acquisitions and their integration and global asset creation. Mr. Mehta also had a short stint as CEO of Reliance Infrastructure where he played transformational role in enhancing operational performance of Discoms at Delhi and Cement plant. In Last 3 years, he has been focused on experimenting with different areas essentially in Distressed Assets and Turnarounds through his engagements with Edelweiss Asset Reconstruction Company and Liberty House.

Mr. Mahendra Singh Mehta does not hold by himself or for any other person on a beneficial basis, any Equity Shares in the Company.

Copy of the draft letter of appointment of Mr. Mahendra Singh Mehta as an Independent Director, setting out the terms and conditions is available for inspection by the Members at the Registered Office of the Company during normal business hours on any working day, excluding Saturday.

The Board considers that Mr. Mahendra Singh Mehta's continuance on the Board as an Independent Director of the Company would be of immense benefit to the Company.

Accordingly, the Board recommends the resolution contained at item no. 4 of the accompanying notice for approval of the Members as a Special Resolution.

Except Mr. Mahendra Singh Mehta, none of the Directors, Key Managerial Personnel or their respective relatives are in any way concerned or interested, financially or otherwise, in the resolution mentioned at Item No. 4 of this Notice except to the extent of their respective shareholding in the Company, if any.

This Explanatory Statement alongwith Annexure to the Notice provides the relevant details relating to re-appointment of Mr. Mahendra Singh Mehta that may be regarded as adequate disclosure under the Companies Act, 2013 and SEBI Listing Regulations read with Secretarial Standards-2 on General Meetings.

Item No. 5

The Board of Directors, on the recommendation of the Audit Committee, approved the appointment and remuneration of M/s Joshi Apte & Associates, Cost Accountants, to conduct the audit of the cost records of the Company for the financial year ended March 31, 2022.

In terms of the provisions of Section 148(3) of the Act read with Rule 14 the Companies (Audit and Auditors) Rules, 2014, the remuneration of the Cost Auditors, as recommended by the Audit Committee and approved by the Board of Directors, is required to be ratified by the Members.

The remuneration payable to M/s. Joshi Apte & Associates, Cost Auditors of the Company for conducting the audit of the cost records for the financial year ended March 31, 2022, as recommended by the Audit Committee, and approved by the Board of Directors at its Meeting held on August 4, 2022 will not exceed ₹ 2,85,000/- (Rupees Two Lakhs Eighty-Five Thousands Only) plus applicable taxes and reimbursement of out-of-pocket expenses.

Accordingly, approval of the Members is sought for passing the ordinary resolution as set out at Item No. 5 of the accompanying Notice to ratify the remuneration payable to the Cost Auditors for the financial year ended March 31, 2022.

None of the Directors, Key Managerial Personnel or their respective relatives are in any way concerned or interested, financially or otherwise, in the resolution set out at Item No.5 of the Notice except to the extent of their respective shareholding in the Company, if any.

ITEM NO. 6

The Members of the Company, in their Annual General Meeting held on July 12, 2018, had approved by Special Resolution, appointment of Mr. Ajit Gulabchand as the Managing Director designated as Chairman & Managing Director of the Company for a period of 5 years commencing from April 1, 2018, and ending on March 31, 2023.

The Board of Directors ("the Board") in its Meeting held on March 23, 2022, has, based on the recommendation made by

the Nomination and Remuneration Committee, approved the payment of the following remuneration to Mr. Ajit Gulabchand, Chairman & Managing Director for a period of one year commencing from April 01, 2022, subject to compliance of the applicable provisions of the Companies Act, 2013 and approval of the Members of the Company:

(Amount in ₹)

Financial Year	Annual Salary	Perquisites & Allowances (Per annum)	Retirals (Per annum)	Total (Per annum)
2022-23	2,56,51,163	2,56,51,163	36,97,674	5,50,00,000

Note:

- (i) For the purpose of calculating perquisites & allowances as a part of the remuneration of Mr. Ajit Gulabchand, the same will be evaluated as per the Income Tax Rules, 1962 for Valuation of Perquisites read with the Income Tax Act, 1961 or any amendments thereto or any modifications or statutory re-enactment thereof and/or any other Rules or Regulations framed for the said purpose. In the absence of any such provision for valuation of any perquisites & allowances in the said Rules, the same will be evaluated at its actual cost to the Company.
- (ii) In addition to the above, Mr. Ajit Gulabchand will be entitled to the following perquisites, which shall not be included in the computation of the ceiling on remuneration:
 - a) Provision for use of Company's car for office duties and telephone and other communication facilities at residence shall not be included in the computation of perquisites for the purpose of calculating the said ceiling.
 - b) Contribution to Provident Fund, Superannuation Fund or Annuity Fund to the extent these either singly or put together are not taxable under the Income Tax Act, 1961 or any amendments thereto or any modifications or statutory re-enactment thereof and / or any rules / regulations made there under.
 - c) PF and Gratuity/Insurances as per the Rules of the Company and Superannuation to the extent of ₹ 1,50,000 pa over & above remuneration.
 - d) One month's leave for every eleven months of service and such other benefits in accordance with the Rules of the Company.
 - e) Encashment of leave at the end of the tenure.

As the Company might have no profits/inadequate profits during tenure of Mr. Ajit Gulabchand, it can pay to him the abovementioned remuneration in accordance with the provisions of the Schedule V, read with Section 197 of the Companies Act, 2013 and of Regulation 17 of the SEBI (Listing Obligations and Disclosure Requirement) Regulation 2015 with the approval of the Members by way of Special Resolution.

The Members are informed that since there is re-organization of debt of the company pursuant to Master Framework & Implementation Agreement ("MFIA") entered

into with the Lenders, there is no default of the lenders subsisting as on that date.

Accordingly, in accordance with the provisions of Sections 196 and 197 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder (including any amendments thereto or statutory modifications or re-enactment thereof for the time being in force) and Regulation 17 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, approval of the Members is hereby sought by way of Special Resolution for payment of the abovementioned remuneration to Mr. Ajit Gulabchand.

Details of Mr. Ajit Gulabchand in pursuance of the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with Secretarial Standards-2 on General Meetings, as applicable along with the Statement containing required information pursuant to Section II of Schedule V of Companies Act, 2013 are annexed to this Notice.

The draft supplementary agreement to be entered into between the Company and Mr. Ajit Gulabchand in this regard is available for inspection by the Members at the Registered Office of the Company between 11.00 a.m. and 1.00 p.m. on any working day of the Company, excluding Saturday, till the date of the Annual General Meeting.

The Board recommends the passing of the Special Resolution set out at Item No. 6 of this Notice for approval by the Members of the Company.

Except for Mr. Ajit Gulabchand, who is interested to the extent of remuneration payable to him under Resolution placed under Item Nos. 6 and Mr. Arjun Dhawan, Vice Chairman & Whole-time Director of the Company, being relative of Mr. Ajit Gulabchand who is deemed to be directly/indirectly concerned or interested in the said Resolution, none of the other Directors, Key Managerial Personnel or their respective relatives are in any way concerned or interested, financially or otherwise, in the Resolution mentioned at Item Nos. 6 of this Notice, except to the extent of their respective shareholding in the Company, if any.

ITEM NO. 7

The Board of Directors ("the Board") in its Meeting held on March 23, 2022, had, based on the recommendation made by the Nomination and Remuneration Committee, re-appointed Mr. Arjun Dhawan as a Whole-time Director of the Company for a period of 5 years with effect from April 01, 2022, subject to approval of the Members of the Company and also appointed him as Vice Chairman of the Board.

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

(Amount in ₹)

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

Note:

- i) For the purpose of calculating perquisites & allowances as a part of the remuneration of Mr. Arjun Dhawan, the same will be evaluated as per the Income Tax Rules, 1962 for Valuation of Perquisites read with the Income Tax Act, 1961 or any amendments thereto or any modifications or statutory re-enactment thereof and/or any other Rules or Regulations framed for the said purpose. In the absence of any such provision for valuation of any perquisites & allowances in the said Rules, the same will be evaluated at its actual cost to the Company.
- ii) In addition to the above, Mr. Arjun Dhawan would be entitled to the following perquisites, which would not be included in the computation of the ceiling on remuneration:
 - a) Provision for use of Company's car for office duties and telephone and other communication facilities at residence shall not be included in the computation of perquisites for the purpose of calculating the said ceiling.
 - b) Contribution to Provident Fund, Superannuation Fund or Annuity Fund to the extent these either singly or put together are not taxable under the Income Tax Act, 1961 or any amendments thereto or any modifications or statutory re-enactment thereof and / or any rules / regulations made there under.
 - c) PF and Gratuity/Insurances as per the Rules of the Company and Superannuation to the extent of ₹ 1,50,000 pa over & above remuneration.
 - d) One month's leave for every eleven months of service and such other benefits in accordance with the Rules of the Company.
 - e) Encashment of leave at the end of the tenure.

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

As per the abovementioned Resolution, the proposal for obtaining approval of the Members for payment of remuneration to Mr. Arjun Dhawan as referred above was required to be placed in the General Meeting

to be held post receipt of consent of the Lenders as envisaged in Schedule V of the Companies Act, 2013 or after implementation of the Resolution Plan, resulting in Company having no default to its lenders subsisting, whichever is earlier.

The Members are informed that since there is re-organization of debt of the company pursuant to Master Framework & Implementation Agreement ("MFIA") entered into with the Lenders, there is no default of the lenders subsisting as on that date.

Accordingly, in accordance with the provisions of Sections 196 and 197 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder (including any amendments thereto or statutory modifications or re-enactment thereof for the time being in force) and Regulation 17 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, approval of the Members is hereby sought by way of Special Resolution for payment of the abovementioned remuneration.

Details of Mr. Arjun Dhawan in pursuance of the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with Secretarial Standards-2 on General Meetings, as applicable along with Statement containing required information pursuant to Section II of Schedule V of the Act are annexed to this Notice.

The agreement entered between the Company and Mr. Arjun Dhawan with respect to his re-appointment is available for inspection by the Members at the Registered Office of the Company between 11.00 a.m. and 1.00 p.m. on any working day of the Company, excluding Saturday, till the date of the Annual General Meeting.

The Board recommends the passing of the Special Resolution set out at Item No. 7 of this Notice for approval by the Members of the Company.

Except for Mr. Arjun Dhawan, who is interested to the extent of remuneration payable to him under Resolutions placed under Item Nos. 7 and Mr. Ajit Gulabchand, Chairman & Managing Director of the Company, being relative of Mr. Arjun Dhawan who is deemed to be directly/indirectly concerned or interested in the said Resolution, none of the other Directors, Key Managerial Persons or their respective relatives are in any way concerned or interested, financially or otherwise, in the Resolution mentioned at Item Nos. 7 of this Notice, except to the extent of their respective shareholding in the Company, if any.

ITEM NO. 8

The Members of the Company, in their Annual General Meeting held on July 12, 2018, had approved by Special Resolution, appointment of Mr. Ajit Gulabchand as the Managing Director & designated as Chairman & Managing Director of the Company for a period of 5 years commencing from April 1, 2018, and ending on March 31, 2023, and had also approved payment of remuneration of ₹ 3,28,38,600/- per annum to him for a period of one year commencing from April 01, 2018, which was revised by the Members in their Annual General Meeting held on September 26, 2019, to ₹ 7,00,00,000/- per annum for

a period of three years commencing from April 01, 2019, along with certain perquisites, subject to compliance of the applicable provisions of the Companies Act, 2013.

Except for a sum of ₹ 3,74,24,920/-, no remuneration has been paid by the Company to him for the financial years 2019-22 for want of Lenders' approval as required under Section 197 read with Schedule V of the Companies Act, 2013. Accordingly, a sum of ₹ 17,25,75,080/- has been accrued to him, yet not paid by the Company.

Members are informed that since there is re-organization of debt of the Company pursuant to Master Framework & Implementation Agreement ("MFIA") entered with the Lenders, there is no default of the Lenders subsisting as on that date.

Mr. Ajit Gulabchand has spearheaded the Company's transformation from a construction major into a diversified infrastructure group of global scale, developing and building responsible infrastructure through next practices. The result is a business that plays a leading role in meeting the massive infrastructure needs of India, leveraging best-in-class equipment and technology, knowledge-driven processes, and innovation-led next practices.

Alongside his responsibilities at HCC, Mr. Gulabchand has been a vocal advocate of sustainable development and is regarded as a spokesperson for India's infrastructure sector in global forums. He is a signatory member of Caring for Climate, United Nation's action platform for business and a signatory member of WEF's CEO Climate Leaders. He has also been a frequent invitee to ministerial business delegations from the Government of India to various countries aimed at attracting foreign investments into the Indian infrastructure sector.

Considering the rich experience and contribution of Mr. Gulabchand and multi-faceted responsibilities shouldered by him and considering the fact he has not been paid the abovementioned remuneration, the Board, based on the recommendation made by NRC, has approved payment of a consolidated amount of ₹ 21 crore in lieu of the accrued remuneration to Mr. Ajit Gulabchand, Chairman & Managing Director of the Company for the period April 01, 2019, to March 31, 2022, subject to adjustment of amount already paid.

As the Company is having no profits/ inadequate profits, hence, approval of the Members is hereby sought by way of Special Resolution with respect to the above proposal in accordance with the provisions of Section 197 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013.

Details of Mr. Ajit Gulabchand in pursuance of the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with Secretarial Standards-2 on General Meetings, as applicable along with the Statement containing required information pursuant to Section II of Schedule V of Companies Act, 2013 are annexed to this Notice.

The Board recommends the passing of the Special Resolution set out at Item No. 8 of this Notice for approval by the Members of the Company.

Except for Mr. Ajit Gulabchand, who is interested to the extent of remuneration payable to him under Resolution placed under Item No. 8 and Mr. Arjun Dhawan, Vice Chairman &

Whole-time Director of the Company, being relative of Mr. Ajit Gulabchand who is deemed to be directly/indirectly concerned or interested in the said Resolution, none of the other Directors, Key Managerial Personnel or their respective relatives are in any way concerned or interested, financially or otherwise, in the Resolution mentioned at Item No. 8 of this Notice, except to the extent of their respective shareholding in the Company, if any.

ITEM NO. 9

The Members of the Company, at their Annual General Meeting held on July 06, 2017, had approved by Special Resolution, appointment of Mr. Arjun Dhawan as the Group CEO & Whole-time Director of the Company for a period of 5 years commencing from April 01, 2017, and had also approved payment of an overall remuneration of a sum of ₹ 6,00,00,000/- per annum to him for a period of 3 years commencing from April 01, 2017, which was revised by the Members in their Annual General Meeting held on September 26, 2019, to ₹ 6,00,00,000/-, ₹ 6,50,00,000/- and ₹ 7,00,00,000/- per annum respectively, for the financial years 2019-20, 2020-21 and 2021-22 respectively, along with certain perquisites, subject to compliance of the applicable provisions of the Companies Act, 2013.

Except for a sum of ₹ 2,66,70,200/-, no remuneration has been paid by the Company to him for the financial years 2019-22 for want of Lenders' approval as required under Section 197 read with Schedule V of the Companies Act, 2013. Accordingly, a sum of ₹ 17,98,23,390/- (inclusive of leave encashment of ₹ 1,14,93,590/-) has been accrued to him, yet not paid by the Company.

Members are informed that since there is re-organization of debt of the Company pursuant to Master Framework & Implementation Agreement ("MFIA") entered with the Lenders, there is no default of the Lenders subsisting as on that date.

Mr. Arjun Dhawan is the Vice Chairman and Whole-time Director of Hindustan Construction Company Limited (HCC). After taking the reins of the Company, he has ensured that HCC remains strongly anchored to India's development efforts in the core sectors spanning transportation, power, water supply and urban infrastructure. His leadership has driven HCC's sustainability and resilience through an extremely challenging period in the Company's history.

He manages a turnover of ₹10,670 crore across the HCC Group of companies spanning businesses in Engineering & Construction, Real Estate Development, and Infrastructure Concessions and having a knowledge asset of more than 1,700 officers, including 1,100 engineers and 13,000 workers across project sites.

Considering the rich experience and contribution of Mr. Dhawan and multi-faceted responsibilities shouldered by him and considering the fact he has not been paid the abovementioned remuneration, the Board, based on the recommendation made by Nomination and Remuneration Committee, has approved payment of a consolidated amount of ₹ 20,64,93,590/- (inclusive of leave encashment of ₹ 1,14,93,590/-) in lieu of the accrued remuneration to Mr. Arjun Dhawan, Vice Chairman & Whole-time Director of the Company for the period April 01, 2019, to March 31, 2022, subject to adjustment of amount already paid.

As the Company is having no profits/ inadequate profits, hence, approval of the Members is hereby sought by way of Special

Resolution with respect to the above proposal in accordance with the provisions of Section 197 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013.

Details of Mr. Arjun Dhawan in pursuance of the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with Secretarial Standards-2 on General Meetings, as applicable along with the Statement containing required information pursuant to Section II of Schedule V of Companies Act, 2013 are annexed to this Notice.

The Board recommends the passing of the Special Resolution set out at Item No. 9 of this Notice for approval by the Members of the Company.

Except for Mr. Arjun Dhawan, who is interested to the extent of remuneration payable to him under Resolutions placed under Item No. 9 and Mr. Ajit Gulabchand, Chairman & Managing Director of the Company, being relative of Mr. Arjun Dhawan who is deemed to be directly/indirectly concerned or interested in the said Resolution, none of the other Directors, Key Managerial Persons or their respective relatives are in any way concerned or interested, financially or otherwise, in the Resolution mentioned at Item No. 9 of this Notice, except to the extent of their respective shareholding in the Company, if any.

Item No.10

The Special Resolution contained in the Notice under Item No. 10 relates to a resolution by the Company enabling the Board of Director to create, issue, offer and allot Equity Shares, GDRs, ADRs, Foreign Currency Convertible Bonds, Convertible Debentures and such other Securities as stated in the resolution (the 'Securities') at such price as may be deemed appropriate by the Board at its absolute discretion including the discretion to determine the categories of Investors to whom the issue, offer, and allotment shall be made considering the prevalent market conditions and other relevant factors and wherever necessary, in consultation with merchant bankers, advisors, underwriters, etc., inclusive of such premium, as may be determined by the Board in one or more tranche(s), subject to SEBI (ICDR) Regulations and other applicable laws, rules and regulations.

The resolution also enables the Board to issue Securities for an aggregate amount not exceeding ₹ 1000 crore or its equivalent in any foreign currency.

The Board shall issue Securities pursuant to this special resolution to meet long term working capital and capital expenditure requirements of the Company and its subsidiaries, joint ventures and affiliates, investment in subsidiaries (including overseas subsidiaries), joint ventures and affiliates, repayment/restructuring of debts due to lenders/banks/institutions, strengthening the Balance Sheet of the Company, tap acquisition opportunities, business ventures/projects and other general corporate purposes.

The special resolution also authorizes the Board of Directors of the Company to undertake a Qualified Institutions Placement with Qualified Institutional Buyers (QIBs) in the manner as prescribed under the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, (the 'SEBI Regulations') for raising capital. The pricing of the Specified Securities to be issued to QIBs pursuant to the said SEBI Regulations shall be freely determined subject to such price not being less than the

price calculated in accordance with the relevant provisions of the said SEBI Regulations.

The detailed terms and conditions for the offer will be determined by the Board in consultation with the advisors, merchant bankers, underwriters and such other authority or authorities as may be required to be consulted by the Company considering the prevalent market conditions from time to time and in accordance with the applicable provisions of law, rules and regulations and other relevant factors.

The Equity Shares allotted or arising out of conversion of any Securities would be listed. The issue/allotment/conversion of Securities would be subject to the receipt of regulatory approvals, if any. Further, the conversion of Securities held by foreign investors, into Equity Shares would be subject to the permissible foreign shareholding limits/cap specified by Reserve Bank of India from time to time.

Pursuant to the provisions of Sections 42, 62 and 71 of the Act including any rules made thereunder and any other provision of the said Act, as may be applicable and the relevant provisions of the listing agreements with the stock exchanges and any other applicable laws, the issue of securities comprising equity shares, foreign currency convertible bonds, ADR's, GDR's, non-convertible debentures and/or issue of debentures on private placement, convertible debentures, etc., will require the prior approval of the Members by way of a special resolution.

The special resolution as set out at Item No. 10, is an enabling resolution and if passed, will have the effect of permitting the Board to issue and allot Securities to Investors, who may or may not be existing Members of the Company.

The Board believes that the proposed enabling special resolution is in the interest of the Company and therefore, recommends the resolution for Members' approval. Accordingly, approval of the Members is sought for passing special resolution as set out at Item No. 10 of accompanying Notice for issuance of securities of the Company.

None of the Directors and Key Managerial Personnel of the Company or their respective relatives are in any way concerned or interested, financially or otherwise, in the resolution set out at Item No. 10 of this Notice except to the extent of their respective shareholding in the Company, if any.

By Order of the Board
For **Hindustan Construction Company Ltd.**

Nitesh Kumar Jha
Company Secretary

Registered Office:

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

Place: Mumbai

Date: September 2, 2022

Statement containing required information pursuant to Section II of Schedule V of the Companies Act, 2013 for item nos. 6, 7, 8 and 9 is as under:

General information:

(1)	Nature of industry	Engineering and Construction
(2)	Date or expected date of commencement of commercial production	Not Applicable
(3)	In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	Not Applicable
(4)	Financial performance based on given indicators:	
	Financial year 2021-22:	(₹ in crore)
	Revenue from Operations:	4,666.28
	Loss after Tax:	(153.10)

(5) Foreign investments or collaborations, if any.

As on June 30, 2022 the Foreign Portfolio Investments (FPIs) holds 17,90,39,106 (11.83%) Equity Shares of the Company of ₹1 each.

There is no foreign collaboration for any equity investment.

II. Information about the appointee/managerial person

(1) Background details

Mr. Ajit Gulabchand

Mr. Ajit Gulabchand is the Chairman & Managing Director of the Company. He has nearly four decades of enriched experience in the Infrastructure and Construction business and has served the Board of the Company, as Managing Director from April 1, 1983 and was elevated as the Chairman of the Company in May 1994. Since then, he has been re-appointed for a term of 5 (five) years each. His last re-appointment as Managing Director, designated as Chairman & Managing Director of the Company, was approved by the Members at the Annual General Meeting held on July 12, 2018 for a period of 5 years with effect from April 1, 2018, based on the justification placed before the Members, for his re-appointment after attainment of 70 years of age, including payment of remuneration for FY 2018-19 in accordance with Schedule V of the Act. Thereafter, his remuneration was approved by the Members at the Annual General Meeting held on September 26, 2019 for 3 years with effect from April 1, 2019 upto March 31, 2022.

Mr. Arjun Dhawan

Mr. Arjun Dhawan is the Vice Chairman & Whole-time Director of the Company. Tenure of Mr. Arjun Dhawan, who was appointed by the Members of the Company at their Annual General Meeting held on July 06, 2017, as the Group CEO & Whole-time Director of the Company for a period of 5 years commencing from April 01, 2017, was expiring on March 31, 2022 and hence, based on the recommendation of the

Nomination and Remuneration Committee, the Board of Directors at its Meeting held on March 23, 2022, has re-appointed Mr. Arjun Dhawan as a Whole-time Director of the Company, for a period of 5 years w.e.f. April 1, 2022, and same was approved by the Members in their Extra Ordinary General Meeting held on June 22, 2022. Board has also appointed him as Vice Chairman of the Board with effect from March 23, 2022.

(2) Past remuneration

Mr. Ajit Gulabchand

The details of remuneration paid/payable to Mr. Ajit Gulabchand, Chairman & Managing Director for the last three financial years is as given below:

Financial year	Total (Annual Salary, Perquisites, Allowances and Retirals) in ₹*
2019-20	7,00,00,000
2020-21	7,00,00,000
2021-22	7,00,00,000

* The remuneration payable to Mr. Ajit Gulabchand for the Financial Year 2019-20, 2020-21 & 2021-22 is in accordance with the approval granted by the Nomination and Remuneration Committee, the Board of Directors, and Shareholders subject to lenders' approval. However, same is not yet paid to him pending lenders' approval.

Mr. Arjun Dhawan

The details of remuneration paid/payable to Mr. Arjun Dhawan, Group CEO & Whole-time Director for the last three financial years is as given below:

Financial year	Total (Annual Salary, Perquisites, Allowances and Retirals) in ₹*
2019-20	6,00,00,000
2020-21	6,50,00,000
2021-22	7,00,00,000

* The remuneration payable to Mr. Arjun Dhawan for the Financial Year 2019-20, 2020-21 & 2021-22 is in accordance with the approval granted by the Nomination and Remuneration Committee, the Board of Directors, and Shareholders subject to lenders' approval. However, same is not yet paid to him pending lenders' approval.

(3) Recognition or awards

Mr. Ajit Gulabchand

Mr. Gulabchand has been a vocal advocate of sustainable development and is regarded as a spokesperson for India's infrastructure sector in global forums. He is a signatory member of Caring for Climate, United Nation's action platform for business and a signatory member of WEF's CEO Climate Leaders. He has also been a frequent invitee to ministerial business delegations from the Government of India to various countries aimed at attracting foreign investments into the Indian infrastructure sector.

Mr. Arjun Dhawan

Mr. Dhawan is an active member of the World Economic Forum. Within the WEF's Strategic Infrastructure Initiative, he helps develop best practices to promote well-structured, bankable infrastructure projects globally. Mr. Dhawan also serves as a member of the Confederation of Indian Industry's (CII) Infrastructure Council.

(4) Job profile and suitability

Mr. Ajit Gulabchand

Mr. Ajit Gulabchand has spearheaded the Company's transformation from a construction major into a diversified infrastructure group of global scale, developing and building responsible infrastructure through next practices. The result is a business that plays a leading role in meeting the massive infrastructure needs of India, leveraging best-in-class equipment and technology, knowledge-driven processes, and innovation-led next practices.

During the challenging time of COVID19 pandemic, Mr. Ajit Gulabchand had steered the company successfully through the pandemic with minimal loss of life through effective measures and protocols, while also ensuring that the operations were not adversely impacted.

Amid all the ups and downs, Mr. Gulabchand with his visionary zeal has pursued the course for the Company, transforming the company from a construction major into a diversified infrastructure group of global scale.

In the present complex and challenging business environment, there is a continuing need to formulate competitive strategies and review the business on an ongoing basis to provide the much-needed impetus to bolster the growth prospects of the Company. This necessitates the higher involvement of Mr. Gulabchand in managing the overall affairs of the Company.

Mr. Arjun Dhawan

Mr. Arjun Dhawan is the Vice Chairman and Whole-time Director of Hindustan Construction Company Limited (HCC). After taking the reins of the Company, he has ensured that HCC remains strongly anchored to India's development efforts in the core sectors spanning transportation, power, water supply and urban infrastructure. His leadership has driven HCC's sustainability and resilience through an extremely challenging period in the Company's history.

He manages a turnover of ₹10,670 crore across the HCC Group of companies spanning businesses in Engineering & Construction, Real Estate Development, and Infrastructure Concessions and having a knowledge asset of more than 1,700 officers, including 1,100 engineers and 13,000 workers across project sites.

Under his leadership, the Company has been executing large and complex infrastructure projects

of national importance and has delivered numerous engineering marvels include Bogibeel Bridge, India's longest rail-cum-road Bridge in Assam, Kishanganga Hydro Power Project, NHPC's largest 330MW EPC on the LoC in J&K, DGNP's dry dock in Mumbai for India's aircraft carrier, Farakka Raiganj Highways Ltd., Elevated Road, Kolkata, Sainj Hydro Power Project, Sawra Kuddu HEP, Delhi Metro, etc.

Furthermore, he has led the successful development of ₹ 7,500 crore of NHAI concessions through Public Private Partnership with the Indian Government, which have generated great value for HCC.

Mr. Dhawan has steered the Company through a very challenging period by enhancing liquidity, streamlining costs and operations for accelerated project execution, augmenting internal capabilities in the Company's core business of Engineering & Construction, and managing and mitigating risks in a volatile macro-environment. He has been instrumental in overseeing the completion of HCC's resolution plan with lenders, including legacy liabilities guaranteed by HCC to erstwhile subsidiary, Lavasa.

Prior to starting his career at HCC, Mr. Dhawan acquired expertise in the area of investment management across various businesses and industries. As Managing Director of Arya Capital Management in Mumbai and with Trelus Management Company and Banc of America Securities in New York, Mr. Dhawan managed portfolios of equity and distressed investments. He began his career as an Investment Banker in New York with the Leveraged Finance Groups of Donaldson, Lufkin & Jenrette and Credit Suisse First Boston. His transaction experience covers leveraged buyout, high yield, M&A, and equity transactions in the automotive, energy, healthcare, media, and telecom industries.

Mr. Dhawan has a bachelor's degree in Mathematics & Economics from Middlebury College and holds an MBA from Harvard Business School.

(5) Remuneration proposed

Mr. Ajit Gulabchand

Details of the total remuneration comprising, inter-alia, Salary, Perquisites and Allowances together with Retirals, payable to Mr. Ajit Gulabchand, Chairman & Managing Director for period April 01, 2022 to March 31, 2023 is as given below:

(Amount in ₹)

Financial Year	Annual Salary	Perquisites & Allowances (Per annum)	Retirals (Per annum)	Total (Per annum)
2022-23	2,56,51,163	2,56,51,163	36,97,674	5,50,00,000

Apart from above, it is proposed to make payment of a consolidated amount of ₹ 21 crore in lieu of the accrued remuneration to Mr. Ajit Gulabchand, Chairman & Managing Director of the Company for the

period April 01, 2019, to March 31, 2022, subject to adjustment of amount already paid.

Mr. Arjun Dhawan

The details of Remuneration proposed to be paid to Mr. Arjun Dhawan, Vice Chairman & Whole-time Director for the period April 01, 2022 to March 31, 2025, is as given below:

Amount (in ₹)

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

Apart from above, it is proposed to make payment of a consolidated amount of ₹ 20,64,93,590/- (inclusive of leave encashment of ₹ 1,14,93,590/-) in lieu of the accrued remuneration to Mr. Arjun Dhawan, Vice Chairman & Whole-time Director of the Company for the period April 01, 2019, to March 31, 2022, subject to adjustment of amount already paid.

(6) Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin)

Mr. Ajit Gulabchand

While proposing the managerial remuneration for Mr. Ajit Gulabchand, the remuneration trends for the private sector industry have been considered and analysis of compensation trends in Indian publicly listed companies has been taken into account.

Considering the rich experience and contribution of Mr. Gulabchand and multi-faceted responsibilities shouldered by him and considering the fact he has not been paid the abovementioned remuneration for the period April 01, 2019, to March 31, 2022, it is well justified that he be paid proposed remuneration.

Mr. Arjun Dhawan

While proposing the managerial remuneration for Mr. Arjun Dhawan, the remuneration trends for the private sector industry have been considered and analysis of compensation trends in Indian publicly listed companies has been taken into account.

Considering the rich experience and contribution of Mr. Dhawan and multi-faceted responsibilities shouldered by him and considering the fact he has not been paid the abovementioned remuneration for the period April 01, 2019, to March 31, 2022, it is well justified that he be paid proposed remuneration.

(7) Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any

Mr. Ajit Gulabchand, Chairman & Managing Director is father in law of Mr. Arjun Dhawan, Vice Chairman and Whole-time Director.

Save and except for the remuneration set out in the resolutions at Item Nos. 6 & 8 of the AGM Notice for Mr. Ajit Gulabchand, remuneration set out in resolution at Item Nos. 7 & 9 of the AGM Notice for Mr. Arjun Dhawan and to the extent of their respective shareholdings in the Company, neither of them has any other pecuniary relationship, directly or indirectly with the Company or with any other managerial personnel of the Company.

III. OTHER INFORMATION:

(1) Reasons of loss or inadequate profits

During the year, project performance was affected due to various restrictions imposed by Government authorities due to the 2nd wave of COVID19 and the new variant Omicron. Remobilizing the required manpower at Projects and streamlining the supply chain management remained challenging. Despite the above challenges, projects have made additional efforts to remobilize the required workmen and strengthen the supply chain management with improved vendor management. Though clients have agreed to sanction the extension of time as per Government guidelines, most clients are yet to sanction payment for compensation for the lockdown period and the 2nd wave of COVID19.

(2) Steps taken or proposed to be taken for improvement

HCC has undertaken several initiatives to strengthen its balance sheet and streamline operations for accelerated project execution that is reflected in the performance for FY 2021-22. Some of these initiatives are explained below:

NHAI Conciliations & Realisation of BOT (SPV) Asset Sales

In FY 2020-21, the Company had initiated a conciliation process with NHAI to generate liquidity in the face of prolonged litigations and their associated costs. The Company successfully completed five conciliations within its PPP/BOT arm, HCC Concessions (HCON), and one conciliation in HCC, thereby receiving a total sum of ₹ 1,849 crore. In September 2020, the Company completed the sale of its largest BOT asset, Farakka Raiganj Highways Ltd. to Cube Highways and Infrastructure V Pte. Ltd. (Cube) for an enterprise value of ₹ 1508 crore, generating substantial liquidity for the group.

In February 2022, HCON executed a binding term sheet to sell its Baharampore-Farakka Highways Limited asset to Cube, at an enterprise value of ₹ 1,279 crore. Furthermore, HCON will be entitled to a material revenue share for the life of the concession. The transaction is subject to closing adjustments, customary due diligence and approvals, including from the NHAI and the lenders.

Strategic Developments at HCC Infrastructure

In August 2021, an exit was provided to the Xander Group, which held a 14.5% stake in HCC Concessions since 2011. Thereafter, 100% of the economic interest of HCON vested with the Company. In addition, HCC Infrastructure group of companies became debt free after closing all loans with Yes Bank Ltd. in September 2021.

In the month of November 2021, scheme of merger of HCC Concessions Ltd, HCC Power Ltd, Dhule Palesnar Operation & Maintenance Ltd and HCC Power Ltd with HCC Infrastructure Company Ltd U/s 230 to 232 of the Companies Act, 2013 has been filed with NCLT in order to reorganize the legal entities in the group structure to ensure optimized corporate holding structure and reduction in the multiplicity of legal and regulatory compliances at optimized cost.

Debt Resolution Plan

The carve-out of a material portion of HCC's debt along with commensurate award assets to an SPV results in a long-awaited solution to the asset-liability mismatch faced by HCC on account of delayed realization of its arbitration awards vis-a-vis Government Agencies. The Company has received final board approvals from all its lenders and achieved a closure of all documentation. Delays in approvals from Lenders and the impact of COVID19 had led to an inordinate delay in plan execution, with expected completion in Q2 FY 2022-23. The focus of HCC is now squarely on growth as it expects to secure new orders with full access to its working capital and bonding limits.

Under this debt resolution plan,, ₹ 2,854 crore worth of liability is being transferred by HCC to subsidiary Prolific Resolution Pvt Ltd. (SPV) along with the economic interest in arbitration awards and claims of ₹ 6,508 crore to the SPV. The Board approved the plan on 27 May 2021 subject to necessary approvals.

This SPV will have an external investor controlling atleast 51% and HCC holding balance shares. The SPV debt being significantly over-collateralised is expected to be fully serviced from its own receivables. The underlying arbitration awards carry interest, which will appropriately meet the SPV lenders' liabilities that also accrue interest. The return on investment to the identified investor entity will be capped and HCC will extend its corporate guarantee to lenders of SPV, which have back ended repayment schedule starting FY 2026-27. On repayment of the SPV liability, it is expected that the surplus awards and claims will flow back to the benefit of HCC, which is expected to be material in value.

The plan also entails divestment of identified non-core assets in HCC and conciliation/ realization of identified awards and claims (remaining in HCC after carve out)

to the tune of ₹ 1,549 crore, which will be utilized for operations and growth.

Execution of Arbitration Awards

Consequent to the amendments to the Arbitration & Conciliation Act, 1996 (as amended in 2015), together with the Supreme Court of India setting aside Section 87 of the Arbitration and Conciliation Act, there would henceforth not be any automatic stay on the execution of Arbitration Awards. Earlier, a stay was granted at the mere filing of a challenge to an Award and would sometimes continue for years until the Court had time to hear the matter. Today, due to HCC's efforts in the Supreme Court, all Awards may be executed, resulting in the deposit/collection of monies.

Furthermore, due to various pro-business policy frameworks by Govt, we expect Arbitration Awards' realization to be swifter, leading to more efficient dispute resolution in the long run.

To avoid litigations, the GOI in the Union Budget has proposed a conciliation mechanism for resolving disputes in the construction industry. Para 135 of Budget provides as under:

135. To have ease of doing business for those who deal with Government or CPSE's and carry out Contracts, I propose to set up a Conciliation Mechanism and mandate its use for quick resolution of Contractual disputes. This will instil confidence in private sector investors and contractors.

This mechanism is likely to spur private investment in the infrastructure sector, which is considerably problematic due to the mechanical challenging of awards and long delays in dispute resolution. The above mechanism-specific mandate to the CPSEs will go a long way in helping the Contractors and the Govt agencies to ensure the infrastructure projects are completed with minimum delays as the disputes would be settled and the money would be available during the performance of the Contracts.

(3) Expected increase in productivity and profits in measurable terms

The Company has been working on various strategic initiatives to improve operations and profitability of the Company by focusing on its core competence of highly skilled EPC jobs where competitive pressures are less and margins are higher.

DISCLOSURES:

Details of the proposed remuneration to Mr. Ajit Gulabchand, Chairman & Managing Director and Mr. Arjun Dhawan, Vice Chairman & Whole-time Director have been fully set out in the respective Special Resolutions at Item Nos. 6,7, 8 and 9. Further, the disclosures required in terms of Schedule V of the Act have been made in the Corporate Governance Report.

ANNEXURE A (FOR ITEM NUMBERS 2, 3, 4, 6, 7, 8 AND 9)

Details of the Directors in pursuance of the Companies Act, 2013 and the SEBI Listing Regulations read with Secretarial Standards-2 on General Meetings, as applicable.

1 Name of the Director	Mr. Arun Karambelkar
DIN	02151606
Date of Birth	September 25, 1955
Qualification	B.E. (Mechanical), M.B.A.
Date of Appointment	June 23, 2021
Brief Resume alongwith Justification Note	As provided in the Explanatory Statement to the AGM Notice under Item No. 2.
Relationship with Directors	None
Expertise in specific functional areas	Diverse experience in Construction Industry
No. of Board Meetings attended during the year	4
Directorships held in other Companies and Bodies Corporate	Steiner India Limited Capacit'e Infraprojects Limited
Chairman/Member of the Committee of the Board of Directors in other Companies	Capacit'e Infraprojects Limited Audit Committee - Chairman Stakeholder Relationship Committee - Member Nomination and Remuneration Committee - Member Risk Management Committee - Member Corporate Social Responsibility Committee - Member
Number of Shares held in the Company	Nil
2 Name of the Director	Mr. Santosh Janakiram
DIN	06801226
Date of Birth	August 22, 1978
Qualification	Bar Council of Maharashtra and Goa
Date of Appointment	June 17, 2019
Brief Resume alongwith Justification Note	As provided in the Explanatory Statement to the AGM Notice under Item No. 3.
Relationship with Directors	None
Expertise in specific functional areas	Banking; Infrastructure and Financing
No. of Board Meetings attended during the year	6
Directorships held in other Companies and Bodies Corporate	Andor Fontech Ltd. 3D Future Technologies Pvt. Ltd. Sociallending Technologies and Holdings Pvt. Ltd.
Chairman/Member of the Committee of the Board of Directors in other Companies	Andor Fontech Ltd. Audit Committee - Member Stakeholder Committee - Chairman Nomination and Remuneration Committee - Member Corporate Social Responsibility Committee - Chairman
Number of Shares held in the Company	Nil
3 Name of the Director	Mr. Mahendra Singh Mehta
DIN	00019566
Date of Birth	December 09, 1955
Qualification	Bachelor of Mechanical Engineering, MBM Engineering College, MBA- IIM Ahmedabad.
Date of Appointment	June 17, 2019
Brief Resume alongwith Justification Note	As provided in the Explanatory Statement to the AGM Notice under Item No. 4.
Relationship with Directors	None
Expertise in specific functional areas	Metal, Mining, Power and Infrastructure
No. of Board Meetings attended during the year	6
Directorships held in other Companies and Bodies Corporate	ESL Steels Limited Talwandi Sabo Power Limited
Chairman/Member of the Committee of the Board of Directors in other Companies	ESL Steels Ltd. Audit Committee - Member Nomination and Remuneration Committee - Member Talwandi Sabo Power Limited Nomination and Remuneration Committee - Member
Number of Shares held in the Company	Nil

4 Name of the Director	Mr. Ajit Gulabchand
DIN	00010827
Date of Birth	June 28, 1948
Qualification	Graduate of Mumbai University - B.COM (Hons.)
Date of Appointment	Appointed on the Board of HCC, as Managing Director since April 1, 1983, and later as the Chairman since May 1994.
Brief Resume alongwith Justification Note	As provided in Statement containing required information pursuant to Section II of Schedule V of the Companies Act, 2013.
Relationship with Directors	He is father-in-law of Mr. Arjun Dhawan, Vice Chairman & Whole-time Director and is not related to any other Director of the Company.
Expertise in specific functional areas	Enriched experience in the Construction Industry nearly four decades.
No. of Board Meetings attended during the year	6
Directorships held in other Companies and Bodies Corporate	Hincon Holdings Ltd. Hincon Finance Ltd. Western Securities Ltd. Shalaka Investment Pvt. Ltd. Champali Garden Pvt. Ltd. Gulabchand Foundation Steiner AG, Switzerland HCC Mauritius Enterprises Ltd. HCC Mauritius Investment Ltd.
Chairman/Member of the Committee of the Board of Directors in other Companies	Hincon Holdings Ltd. Stakeholders Relationship Committee - Member
Number of Shares held in the Company	21,17,294
5 Name of the Director	Mr. Arjun Dhawan
DIN	01778379
Date of Birth	July 19, 1976
Qualification	MBA from Harvard Business School and BA in Mathematics and Economics from Middlebury College.
Date of Appointment	April 1, 2017 (Re- appointment : April 1, 2022)
Brief Resume alongwith Justification Note	As provided in Statement containing required information pursuant to Section II of Schedule V of the Companies Act, 2013.
Relationship with Directors	He is son-in-law of Mr. Ajit Gulabchand, Chairman & Managing Director and is not related to any other Director of the Company.
Expertise in specific functional areas	Expertise in construction, infrastructure development, general management and investment management.
No. of Board Meetings attended during the year	6
Directorships held in other Companies and Bodies Corporate	Baharampore-Farakka Highways Ltd. HCC Concessions Ltd. Steiner India Ltd. HCC Infrastructure Company Ltd. AVG Hotels Pvt. Ltd. Arya Capital Management Pvt. Ltd. (Debt Listed) Maharani Holdings Pvt. Ltd. and Dhawan Management Pvt. Ltd.
Listed Entities from which resigned as a Director in past 3 years	Arya Capital Management Pvt. Ltd. (Debt Listed)
Chairman/Member of the Committee of the Board of Directors in other Companies including listed Companies, if any	HCC Concessions Ltd. Nomination and Remuneration Committee - Member Corporate Social Responsibility Committee - Chairman Executive Committee - Chairman Baharampore – Farakka Highways Ltd. Nomination and Remuneration Committee - Member Corporate Social Responsibility Committee - Chairman
Number of Shares held in the Company	Nil