

HCC/ SEC/ 2019

June 18, 2019

BSE Limited The Corporate Relationship Dept, 1 st Floor, Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai-400 001.	National Stock Exchange of India Ltd Exchange Plaza, Bandra-Kurla Complex, Bandra (East), Mumbai-400 051.
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Sub: Outcome of Board Meeting

This is to inform you that the Board of Directors of the Company at their meeting held yesterday i.e. June 17, 2019 has *inter-alia* approved the following proposals:

i) **Re-appointment of Mr. Anil C.Singhvi (DIN:00239589) as an Independent Director**

Pursuant to the provisions of Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and based on the recommendation of Nomination and Remuneration Committee, the Board of Directors, have approved the re-appointment of Mr. Anil C.Singhvi as an Independent Director for a second term of 3 consecutive years i.e. from the conclusion of the ensuing 93rd AGM of the Company upto the conclusion of the 96th AGM to be held in the calendar year 2022, subject to approval of shareholders at the ensuing AGM. Further Mr. Anil C.Singhvi is not debarred from holding the office of director by virtue of any SEBI order or the order of any statutory authority.

ii) **Re-appointment of Dr. Omkar Goswami (DIN:00004258) as an Independent Director**

Pursuant to the provisions of Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and based on the recommendation of Nomination and Remuneration Committee, the Board of Directors, have approved the re-appointment of Dr. Omkar Goswami as an Independent Director for a second term of 4 consecutive years i.e. from the conclusion of the ensuing 93rd AGM of the Company upto the conclusion of the 97th AGM to be held in the calendar year 2023, subject to approval of shareholders at the ensuing AGM. Further Dr. Omkar Goswami 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

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155, 156, 157, 158, 159, 160, 161, 162, 163, 164, 165, 166, 167, 168, 169, 170, 171, 172, 173, 174, 175, 176, 177, 178, 179, 180, 181, 182, 183, 184, 185, 186, 187, 188, 189, 190, 191, 192, 193, 194, 195, 196, 197, 198, 199, 200, 201, 202, 203, 204, 205, 206, 207, 208, 209, 210, 211, 212, 213, 214, 215, 216, 217, 218, 219, 220, 221, 222, 223, 224, 225, 226, 227, 228, 229, 230, 231, 232, 233, 234, 235, 236, 237, 238, 239, 240, 241, 242, 243, 244, 245, 246, 247, 248, 249, 250, 251, 252, 253, 254, 255, 256, 257, 258, 259, 260, 261, 262, 263, 264, 265, 266, 267, 268, 269, 270, 271, 272, 273, 274, 275, 276, 277, 278, 279, 280, 281, 282, 283, 284, 285, 286, 287, 288, 289, 290, 291, 292, 293, 294, 295, 296, 297, 298, 299, 300, 301, 302, 303, 304, 305, 306, 307, 308, 309, 310, 311, 312, 313, 314, 315, 316, 317, 318, 319, 320, 321, 322, 323, 324, 325, 326, 327, 328, 329, 330, 331, 332, 333, 334, 335, 336, 337, 338, 339, 340, 341, 342, 343, 344, 345, 346, 347, 348, 349, 350, 351, 352, 353, 354, 355, 356, 357, 358, 359, 360, 361, 362, 363, 364, 365, 366, 367, 368, 369, 370, 371, 372, 373, 374, 375, 376, 377, 378, 379, 380, 381, 382, 383, 384, 385, 386, 387, 388, 389, 390, 391, 392, 393, 394, 395, 396, 397, 398, 399, 400, 401, 402, 403, 404, 405, 406, 407, 408, 409, 410, 411, 412, 413, 414, 415, 416, 417, 418, 419, 420, 421, 422, 423, 424, 425, 426, 427, 428, 429, 430, 431, 432, 433, 434, 435, 436, 437, 438, 439, 440, 441, 442, 443, 444, 445, 446, 447, 448, 449, 450, 451, 452, 453, 454, 455, 456, 457, 458, 459, 460, 461, 462, 463, 464, 465, 466, 467, 468, 469, 470, 471, 472, 473, 474, 475, 476, 477, 478, 479, 480, 481, 482, 483, 484, 485, 486, 487, 488, 489, 490, 491, 492, 493, 494, 495, 496, 497, 498, 499, 500, 501, 502, 503, 504, 505, 506, 507, 508, 509, 510, 511, 512, 513, 514, 515, 516, 517, 518, 519, 520, 521, 522, 523, 524, 525, 526, 527, 528, 529, 530, 531, 532, 533, 534, 535, 536, 537, 538, 539, 540, 541, 542, 543, 544, 545, 546, 547, 548, 549, 550, 551, 552, 553, 554, 555, 556, 557, 558, 559, 560, 561, 562, 563, 564, 565, 566, 567, 568, 569, 570, 571, 572, 573, 574, 575, 576, 577, 578, 579, 580, 581, 582, 583, 584, 585, 586, 587, 588, 589, 590, 591, 592, 593, 594, 595, 596, 597, 598, 599, 600, 601, 602, 603, 604, 605, 606, 607, 608, 609, 610, 611, 612, 613, 614, 615, 616, 617, 618, 619, 620, 621, 622, 623, 624, 625, 626, 627, 628, 629, 630, 631, 632, 633, 634, 635, 636, 637, 638, 639, 640, 641, 642, 643, 644, 645, 646, 647, 648, 649, 650, 651, 652, 653, 654, 655, 656, 657, 658, 659, 660, 661, 662, 663, 664, 665, 666, 667, 668, 669, 670, 671, 672, 673, 674, 675, 676, 677, 678, 679, 680, 681, 682, 683, 684, 685, 686, 687, 688, 689, 690, 691, 692, 693, 694, 695, 696, 697, 698, 699, 700, 701, 702, 703, 704, 705, 706, 707, 708, 709, 710, 711, 712, 713, 714, 715, 716, 717, 718, 719, 720, 721, 722, 723, 724, 725, 726, 727, 728, 729, 730, 731, 732, 733, 734, 735, 736, 737, 738, 739, 740, 741, 742, 743, 744, 745, 746, 747, 748, 749, 750, 751, 752, 753, 754, 755, 756, 757, 758, 759, 760, 761, 762, 763, 764, 765, 766, 767, 768, 769, 770, 771, 772, 773, 774, 775, 776, 777, 778, 779, 780, 781, 782, 783, 784, 785, 786, 787, 788, 789, 790, 791, 792, 793, 794, 795, 796, 797, 798, 799, 800, 801, 802, 803, 804, 805, 806, 807, 808, 809, 810, 811, 812, 813, 814, 815, 816, 817, 818, 819, 820, 821, 822, 823, 824, 825, 826, 827, 828, 829, 830, 831, 832, 833, 834, 835, 836, 837, 838, 839, 840, 841, 842, 843, 844, 845, 846, 847, 848, 849, 850, 851, 852, 853, 854, 855, 856, 857, 858, 859, 860, 861, 862, 863, 864, 865, 866, 867, 868, 869, 870, 871, 872, 873, 874, 875, 876, 877, 878, 879, 880, 881, 882, 883, 884, 885, 886, 887, 888, 889, 890, 891, 892, 893, 894, 895, 896, 897, 898, 899, 900, 901, 902, 903, 904, 905, 906, 907, 908, 909, 910, 911, 912, 913, 914, 915, 916, 917, 918, 919, 920, 921, 922, 923, 924, 925, 926, 927, 928, 929, 930, 931, 932, 933, 934, 935, 936, 937, 938, 939, 940, 941, 942, 943, 944, 945, 946, 947, 948, 949, 950, 951, 952, 953, 954, 955, 956, 957, 958, 959, 960, 961, 962, 963, 964, 965, 966, 967, 968, 969, 970, 971, 972, 973, 974, 975, 976, 977, 978, 979, 980, 981, 982, 983, 984, 985, 986, 987, 988, 989, 990, 991, 992, 993, 994, 995, 996, 997, 998, 999, 1000

iii) **Appointment of Mr. Santosh Janakiram (DIN:06801226) as an Additional Director**

Pursuant to the provisions of Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and based on the recommendation of Nomination and Remuneration Committee, the Board of Directors, have approved the appointment of Mr. Santosh Janakiram as an Additional Director to hold office as an Independent Director w.e.f. June 17, 2019 for a term of 3 consecutive years upto the conclusion of the 96th AGM to be held in the calendar year 2022, subject to approval of shareholders at the ensuing AGM. Further, Mr. Santosh Janakiram is not debarred from holding the office of director by virtue of any SEBI order or the order of any statutory authority. Mr. Santosh Janakiram does not have any inter-se relationship with any other Director. A brief profile of Mr. Santosh Janakiram is enclosed as Annexure-A.

iv) **Appointment of Mr. Mahendra Singh Mehta (DIN:00019566) as an Additional Director**

Pursuant to the provisions of Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and based on the recommendation of Nomination and Remuneration Committee, the Board of Directors, have approved the appointment of Mr. Mahendra Singh Mehta as an Additional Director to hold office as an Independent Director w.e.f. June 17, 2019 for a term of 3 consecutive years upto the conclusion of the 96th AGM to be held in the calendar year 2022, subject to approval of shareholders at the ensuing AGM. Further, Mr. Mahendra Singh Mehta is not debarred from holding the office of director by virtue of any SEBI order or the order of any statutory authority. Mr. Mahendra Singh Mehta does not have any inter-se relationship with any other Director. A brief profile of Mr. Mahendra Singh Mehta is enclosed as Annexure-B.

v) **Noting of Retirement of Mr. Rajas R. Doshi as Director at upcoming AGM**

Mr. Rajas R. Doshi was appointed as an Independent Director for a term of 4 years in the AGM held on July 14, 2015 and holds office upto the upcoming AGM. He has expressed his desire not to seek re-appointment at the upcoming AGM. The Board noted the same.





- vi) Notice of the forthcoming Annual General Meeting (“AGM”) of the Company *inter-alia*, for obtaining an enabling approval from the shareholders for raising of funds upto Rs.1000 crore through issue of securities, whether denominated in Indian Rupee and/or foreign currency(ies), either by way of a public issue or by way of a private placement (including through a qualified institutions placement) or any other mode permitted under the Companies Act, 2013 and/or SEBI Regulations.

Kindly note that placing the aforementioned enabling resolution at the forthcoming AGM is in line with the Company’s past practice followed at the previous AGMs. Should there be any specific/definitive proposal for funds raising being considered by the Board of Directors in future, based on the aforementioned proposed enabling resolution from the shareholders, the intimation of the same shall be provided to the Stock Exchanges, as applicable.

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

Thanking you,
Yours truly

For Hindustan Construction Company Limited

A handwritten signature in blue ink, appearing to read 'Ajay Singh', is written over a faint, circular watermark of the company logo.

Ajay Singh
Company Secretary



Annexure-A

Brief Profile of Mr. Santosh Janakiram

Mr. Santosh Janakiram is a senior partner in and head of Cyril Amarchand Mangaldas' Infrastructure and Finance Group. He has rich experience in banking, projects, project financing, structured financing, acquisition financing and private equity and represents developers, sponsors, lenders and contractors in infrastructure and project finance transactions. He is also involved in various infrastructure sectors, including energy, transportation and mining.

Chambers and Partners have since 2009 considered Santosh a 'Leading Lawyer' in India in the Projects, Infrastructure and Energy sector. He has been named a 'Leading Lawyer' in Banking, Energy and Infrastructure, Project Development and Project Finance by IFLR1000 and Who's Who Legal Project Finance. Santosh has been ranked as a 'Notable Lawyer' for Projects, Infrastructure and Energy and has been recognized as a "key player in the market" by Chambers Asia Pacific in 2018 and "he is regarded as a very creative, responsive and smart lawyer who is able to handle extremely complicated deals" by Chambers Asia Pacific in 2019. Legal 500 has ranked Santosh as a 'Leading Individual' in 2019.

Santosh has acted on a number of landmark transactions, including advising the Indian Lenders on the restructuring of the Dabhol Power Project and advising the syndicate of lenders including State Bank of India, International Finance Corporation, Asian Development Bank and other national and international financial agencies in the 4000 MW Mundra Ultra-mega Power Project which is the first project to be financed by offshore lenders post Dabhol. He has advised on various domestic and international bond transactions (including high yields) with innovative structuring within a complex regulatory framework including the 1 billion USD bond issuance by Greenko which is the largest high yield by a private sector player.

He has led the development of the Renewable and New Energy practice in the last few years, and the Firm has emerged as the pre-eminent firm in this sector in India. He has also advised on various mergers and acquisitions in the renewable energy and infrastructure sector including the acquisition by Global Infrastructure Partners of wind and solar assets of Equis Funds which is the largest clean energy acquisition deal in the world.



Annexure-B

Brief Profile of Mr. Mahendra Singh Mehta

Mr. Mehta is a metals industry leader with main career in Vedanta Group. He has been through the scale up journey of Vedanta over his decade and half experience with the group. He has been responsible for large acquisitions and global asset creation.

At Vedanta, Mr. Mehta has been in leadership roles at asset level and group level. Last role was as Group CEO and prior to that in building the Commercial (Sales and Procurement) capabilities at group level. Was at one time CEO of Hindustan Zinc, the PSU acquisition and its integration.

Vedanta has been an ambitious group both in growth as well as in building world class capabilities and operations excellence. Mr. Mehta has been a key leader in this journey.

Mr. Mehta had a short stint with Reliance Infrastructure.

Last 3 years, he has been focused on experimenting with different areas essentially in Distressed Assets and Turnarounds. Has worked with Edelweiss and is now with Liberty House (GFG Alliance). Has been involved in acquisition of Adhunik Metals and due diligence and bidding for Amtek Auto. In the process, he has studied the IBC code and also perspective on how corporate priorities should be shifting on performance and value creation.

