

<b>BSE Limited</b> The Corporate Relationship Dept, 1st Floor, Hirose Jeejeebhoy Towers, Dalal Street, Mumbai-400 001 Scrip Code: 500185, 974246, 974247 974248, 974249 & 974250	<b>National Stock Exchange of India Ltd.</b> Exchange Plaza, Bandra-Kurla Complex, Bandra (East), Mumbai-400 051 Scrip Code : HCC
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**Sub.: Outcome of the 97<sup>th</sup> Annual General Meeting - Regulations 30 and 51 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”)**

Dear Sir/Madam,

Pursuant to the provisions of Regulations 30 and 51 read with Schedule III of the SEBI Listing Regulations, please take note that the Members of the Company at their 97<sup>th</sup> Annual General Meeting held on Wednesday, August 30, 2023, have approved, inter-alia, the following matters:

1. Appointment of Mr. Arun Karambelkar (DIN: 02151606), Non-Executive-Non-Independent Director as an Independent Director of the Company, not liable to retire by rotation, with effect from June 07, 2023 for a term of 5 consecutive years.

Mr. Arun Karambelkar is not debarred from holding the office of Director by virtue of any SEBI order or the order of any statutory authority.

2. Appointment of Mr. Aditya Pratap Jain (DIN: 08115375) as a Non-Executive-Non-Independent Director of the Company, liable to retire by rotation, with effect from June 07, 2023.

Mr. Aditya Pratap Jain is not debarred from holding the office of Director by virtue of any SEBI order or the order of any statutory authority.

**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

3. Re-appointment of Dr. Mita Dixit (DIN: 08198165) as an Independent Woman Director of the Company, not liable to retire by rotation, for a second term of 5 consecutive years with effect from August 30, 2023.

Dr. Mita Dixit is not debarred from holding the office of Director by virtue of any SEBI order or the order of any statutory authority.

4. Alteration of existing Articles of Association of the Company to enable Nomination of Director by Debenture Trustee.
5. Divestment of entire interest in Steiner Construction SA, Switzerland, a step-down material subsidiary of the Company by Steiner AG, Switzerland, a material subsidiary of the Company.

The disclosures pursuant to SEBI Circular No. SEBI/HO/CFD/CFD-PoD-1/P/CIR/2023/123 dated July 13, 2023 have been enclosed herewith as “**Annexure A.**”

The 97<sup>th</sup> Annual General Meeting of the Members of the Company commenced at 11.00 a.m. and concluded at 12.18 p.m.

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

Thanking you,

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

**Nitesh Kumar Jha**  
**Company Secretary**

Encl: As above

**Disclosures pursuant to SEBI Circular No. SEBI/HO/CFD/CFD-PoD-1/P/CIR/2023/123 dated July 13, 2023**

**1. Appointment of Mr. Arun Karambelkar (DIN: 02151606), Non-Executive-Non-Independent Director as an Independent Director of the Company**

Sr. No.	Particulars	Details
1.	Reasons for change viz. appointment, re-appointment, resignation, removal, death or otherwise	Appointment as an Independent Director of the Company.
2.	Date of appointment	Mr. Arun Karambelkar has been appointed as an Independent Director of the Company, not liable to retire by rotation, with effect from June 07, 2023 to hold office for a term of 5 consecutive years.
3.	Brief Profile	<p>Mr. Arun Karambelkar was appointed as a Non-Executive, Non-Independent Director of the Company with effect from June 23, 2021, and his appointment was regularized in the 95th Annual General Meeting of the Company held on September 23, 2021.</p> <p>Mr. Karambelkar was on the Board of Directors of Hindustan Construction Company Ltd. (HCC) as Whole Time Director between April 2011 and April 2014. Subsequent to this, he was the President &amp; CEO of HCC E&amp;C Business from April 2014 till April 2018.</p> <p>At HCC, Mr. Karambelkar was responsible for managing business growth through strategic financial initiatives across HCC's market-segments: namely Hydro Power, Transportation, Water Solutions, Nuclear Power, Industrial Construction, Ports &amp; Marine Works, etc.</p> <p>Mr. Karambelkar possesses a rich and diverse experience of over 37 years in various industries such as automobiles, engineering, and electronics. During his career of over 27 years at HCC, he was involved in the strategic functions of Procurement &amp; Sub-contracting, managing HCC's construction equipment fleet worth US \$ 330 million (~ 1500 crore). The driving</p>

		<p>force in the application of benchmark ERP practices for Materials Management, he was instrumental in introducing eProcurement at HCC. Under his leadership, HCC was awarded SAP's 'Best Innovation' award for creative use of their Materials Management module.</p> <p>In 2010, the Indian Institute of Material Management (IIMM), Mumbai, recognized his contribution to the field of Materials Management and Supply Chain by awarding him the prestigious 'UNITOP AWARD'.</p> <p>He is life-time member of IIMM since 1982, was a member of Western Region Committee and the National Councillor also. Mr. Karambelkar is a silver medallist with a Bachelor of Engineering (Mechanical) from Mumbai University and a top ranker in Masters in Materials Management from Pune University.</p> <p>Presently, Mr. Karambelkar is on the Board of Capacit'e Infraprojects Limited, that provides an end-to-end construction service for buildings and factories across sectors (including design and building services).</p>
4.	Disclosure of relationships between Directors	Mr. Arun Karambelkar does not have any relationship with any other Director.



**2. Appointment of Mr. Aditya Pratap Jain (DIN: 08115375) as a Non-Executive-Non-Independent Director of the Company**

Sr. No.	Particulars	Details
1.	Reasons for change viz. appointment, re-appointment, resignation, removal, death or otherwise	Appointment as a Non-Executive-Non-Independent Director of the Company.
2.	Date of appointment	Mr. Aditya Pratap Jain has been appointed as a Non-Executive-Non-Independent Director of the Company, liable to retire by rotation, with effect from June 07, 2023.
3.	Brief Profile	<p>Mr. Aditya Pratap Jain is a Law Graduate from Delhi University and has done his Post Graduate Diploma in Personnel Management from the National Institute of Personnel Management, Calcutta in 1994. He started his career as an Executive Trainee with National Thermal Power Corporation and was the Gold Medalist of his batch.</p> <p>He has a rich experience of over 32 years in reputed Public Sector, Multinational and Private Sector organizations. Having worked across a diverse industry spectrum ranging from Project-based organizations, Manufacturing and the Telecom Sector, Mr. Aditya Pratap Jain has in-depth exposure to all facets of Human Resources Strategy, Development, Processes and Operations. He joined the HCC Group in October 2007 and was responsible for providing HR leadership to all the HCC Group Companies till March 2022 with a major focus on expansion, competency development, change initiatives and management.</p> <p>Mr. Aditya Pratap Jain has also been associated with ABB, Alstom India, Tata Teleservices Limited, Tata Tea Limited and has been a stalwart in the field of Human Resources.</p>
4.	Disclosure of relationships between Directors	Mr. Aditya Pratap Jain does not have any relationship with any other Director.

**3. Re-appointment of Dr. Mita Dixit (DIN: 08198165), as an Independent Woman Director of the Company.**

Sr. No.	Particulars	Details
1.	Reasons for change viz. appointment, re-appointment, resignation, removal, death or otherwise	Re- appointment as an Independent Woman Director of the Company.
2.	Date of appointment	Re-appointment of Dr. Mita Dixit as an Independent Woman Director of the Company, not liable to retire by rotation, for a second term of 5 consecutive years with effect from August 30, 2023.
3.	Brief Profile	<p>Dr. Mita Dixit is a Chemical Engineer and has done Master's in Marketing Management, PhD from BITS Pilani University. She is the Co-Founder and Director of Equations Advisors Private Limited, a specialized consulting Company for family owned-and managed Business with 20+ years of experience.</p> <p>Dr. Mita Dixit facilitates owner-families to align their family aspirations and expectation with business vision and goals. She helps families to practice good governance by developing family policies, family Constitution, and conflict resolution process. At Equations, she leads a team of consultants and professionals providing services in strategic growth, organizational development, professionalization, business restructuring, and executive coaching. As a Management Professional, Dr. Mita Dixit has worked with prominent corporates like Garware Group, Indian Express, and an Ajay Piramal Group Company in Marketing and Branding. Dr. Mita Dixit is the first Indian to do a Doctoral research in "Conflict in Indian Family Businesses." She has co-authored "The 5Gs of Family Business," a practical insightful and engaging book on success framework of family businesses. She was the Head of Research and Consulting at the CFMB at SPJIMR, Mumbai and is a visiting faculty at several family business management programs. Dr. Mita Dixit is an Independent Director on the Board of ANUH Pharmaceuticals Limited, Hindustan Construction Company Limited (HCC), Prolific Resolution Private Limited and Shetron Limited and also a certified Management Consultant (CMC). She is currently the Chairperson, Mumbai Chapter of Institute of Management Consultants of India.</p>
4.	Disclosure of relationships between Directors	Dr. Mita Dixit does not have any relationship with any other Director.

**4. Alteration of existing Articles of Association of the Company to enable Nomination of Director by Debenture Trustee**

Changes	Changes in brief
Addition of Article in the AOA of the Company	<p>The existing Article 91 has been replaced with the following Article to enable Nomination of Director by Debenture Trustee:</p> <p>“91. Notwithstanding anything to contrary contained in these Article(s), if the Company has availed any loan(s) from any Bank(s), Financial Institutions, Non-Banking Finance Company or any other Body Corporate (“Lender(s)”) and so long as any monies with respect to such loan(s) granted by such Lender(s) to the Company remain outstanding by the Company to any Lender(s)/ or so long as the Lenders(s) /Debenture Trustee continue to hold debenture(s) in the Company by direct subscription or private placement or so long as the Lender(s) holds equity shares in the Company as a result of conversion of such loan(s)/debenture(s). Such Lender(s) /Debenture(s) Trustee shall have the right to appoint from time to time any person or persons as a Director or Directors (which Director or Directors is/are referred to as “Nominee Directors”) on the Board of the Company and remove from such office any person or persons so appointed and to appoint any other person or persons in his or their places.”</p>