HCC/SEC/AGM/2026 July 24, 2026

BSE Limited	National Stock Exchange of India Ltd.
The Corporate Relationship Dept, Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai-400 001 Scrip Code : 500185, 974246, 974247, 974249 & 974250	Exchange Plaza, Bandra-Kurla Complex, Bandra (East), Mumbai-400 051 Symbol : HCC

Dear Sir / Madam,

Sub : Submission of Notice of the 100th Annual General Meeting of the Company

We enclose the Notice of the 100th Annual General Meeting of the Company to be held on Tuesday, August 18, 2026, for your reference and record.

The said Notice is also available on the website of the Company and can be accessed at https://hccindia.com/uploads//reports/0_41059200_1784874418_HCC_Annual_Report_2025-26.pdf

We request you to kindly take the above on record.

Yours sincerely,
For **Hindustan Construction Company Ltd.**

NITESH
KUMAR JHA

Digitally signed by NITESH KUMAR JHA
DN: c=IN, o=PERSONAL, title=1979,
pseudonym=ebcd2c690280495281de1c520fcccf9f,
2.5.4.20=85a282acf1b74a6ba8d538e01089e6d1b58b675e59040a9af4e4f835f71cc335,
postalCode=410210, st=Maharashtra,
serialNumber=ea422f12d8f4e8778bf2857e9d6c0509df9788526f7246d5a89164fa23df53e6, cn=NITESH KUMAR JHA
Date: 2026.07.24 15:07:36 +05'30'

Nitesh Kumar Jha
Company Secretary

Encl.: As above

NOTICE

NOTICE is hereby given that the 100th Annual General Meeting of the Members of Hindustan Construction Company Ltd. (''the Company'') will be held on Tuesday, August 18, 2026, 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, 2026 including the Audited Standalone Balance Sheet as at March 31, 2026 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, 2026, including the Audited Consolidated Balance Sheet as at March 31, 2026, and the Consolidated Statement of Profit and Loss for the year ended on that date together with the Report of the Auditors thereon.

2. Re- appointment of Mr. Aditya Pratap Jain (DIN: 08115375), who retires by rotation and being eligible, offers himself for re-appointment as a Director of the Company

To consider and, if thought fit, to pass the following resolution as an **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. Aditya Pratap Jain (DIN: 08115375), 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. Appointment of Mr. Nakul Pasricha (DIN: 03176843) 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 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 of the Companies Act, 2013 and pursuant to the provisions of Regulation 17(1C), Regulation 25(2A) and other applicable Regulations of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, approval be and is hereby granted for the appointment of Mr. Nakul Pasricha (DIN: 03176843), who was appointed by the Board of Directors as an Additional (Non-Executive Independent) Director with effect from July 10, 2026, as an Independent Director of the Company 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."

4. Payment of Remuneration to Mr. Ajit Gulabchand (DIN: 00010827), Non-Executive Chairman of the Company

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

"**RESOLVED THAT** pursuant to the approval granted by the Members vide Special Resolution passed in the Extra Ordinary General Meeting held on February 14, 2023 for appointment of Mr. Ajit Gulabchand (DIN: 00010827) as Non-Executive Chairman of the Company and in accordance with the provisions of Sections 197, 198 and all other applicable provisions of the Companies Act, 2013 and rules made thereunder read with Regulation 17(6)(ca) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, approval of the Members of the Company be and is hereby granted for payment of remuneration of ₹1,50,00,000/- (Rupees One Crore Fifty Lakhs Only) as approved and recommended by the Nomination and Remuneration Committee, Audit Committee and the Board for the financial year 2026-27 to him payable monthly, which is exceeding 50% (fifty percent) of the aggregate remuneration paid / payable to all Non-Executive Directors of the Company for the said financial year.

RESOLVED FURTHER THAT apart from the above remuneration, Mr. Ajit Gulabchand shall be entitled to Chairman's Office at the cost of the Company and re-imbursement of expenses viz. car, mobile, telephone etc. incurred by him in discharge of his duties as per Company's Policy.

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."

5. **Ratification of Remuneration of Cost Auditors for the financial year 2025-26**

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, of the Companies Act, 2013 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. 000240), 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 2025-26 amounting to ₹2,85,000/- (Rupees Two Lakhs Eighty-Five Thousand 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 (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."

6. **To Increase the Authorised Share Capital and Alteration to the Capital Clause of Memorandum of Association of the Company**

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

"**RESOLVED THAT** pursuant to the provisions of Sections 13, 61, 64 and other applicable provisions, of the Companies Act, 2013, and rules made thereunder (including any amendments thereto or statutory modifications or re-enactment thereof for the time being in force) and in accordance with the Articles of Association of the Company, approval of the Members of the Company be and is hereby granted to increase the Authorised Share Capital of the Company from ₹300,00,00,000 (Rupees Three Hundred Crore Only) divided into 290,00,00,000 (Two Hundred Ninety Crore Only) Equity Shares of ₹1/- each (Rupee One Only) and 1,00,00,000 (One Crore Only) Redeemable Preference Shares of ₹10/- each (Rupees Ten Only) to ₹400,00,00,000 (Rupees Four Hundred Crore Only) divided into 390,00,00,000 (Three Hundred and Ninety Crore Only) Equity Shares of ₹1/- each (Rupee One Only) and 1,00,00,000 (One Crore Only) Redeemable Preference Shares of ₹10/- each (Rupees Ten Only) with the power to the Board of Directors of the Company to increase and reduce the Share Capital of the Company within the overall limit and to divide and subdivide the shares into several classes and to attach thereto respectively such rights, privileges or conditions as may be permitted by the applicable laws in force and in accordance with the Articles of Association of the Company for the time being in force.

RESOLVED FURTHER THAT pursuant to the increase in the Authorised Share Capital of the Company, and provisions of Sections 13, 61, 64 and other applicable provisions, of the Companies Act, 2013 and rules made thereunder (including any amendments thereto or statutory modifications or re-enactment thereof for the time being in force) and in accordance with the Articles of Association of the Company, the Memorandum of Association of the Company be and is hereby altered by substituting the existing Clause V thereof with the following Clause V:

"V: The Authorised Share Capital of the Company is ₹400,00,00,000 (Rupees Four Hundred Crore Only) divided into 390,00,00,000 (Three Hundred and Ninety Crore Only) Equity Shares of ₹1/- each (Rupee One Only) and 1,00,00,000 (One Crore Only) Redeemable Preference Shares of ₹10/- each (Rupees Ten Only), with the power of the Board of Directors of the Company to increase and reduce the Share Capital of the Company within the overall limit and to divide or subdivide the shares into several classes and to attach thereto respectively such rights, privileges or conditions as may be permitted by the applicable laws in force and in accordance with the Articles of Association of the Company for the time being in force."

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."

7. **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, 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 any statutory modification(s) or re-enactment(s) thereof, and modified from time to time and such other statutes, notifications, clarifications, circulars, rules and regulations, as may be applicable, issued by Stock Exchanges, Securities and Exchange

Board of India ("SEBI") including SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Regulations") 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 SEBI, Stock Exchanges and any other relevant statutory / 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 shall be deemed to include any duly authorized Committee thereof, for the time being exercising the powers conferred on the Board), consent be and is hereby accorded to the Board for raising of funds by way of issuance of Equity Shares or any other Equity linked Securities or any combination thereof (all of which are hereinafter referred to as "Securities") by way of qualified institutional placement(s) ("QIP"), preferential allotment, rights issue and/or any combination thereof or any other method as may be permitted under applicable laws and regulations deemed appropriate by the Board for an aggregate amount not exceeding ₹800 Crore (Rupees Eight Hundred Crore Only) or an equivalent amount in one or more tranches 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 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, 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 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 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 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 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 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 SEBI, Stock Exchanges, if required, and any other concerned authority in India, 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 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."

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: July 16, 2026

NOTES – FORMING PART OF THE NOTICE

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 in respect of Item No. 3 to No. 7 forming part of this Notice is attached as Annexure to this Notice.

Details of the Directors pursuant to the Companies Act, 2013 and the Regulation 36(3) and other relevant regulations of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") read with Secretarial Standard-2 on General Meetings, as applicable are annexed to this Notice.

2. Pursuant to the Ministry of Corporate Affairs Circular No (s). 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 20/2020 dated May 5, 2020, 10/2022 dated December 28, 2022, 09/2023 dated September 25, 2023, 09/2024 dated September 9, 2024, 03/2025 dated September 22, 2025 and all other relevant circulars issued from time to time ("MCA Circulars"), physical attendance of the Members at the Annual General Meeting ("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, SEBI Listing Regulations and the MCA Circulars, the 100th AGM of the Company 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 mentioned in point 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 8, 2020, issued by the Ministry of Corporate Affairs, the facility for appointment of proxies 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, 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 Agent, MUFG Intime India Private Limited ("MUFG") (Formerly known as Link Intime India Private Limited) for assistance in this regard.

8. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013, hereinafter referred to as (''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., Tuesday, August 18, 2026. Members seeking to inspect such documents can send an email to secretarial@hccindia.com.

9. In compliance with the provisions of Section 129(3) of the Act, the Audited Financial Statements includes the Consolidated Financial Statements of the Company as defined in the Act for consideration and adoption by the Members of the Company.

10. The Members are requested to:

a) Intimate change in their registered address, if any, to MUFG Intime India Private Limited ("MUFG") (Formerly Link Intime India Private Limited) 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 MUFG immediately of the change in residential status on return to India for permanent settlement.

11. Please note that in accordance with the provisions of Section 72 of the Companies Act, 2013, 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

MUFG 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 towards greener environment.

In compliance with the aforesaid MCA Circulars and the SEBI Circular dated October 03, 2024, the Annual Report for the financial year 2025-26 including the Audited Financial Statements, Board's Report etc. and Notice of the 100th 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 MUFG and Members holding shares in Demat mode are requested to register their email 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 MUFG 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 100th AGM and the Annual Report for the financial year 2025-26 of the Company are also available on the Company's website www.hccindia.com.

13. Appointment / Re-appointment of Directors

Relevant details of the Directors seeking appointment / re-appointment pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("the SEBI Listing Regulations"), as amended, read with Secretarial Standard-2 on General Meetings are provided in Annexure B to the Explanatory Statement to this AGM 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.

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), 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., August 11, 2026 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 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., August 11, 2026, 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 is being convened through VC / OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No (s). 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 20/2020 dated May 5, 2020, 10/2022 dated December 28, 2022, 09/2023 dated September 25, 2023, 09/2024 dated September 9, 2024 and 03/2025 dated September 22, 2025.

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

The remote e-Voting period begins on Friday, August 14, 2026 at 09:00 a.m. and ends on Monday, August 17, 2026 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., Tuesday, August 11, 2026 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 cutoff date, being Tuesday, August 11, 2026

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

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.	1. For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID,8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, 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. 2. Existing **IDeAS** user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.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. 3. If you are 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 4. 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 hold with NSDL), Password/OTP and a Verification Code as shown on the screen.

Type of shareholders	Login Method
	After successful authentication, 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. 5. Shareholders/Members can also download NSDL Mobile App **"NSDL Speede"** facility by scanning the QR code mentioned below for seamless voting experience. **NSDL Mobile App is available on** App Store Google Play
Individual Shareholders holding securities in demat mode with CDSL	1. Users 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 and click on login icon & New System Myeasi Tab and then use your existing my easi username & password. 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. 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. 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.
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.

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- 4886 7000
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. 1800-21-09911

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 user 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.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- 4886 7000 or send a request to Ms. Pallavi Mhatre, Sr. 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 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.

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 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, email id, mobile number at secretarial@hccindia.com latest by Tuesday, August 11, 2026 (05:00 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) 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 AGM, in a fair and transparent manner and they have 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 by the Company to the Stock Exchanges i.e., BSE and NSE within two working days of conclusion of the AGM.

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 100th Annual General Meeting i.e Tuesday, August 18, 2026.

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: July 16, 2026

ANNEXURE A TO THE NOTICE

AS PER SECTION 102(1) OF THE COMPANIES ACT, 2013, THE FOLLOWING EXPLANATORY STATEMENT SETS OUT ALL MATERIAL FACTS RELATING TO THE SPECIAL BUSINESS MENTIONED UNDER ITEM NUMBERS 3 TO 7 OF THE NOTICE DATED JULY 16, 2026

Item No. 3

Pursuant to sad demise of Mr. Mahendra Singh Mehta, the composition of the Board is inadequate to meet the prescribed requirement as per Regulation 17(1)(b) of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 ("SEBI Listing Regulations").

Based on the recommendation of the Nomination and Remuneration Committee and after considering qualifications, experience and expertise, the Board of Directors ('the Board") had appointed Mr. Nakul Pasricha (DIN: 03176843) as an Additional (Non-Executive Independent) Director of the Company with effect from July 10, 2026 to hold office for a term of 5 consecutive years, not liable to retire by rotation, subject to approval of the Members.

The Company has received notice in writing from a Member, proposing the candidature of Mr. Nakul Pasricha 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 Companies Act, 2013. Mr. Nakul Pasricha 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 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. Nakul Pasricha is meeting the criteria of Independence and is Independent of the Management.

Brief profile of Mr. Nakul Pasricha is as under:

Nakul Pasricha is a versatile business leader with over 27 years' experience spanning multiple geographies, industries and company sizes. He is the MD & CEO for PharmaSecure, a leading provider of technology enabled anti-counterfeiting solutions to the pharmaceutical and other industries in India, Africa and beyond.

At PharmaSecure, Mr. Pasricha first led the development of patented technology solutions to protect medicines and supply chains against counterfeiting and then invested in and took on leadership of the company, growing it to serve over 100 companies in the pharmaceutical and other sectors, with more than 10 billion packs protected to date in India and Africa. He was granted a patent as a co-inventor of the technology engine that drives PharmaSecure's authentication solution.

In addition to his primary role, Mr. Pasricha has served on the governing body of the Authentication Solution Providers' Association (ASPA), a not-for-profit body devoted to research, awareness and advocacy of solutions to prevent counterfeiting. He has been elected President of ASPA for two terms and is currently Vice President. In this role, Mr. Pasricha has been a strong public advocate of stringent measures to curb the loss of life and revenue from counterfeiting across sectors. He has led the publication of the seminal report on counterfeiting, "A State of Counterfeiting in India", frequently used as a reference to better understand the issue from a consumer perspective. He has also overseen the launch and growth of the conference series, "Traceability and Authentication Forum", bringing together stakeholders from industry, government and the solution provider ecosystem.

Mr. Pasricha also serves on the National Intellectual Property Rights Committee of the Confederation for Indian Industry (CII) where he contributes to conversations around IPR and counterfeiting.

Mr. Pasricha is Co-Promoter and Director of Flexing It, India and Asia's largest platform for independent consultants and professional freelance talent. Founded in 2014, FlexingIt® is a category leader in on-demand talent solutions, connecting 2000+ organisations with 100,000+ vetted consultants and experts across strategy, operations, technology, and transformation. Recognised as a high-growth startup in APAC by the Financial Times and a strategic partner to large enterprise clients, Flexing It® enables rapid access to the right expertise through flexible, outcome-driven engagement models.

Previously, Mr. Pasricha served in technology leadership roles across a variety of organizations, starting his career at Citibank (U.S.A.), overseeing global technology implementations. He was part of the team at the forefront of IT outsourcing to India ahead of Y2K.

After moving to India in 2005, Mr. Pasricha served as the Chief Information Officer of General Electric's consumer finance division, overseeing a team of 120 people implementing and supporting financial systems for the loans business, and managing projects for SBI Cards, which was at that time a JV with GE.

Mr. Pasricha has participated as a speaker or moderator in conferences organized by CII, Assocham, PHDCII and other organizations, and contributed to counterfeiting-related stories in leading publications including: Business World, Business Standard, Economic Times, The Hindu, Express Pharma, Financial Times, Deutsche Welle and Channel News Asia.

Mr. Pasricha has a B.A. in Mathematics and Computer Science from Gettysburg College, and an M.S. in Computer Science from the University of Maryland at College Park. He is an Indian citizen and resident.

He serves as Board Director for PharmaSecure Inc. (USA), PharmaSecure PAS India Pvt. Ltd., Flexing It Services Pte Ltd. (Singapore) and Flexing It Services Pvt. Ltd.

Copy of the draft letter of appointment of Mr. Nakul Pasricha 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 AGM Notice.

Pursuant to Regulation 17(1C) and 25(2A) of the SEBI Listing Regulations, appointment of Mr. Nakul Pasricha 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. 3 of this Notice for appointment of Mr. Nakul Pasricha (DIN: 03176843) as an Independent Director of the Company with effect from July 10, 2026 to hold office for a term of 5 consecutive years, not liable to retire by rotation.

In the opinion of the Board, Mr. Nakul Pasricha possesses the requisite skills, experience, expertise and integrity for appointment as an Independent Director and his association would be of significant value to the Company. Accordingly, the Board recommends the Special Resolution set out at Item No. 3 of this Notice for approval by the Members.

Except Mr. Nakul Pasricha, 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. 3 of this Notice except to the extent of their respective shareholding in the Company, if any.

Item No. 4

The Members of the Company, vide Special Resolution passed in their Extra Ordinary General Meeting held on February 14, 2023, had approved the appointment of Mr. Ajit Gulabchand (DIN: 00010827) as Non-Executive Chairman of the Company at a remuneration of ₹3,00,00,000/- (Rupees Three Crore Only) per annum, payable monthly, for a period of 3 years commencing from April 01, 2023, in accordance with the provisions of Section 197 read with Schedule V of the Companies Act, 2013. Apart from the above remuneration, he shall be entitled to Chairman's Office at the cost of the Company and, re-imbursement of expenses viz. car, mobile, telephone etc. incurred by him in discharge of his duties as per Company's Policy pursuant to the aforesaid approval granted by the Members of the Company.

Further, the Members of the Company vide Special Resolution passed in their Annual General Meeting held on August, 12, 2025, had approved the revised remuneration of Mr. Ajit Gulabchand, Non-Executive Chairman of the Company from ₹3,00,00,000 (Rupees Three Crore Only) to ₹1,50,00,000/- (Rupees One Crore Fifty Lakhs Only). Based on the recommendations of the Nomination and Remuneration Committee through Circular Resolution dated May 6, 2026, Audit Committee in its Meeting, held on May 14, 2026 and the Board in its Meeting held on May 14, 2026 has approved the remuneration of Mr. Ajit Gulabchand, Non-Executive Chairman of the Company for the financial year 2026-27 of ₹1,50,00,000/- (Rupees One Crore Fifty Lakhs Only).

Apart from the above remuneration, he shall be entitled to Chairman's Office at the cost of the Company and reimbursement of expenses viz. car, mobile, telephone etc. incurred by him in discharge of his duties as per Company's Policy subject to the approval granted by the Members of the Company.

Pursuant to the provisions of Regulation 17(6)(ca) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the approval of the Members of the Company by way of a Special Resolution is hereby sought for payment of the aforesaid remuneration to Mr. Ajit Gulabchand, Non-Executive Chairman of the Company for the financial year 2026-27 as the same is exceeding fifty percent of the total annual remuneration/ compensation payable to all Non-Executive Directors of the Company.

Relevant details pursuant Secretarial Standard-2 on General Meetings are provided in Annexure A to the Explanatory Statement to this AGM Notice.

After considering the industry benchmarks and contribution made by Mr. Ajit Gulabchand to the sustained growth of the Company, guidance and support being provided by him and based on the recommendation made by the Nomination and Remuneration Committee, the Board of Directors recommends the Special Resolution set out at Item No. 4 of this Notice for the consideration and approval of the Members.

Except Mr. Ajit Gulabchand, who is interested to the extent of his remuneration as set out at Item No. 4 of this Notice and Mr. Arjun Dhawan, Vice Chairman & Managing 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 (KMPs) or their respective relatives are in any way concerned or interested, financially or otherwise, in the Special Resolution set out at Item No. 4 of this Notice, except to the extent of their respective shareholding in the Company, if any.

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 as Cost Auditors of the Company, to conduct the audit of the cost records of the Company for the financial year ended March 31, 2026.

In terms of the provisions of Section 148(3) of the Companies Act, 2013 ("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, 2026, as recommended by the Audit Committee, and approved by the Board of Directors at its Meeting held on August 03, 2023 will not exceed ₹2,85,000/- (Rupees Two Lakhs Eighty-Five Thousand 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 this Notice to ratify the remuneration payable to the Cost Auditors for the financial year ended March 31, 2026.

The Board considers it in the best interest of the Company to continue the engagement of M/s. Joshi Apte & Associates, Chartered Accountants as Cost Auditors of the Company.

Accordingly, the Board of Directors recommends the Ordinary Resolution set out at Item No. 5 of this Notice for the consideration and approval of the Members.

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

Item No. 6

The Board of Directors of the Company at its Meeting held on May 14, 2026 has recommended to increase the Authorised Share Capital of the Company from ₹300,00,00,000 (Rupees Three Hundred Crore Only) divided into 290,00,00,000 (Two Hundred Ninety Crore Only) Equity Shares of ₹1/- each (Rupee One Only) and 1,00,00,000 (One Crore Only) Redeemable Preference Shares of ₹10/- each (Rupees Ten Only) to ₹400,00,00,000 (Rupees Four Hundred Crore Only) divided into 390,00,00,000 (Three Hundred and Ninety Crore Only) Equity Shares of ₹1/- each (Rupee One Only) and 1,00,00,000 (One Crore Only) Redeemable Preference Shares of ₹10/- each (Rupees Ten Only) with the power to the Board of Directors of the Company to increase and reduce the share capital of the Company within the overall limit and to divide and subdivide the shares into several classes and to attach thereto respectively such rights, privileges or conditions as may be permitted by the applicable laws in force and in accordance with the Articles of Association of the Company for the time being in force.

The existing authorised share capital of the Company is approaching its utilisation limits. In order to maintain adequate headroom for future corporate requirements, including equity issuances, fund-raising initiatives, conversion of outstanding securities and such other capital restructuring or corporate actions as may be approved from time to time, the Board has considered it appropriate to increase the authorised share capital of the Company.

Consequent upon the proposed increase in the authorised share capital, Clause V of the Memorandum of Association of the Company is required to be amended to reflect the revised authorised share capital of the Company.

Pursuant to Sections 13 and 61 of the Companies Act, 2013, any increase in the Authorised Share Capital and consequent amendment to the Memorandum of Association of the Company requires approval of the Members of the Company.

The Board considers it in the best interest of the Company and accordingly, the Board recommends the Ordinary Resolution as set out at Item No. 6 of the Notice for approval of the Members.

A copy of the existing Memorandum of Association of the Company is available for inspection by the Members during business hours on all working days at the Registered Office of the Company and shall also be available for inspection at the Annual General Meeting.

None of the Directors or Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 6 of the Notice except to the extent of their respective shareholding in the Company, if any.

Item No. 7

The Special Resolution contained in the Notice under Item No. 7 relates to a resolution seeking approval of the Members to enable the Board of Directors of the Company to create, issue, offer and allot Equity Shares and/or any other equity linked securities or any combination thereof (collectively referred to as the "Securities"), by way of qualified institutional placement(s), preferential allotment, rights issue and/or any combination thereof or any other method as may be permitted under applicable laws, on such terms and conditions as may be considered appropriate by the Board, in one or more tranches, for an aggregate amount not exceeding ₹800 Crore (Rupees Eight Hundred Crore Only) or its equivalent amount.

The proposed resolution authorizes the Board to determine the timing, size, structure and terms of the issue, including the category of investors to whom the Securities may be offered, the issue price, number of Securities to be issued, Stock Exchanges on which the Securities may be listed, redemption and conversion terms, rate of interest, premium, record date, book closure and such other matters as may be considered appropriate, taking into account prevailing market conditions and other relevant factors and in consultation with merchant bankers, advisors and other intermediaries as may be required.

The resolution also enables the Board to undertake a Qualified Institutional Placement ("QIP") in accordance with the provisions of Chapter VI of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 ("SEBI ICDR Regulations"). In the event of a QIP, the Specified Securities shall be allotted at a price determined in accordance with the pricing formula prescribed under the SEBI ICDR Regulations and may be issued at such discount as may be permitted under applicable laws. The Relevant Date for determination of the issue price shall be as prescribed under the SEBI ICDR Regulations.

The resolution further provides that, in the case of issuance of convertible or exchangeable securities, appropriate adjustments may be made to the conversion price and/or the number of Equity Shares issuable upon conversion on account of corporate actions such as bonus issue, rights issue, stock split, consolidation, merger, demerger or other capital restructuring exercises, in accordance with applicable laws and the terms of issue.

The Equity Shares allotted pursuant to the issue, including those arising on conversion of any Securities, shall rank pari passu in all respects with the existing Equity Shares of the Company and shall be listed on the stock exchange(s) where the Equity Shares of the Company are listed, subject to receipt of requisite approvals.

The detailed terms and conditions of the proposed issue, including the type of Securities, issue structure, pricing, number of Securities, timing, utilization of proceeds, appointment of intermediaries and all other related matters shall be determined by the Board or any Committee thereof, in accordance with applicable laws and subject to necessary approvals from the relevant statutory, regulatory and governmental authorities.

Pursuant to the provisions of Sections 42, 62, 71 and 180(1)(c) of the Companies Act, 2013 and other applicable provisions, rules and regulations, approval of the Members by way of a Special Resolution is required for the proposed issuance of Securities. Accordingly, approval of the Members is sought for passing the Special Resolution set out at Item No. 7 of the Notice.

The Special Resolution is an enabling resolution intended to provide flexibility to the Board to access domestic and/or international capital markets and raise funds through one or more permissible modes of issuance as may be considered appropriate in the best interests of the Company.

The Board of Directors recommends the Special Resolution set out at Item No. 7 of the Notice for approval of the Members.

None of the Directors, Key Managerial Personnel of the Company or their respective relatives is, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 7 of the Notice, except to the extent of their respective shareholding, if any, in the Company.

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: July 16, 2026

ANNEXURE B (FOR ITEM NUMBERS 2, 3 & 4)

Details of the Directors pursuant to the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with Secretarial Standard-2 on General Meetings, as applicable.

1	**Name of the Director**	**Mr. Aditya Pratap Jain**
	DIN	08115375
	Date of Birth (Age in years)	June 22, 1962 (63 Years)
	Qualification	Law Graduate and Diploma in Personnel Management from the National Institute of Personnel Management
	Date of Appointment	June 07, 2023
	Brief Resume along with Justification Note	Mr. Aditya Jain is a Law Graduate from Delhi University and holds a Post Graduate Diploma in Personnel Management from the National Institute of Personnel Management, Calcutta. He has over 33 years of experience in Human Resources leadership across reputed Public Sector, Multinational and Private Sector organizations, including NTPC, ABB, Alstom India, Tata Group companies and the HCC Group.
	Relationship with Directors	None
	Terms and conditions of re-appointment and remuneration	Liable to retire by rotation.
	Expertise in specific functional areas	Wide experience in the field of Human Resources.
	No. of Board Meetings attended during the year	5 (Five)
	Directorships held in other Companies and Bodies Corporate	Prolific Resolution Private Limited
	Chairman/Member of the Committee of the Board of Directors in other Companies	NIL
	Name of listed Companies from which Director has resigned in past three years	NIL
	Number of Shares held in the Company including Beneficial Owner	NIL
2	**Name of the Director**	**Mr. Nakul Pasricha**
	DIN	03176843
	Date of Birth (Age in years)	October 24, 1973 (52 Years)
	Qualification	B.A. in Mathematics and Computer Science from Gettysburg College, and an M.S. in Computer Science from the University of Maryland at College Park.
	Date of Appointment	Appointed on the Board of HCC, as Additional (Non-Executive Independent) Director with effect from July 10, 2026
	Brief Resume along with Justification Note	Nakul Pasricha is a versatile business leader with over 27 years' experience spanning multiple geographies, industries and company sizes. He is the MD & CEO for PharmaSecure, a leading provider of technology enabled anti-counterfeiting solutions to the pharmaceutical and other industries in India, Africa and beyond. At PharmaSecure, Mr. Pasricha first led the development of patented technology solutions to protect medicines and supply chains against counterfeiting and then invested in and took on leadership of the company, growing it to serve over 100 companies in the pharmaceutical and other sectors, with more than 10 billion packs protected to date in India and Africa. He was granted a patent as a co-inventor of the technology engine that drives PharmaSecure's authentication solution. In addition to his primary role, Mr. Pasricha has served on the governing body of the Authentication Solution Providers' Association (ASPA), a not-for-profit body devoted to research, awareness and advocacy of solutions to prevent counterfeiting. He has been elected President of ASPA for two terms and is currently Vice President. In this role, Mr. Pasricha has been a strong public advocate of from counterfeiting across sectors. He has led

	the publication of the seminal report on counterfeiting, "A State of Counterfeiting in India", frequently used as a reference to better understand the issue from a consumer perspective. He has also overseen the launch and growth of the conference series, "Traceability and Authentication Forum", bringing together stakeholders from industry, government and the solution provider ecosystem. Mr. Pasricha also serves on the National Intellectual Property Rights Committee of the Confederation for Indian Industry (CII) where he contributes to conversations around IPR and counterfeiting. Mr. Pasricha is Co-Promoter and Director of Flexing It, India and Asia's largest platform for independent consultants and professional freelance talent. Founded in 2014, FlexingIt® is a category leader in on-demand talent solutions, connecting 2000+ organisations with 100,000+ vetted consultants and experts across strategy, operations, technology, and transformation. Recognised as a high-growth startup in APAC by the Financial Times and a strategic partner to large enterprise clients, Flexing It® enables rapid access to the right expertise through flexible, outcome-driven engagement models. Previously, Mr. Pasricha served in technology leadership roles across a variety of organizations, starting his career at Citibank (U.S.A.), overseeing global technology implementations. He was part of the team at the forefront of IT outsourcing to India ahead of Y2K. After moving to India in 2005, Mr. Pasricha served as the Chief Information Officer of General Electric's consumer finance division, overseeing a team of 120 people implementing and supporting financial systems for the loans business, and managing projects for SBI Cards, which was at that time a JV with GE. Mr. Pasricha has participated as a speaker or moderator in conferences organized by CII, Assocham, PHDCII and other organizations, and contributed to counterfeiting-related stories in leading publications including: Business World, Business Standard, Economic Times, The Hindu, Express Pharma, Financial Times, Deutsche Welle and Channel News Asia. Mr. Pasricha has a B.A. in Mathematics and Computer Science from Gettysburg College, and an M.S. in Computer Science from the University of Maryland at College Park. He is an Indian citizen and resident. He serves as Board Director for PharmaSecure Inc. (USA), PharmaSecure PAS India Pvt. Ltd., Flexing It Services Pte Ltd. (Singapore) and Flexing It Services Pvt. Ltd.
Relationship with Directors	None
Expertise in specific functional areas	Enriched experience in technology-enabled anti-counterfeiting, authentication, and supply chain traceability solutions with over 27 years of global leadership.
No. of Board Meetings attended during the year	None
Directorships held in other Companies and Bodies Corporate	1. Flexing It Services Private Limited 2. Pharmasecure Product Authentication Services India Private Limited
Chairman/Member of the Committee of the Board of Directors in other Companies	None
Name of listed Companies from which Director has resigned in past three years	NIL
Number of Shares held in the Company including Beneficial Owner	NIL

3	**Name of the Director**	**Mr. Ajit Gulabchand**
	DIN	00010827
	Date of Birth (Age in years)	June 28, 1948 (78 Years)
	Qualification	Bachelor's degree in commerce
	Date of Appointment	Appointed on the Board of HCC, as Managing Director since April 01, 1983 and later as the Chairman since May 1994 & appointed as a Chairman from April 01, 2023.
	Brief Resume along with Justification Note	Mr. Ajit Gulabchand is the Chairman of the Board of Hindustan Construction Company Ltd (HCC). He served as Chairman & Managing Director of HCC for the past four decades till 2023. During this tenure, he transformed the Company from a construction major into a diversified infrastructure group of a global scale, developing and building responsible infrastructure through the next practices. Mr. Gulabchand hails from a family of nation builders who has made a significant contribution to the development of modern India. A graduate of Mumbai University, Mr. Gulabchand previously served as Chief Executive Officer of India Hume Pipe Co. and Managing Director of Ravalgaon Sugar Farm. He became Managing Director of HCC in 1983 and Chairman in 1994. 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. A regular participant at the World Economic Forum (WEF) for over two decades, Mr. Gulabchand was the first Asian to chair the Governer's Steering Board of the Engineering & Construction Community at the WEF in Davos, 2011. He is a signatory member of Caring of Climate, United Nations's action platform for business and a signatory member 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.
	Relationship with Directors	He is father-in-law of Mr. Arjun Dhawan, Vice Chairman & Managing Director is not related to any other Director of the Company
	Terms and conditions of re-appointment and remuneration	As provided in Explanatory Statement of AGM Notice
	Expertise in specific functional areas	Enriched experience in the Construction Industry over 4 decades
	No. of Board Meetings attended during the year	5 (Five)
	Directorships held in other Companies and Bodies Corporate	1. Champali Garden Private Limited 2. Gulabchand Foundation 3. Hincon Finance Limited 4. Hincon Holdings Limited 5. Shalaka Investment Private Limited 6. Western Securities Limited 7. Seamarine Investments Private Limited Bodies Corporate: 8. HCC Mauritius Enterprises Limited 9. HCC Mauritius Investment Limited
	Chairman/Member of the Committee of the Board of Directors in other Companies	Hincon Holdings Ltd. • Stakeholder Relationship Committee- Member • Investment Committee- Chairman Hincon Finance Ltd. • Investment Committee- Chairman
	Name of listed Companies from which Director has resigned in past three years	NIL
	Number of Shares held in the Company including Beneficial Owner	21,17,294