



HCC/SEC/EGM/2025

February 19, 2025

BSE Limited The Corporate Relationship Dept, Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai-400 001. Scrip Code : 500185	National Stock Exchange of India Ltd Exchange Plaza, Bandra-Kurla Complex, Bandra (East), Mumbai-400 051. Scrip Code : HCC
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Dear Sir/Madam,

Sub : Intimation of Extra Ordinary General Meeting of the Company

This is to inform you that an Extra Ordinary General Meeting ("EGM") of the Members of the Company is scheduled to be held on Thursday, March 13, 2025 at 11.00 a.m. (IST) through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM") for seeking approval of Members for the matters mentioned in the Notice of the EGM.

Pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, notice convening the EGM of the Company is enclosed and the same is also being made available on the website of the Company www.hccindia.com.

We request you to kindly take the above on your record.

Yours sincerely,
For Hindustan Construction Company Ltd.

Nitesh Kumar Jha
Company Secretary

Encl: As above

Hindustan Construction Co Ltd

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

www.hccindia.com

HINDUSTAN CONSTRUCTION COMPANY LTD.

(CIN: L45200MH1926PLC001228)

Regd. Office: Hincon House, Lal Bahadur Shastri Marg, Vikhroli (West), Mumbai 400 083, India**Tel.:** +91 22 2575 1000 **Fax:** +91 22 2577 7568 **E-mail:** secretarial@hccindia.com **Website:** www.hccindia.com**NOTICE****NOTICE**

NOTICE is hereby given that the Extra Ordinary General Meeting (1st of 2024-25) of the Members of Hindustan Construction Company Ltd. ("the Company") will be held on Thursday, March 13, 2025 at 11.00 a.m. through Video Conferencing ("VC")/Other Audio-Visual Means ("OAVM") to transact the following business:

SPECIAL BUSINESS**1 Appointment of Mr. Ramesh Subramanyam (DIN:02421481) 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, if any, of the Companies Act, 2013 (the "Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any amendment (s) thereto or any statutory modification (s) or re-enactment(s) thereof, for the time being in force) read with Schedule IV to the Act, and pursuant to the provisions of Regulation 17(1C) and other applicable Regulations of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, approval be and is hereby granted for the appointment of Mr. Ramesh Subramanyam (DIN:02421481), who was appointed by the Board of Directors as an Additional (Non-Executive Independent) Director with effect from December 16, 2024, as an Independent Director of the Company with effect from December 16, 2024 to hold office for a term of 5 consecutive years, not liable to retire by rotation.

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), be and is hereby authorized 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."

2. Transfer of economic and beneficial interest in Arbitration Awards to a wholly owned subsidiary 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 Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013 (the "Act") and the Rules made thereunder (including any amendment(s) thereto or any statutory modification(s) and/or re-enactment thereof, for the time being in force), and applicable Regulations of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, and the Memorandum and Articles of Association of the Company and subject to applicable statutes and regulations and requisite approvals, consents and clearances, as required, approval be and is hereby granted to 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), to sell, transfer, hive-off, assign, dispose-off or otherwise transfer to a wholly owned subsidiary of the Company, economic and beneficial interest in present Awards up to ₹ 5,000 Crore (Rupees Five Thousand Crore only) (including advances received against these Awards) accounted by the Company as per method of accounting regularly employed as well as economic and beneficial interest in Awards to be received in future, at book value consideration at that time on such terms and conditions as may be agreed to and decided by the Board in consultation with lenders, advisors, experts, or other authorities. Net consideration (net of advances) for transfer of economic and beneficial interest in the Awards will be discharged by SPV on receipt of money on realisation of Award(s) or by way of issuance of Non-convertible Debentures ("NCDs") by SPV to the Company on such terms and conditions as may be decided by the Board.

RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, the Board be and is hereby authorised to finalize the manner and method of sale, transfer or hiving off or assignment or disposal of the said Awards and execute all necessary agreements (including such representations, warranties indemnities and covenants as may be customary in such transactions), deeds and documents and subsequent modifications thereto; resolve or settle any question, difficulty, dispute or doubt; and to take such actions and to give all such directions as may be necessary or desirable and further delegate the powers/authorities expressly or impliedly granted under this Resolution to any of its committees, employees/officers of the Company, authorized representative(s) etc.; hire any consultant(s), agent(s), advisor(s) etc., make necessary applications to statutory

or regulatory authorities, if required, and generally to do or undertake such activities and execute such documents as the Board may in its absolute discretion deem fit, without the necessity of seeking any further consent or approval from Members of the Company unless, obtaining of such further consent/approval is mandatory under the provisions of any law."

3. Advancing a sum up to ₹400 Crore by way of Inter-Corporate Deposit(s) to Prolific Resolution Private Ltd., an Associate Company

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

"RESOLVED THAT pursuant to the provisions of Sections 185(2) and 186 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 and applicable Regulations of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, and the Memorandum and Articles of Association of the Company and subject to applicable statutes and regulations and requisite approvals, consents and clearances, as required, approval be and is hereby granted to 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), for advancing by way of Inter Corporate Deposit(s) to Prolific Resolution Private Ltd., an Associate Company, falling under the category of 'a person in whom any of the Director of the Company is interested' as specified in the explanation to Section 185(2)(b) of the Act, a sum up to ₹ 400 Crore on an arms-length basis and accrue interest at a rate as may be determined by the Board (subject to at all times such interest rate determined at arms-length basis). The loan will be repayable by PRPL in full on arms-length terms once debt to existing PRPL Lenders is fully repaid., to be utilized for its business activities including debt service obligations.

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

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

Nitesh Kumar Jha
Company Secretary

Registered Office:

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

Place: Mumbai

Date: February 13, 2025

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 business mentioned under Item numbers 1, 2 and 3 of the Notice dated February 13, 2025 is appended hereto.

Details of the Director seeking appointment in pursuance of the Act 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. Pursuant to the Ministry of Corporate Affairs’ Circulars dated April 08, 2020, April 13, 2020, May 05, 2020, December 08, 2021, May 05, 2022, December 28, 2022, September 25, 2023 and September 19, 2024 and all other relevant Circulars issued from time to time (“MCA Circulars”), physical attendance of the Members to the EGM venue is not required and general meeting can be held through Video Conferencing (“VC”) or Other Audio-Visual Means (“OAVM”).

In compliance with the Act, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the MCA Circulars, the Extra Ordinary General Meeting of the Company (“EGM”) is being held through VC/OAVM and Members can attend and participate through VC/OAVM.

The detailed procedure for participating in the EGM through VC/OAVM is annexed herewith and is also available at the Company’s website i.e. www.hccindia.com.

3. Pursuant to the Circular No. 14/2020 dated April 08, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the Members is not available for this EGM. However, the Body Corporates are entitled to appoint authorised representatives to attend the EGM through VC/OAVM and participate thereat and cast their votes through e-Voting.
4. The Members can join the EGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the EGM through VC/OAVM will be made available for 1000 Members on first come first served basis. This will not include large Members (Members 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 EGM without restriction on account of first come first served basis.

5. The attendance of the Members attending the EGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Act.
6. Since the EGM will be held through VC/OAVM, the Route Map is not annexed to this Notice.
7. The SEBI has decided that securities of listed companies can be transferred only in dematerialized form with effect from April 01, 2019. In view of the above and to avail various benefits of dematerialization, 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, MUFG Intime India Private Limited (“MI IPL”) for assistance in this regard.
8. Please note that in accordance with the provisions of Section 72 of the Act, Members are entitled to make nominations in respect of the Equity Shares held by them. Members desirous of making nominations may procure the prescribed form SH-13 from MI IPL and have it duly filled, signed, and sent back to them, in respect of shares held in physical form. Members holding shares in dematerialized mode should file their nomination with their Depository Participant (“DP”).

9. The Members are requested to:

- a) Intimate change in their registered address, if any, to MI IPL 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 MI IPL immediately of the change in residential status on return to India for permanent settlement.

10. 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 Circular dated October 03, 2023, Notice of the EGM of the Company, inter-alia, indicating the process and manner of Remote e-Voting is being sent by electronic mode, to all those Members whose e-mail IDs are registered with their respective Depository Participants.

For Members who have not registered their email address and holding shares in physical mode are requested to register their e-mail IDs with MI IPL 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 MIPL 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 EGM is also available on the Company's website www.hccindia.com.

11. 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 and 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 EGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a Member using Remote e-Voting system as well as voting on the date of the EGM 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, March 06, 2025, may obtain the login ID and password by sending a request at evoting@nsdl.com 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 022 48867000. 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, March 06, 2025 may follow steps mentioned in this Notice of the EGM under "Access to NSDL e-Voting system."

In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the EGM has been uploaded on the website of the Company at www.hccindia.com. The Notice can also be accessed from the websites of the Stock Exchanges i.e., BSE Limited and National Stock Exchange of India Limited at

www.bseindia.com and www.nseindia.com respectively and the EGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e., www.evoting.nsdl.com.

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

The Remote e-Voting period begins on Sunday, March 09, 2025, at 09:00 a.m. and ends on Wednesday, March 12, 2025, at 05:00 p.m. The Remote e-Voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e., Thursday, March 06, 2025, 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, March 06, 2025.

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:


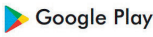


Step 1: Access to NSDL e-Voting system

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 09, 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 IDs in their demat accounts in order to access e-Voting facility.

Login method for Individual Shareholders holding securities in demat mode is given below:

Type of Shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL	<ol style="list-style-type: none"> <li data-bbox="403 278 759 1139">Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsd.com either on a Personal Computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. <li data-bbox="403 1151 759 1427">If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select "Register Online for IDeAS Portal" or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp <li data-bbox="403 1439 759 1812">Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https:// www.evoting.nsd.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.

Type of Shareholders	Login Method
	<p data-bbox="1155 205 1455 570">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 data-bbox="1155 586 1455 1074">Click on options available against company name or e-Voting service provider - NSDL and you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. 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 data-bbox="1102 1090 1455 1276">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 data-bbox="1134 1276 1455 1300">NSDL Mobile App is available on</p> <div data-bbox="1129 1316 1455 1352">   </div> <div data-bbox="1161 1366 1262 1467">  </div> <div data-bbox="1331 1366 1431 1467">  </div>
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> <li data-bbox="1102 1493 1455 1824">Existing who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website www.cdslindia.com

Type of Shareholders	Login Method
	<p>and click on login icon & New System Myeasi Tab and then user your existing my easi username & password.</p> <p>2. After successful login the Easi /Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.</p> <p>3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option.</p> <p>4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on 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 able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>

Type of Shareholders	Login Method
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. Upon logging in, you will be able to see e-Voting option. 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 company name or e-Voting service provider i.e. 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.

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.com or call at 022 – 48867000.
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 toll free no. 1800 2109911.

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.nsd.com/> with your existing IDEAS login. Once you log-in to NSDL e-Services 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 who hold 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:

- If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- 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.nsd.com.

b) **Physical User Reset Password?** (If you are holding shares in physical mode) option available on www.evoting.nsd.com.

c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com 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?

- 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 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.
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.com 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.

General Guidelines for Shareholders

1. Institutional (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.com. Institutional shareholders (i.e other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
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.: 022 – 48867000 or send a request to Ms. Pallavi Mhatre, Senior Manager, NSDL at evoting@nsdl.com

Process for those Shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e-mail ids for e-Voting for the Resolution 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.

13. THE INSTRUCTIONS FOR MEMBERS FOR E-VOTING ON THE DAY OF THE EGM ARE AS UNDER:

1. The procedure for e-Voting on the day of the EGM is same as the instructions mentioned above for remote e-Voting.
2. Those Members/ Shareholders, who will be present in the EGM 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 EGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the EGM. However, they will not be eligible to vote at the EGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the EGM shall be the same person mentioned for Remote e-Voting.

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

1. Member will be provided with a facility to attend the EGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of "VC/OAVM link" placed under **"Join Meeting"** menu against company name. You are requested to click on VC/OAVM link placed under Join 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. Members who would like to express their views or ask questions during the EGM may register themselves as a speaker by sending their request from their registered email address mentioning their name, DP ID and Client ID/ folio number, PAN, mobile number, email ID via email at secretarial@hccindia.com latest by Friday, March 07, 2025 (5:00 p.m.). The same will be replied by the Company suitably. Those Members who have registered themselves as a speaker will only be allowed to express their views/ ask questions during the EGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the EGM.
- 15.** Mr. B. Narasimhan, Proprietor, B N & Associates, Practicing Company Secretary (Membership No. FCS 1303 and Certificate of Practice No. 10440) and failing him Mr. Venkatraman K (Membership No. ACS 8897 and Certificate of Practice No. 12459) have been appointed as the Scrutinizer to scrutinize the Remote e-Voting process

and voting at EGM, in a fair and transparent manner and they have communicated willingness to be appointed and shall be available for the same purpose.

- 16.** The Scrutinizer shall, immediately after the conclusion of voting at the EGM, first count the votes cast during the EGM, thereafter, unblock the votes cast through remote e-Voting and make a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing. The voting results along with the consolidated Scrutinizer's Report shall be submitted to the Stock Exchanges i.e., BSE and NSE within two working days of conclusion of the EGM by the Company.
- 17.** 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.
- 18.** Subject to receipt of requisite number of votes, the Resolutions shall be deemed to be passed on the date of the EGM i.e. Thursday, March 13, 2025.

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: February 13, 2025

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 BUSINESS MENTIONED UNDER ITEM NUMBERS 1, 2 AND 3 OF THE ACCOMPANYING NOTICE DATED FEBRUARY 13, 2025

Item No. 1

Based on the recommendation of the Nomination and Remuneration Committee and subject to approval of the Members, the Board of Director ("the Board") had appointed Mr. Ramesh Subramanyam (DIN:02421481) as an Additional (Non-Executive Independent) Director of the Company with effect from December 16, 2024 to hold office for a term of 5 consecutive years, not liable to retire by rotation.

The Company has received notice in writing from a Member, proposing the candidature of Mr. Ramesh Subramanyam for appointment as a Director along with his consent in writing to act as a Director and declaration that he is not disqualified to act as such in the prescribed forms under the Act ("the Act"). Mr. Ramesh Subramanyam has also provided a declaration confirming that he meets the criteria of Independence as prescribed under Section 149 of the Act and Regulation 16(1) (b) read with Regulation 25(8) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 ("SEBI Listing Regulations") and that he is registered in the Independent Directors database maintained by Indian Institute of Corporate Affairs. The Board is of the opinion that Mr. Ramesh Subramanyam is meeting the criteria of independence and is independent of the management.

Brief profile of Mr. Ramesh Subramanyam is as under:

Mr. Ramesh Subramanyam possesses a rich and diverse experience of over 32 years in finance, treasury, M&A business management, corporate strategy, corporate governance, business development and commercial decision-making across industries in leading Indian and multinational companies. His expertise includes wide ranging organizational leadership, contribution to business excellence, HR and new business launches.

Mr. Subramanyam brings experience from previous roles at Hinduja Group, Tata Sons, TATA Power, Monsanto, Siemens, Hindustan Unilever Limited and Lloyds Steel Industries Ltd. Currently, he is a Member of CII Committee on Financial Reporting. He also served as Ex Chairman, National Committee of CFOs – CII and as Member, CII Economic Affairs Committee.

Mr. Subramanyam holds multiple qualifications viz. B. Com. (Nagpur University), AICWA, ACS, CPA. He has also attended General Management Programme-CEDEP (INSEAD) and Advance Management Program (IIM-Ahmedabad).

Presently, Mr. Subramanyam is on the Board of Hinduja Renewables Energy Private Limited, Ashok Leyland Defence Systems Limited and HR Sabarmati Private Limited. Mr. Subramanyam 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. Subramanyam 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 and also during continuance of the Meeting (in electronic mode) and is also available on the website of the Company i.e. www.hccindia.com.

Relevant details pursuant to Regulation 36(3) of the SEBI Listing Regulations read with Secretarial Standard-2 on General Meetings are provided in Annexure A to the Explanatory Statement to the EGM Notice.

Pursuant to Regulation 17(1C) of the SEBI Listing Regulations, appointment of Mr. Ramesh Subramanyam as an Independent Director of the Company is required to be placed before the Members of the Company at the next General Meeting or within a period of three months from the date of appointment, whichever is earlier, for their approval. Accordingly, approval of the Members is hereby sought for passing the Special Resolution as set out at Item No. 1 of this Notice for appointment of Mr. Ramesh Subramanyam (DIN:02421481) as an Independent Director of the Company with effect from December 16, 2024 to hold office for a term of 5 consecutive years, not liable to retire by rotation.

The Board considers that Mr. Ramesh Subramanyam's appointment on the Board as an Independent Director shall be of immense benefit to the Company and recommends the Resolution set out at Item No. 1 of this Notice for approval of the Members as a Special Resolution.

Except Mr. Ramesh Subramanyam, 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. 1 of this Notice except to the extent of their respective shareholding in the Company, if any.

Item No. 2

The Company's principal business is engineering, procurement and construction. In the course of its business, arbitral awards of ₹ 4,775 Crores ("Awards") have been awarded in favour of the Company. As of September 30, 2024, the Company has collected an amount of ₹ 3,169 Crores in relation to these Awards by furnishing Bank Guarantees.

In the interest of ensuring that these Awards are pursued in a focussed and efficient manner, the Company proposes to transfer and assign economic and beneficial Interest in these Awards to one of the wholly-owned subsidiaries of the Company (the "SPV") as may be identified by the Board for the purpose of providing assistance and technical advisory with monetisation and recovery of Awards. Pursuant to this transaction, the Company can focus on its principal business activities while also ensuring maximisation of value and recovery from the Awards. The SPV being solely set up for these functions, optimisation of recovery from the Awards can be achieved in a focussed and specialised manner. Further, the SPV being a wholly owned subsidiary of the Company, inherent value in the Awards will continue to be retained by the

Company and the group while simultaneously unlocking value for the Company.

Net consideration (net of advances) for transfer of economic and beneficial interest in the Awards will be discharged by SPV on receipt of money on realisation of Award (s) or by way of issuance of NCDs by SPV to the Company on such terms and conditions as may be decided by the Board.

The approval of the Members of the Company is hereby sought by way of Special Resolution for the abovementioned proposal in terms of the provisions of Section 180(1)(a) and other applicable provisions of the Act and the applicable SEBI Listing Regulations.

Based on the recommendation made by the Audit Committee and considering that the proposed transaction shall be beneficial to the Company as mentioned above, the Board recommends the passing of aforesaid Special Resolution set out at Item No. 2 of this Notice for approval by the Members of the Company.

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. 2 of this Notice except to the extent of their respective shareholding in the Company, if any.

Item No. 3

The Company in its debt resolution plan with its lenders, transferred aggregate debt of ₹ 2,854 Crores to Prolific Resolution Private Ltd. ("PRPL"). Further, as a part of the said debt resolution plan, the Company provided a corporate guarantee for 100% of the debt owed by PRPL to the lenders of PRPL ("PRPL Lenders") (for approximately an amount of ₹ 2,854 Crores).

In light of *inter alia* improved performance of the Company and PRPL, the PRPL Lenders are in the process of collectively approving the reduction of corporate guarantee issued by the Company from 100% to 20%. As on date, PRPL Lenders representing holding 40% of debt at PRPL have already approved the said reduction to 20%. This significant reduction in the Company's liability is encouraging and underscores the Company's financial improvement.

Further, in consideration of the said reduction in corporate guarantee liability, the PRPL Lenders have stipulated that from the proposed equity capital raising of ₹ 1,500 Crores by the Company expected in the next 3 years, an amount of ₹ 400 Crores will be provided to PRPL to be utilised by PRPL for repayment of its debt.

The Company raised ₹ 600 Crores through a QIP concluded on December 19, 2024. An amount of ₹ 200 Crores from the QIP proceeds is proposed to be lent to PRPL towards the aforesaid commitment of ₹ 400 Crores. The lending by the Company to PRPL will be on an arms-length basis and accrue interest at a rate as may be determined by the Board (subject to at all times

such interest rate determined at arms-length basis). The loan will be repayable by PRPL in full on arms-length terms once debt to existing PRPL Lenders is fully repaid.

The proposal significantly reduces the Company's liability towards PRPL Lenders (by 80%) and will aid in boosting the Company's ratings and its future capital raising (debt and equity) prospects. This material reduction of liability offered by the PRPL Lenders will therefore significantly aid the Company's long term growth and profitability.

Pursuant to Section 185 of the Companies Act, 2013 ("the Act"), a Company may advance any loan including any loan represented by book debt, to any entity covered under the category of 'a person in whom any of the director of the Company is interested' as specified in the explanation to Section 185(2)(b) of the Act, after passing a Special Resolution in the General Meeting.

As PRPL is falling under the category of 'a person in whom any of the Director of the Company is interested' as specified in the explanation to Section 185(2)(b) of the Act due to certain common Directors with HCC, approval of the Members of the Company is hereby sought by way of a Special Resolution for the abovementioned proposal in terms of the provisions of Sections 185(2) and 186 and other applicable provisions of the Act.

Based on the recommendation made by the Audit Committee and considering that the proposed transaction shall be beneficial to the Company as mentioned above, the Board recommends the passing of aforesaid Special Resolution set out at Item No. 3 of this Notice for approval by the Members of the Company.

None of the Directors and Key Managerial Personnel or their respective relatives except Mr. Jaspreet Bhullar, MD & CEO, Dr. Mita Dixit and Mr. Arun Karambelkar, Independent Directors and Mr. Nitesh Kumar Jha, Company Secretary, who are Directors of PRPL, 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.

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: February 13, 2025

ANNEXURE A (FOR ITEM NUMBER 1)

Details of the Director seeking appointment at the Extra Ordinary General Meeting 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.

Name of the Director	Mr. Ramesh Subramanyam
DIN	02421481
Date of Birth	June 27, 1969
Qualification	B. Com. (Nagpur University), AICWA, ACS, CPA. He has also attended General Management Program-CEDEP (INSEAD) and Advance Management Program (IIM-Ahmedabad).
Date of Appointment	December 16, 2024
Brief Resume	Mr. Ramesh Subramanyam possesses a rich and diverse experience of over 32 years in finance, treasury, M&A business management, corporate strategy, corporate governance, business development and commercial decision-making across industries in leading Indian and multinational companies. His expertise includes wide ranging organizational leadership, contribution to business excellence, HR and new business launches. Mr. Subramanyam brings experience from previous roles at Hinduja Group, Tata Sons, TATA Power, Monsanto, Siemens, Hindustan Unilever Limited and Lloyds Steel Industries Ltd. Currently, he is a Member of CII Committee on Financial Reporting. He also served as Ex Chairman, National Committee of CFOs – CII and as Member, CII Economic Affairs Committee.
Relationship with Directors	None
Expertise in specific functional areas	Finance, treasury, M&A business management, corporate strategy, corporate governance, business development and commercial decision-making.
No. of Board Meetings attended during the year (2024-25)	1
Directorships held in other Companies and Bodies Corporate including listed Companies, if any	Hinduja Renewables Energy Private Limited Ashok Leyland Defence Systems Limited HR Sabarmati Private Limited
Listed Entities from which resigned as a Director in past 3 years	Nil
Chairman/Member of the Committee of the Board of Directors in other Companies including listed Companies, if any	Nil
Number of Shares held in the Company	Nil