

**CERTIFIED TRUE COPY OF THE RESOLUTION PASSED BY CIRCULATION BY
THE BOARD OF DIRECTORS ON MARCH 12, 2024**

To consider, approve and adopt the letter of offer in relation to the proposed rights issue of equity shares of face value of ₹ 1 each (“Rights Equity Shares”) up to an amount not exceeding Rs. 350 Crore (“Proposed Rights Issue”)

“RESOLVED THAT in furtherance of the resolutions dated August 03, 2023 and February 08, 2024 of the Board approving the Proposed Rights Issue of equity shares of face value of ₹1 each up to an amount not exceeding Rs. 350 Crore, the letter of offer to the existing shareholders of the Company whose names appear on the Register of Members of the Company/beneficial owners list maintained by the depositories, as at the end of the business hours as on the record date (i.e., March 16, 2024 and such shareholders of the Company, **“Eligible Equity Shareholders”**), eligible renounees thereof and/or to such other persons in accordance with the provisions of the Companies Act, 2013, as amended, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, and Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended and other applicable regulations, circulars, and guidelines issued by the Securities and Exchange Board of India (**“SEBI”**) or the Reserve Bank of India, other applicable laws, regulations, policies or guidelines including the guidelines and clarifications issued by the Government of India (such laws, **“Applicable Laws”**), on the record date set out above (the **“Letter of Offer”**) as circulated, be and is hereby approved and adopted for filing with SEBI, BSE Limited (**“BSE”**) and National Stock Exchange of India Limited (**“NSE”**, and together with BSE, the **“Stock Exchanges”**) and any other authorities, as the case may be, in accordance with Applicable Laws.

RESOLVED FURTHER THAT the draft of the application form in relation to the Issue, as circulated, be and is hereby approved.

RESOLVED FURTHER THAT the draft of the abridged letter of offer, prepared in accordance with Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended to be sent to the eligible equity shareholders with respect to the issue, as circulated, be and is hereby approved.

RESOLVED FURTHER THAT the draft of the entitlement letter to be sent to the eligible equity shareholders with respect to the Issue, as circulated, be and is hereby approved.

RESOLVED FURTHER THAT to give effect to the above resolution Mr. Arjun Dhawan, Executive Vice Chairman, Mr. Jaspreet Bhullar, MD & CEO, Mr. Rahul Rao, Chief Financial Officer, Mr. Rahul Shukla, Assistant Vice-President Finance of the Company and Mr. Nitesh Kumar Jha, Company Secretary be and are hereby jointly and severally authorized to take all steps and do all such acts, deeds, matters and things and to sign and execute all such documents, instruments as deemed necessary in this regard, including filing the letter of offer with the SEBI, Stock Exchanges and any other authorities as may be required, sending rights entitlement letters, making all other necessary filings and intimations to the Stock Exchanges and any other authorities as may be required and circulating and dispatching the Letter of Offer, the abridged letter of offer, rights entitlement letter and application form to the Eligible Equity Shareholders, as applicable.



RESOLVED FURTHER THAT the Rights Issue Committee of the Board be and is hereby authorised to make the necessary changes, updates, alterations, revisions, modifications or amendments in the Letter of Offer, application form, abridged letter of offer, entitlement letter and other documents, information, disclosures, confirmations, statements, certificates, including financial statements and auditors' report thereon, etc. as may be required to be included / mentioned, in compliance with all applicable provisions of SEBI ICDR Regulations, to be filed with SEBI, Stock Exchanges where the rights equity shares are listed or any other authorities.

RESOLVED FURTHER THAT the Rights Issue Committee of the Board be and is hereby authorized to, inter-alia, negotiate, authorize, approve and pay commission, fees, remuneration, expenses and/or any other charges to the applicable agencies / intermediaries / persons and to give them such directions or instructions as it may deem fit from time to time.

RESOLVED FURTHER THAT pursuant to provisions of Regulation 84 of the SEBI ICDR Regulations, an advertisement be published in the newspapers to intimate the dispatch of the abridged letter of offer, rights entitlement letter and application form to the shareholders ("Pre-Issue Advertisement") and Mr. Arjun Dhawan, Executive Vice Chairman, Mr. Jaspreet Bhullar, MD & CEO, Mr. Rahul Rao, Chief Financial Officer, Mr. Rahul Shukla, Assistant Vice-President Finance of the Company and Mr. Nitesh Kumar Jha, Company Secretary, be and are hereby jointly and severally authorised to do all such acts, deeds and things as may be necessary, incidental and expedient in connection with the publication of the Pre-Issue Advertisement.

RESOLVED FURTHER THAT certified true copy of the foregoing resolution be furnished to the concerned person(s)/authorities in connection with implementation of this resolution, under signature of any Director of the Company or the Company Secretary and Compliance Officer."

for Hindustan Construction Co. Ltd.


Nitesh Kumar Jha
Company Secretary

Date: March 14, 2024