

**Consent Letter from Statutory Auditors for inclusion of name**

**The Board of Directors**

Hindustan Construction Company Limited  
Hincon House,  
Lal Bahadur Shastri Marg, Vikhroli (West)  
Mumbai 400 083  
Maharashtra, India

**Sub: Issuance of letter of consent in relation to proposed rights issue of equity shares of face value of ₹1 ("Equity Shares") by Hindustan Construction Company Limited (the "Company" or the "Issuer") (the "Proposed Issue")**

Dear Sir/Ma'am,

1. We, Mukund M Chitale & Co, Statutory Auditors of the company, have been informed that the Company proposes to file Draft Letter of Offer and Letter of Offer, which the Company intends to file with the Securities and Exchange Board of India ("SEBI"), BSE Limited ("BSE"), National Stock Exchange of India Limited ("NSE") along with any relevant stock exchanges(s) where the Equity Shares of the Company are listed (the "Stock Exchanges") and Registrar of Companies, Maharashtra at Mumbai ("RoC") and any other documents in relation to the Offer (collectively, the " Issue Documents").
2. We, Mukund M. Chitale & Co., Chartered Accountants, were appointed as the statutory auditors of the Company in its 98<sup>th</sup> Annual General Meeting held on September 17, 2024 for a period of five (5) years to hold office from the conclusion of that Annual General Meeting until the conclusion of the 103<sup>rd</sup> Annual General Meeting.
3. We consent to our name being used as "**Statutory Auditor**" under the heading "Material Contracts and Documents for Inspection" and other sections in the Draft Letter of Offer and Letter of Offer (collectively referred to as "**Issue Documents**") and references to us as required under Section 26 of the Companies Act, 2013, as amended, read with the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (the "**SEBI ICDR Regulations**") and as "**Experts**" as defined under the provisions of Section 2 (38) of the Companies Act, 2013, as amended, to the extent applicable. These Issue documents have not been subjected to review by us.

The following information in relation to us may be disclosed in the Issue Documents:

Statutory Auditor's Name: Mukund M. Chitale & Co.

Address: 2nd Floor, Kapur House, Paranjape B Scheme Rd No. 1, Next to Vile Parle Mahila Sangh, Mumbai 400 057

Telephone number: 91 - 22 - 2663 3500

Email: schitale@mmchitale.com

Firm's registration number: 106655W

Peer review number: 016643

4. The above consents are subject to the condition that we do not accept any responsibility for any reports or matters sent to any entity / person, including information included in the Issue Documents,

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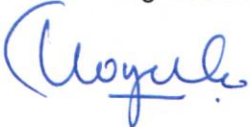
other than those mentioned above. Neither we nor our affiliates shall be liable to any investor or any other third party in respect of the Proposed Issue, except to the extent of loss caused due to gross negligence or fraud by us. Further, the Company agrees to indemnify us and our affiliates and hold harmless from all third party (including investors) in respect of any claims, damages, liabilities and cost arising consequent to our giving consent.

5. We hereby consent to inclusion of the extracts of this letter in the Issue Documents in terms of the SEBI ICDR Regulations.
6. We authorize you to deliver a copy of this letter of consent pursuant to the provisions of applicable law, including Companies Act, to SEBI, Registrar of Companies, the Stock Exchanges or any regulatory/statutory authorities in relation to the Proposed Issue.
7. We further confirm that we have not been engaged or interested in the formation or promotion of management of the Company. We further confirm that we satisfy the independence criteria, under applicable law, including the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended, Companies Act, 2013, as amended ("Companies Act") and the relevant regulations/circulars issued by the ICAI.
8. We undertake to immediately communicate, in writing, any changes to the above information/confirmations, as and when: (i) made available to us; or (ii) we become aware of any such changes to the Company until the Equity Shares allotted/transferred in the proposed issue commence trading on the Stock Exchanges. In the absence of any such communication from us, the Company can assume that there is no change to the information/confirmations forming part of this certificate and accordingly, such information should be considered to be true and accurate.
9. This letter of consent is not intended for general circulation or publication and is not to be reproduced or used for any other purpose without our prior consent in writing, other than for the purpose stated above. Accordingly, we do not accept or assume any liability or any duty of care for any other purpose or to any other person to whom this letter is shown or into whose hands it may come without our prior consent in writing. We also authorise you to deliver a copy of this letter pursuant to the provisions of Securities and Exchange Board of India, to the BSE Limited and the National Stock Exchange of India Limited.

For **Mukund M. Chitale & Co.**

*Chartered Accountants*

Firm's Registration Number: 106655W



**V. A. Chougule**

**Partner**

Place: Mumbai

Date: November 25, 2025