

Integrated Governance

HINDUSTAN CONSTRUCTION COMPANY LIMITED

General information about company

Scrip code	500185	
NSE Symbol	HCC	
MSEI Symbol	NOTLISTED	
ISIN	INE549A01026	
Date of start of financial year	01-04-2024	
Date of end of financial year	31-03-2025	
Reporting Quarter Type	Yearly	
Date of Quarter Ending	31-03-2025	
Type of company	Equity	
Whether Annexure I (Part A) of the SEBI Circular dated December 31, 2024 related to Compliance Report on Corporate Governance is applicable to the entity?	true	
Whether Annexure I (Part B) of the SEBI Circular dated December 31, 2024 related to Investor Grievance Redressal Report is Applicable to the entity?	true	
Whether Annexure I (Part C) of the SEBI Circular dated December 31, 2024 related to Disclosure of Acquisition of Shares or Voting Rights in Unlisted Companies is Applicable to the entity?	false	Not Applicable
Whether Annexure I (Part D) of the SEBI Circular dated December 31, 2024 related to Disclosure of Imposition of Fine or Penalty is Applicable to the entity?	false	Not Applicable
Whether Annexure I (Part E) of the SEBI Circular dated December 31, 2024 related to Disclosure of Updates to Ongoing Tax Litigations or Disputes is Applicable to the entity?	true	
Whether Annexure I (Part F) of the SEBI Circular dated December 31, 2024 related to Disclosure Of Loans / Guarantees / Comfort Letters / Securities Etc. is Applicable to the entity?	true	
Risk management committee	true	
Market Capitalisation as per immediate previous Financial Year	Top 1000 listed entities	
Is SCORE ID Available ?	true	
SCORE Registration ID	H00100	
Reason For No SCORE ID		
Type of Submission	Original	
Remarks (website dissemination)		

Annexure I

Annexure I to be submitted by listed entity on quarterly basis																								
I. Composition of Board of Directors																								
Disclosure of notes on composition of board of directors explanatory																								
Whether the listed entity has a Regular Chairperson						true																		
Whether Chairperson is related to MD or CEO						false	Disqualification of Directors under section 164 of the Companies Act, 2013																	
Sr no.	Title(Mr/Ms)	Name of the Director	DIN	Category 1 of directors	Category 2 of directors	Category 3 of directors	Whether the director is disqualified?	Start Date of disqualification	End Date of disqualification	Details of disqualification	Current status	Whether special resolution passed? [Refer Reg. 17(1A) of Listing Regulations]	Date of passing special resolution	Initial Date of appointment	Date of Re-appointment	Date of cessation	Tenure of director(in months)	No of Directorship in listed entities including this listed entity(Refer Regulation 17A of Listing Regulations)	No of Independent Directorship in listed entities including this listed entity(Refer Regulation 17A(1) of Listing Regulations)	Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)	Reason for Cessation	Notes for not providing PAN	Notes for not providing DIN
1	Mr	Ajit Gulabchand	00010827	Non-Executive - Non Independent Director	Chairperson related to Promoter		false				Active	Yes	14-02-2023	03-03-1983	01-04-2023			1	0	2	0			
2	Mr	Arjun Dhawan	01778379	Executive Director	Not Applicable		false				Active	NA		01-04-2017	01-04-2022			1	0	1	0			
3	Mr	Santosh Jankiram Iyer	06801226	Non-Executive - Independent Director	Not Applicable		false				Active	NA		17-06-2019	29-09-2022		66	3	3	3	2			
4	Mr	Mahendra Singh Mehta	00019566	Non-Executive - Independent Director	Not Applicable		false				Active	NA		17-06-2019	29-09-2022		66	2	2	2	1			
5	Mr	Mukul Sarkar	00893700	Non-Executive - Nominee Director	Not Applicable		false				Active	NA		06-02-2020	06-02-2020			2	0	0	0			
6	Mrs	Mita Dixit	08198165	Non-Executive - Independent Director	Not Applicable		false				Active	NA		06-02-2020	30-08-2023		59	3	3	5	1			
7	Mr	Arun Karambelkar	02151606	Non-Executive - Independent Director	Not Applicable		false				Active	NA		23-06-2021	07-06-2023		19	2	2	2	1			
8	Mr	Jaspreet Singh Bhullar	03644691	Executive Director	Not Applicable		false				Active	NA		01-04-2023	01-04-2023			1	0	0	0			
9	Mr	Aditya Pratap Jain	08115375	Non-Executive - Non Independent Director	Not Applicable		false				Active	NA		07-06-2023	07-06-2023			1	0	1	0			
10	Mr	RAMESH NARAYANSWAMY SUBRAMANYAM	02421481	Non-Executive - Independent Director	Not Applicable		false				Active	NA		16-12-2024	16-12-2024		4	1	1	0	0			

Annexure I

II. Composition of Committees	
Disclosure of notes on composition of committees explanatory	

Audit Committee Details

Whether the Audit Committee has a Regular Chairperson						true	
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	00019566	Mahendra Singh Mehta	Non-Executive - Independent Director	Chairperson	01-08-2019		
2	08198165	Mita Dixit	Non-Executive - Independent Director	Member	09-02-2021		
3	08115375	Aditya Pratap Jain	Non-Executive - Non Independent Director	Member	18-09-2024		

Nomination and remuneration committee

Whether the Nomination and remuneration committee has a Regular Chairperson						true	
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	00019566	Mahendra Singh Mehta	Non-Executive - Independent Director	Chairperson	01-08-2019		
2	00010827	Ajit Gulabchand	Non-Executive - Non Independent Director	Member	30-04-2015		
3	06801226	Santosh Jankiram Iyer	Non-Executive - Independent Director	Member	01-08-2019		

Stakeholders Relationship Committee

Whether the Stakeholders Relationship Committee has a Regular Chairperson						true	
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	06801226	Santosh Jankiram Iyer	Non-Executive - Independent Director	Chairperson	01-08-2019		
2	00010827	Ajit Gulabchand	Non-Executive - Non Independent Director	Member	21-02-1994		
3	01778379	Arjun Dhawan	Executive Director	Member	08-08-2018		

Risk Management Committee

Whether the Risk Management Committee has a Regular Chairperson						true	
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	00019566	Mahendra Singh Mehta	Non-Executive - Independent Director	Chairperson	23-06-2021		
2	01778379	Arjun Dhawan	Executive Director	Member	23-06-2021		
3	03644691	Jaspreet Singh Bhullar	Executive Director	Member	23-03-2022		
4	99999999	Girish Gangal	Chief Financial Officer	Member	18-04-2024		Textual Information(1)

Text Block

Textual Information(1)	Mr. Girish Gangal, Chief Financial Officer of the Company is a member of the Risk Management Committee and accordingly, mentioning of DIN is not required
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Annexure I

III. Meeting of Board of Directors							
Disclosure of notes on meeting of board of directors explanatory							
Sr	Date(s) of meeting (Enter dates of Previous quarter and Current quarter in chronological order)	Maximum gap between any two consecutive (in number of days)	Notes for not providing Date	Whether requirement of Quorum met (Yes/No)	Total Number of Directors as on date of the meeting	Number of Directors present*(All directors including Independent Director)	No. of Independent Directors attending the meeting*
1	29-10-2024			true	9	9	4
2	04-12-2024	35		true	9	8	4
3	13-02-2025	70		true	10	10	5

Annexure I

IV. Meeting of Committees										
Disclosure of notes on meeting of committees explanatory										
Sr	Name of Committee	Date(s) of meeting (Enter dates of Previous quarter and Current quarter in chronological order)	Maximum gap between any two consecutive (in number of days)	Name of other committee	Reson for not providing date	Whether requirement of Quorum met (Yes/No)	Total Number of Directors in the Committee as on date of the meeting	Number of Directors Present (All Directors including Independent Director)	No. of Independent Directors attending the meeting*	No. of members attending the meeting (other than Board of Directors)
1	Audit Committee	29-10-2024				true	3	3	2	0
2	Audit Committee	04-12-2024	35			true	3	3	2	0
3	Audit Committee	13-02-2025	70			true	3	3	2	0
4	Nomination and remuneration committee	05-11-2024				true	3	3	2	0
5	Nomination and remuneration committee	13-02-2025	99			true	3	3	2	0
6	Stakeholders Relationship Committee	13-02-2025				true	3	3	1	0
7	Risk Management Committee	16-12-2024				true	3	3	1	1

Annexure I

V. Affirmations		
Sr	Subject	Compliance status (Yes/No)
1	The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015	true
2	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015 a. Audit Committee	true
3	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. b. Nomination & remuneration committee	true
4	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. c.Stakeholders relationship committee	true
5	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. d. Risk management committee (applicable the top 1000 listed entities)	Yes
6	The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.	true
7	The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.	true
8	This report and/or the report submitted in the previous quarter has been placed before Board of Directors.	true
9	Any comments/observations/advice of Board of Directors may be mentioned here:	Textual Information(1)

Text Block

Textual Information(1)	Nil
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Annexure I

Sr	Subject	Compliance status
1	Name of signatory	Nitesh Kumar Jha
2	Designation	Company Secretary

Details of Cyber security incidence

Whether as per Regulation 27(2)(ba) of SEBI (LODR) Regulations, 2015 there has been cyber security incidents or breaches or loss of data or documents during the quarter	false
Other details of cyber security incidence or breaches or loss of data event	
Number of cyber security incidence or breaches or loss of data event occurred during the quarter	

Annexure II

Annexure II to be submitted by listed entity at the end of the financial year (for the whole of financial year)				
I.Disclosure on website in terms of LODR Regulation				
Sr	Item	Compliance status (Yes/No/NA)	If status is 'No' details of non-compliance may be given here.	Web address
1.1	Details of business	Yes		https://www.hccindia.com/
1.2	Memorandum of Association and Articles of Association	Yes		http://hccindia.com/uploads/Investors/HCC_MOA_&_AOA%20.pdf
1.3	Brief profile of board of directors including directorship and full-time positions in body corporates	Yes		https://www.hccindia.com/about-hcc/management
2	Terms and conditions of appointment of independent directors	Yes		https://hccindia.com/uploads/reports/0_18114300_1491482503_Independent-Directors-Appointment-Letter.pdf
3	Composition of various committees of board of directors	Yes		https://www.hccindia.com/investors/board-committees%C2%A0
4	Code of conduct of board of directors and senior management personnel	Yes		https://hccindia.com/uploads/corporate/Code-of-Conduct.pdf
5	Details of establishment of vigil mechanism/ Whistle Blower policy	Yes		https://hccindia.com/uploads/Investors/Vigil_Mechanism_Policy.pdf
6	Criteria of making payments to non-executive directors	Yes		https://hccindia.com/uploads/Investors/Nomination-and-Remuneration-Policy.pdf
7	Policy on dealing with related party transactions	Yes		https://hccindia.com/uploads/Investors/Policy%20for%20Related%20Party%20Transactions.pdf
8	Policy for determining 'material' subsidiaries	Yes		https://hccindia.com/uploads/Investors/Policy%20for%20determining%20Material%20Subsidiaries.pdf
9	Details of familiarization programmes imparted to independent directors	Yes		https://hccindia.com/uploads/Investors/Policy%20for%20Familiarisation%20Program%20for%20Independent%20Directors.pdf
10	Email address for grievance redressal and other relevant details	Yes		https://www.hccindia.com/investors/details-of-compliance-officer-rta%C2%A0
11	Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes		https://www.hccindia.com/investors/details-of-compliance-officer-rta
12	Financial results	Yes		https://hccindia.com/investors
13	Shareholding pattern	Yes		https://hccindia.com/investors/shareholding-pattern
14	Details of agreements entered into with the media companies and/or their associates	NA		
15.1	(I) Schedule of analyst or institutional investor meet (II) Presentations prepared by the listed entity for analysts or institutional investors meet, post earnings or quarterly calls prior to beginning of such events.	Yes		https://hccindia.com/investors
15.2	Audio recordings, video recordings, if any, and transcripts of post earnings or quarterly calls, by whatever name called, conducted physically or through digital means	Yes		https://www.hccindia.com/investors/investor-call-recordings%C2%A0
16	New name and the old name of the listed entity	NA		
17	Advertisements as per regulation 47 (1)	Yes		https://hccindia.com/investors
18	Credit rating or revision in credit rating obtained	Yes		https://hccindia.com/uploads/Investors/Credit_Rating.pdf
19	Separate audited financial statements of each subsidiary of the listed entity in respect of a relevant financial year	Yes		https://hccindia.com/investors/subsidiary-companies-financial-statements
20	Secretarial Compliance Report	Yes		https://hccindia.com/uploads/Investors/Covering_letter_and_Annual_Secretarial_Compliance_Report.pdf
21	Materiality Policy as per Regulation 30 (4)	Yes		https://hccindia.com/uploads/Investors/Policy-for-Determining-Materiality.pdf
22	Disclosure of contact details of KMP who are authorized for the purpose of determining materiality as required under regulation 30(5)	Yes		https://hccindia.com/investors/details-of-compliance-officer-rta
23	Disclosures under regulation 30(8)	Yes		https://hccindia.com/investors
24	Statements of deviation(s) or variations(s) as specified in regulation 32	Yes		http://hccindia.com/uploads/Investors/Statement%20of%20Deviation%20&%20Variation.pdf
25	Dividend Distribution policy as per Regulation 43A(1)	Yes		https://hccindia.com/uploads/Investors/HCC-dividend-distribution-policy-draft-020217.pdf
26.1	Annual return as provided under section 92 of the Companies Act, 2013	Yes		https://www.hccindia.com/investors
26.2	Employee Benefit scheme documents framed in terms of SEBI (SBEB) Regulations, 2021	Yes		https://www.hccindia.com/uploads/Investors/HCC_ESOS_Plan.pdf
27	Confirmation that the above disclosures are in a separate section as specified in regulation 46(2)	Yes		https://www.hccindia.com/investors/disclosures-under-regulation-46
28	Compliance with regulation 46(3) with respect to accuracy of disclosures on the website and timely updating	Yes		https://www.hccindia.com/investors/disclosures-under-regulation-46
29	Disclosure of notes on website in terms of Listing Regulations explanatory [Text Block]			

Annexure II

II. Annual Affirmations				
Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is 'No' details of non-compliance may be given here.
1	Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'	16(1)(b)	Yes	
2	Board composition	17(1), 17(1A) & 17(1C), 17(1D) & 17(1E)	Yes	
3	Meeting of Board of directors	17(2)	Yes	
4	Quorum of Board meeting	17(2A)	Yes	
5	Review of Compliance Reports	17(3)	Yes	
6	Plans for orderly succession for appointments	17(4)	Yes	
7	Code of Conduct	17(5)	Yes	
8	Fees/compensation	17(6)	Yes	
9	Minimum Information	17(7)	Yes	
10	Compliance Certificate	17(8)	Yes	
11	Risk Assessment & Management	17(9)	Yes	
12	Performance Evaluation of Independent Directors	17(10)	Yes	
13	Recommendation of Board	17(11)	Yes	
14	Maximum number of Directorships	17A	Yes	
15	Composition of Audit Committee	18(1)	Yes	
16	Meeting of Audit Committee	18(2)	Yes	
17	Role of Audit Committee and information to be reviewed by the audit committee	18(3)	Yes	
18	Composition of nomination & remuneration committee	19(1) & (2)	Yes	
19	Quorum of Nomination and Remuneration Committee meeting	19(2A)	Yes	
20	Meeting of Nomination and Remuneration Committee	19(3A)	Yes	
21	Role of Nomination and Remuneration Committee	19(4)	Yes	
22	Composition of Stakeholder Relationship Committee	20(1), 20(2) & 20(2A)	Yes	
23	Meeting of Stakeholders Relationship Committee	20(3A)	Yes	
24	Role of Stakeholders Relationship Committee	20(4)	Yes	
25	Composition and role of risk management committee	21(1),(2),(3),(4)	Yes	
26	Meeting of Risk Management Committee	21(3A)	Yes	
27	Quorum of Risk Management Committee meeting	21(3B)	Yes	
28	Gap between the meetings of the Risk Management Committee	21(3C)	Yes	
29	Vigil Mechanism	22	Yes	
30	Policy for related party Transaction	23(1), (1A), (5), (6), & (8)	Yes	
31	Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	Yes	
32	Approval for material related party transactions	23(4)	NA	
33	Disclosure of related party transactions on consolidated basis	23(9)	Yes	
34	Composition of Board of Directors of unlisted material Subsidiary	24(1)	Yes	
35	Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5) & (6)	Yes	
36	Alternate Director to Independent Director	25(1)	Yes	
37	Maximum Tenure	25(2)	Yes	
38	Appointment, Re-appointment or removal of an Independent Director through special resolution or the alternate mechanism	25(2A)	Yes	
39	Meeting of independent directors	25(3) & (4)	Yes	
40	Familiarization of independent directors	25(7)	Yes	
41	Declaration from Independent Director	25(8) & (9)	Yes	
42	Directors and Officers insurance	25(10)	Yes	
43	Confirmation with respect to appointment of Independent Directors who resigned from the listed entity	25(11)	NA	
44	Memberships in Committees	26(1)	Yes	
45	Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	Yes	
46	Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	Yes	
47	Approval of the Board and shareholders for compensation or profit sharing in connection with dealings in the securities of the listed entity	26(6)	Yes	
48	Vacancies in respect Key Managerial Personnel	26A(1) & 26A(2), 26A(3)	Yes	
Any other information to be provided				

Annexure II

1	Name of signatory	Nitesh Kumar Jha
2	Designation	Company Secretary

Annexure II

III. Affirmations		
Sr	Particulars	Compliance status (Yes/No/NA)
1	The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied	Yes
Any other information to be provided		

Annexure II

1	Name of signatory	Nitesh Kumar Jha
2	Designation	Company Secretary

Signatory Details

Name of signatory	Nitesh Kumar Jha
Designation of person	Company Secretary and Compliance Officer
Place	Mumbai
Date	14-04-2025

Additional Half yearly Disclosure

Any Other Information for Disclosure of Loans / Guarantees / Comfort Letters / Securities Etc.			
I. Disclosure of Loans/ guarantees/comfort letters /securities etc.refer note below			
(A)Any loan or any other form of debt advanced by the listed entity directly or indirectly to			
Entity	Aggregate amount advanced during six months	Balance outstanding at the end of six months	
Promoter or any other entity controlled by them	0	0	
Promoter Group or any other entity controlled by them	0	0	
Directors (including relatives) or any other entity controlled by them	0	0	
KMPs or any other entity controlled by them	0	0	
(B) Any guarantee / comfort letter (by whatever name called) provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debt availed By			
Entity	Type (guarantee, comfort letter etc.)	Aggregate amount of issuance during six months	Balance outstanding at the end of six months(taking into account any invocation)
Promoter or any other entity controlled by them	0	0	0
Promoter Group or any other entity controlled by them	0	0	0
Directors (including relatives) or any other entity controlled by them	0	0	0
KMPs or any other entity controlled by them	0	0	0
(C) Any security provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debt availed by			
Entity	Type of security (cash, shares etc.)	Aggregate value of security provided during six months	Balance outstanding at the end of six months
Promoter or any other entity controlled by them	0	0	0
Promoter Group or any other entity controlled by them	0	0	0
Directors (including relatives) or any other entity controlled by them	0	0	0
KMPs or any other entity controlled by them	0	0	0
(D) Additional Information			
II. Affirmations			
Affirmations	Compliance Status	Company Remarks	
All loans (or other form of debt), guarantees, comfort letters (by whatever name called) or securities in connection with any loan(s) (or other form of debt) given directly or indirectly by the listed entity to promoter(s), promoter group, director(s) (including their relatives), key managerial personnel (including their relatives) or any entity controlled by them are in the economic interest of the company.	true		
Name		Girish gangal	
Designation		CFO	
Place		Mumbai	
Date		14-04-2025	

Investor Grievance Details

No. of investor complaints pending at the beginning of Quarter	0
No. of investor complaints received during the Quarter	3
No. of investor complaints disposed off during the Quarter	3
No. of investor complaints those remaining unresolved at the end of the Quarter	0

Disclosure of Updates to Ongoing Tax Litigations or Disputes The updates on tax litigations or disputes in terms of sub-para 8 of para B of Part A of Schedule III read with corresponding provisions of Annexure 18 of the Master Circular are given below:

Any Other Information for Disclosure of Updates to Ongoing Tax Litigations or Disputes				
Sr.No.	Name of the opposing party	Date of initiation of the litigation / dispute	Status of the litigation / dispute as per last disclosure	Current status of the litigation / dispute
1	Income Tax Department (For AY 2015-16)	07-10-2023	MA filed against ITAT against order under section 263 of Income tax Act.	No change
2	Asst Commissioner, Chamba, HP GST	20-02-2024	Writ petition before Himachal Pradesh High Court - demand 96.31 cr	No change
3	Commissioner of Service Tax, Navi Mumbai	11-09-2020	Department has filed a civil appeal under Supreme court- demand 44.18 Cr	No change
4	Sr. Joint Commissioner, Commercial Tax, LTU, Kolkatta, WB VAT	10-08-2016	Appeal before WB Taxation Tribunal - RN 659 of 2016- demand 35.73 Cr.	No change
5	State Tax Officer, Circle R, Jammu , J&K GST	28-02-2025	.	Writ petition to be file before Jammu High Court - demand 55.88 Cr.