

31<sup>st</sup> August, 2019

To,  
The Manager - CRD  
BSE Limited  
Phiroze Jeejeebhoy Towers,  
Dalal Street,  
Mumbai - 400 001  
Scrip Code: 509635

The Manager - Listing  
National Stock Exchange of India Ltd  
Exchange Plaza, 5th Floor, 'G' Block  
Bandra Kurla Complex  
Bandra (East), Mumbai - 400 051  
SYMBOL: HINDCOMPOS

Dear Sir,

**Sub.: Disclosure under Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for 55<sup>th</sup> Annual General Meeting (AGM) held on Thursday, the 29<sup>th</sup> day of August, 2019.**

Pursuant to the provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, and the Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company provided remote e-voting facility to its members to vote on the matters to be transacted at the 55<sup>th</sup> Annual General Meeting. Further, to facilitate the voting at AGM to the members present thereat and did not cast their votes earlier through remote e-voting, the Company provided polling papers to enable them to vote in respect of items of business as set out in the Notice of 55<sup>th</sup> Annual General Meeting. CS Manish Baldeva, Proprietor M/s. M Baldeva Associates, Company Secretaries, Thane was appointed as Scrutinizer for the remote E-voting process and conducting the Poll by way of Polling Papers.

The result of e-voting on each resolution was determined considering the aggregate of votes cast by the members on each resolution, both through e-voting as well as poll on which Scrutinizer has issued Consolidated Scrutinizer's Report.

The Annual General Meeting was attended by requisite quorum and the following businesses were transacted:

#### 1. APPROVAL OF FINANCIAL STATEMENTS:

The members received, considered and adopted the Audited Standalone and Consolidated Financial Statements of the Company for the financial year ended 31<sup>st</sup> March, 2019, together with Reports of Directors' and Auditors' thereon by passing Ordinary Resolutions with requisite majority.



#### Regional Sales Offices

East : 29, Ganesh Chandra Avenue, Bando House, Room No. 207, 2nd Floor, Kolkata - 700 013. • Tel.: 91-33-2236078 • Fax: 91-33-22360788

West : B-11, Paragon Condominium, 1st Floor, P. B. Marg, Worli, Mumbai - 400 013. • Tel.: 91-22-2495 1355 • Fax: 91-22-2495 1365

North : 401, Rohit House, 3 - Tolstoy Marg, New Delhi - 110 001 • Tel.: 91-11-2331 3845 • Fax: 91-11-23313846

South : New No. 931, Old No. 478, Ramaniyam Citadel Apartment, 2nd Floor, Poonamallee High Road, Arumbakkam, Chennai - 600 106. • Tel : 91-44-2363 3722

## **2. DECLARATION OF DIVIDEND:**

The members approved the payment of dividend of Rs. 2/- per equity share of Rs. 5/- each i.e. 40% of the paid-up equity capital of the Company for the year ended 31<sup>st</sup> March, 2019 by passing Ordinary Resolution with requisite majority.

## **3. RE-APPOINTMENT OF MR. RAGHU MODY:**

The members re-appointed Mr. Raghu Mody (DIN: 06518139) as a Director of the Company, who retired by rotation and being eligible offered himself for re-appointment by passing Ordinary Resolution with requisite majority.

## **4. RE-APPOINTMENT OF MR. DEEPAK SETHI (DIN: 07165462) AS AN INDEPENDENT NON -EXECUTIVE DIRECTOR OF THE COMPANY FOR A SECOND TERM OF FIVE CONSECUTIVE YEARS W.E.F. 23<sup>RD</sup> APRIL, 2020 TO 22<sup>ND</sup> APRIL, 2025:**

The Members approved the re-appointment of Mr. Deepak Sethi (DIN: 07165462) as an Independent Non- Executive Director of the Company for a second term of five consecutive years w.e.f. 23<sup>rd</sup> April, 2020 to 22<sup>nd</sup> April, 2025, who shall not be liable to retire by rotation, by passing Special Resolution with requisite majority.

## **5. REVISION IN REMUNERATION PAYABLE TO MR. RAGHU MODY, EXECUTIVE CHAIRMAN AND WHOLE TIME DIRECTOR:**

The Members approved the revision in remuneration payable to Mr. Raghu Mody (DIN: 00053329), Executive Chairman and Whole Time Director w.e.f. 1<sup>st</sup> April, 2019 for the remaining period of his tenure by passing Special Resolution with requisite majority .

## **6. REVISION IN REMUNERATION PAYABLE TO MR. P. K. CHOUDHARY, MANAGING DIRECTOR:**

The Members approved the revision in remuneration payable to Mr. P. K. Choudhary (DIN: 00535670), Managing Director w.e.f. 1<sup>st</sup> April, 2019 for the remaining period of his tenure by passing Ordinary Resolution with requisite majority.

## **7. RE-APPOINTMENT OF MR. P. K. CHOUDHARY AS MANAGING DIRECTOR OF THE COMPANY FOR FURTHER PERIOD OF 5 YEARS W.E.F 1<sup>ST</sup> JULY, 2019 TILL 30<sup>TH</sup> JUNE 2024:**

The Members approved the re-appointment of Mr. P. K. Choudhary as Managing Director of the company for a further period of 5 years w.e.f 1<sup>st</sup> July 2019 till 30<sup>th</sup> June 2024 by passing Ordinary Resolution with requisite majority.

## **8. REVISION IN REMUNERATION PAYABLE TO MR. VARUNN MODY, PRESIDENT - TREASURY AND STRATEGY OF THE COMPANY:**

The Members approved the revision in remuneration payable to Mr. Varunn Mody, President - Treasury and Strategy of the Company, a relative of Mrs. Sakshi Mody, Executive Director of the Company, w.e.f. 1<sup>st</sup> July, 2019 by passing Ordinary Resolution with requisite majority.



**9. PAYMENT OF COMMISSION TO ALL INDEPENDENT DIRECTORS OF THE COMPANY FOR THE FINANCIAL YEAR ENDED 31<sup>ST</sup> MARCH, 2019:**

The Members approved the payment of commission to all Independent Directors of the Company for the financial year ended 31<sup>st</sup> March, 2019 by passing Ordinary Resolution with requisite majority.

The copy of the Consolidated Scrutinizers' Report and Voting Results are enclosed herewith for your reference.

Please take the same on your records.

Thanking you,

Yours faithfully,

For HINDUSTAN COMPOSITES LIMITED



**Vikram Soni**  
Company Secretary & Compliance Officer  
Membership No: A36705



Encl.: As above

Date of the AGM	29.08.2019
Total number of shareholders on record date	16127
No. of shareholders present in the meeting either in person or through proxy:	
Promoters and Promoter Group:	12
Public:	37
No. of Shareholders attended the meeting through Video Conferencing	
Promoters and Promoter Group:	None
Public	None
Mode of voting	Remote e-voting and through poll papers at the Annual General Meeting

**Resolution No. 1:**

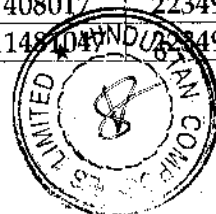
Resolution Required: (Ordinary)	Ordinary Resolutions for adoption of - (a) Standalone Audited Financial Statements of the Company for the financial year ended 31 <sup>st</sup> March, 2019 together with Reports of the Directors' and of the Auditors' thereon; and (b) Consolidated Audited Financial Statements of the Company for the financial year ended 31 <sup>st</sup> March, 2019 together with Report of the Auditors' thereon.
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Whether promoter/promoter group are interested in the agenda / resolution?	No
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Category	Mode of Voting	No. of Shares held	No. of valid votes polled	% of Votes Polled on outstanding shares	No. of votes - in favour	No. of votes- against	% of votes in favour on votes polled	% of Votes against on votes polled
Promoter and Promoter group	E-Voting	11073030	-	-	-	-	-	-
	Poll		11073030	100.0000	11073030	0	100.0000	0.0000
	Postal Ballot		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	<b>Total</b>		<b>11073030</b>	<b>11073030</b>	<b>100.0000</b>	<b>11073030</b>	<b>0</b>	<b>100.0000</b>
Public- Institutions	E-Voting	2348	-	-	-	-	-	-
	Poll		-	-	-	-	-	-
	Postal Ballot		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	<b>Total</b>		<b>2348</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>
Public- Non Institutions	E-Voting	3693622	171541	4.6442	149192	22349	86.9716	13.0284
	Poll		258825	7.0073	258825	0	100.0000	0.00
	Postal Ballot		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	<b>Total</b>		<b>3693622</b>	<b>430366</b>	<b>11.6516</b>	<b>408017</b>	<b>22349</b>	<b>94.8070</b>
<b>Total</b>		<b>14769000</b>	<b>11503396</b>	<b>77.8888</b>	<b>11481047</b>	<b>22349</b>	<b>99.8057</b>	<b>0.1943</b>

Invalid votes - Nil

Result: The resolution is passed with requisite majority.



**Resolution No. 2:**

Resolution Required: (Ordinary)			Ordinary Resolution for declaration of dividend on the Equity Shares of Rs. 5/- each for the financial year ended 31 <sup>st</sup> March, 2019.					
Whether promoter/promoter group are interested in the agenda / resolution?			No					
Category	Mode of Voting	No. of Shares held	No. of valid votes polled	% of Votes Polled on outstanding shares	No. of votes - in favour	No. of votes-against	% of votes in favour on votes polled	% of Votes against on votes polled
Promoter and Promoter group	E-Voting	11073030	-	-	-	-	-	-
	Poll		11073030	100.0000	11073030	0	100.0000	0.0000
	Postal Ballot		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	<b>Total</b>		<b>11073030</b>	<b>11073030</b>	<b>100.0000</b>	<b>11073030</b>	<b>0</b>	<b>100.0000</b>
Public-Institutions	E-Voting	2348	-	-	-	-	-	-
	Poll		-	-	-	-	-	-
	Postal Ballot		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	<b>Total</b>		<b>2348</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>
Public-Non Institutions	E-Voting	3693622	151496	4.1016	149172	2324	98.4660	1.5340
	Poll		258825	7.0073	258825	-	100.0000	-
	Postal Ballot		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	<b>Total</b>		<b>3693622</b>	<b>410321</b>	<b>11.1089</b>	<b>407997</b>	<b>2324</b>	<b>99.4336</b>
<b>Total</b>		<b>14769000</b>	<b>11483351</b>	<b>77.7531</b>	<b>11481027</b>	<b>2324</b>	<b>99.9798</b>	<b>0.0202</b>

Invalid votes - Nil

Result: The resolution is passed with requisite majority



**Resolution No.3:**

Resolution Required: (Ordinary)			Ordinary Resolution for appointment of a director in place of Mr. Raghu Mody (DIN: 00053329), who retires by rotation and being eligible, offered himself for re-appointment.					
Whether promoter/promoter group are interested in the agenda / resolution?			Yes					
Category	Mode of Voting	No. of Shares held	No. of valid votes polled	% of Votes Polled on outstanding shares	No. of votes - in favour	No. of votes-against	% of votes in favour on votes polled	% of Votes against on votes polled
Promoter and Promoter group	E-Voting	11073030	-	-	-	-	-	-
	Poll		11073030	100.0000	11073030	0	100.0000	0.0000
	Postal Ballot		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	<b>Total</b>		<b>11073030</b>	<b>11073030</b>	<b>100.0000</b>	<b>11073030</b>	<b>0</b>	<b>100.0000</b>
Public-Institutions	E-Voting	2348	-	-	-	-	-	-
	Poll		-	-	-	-	-	-
	Postal Ballot		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	<b>Total</b>		<b>2348</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>
Public-Non Institutions	E-Voting	3693622	171521	4.6437	149142	22379	86.9526	13.0474
	Poll		258825	7.0073	258825	-	100.0000	-
	Postal Ballot		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	<b>Total</b>		<b>3693622</b>	<b>430346</b>	<b>11.6511</b>	<b>407967</b>	<b>22379</b>	<b>94.7998</b>
<b>Total</b>		<b>14769000</b>	<b>11503376</b>	<b>77.8887</b>	<b>11480997</b>	<b>22379</b>	<b>99.8055</b>	<b>0.1945</b>

Invalid votes - Nil

**Result: The resolution is passed with requisite majority.**


**Resolution No. 4:**

Resolution Required: (Special)			Special Resolution for re-appointment of Mr. Deepak Sethi (DIN: 07165462) as an Independent Director of the Company.					
Whether promoter/promoter group are interested in the agenda / resolution?			No					
Category	Mode of Voting	No. of Shares held	No. of valid votes polled	% of Votes Polled on outstanding shares	No. of votes - in favour	No. of votes-against	% of votes in favour on votes polled	% of Votes against on votes polled
Promoter and Promoter group	E-Voting	11073030	-	-	-	-	-	-
	Poll		11073030	100.0000	11073030	0	100.0000	0.0000
	Postal Ballot		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	<b>Total</b>		<b>11073030</b>	<b>11073030</b>	<b>100.0000</b>	<b>11073030</b>	<b>0</b>	<b>100.0000</b>
Public-Institutions	E-Voting	2348	-	-	-	-	-	-
	Poll		-	-	-	-	-	-
	Postal Ballot		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	<b>Total</b>		<b>2348</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>
Public-Non Institutions	E-Voting	3693622	171521	4.6437	149142	22379	86.9526	13.0474
	Poll		258825	7.0073	258825	-	100.0000	-
	Postal Ballot		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	<b>Total</b>		<b>3693622</b>	<b>430346</b>	<b>11.6511</b>	<b>407967</b>	<b>22379</b>	<b>94.7998</b>
<b>Total</b>		<b>14769000</b>	<b>11503376</b>	<b>77.8887</b>	<b>11480997</b>	<b>22379</b>	<b>99.8055</b>	<b>0.1945</b>

Invalid votes - Nil

**Result: The resolution is passed with requisite majority.**


**Resolution No.5:**

Resolution Required: (Special)			Special Resolution for revision in remuneration payable to Mr. Raghu Mody, (DIN: 00053329), Executive Chairman and Whole Time Director of the Company, w.e.f. 1 <sup>st</sup> April, 2019.					
Whether promoter/promoter group are interested in the agenda / resolution?			Yes					
Category	Mode of Voting	No. of Shares held	No. of valid votes polled	% of Votes Polled on outstanding shares	No. of votes - in favour	No. of votes-against	% of votes in favour on votes polled	% of Votes against on votes polled
Promoter and Promoter group	E-Voting	11073030	-	-	-	-	-	-
	Poll		11073030	100.0000	11073030	0	100.0000	0.0000
	Postal Ballot		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	<b>Total</b>		<b>11073030</b>	<b>11073030</b>	<b>100.0000</b>	<b>11073030</b>	<b>0</b>	<b>100.0000</b>
Public- Institutions	E-Voting	2348	-	-	-	-	-	-
	Poll		-	-	-	-	-	-
	Postal Ballot		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	<b>Total</b>		<b>2348</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>
Public- Non Institutions	E-Voting	3693622	171521	4.6437	142610	28911	83.1443	16.8557
	Poll		258825	7.0073	258825	-	100.0000	-
	Postal Ballot		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	<b>Total</b>		<b>3693622</b>	<b>430346</b>	<b>11.6511</b>	<b>401435</b>	<b>28911</b>	<b>93.2819</b>
<b>Total</b>		<b>14769000</b>	<b>11503376</b>	<b>77.8887</b>	<b>11474465</b>	<b>28911</b>	<b>99.7487</b>	<b>0.2513</b>

Invalid votes - Nil


**Result: The resolution is passed with requisite majority**

**Resolution No.6:**

Resolution Required: (Ordinary)			Ordinary Resolution for revision in remuneration payable to Mr. P. K. Choudhary, (DIN: 00535670), Managing Director of the Company, w.e.f. 1 <sup>st</sup> April, 2019.					
Whether promoter/promoter group are interested in the agenda / resolution?			No					
Category	Mode of Voting	No. of Shares held	No. of valid votes polled	% of Votes Polled on outstanding shares	No. of votes - in favour	No. of votes-against	% of votes in favour on votes polled	% of Votes against on votes polled
Promoter and Promoter group	E-Voting	11073030	-	-	-	-	-	-
	Poll		11073030	100.0000	11073030	0	100.0000	0.0000
	Postal Ballot		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	<b>Total</b>		<b>11073030</b>	<b>11073030</b>	<b>100.0000</b>	<b>11073030</b>	<b>0</b>	<b>100.0000</b>
Public-Institutions	E-Voting	2348	-	-	-	-	-	-
	Poll		-	-	-	-	-	-
	Postal Ballot		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	<b>Total</b>		<b>2348</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>
Public-Non Institutions	E-Voting	3693622	171521	4.6437	149142	22379	86.9526	13.0474
	Poll		258825	7.0073	258825	-	100.0000	-
	Postal Ballot		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	<b>Total</b>		<b>3693622</b>	<b>430346</b>	<b>11.6511</b>	<b>407967</b>	<b>22379</b>	<b>94.7998</b>
<b>Total</b>		<b>14769000</b>	<b>11503376</b>	<b>77.8887</b>	<b>1150997</b>	<b>22379</b>	<b>99.8055</b>	<b>0.1945</b>

Invalid votes - Nil

**Result: The resolution is passed with requisite majority**


**Resolution No.7:**

Resolution Required: (Ordinary)			Ordinary Resolution for re-appointment of Mr. P. K. Choudhary (DIN: 00535670) as Managing Director of the Company for a further period of 5 years w.e.f. 1 <sup>st</sup> July, 2019.					
Whether promoter/promoter group are interested in the agenda / resolution?			No					
Category	Mode of Voting	No. of Shares held	No. of valid votes polled	% of Votes Polled on outstanding shares	No. of votes - in favour	No. of votes-against	% of votes in favour on votes polled	% of Votes against on votes polled
Promoter and Promoter group	E-Voting	11073030	-	-	-	-	-	-
	Poll		11073030	100.0000	11073030	0	100.0000	0.0000
	Postal Ballot		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	<b>Total</b>		<b>11073030</b>	<b>11073030</b>	<b>100.0000</b>	<b>11073030</b>	<b>0</b>	<b>100.0000</b>
Public-Institutions	E-Voting	2348	-	-	-	-	-	-
	Poll		-	-	-	-	-	-
	Postal Ballot		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	<b>Total</b>		<b>2348</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>
Public-Non Institutions	E-Voting	3693622	151496	4.1016	149142	2354	98.4462	1.5538
	Poll		258825	7.0073	258825	-	100.0000	-
	Postal Ballot		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	<b>Total</b>		<b>3693622</b>	<b>410321</b>	<b>11.1089</b>	<b>407967</b>	<b>2354</b>	<b>99.4263</b>
<b>Total</b>		<b>14769000</b>	<b>11483351</b>	<b>77.7531</b>	<b>11480997</b>	<b>2354</b>	<b>99.9795</b>	<b>0.0205</b>

Invalid votes - Nil

**Result: The resolution is passed with requisite majority**


**Resolution No.8:**

Resolution Required: (Ordinary)			Ordinary Resolution for revision in remuneration payable to Mr. Varunn Mody, President - Treasury and Strategy of the Company, w.e.f. 1 <sup>st</sup> July, 2019					
Whether promoter/promoter group are interested in the agenda / resolution?			Yes					
Category	Mode of Voting	No. of Shares held	No. of valid votes polled	% of Votes Polled on outstanding shares	No. of votes - in favour	No. of votes-against	% of votes in favour on votes polled	% of Votes against on votes polled
Promoter and Promoter group	E-Voting	11073030	-	-	-	-	-	-
	Poll		-	-	-	-	-	-
	Postal Ballot		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	<b>Total</b>	<b>11073030</b>	-	-	-	-	-	-
Public-Institutions	E-Voting	2348	-	-	-	-	-	-
	Poll		-	-	-	-	-	-
	Postal Ballot		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	<b>Total</b>	<b>2348</b>	-	-	-	-	-	-
Public- Non Institutions	E-Voting	3693622	171521	4.6437	635	170886	0.3702	99.6298
	Poll		258825	7.0073	258825	0	100.0000	-
	Postal Ballot		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	<b>Total</b>	<b>3693622</b>	<b>430346</b>	<b>11.6511</b>	<b>259460</b>	<b>170886</b>	<b>60.2910</b>	<b>39.7090</b>
<b>Total</b>		<b>14769000</b>	<b>430346</b>	<b>2.9138</b>	<b>259460</b>	<b>170886</b>	<b>60.2910</b>	<b>39.7090</b>

Invalid votes - Nil

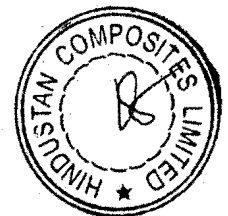
**Result: The resolution is passed with requisite majority**


**Resolution No.9:**

Resolution Required: (Ordinary)		Ordinary Resolution for payment of Commission to all Independent Directors of the Company for the financial year ended 31 <sup>st</sup> March, 2019.						
Whether promoter/promoter group are interested in the agenda / resolution?		No						
Category	Mode of Voting	No. of Shares held	No. of valid votes polled	% of Votes Polled on outstanding shares	No. of votes - in favour	No. of votes- against	% of votes in favour on votes polled	% of Votes against on votes polled
Promoter and Promoter group	E-Voting	11073030	-	-	-	-	-	-
	Poll		11073030	100.0000	11073030	0	100.0000	0.0000
	Postal Ballot		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	<b>Total</b>		<b>11073030</b>	<b>11073030</b>	<b>100.0000</b>	<b>11073030</b>	<b>0</b>	<b>100.0000</b>
Public-Institutions	E-Voting	2348	-	-	-	-	-	-
	Poll		-	-	-	-	-	-
	Postal Ballot		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	<b>Total</b>		<b>2348</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>
Public-Non Institutions	E-Voting	3693622	171521	4.6437	22935	148586	13.3715	86.6285
	Poll		258825	7.0073	258822	3	99.9988	0.0012
	Postal Ballot		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	<b>Total</b>		<b>3693622</b>	<b>430346</b>	<b>11.6511</b>	<b>281757</b>	<b>148589</b>	<b>65.4722</b>
<b>Total</b>		<b>14769000</b>	<b>11503376</b>	<b>77.8887</b>	<b>11354787</b>	<b>148589</b>	<b>98.7083</b>	<b>1.2917</b>

Invalid votes - Nil

**Result: The resolution is passed with requisite majority.**





**CONSOLIDATED SCRUTINIZER'S REPORT**

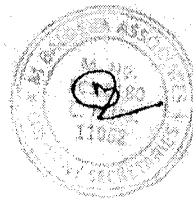
[Pursuant to Section 108 of the Companies Act, 2013 read with  
Rule 20(4)(xii) of Companies (Management and Administration) Rules, 2014]

To,  
The Chairman of 55<sup>th</sup> Annual General Meeting of  
**Hindustan Composites Limited**  
Peninsula Business Park,  
'A' Tower, 8<sup>th</sup> Floor,  
Senapati Bapat Marg,  
Lower Parel, Mumbai - 400013

Dear Sir,

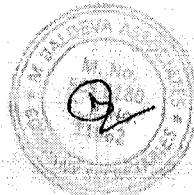
**Sub.: Consolidated Scrutinizer's Report on voting done through Remote E- Voting Process and by Polling Papers at 55<sup>th</sup> Annual General Meeting held on 29<sup>th</sup> August, 2019.**

1. I, CS Manish Baldeva, Proprietor, M/s. M Baldeva Associates, Company Secretaries, Thane was appointed as Scrutinizer by the Board of Directors of **Hindustan Composites Limited** ('the Company') in its meeting held on 6<sup>th</sup> May, 2019 for the purpose of scrutinizing the voting done through remote e-voting process and by use of polling papers at the meeting pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rules 20 and 21 of the Companies (Management and Administration) Rules, 2014 for passing of the resolutions as mentioned under item numbers 1 to 9 in the Notice of the 55<sup>th</sup> Annual General Meeting (AGM) of the members of the Company dated 6<sup>th</sup> May, 2019.
2. The management of the Company is responsible to ensure the compliances with the requirements of the Companies Act, 2013 and Rules relating to remote e-voting and polling papers for voting on the resolutions contained in the said notice. My responsibility as Scrutinizer for the remote e-voting process and poll conducted at the 55<sup>th</sup> AGM is restricted to make the Scrutinizer's Report on the votes cast "in favour" or "against" the resolutions stated in the said notice based on the report generated from the e-voting system provided by the Central Depository Services (India) Limited (CDSL), the agency engaged by the Company to provide e-voting facility for e-voting and poll conducted at the 55<sup>th</sup> Annual General Meeting.
3. The Notice of the 55<sup>th</sup> AGM dated 6<sup>th</sup> May, 2019 was sent to the members through courier and email on 5<sup>th</sup> August, 2019. The said notice was dispatched on the basis of Register of Members / list of Beneficial Owners of the Company as on 26<sup>th</sup> July, 2019.





4. As per the provisions of Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company has published advertisement about having dispatch of the notice of 55<sup>th</sup> AGM and providing e-voting facility in the English newspaper "Financial Express" and Marathi newspaper "Mumbai Lakshadeep" on 6<sup>th</sup> August, 2019.
5. The voting rights of members were considered in proportion to their share in the paid up equity share capital of the Company as on cut-off date i.e. Thursday, 22<sup>nd</sup> August, 2019.
6. In terms of the aforesaid Notice, voting through electronic means was kept open for 3 (three) days i.e. from Monday, 26<sup>th</sup> August, 2019 (from 09:00 a.m.) to Wednesday, 28<sup>th</sup> August, 2019 (upto 5:00 p.m.). The members cast their votes electronically on e-voting platform provided by Central Depository Services (India) Limited (CDSL). The Company also provided Polling Papers for casting vote at the Annual General Meeting held on 29<sup>th</sup> August, 2019 to the members present, who did not vote through remote e-voting facility.
7. 11,331,855 votes were cast through 31 polling papers at the AGM. The votes cast under remote e-voting facility provided by CDSL were unblocked on 29<sup>th</sup> August, 2019 in the presence of Ms. Bhavna Singh and Mrs. Divya Lohia, who are not in the employment with the Company.
8. The summary of the voting through e-voting and polling papers is as follows:





Resolution No. 1:

Resolution Required: (Ordinary)			Ordinary Resolutions for adoption of -					
Whether promoter/promoter group are interested in the agenda / resolution?			No					
Category	Mode of Voting	No. of Shares held	No. of valid votes polled	% of Votes Polled on outstanding shares	No. of votes – in favour	No. of votes-against	% of votes in favour on votes polled	% of Votes against on votes polled
Promoter and Promoter group	E-Voting	11073030	-	-	-	-	-	-
	Poll		11073030	100.0000	11073030	0	100.0000	0.0000
	Postal Ballot		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	<b>Total</b>		<b>11073030</b>	<b>11073030</b>	<b>100.0000</b>	<b>11073030</b>	<b>0</b>	<b>100.0000</b>
Public- Institutions	E-Voting	2348	-	-	-	-	-	-
	Poll		-	-	-	-	-	-
	Postal Ballot		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	<b>Total</b>		<b>2348</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>
Public- Non Institutions	E-Voting	3693622	171541	4.6442	149192	22349	86.9716	13.0284
	Poll		258825	7.0073	258825	0	100.0000	0.00
	Postal Ballot		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	<b>Total</b>		<b>3693622</b>	<b>430366</b>	<b>11.6516</b>	<b>408017</b>	<b>22349</b>	<b>94.8070</b>
<b>Total</b>		<b>14769000</b>	<b>11503396</b>	<b>77.8888</b>	<b>11481047</b>	<b>22349</b>	<b>99.8057</b>	<b>0.1943</b>

Invalid votes - Nil

Result: The resolution is passed with requisite majority.



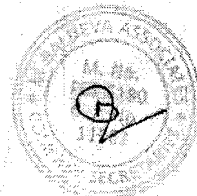


**Resolution No.2:**

Resolution Required: (Ordinary)		Ordinary Resolution for declaration of dividend on the Equity Shares of Rs. 5/- each for the financial year ended 31 <sup>st</sup> March, 2019.						
Whether promoter/promoter group are interested in the agenda / resolution?		No						
Category	Mode of Voting	No. of Shares held	No. of valid votes polled	% of Votes Polled on outstanding shares	No. of votes – in favour	No. of votes- against	% of votes in favour on votes polled	% of Votes against on votes polled
Promoter and Promoter group	E-Voting	11073030	-	-	-	-	-	-
	Poll		11073030	100.0000	11073030	0	100.0000	0.0000
	Postal Ballot		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	<b>Total</b>		<b>11073030</b>	<b>11073030</b>	<b>100.0000</b>	<b>11073030</b>	<b>0</b>	<b>100.0000</b>
Public-Institutions	E-Voting	2348	-	-	-	-	-	-
	Poll		-	-	-	-	-	-
	Postal Ballot		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	<b>Total</b>		<b>2348</b>	-	-	-	-	-
Public- Non Institutions	E-Voting	3693622	151496	4.1016	149172	2324	98.4660	1.5340
	Poll		258825	7.0073	258825	-	100.0000	-
	Postal Ballot		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	<b>Total</b>		<b>3693622</b>	<b>410321</b>	<b>11.1089</b>	<b>407997</b>	<b>2324</b>	<b>99.4336</b>
<b>Total</b>		<b>14769000</b>	<b>11483351</b>	<b>77.7531</b>	<b>11481027</b>	<b>2324</b>	<b>99.9798</b>	<b>0.0202</b>

Invalid votes - Nil

**Result: The resolution is passed with requisite majority.**



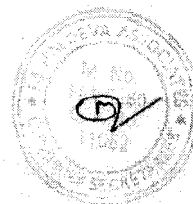


**Resolution No.3:**

Resolution Required: (Ordinary)			Ordinary Resolution for appointment of a director in place of Mr. Raghu Mody (DIN: 00053329), who retires by rotation and being eligible, offered himself for re-appointment.					
Whether promoter/promoter group are interested in the agenda / resolution?			Yes					
Category	Mode of Voting	No. of Shares held	No. of valid votes polled	% of Votes Polled on outstanding shares	No. of votes – in favour	No. of votes-against	% of votes in favour on votes polled	% of Votes against on votes polled
Promoter and Promoter group	E-Voting	11073030	-	-	-	-	-	-
	Poll		11073030	100.0000	11073030	0	100.0000	0.0000
	Postal Ballot		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	<b>Total</b>		<b>11073030</b>	<b>11073030</b>	<b>100.0000</b>	<b>11073030</b>	<b>0</b>	<b>100.0000</b>
Public-Institutions	E-Voting	2348	-	-	-	-	-	-
	Poll		-	-	-	-	-	-
	Postal Ballot		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	<b>Total</b>		<b>2348</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>
Public- Non Institutions	E-Voting	3693622	171521	4.6437	149142	22379	86.9526	13.0474
	Poll		258825	7.0073	258825	-	100.0000	-
	Postal Ballot		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	<b>Total</b>		<b>3693622</b>	<b>430346</b>	<b>11.6511</b>	<b>407967</b>	<b>22379</b>	<b>94.7998</b>
<b>Total</b>		<b>14769000</b>	<b>11503376</b>	<b>77.8887</b>	<b>11480997</b>	<b>22379</b>	<b>99.8055</b>	<b>0.1945</b>

Invalid votes - Nil

Result: The resolution is passed with requisite majority.





**Resolution No. 4:**

Resolution Required: (Special)			Special Resolution for re-appointment of Mr. Deepak Sethi (DIN: 07165462) as an Independent Director of the Company.					
Whether promoter/promoter group are interested in the agenda / resolution?			No					
Category	Mode of Voting	No. of Shares held	No. of valid votes polled	% of Votes Polled on outstanding shares	No. of votes – in favour	No. of votes-against	% of votes in favour on votes polled	% of Votes against on votes polled
Promoter and Promoter group	E-Voting	11073030	-	-	-	-	-	-
	Poll		11073030	100.0000	11073030	0	100.0000	0.0000
	Postal Ballot		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	<b>Total</b>		<b>11073030</b>	<b>11073030</b>	<b>100.0000</b>	<b>11073030</b>	<b>0</b>	<b>100.0000</b>
Public-Institutions	E-Voting	2348	-	-	-	-	-	-
	Poll		-	-	-	-	-	-
	Postal Ballot		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	<b>Total</b>		<b>2348</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>
Public-Non Institutions	E-Voting	3693622	171521	4.6437	149142	22379	86.9526	13.0474
	Poll		258825	7.0073	258825	-	100.0000	-
	Postal Ballot		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	<b>Total</b>		<b>3693622</b>	<b>430346</b>	<b>11.6511</b>	<b>407967</b>	<b>22379</b>	<b>94.7998</b>
<b>Total</b>	<b>14769000</b>	<b>11503376</b>	<b>77.8887</b>	<b>11480997</b>	<b>22379</b>	<b>99.8055</b>	<b>0.1945</b>	

Invalid votes - Nil

**Result: The resolution is passed with requisite majority.**





**Resolution No.5:**

Resolution Required: (Special)			Special Resolution for revision in remuneration payable to Mr. Raghu Mody, (DIN: 00053329), Executive Chairman and Whole Time Director of the Company, w.e.f. 1 <sup>st</sup> April, 2019.					
Whether promoter/promoter group are interested in the agenda / resolution?			Yes					
Category	Mode of Voting	No. of Shares held	No. of valid votes polled	% of Votes Polled on outstanding shares	No. of votes – In favour	No. of votes-against	% of votes in favour on votes polled	% of Votes against on votes polled
Promoter and Promoter group	E-Voting Poll	11073030	-	-	-	-	-	-
	Postal Ballot		11073030	100.0000	11073030	0	100.0000	0.0000
	<b>Total</b>	<b>11073030</b>	<b>11073030</b>	<b>100.0000</b>	<b>11073030</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public-Institutions	E-Voting Poll	2348	-	-	-	-	-	-
	Postal Ballot		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	<b>Total</b>	<b>2348</b>	-	-	-	-	-	-
Public- Non Institutions	E-Voting Poll	3693622	171521	4.6437	142610	28911	83.1443	16.8557
	Postal Ballot		258825	7.0073	258825	-	100.0000	-
	<b>Total</b>	<b>3693622</b>	<b>430346</b>	<b>11.6511</b>	<b>401435</b>	<b>28911</b>	<b>93.2819</b>	<b>6.7181</b>
<b>Total</b>		<b>14769000</b>	<b>11503376</b>	<b>77.8887</b>	<b>11474465</b>	<b>28911</b>	<b>99.7487</b>	<b>0.2513</b>

Invalid votes - Nil

**Result: The resolution is passed with requisite majority.**



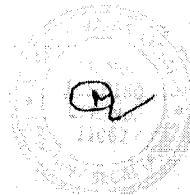


Resolution No.6:

Resolution Required: (Ordinary)			Ordinary Resolution for revision in remuneration payable to Mr. P. K. Choudhary, (DIN: 00535670), Managing Director of the Company, w.e.f. 1 <sup>st</sup> April, 2019.					
Whether promoter/promoter group are interested in the agenda / resolution?			No					
Category	Mode of Voting	No. of Shares held	No. of valid votes polled	% of Votes Polled on outstanding shares	No. of votes – in favour	No. of votes-against	% of votes in favour on votes polled	% of Votes against on votes polled
Promoter and Promoter group	E-Voting Poll	11073030	-	-	-	-	-	-
	Postal Ballot		11073030	100.0000	11073030	0	100.0000	0.0000
			N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	<b>Total</b>		<b>11073030</b>	<b>11073030</b>	<b>100.0000</b>	<b>11073030</b>	<b>0</b>	<b>100.0000</b>
Public-Institutions	E-Voting Poll	2348	-	-	-	-	-	-
	Postal Ballot		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
			N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	<b>Total</b>		<b>2348</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>
Public- Non Institutions	E-Voting Poll	3693622	171521	4.6437	149142	22379	86.9526	13.0474
	Postal Ballot		258825	7.0073	258825	-	100.0000	-
			N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	<b>Total</b>		<b>3693622</b>	<b>430346</b>	<b>11.6511</b>	<b>407967</b>	<b>22379</b>	<b>94.7998</b>
<b>Total</b>		<b>14769000</b>	<b>11503376</b>	<b>77.8887</b>	<b>11480997</b>	<b>22379</b>	<b>99.8055</b>	<b>0.1945</b>

Invalid votes - Nil

Result: The resolution is passed with requisite majority.



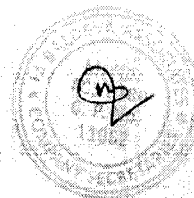


Resolution No.7:

Resolution Required: (Ordinary)			Ordinary Resolution for re-appointment of Mr. P. K. Choudhary (DIN: 00535670) as Managing Director of the Company for a further period of 5 years w.e.f. 1 <sup>st</sup> July, 2019.					
Whether promoter/promoter group are interested in the agenda / resolution?			No					
Category	Mode of Voting	No. of Shares held	No. of valid votes polled	% of Votes Polled on outstanding shares	No. of votes – In favour	No. of votes-against	% of votes in favour on votes polled	% of Votes against on votes polled
Promoter and Promoter group	E-Voting	11073030	-	-	-	-	-	-
	Poll		11073030	100.0000	11073030	0	100.0000	0.0000
	Postal Ballot		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	<b>Total</b>		<b>11073030</b>	<b>11073030</b>	<b>100.0000</b>	<b>11073030</b>	<b>0</b>	<b>100.0000</b>
Public- Institutions	E-Voting	2348	-	-	-	-	-	-
	Poll		-	-	-	-	-	-
	Postal Ballot		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	<b>Total</b>		<b>2348</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>
Public- Non Institutions	E-Voting	3693622	151496	4.1016	149142	2354	98.4462	1.5538
	Poll		258825	7.0073	258825	-	100.0000	-
	Postal Ballot		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	<b>Total</b>		<b>3693622</b>	<b>410321</b>	<b>11.1089</b>	<b>407967</b>	<b>2354</b>	<b>99.4263</b>
<b>Total</b>		<b>14769000</b>	<b>11483351</b>	<b>77.7531</b>	<b>11480997</b>	<b>2354</b>	<b>99.9795</b>	<b>0.0205</b>

Invalid votes - Nil

Result: The resolution is passed with requisite majority.





**Resolution No.8:**

Resolution Required: (Ordinary)			Ordinary Resolution for revision in remuneration payable to Mr. Varunn Mody, President – Treasury and Strategy of the Company, w.e.f. 1 <sup>st</sup> July, 2019					
Whether promoter/promoter group are interested in the agenda / resolution?			Yes					
Category	Mode of Voting	No. of Shares held	No. of valid votes polled	% of Votes Polled on outstanding shares	No. of votes – in favour	No. of votes-against	% of votes in favour on votes polled	% of Votes against on votes polled
Promoter and Promoter group	E-Voting	11073030	-	-	-	-	-	-
	Poll		-	-	-	-	-	-
	Postal Ballot		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	<b>Total</b>		-	-	-	-	-	-
Public- Institutions	E-Voting	2348	-	-	-	-	-	-
	Poll		-	-	-	-	-	-
	Postal Ballot		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	<b>Total</b>		-	-	-	-	-	-
Public- Non Institutions	E-Voting	3693622	171521	4.6437	635	170886	0.3702	99.6298
	Poll		258825	7.0073	258825	0	100.0000	-
	Postal Ballot		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	<b>Total</b>		430346	11.6511	259460	170886	60.2910	39.7090
<b>Total</b>		14769000	430346	2.9138	259460	170886	60.2910	39.7090

Invalid votes - Nil

**Result: The resolution is passed with requisite majority.**





**Resolution No.9:**

Resolution Required: (Ordinary)			Ordinary Resolution for payment of Commission to all Independent Directors of the Company for the financial year ended 31 <sup>st</sup> March, 2019.					
Whether promoter/promoter group are interested in the agenda / resolution?			No					
Category	Mode of Voting	No. of Shares held	No. of valid votes polled	% of Votes Polled on outstanding shares	No. of votes – in favour	No. of votes-against	% of votes in favour on votes polled	% of Votes against on votes polled
Promoter and Promoter group	E-Voting	11073030	-	-	-	-	-	-
	Poll		11073030	100.0000	11073030	0	100.0000	0.0000
	Postal Ballot		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	<b>Total</b>		<b>11073030</b>	<b>11073030</b>	<b>100.0000</b>	<b>11073030</b>	<b>0</b>	<b>100.0000</b>
Public- Institutions	E-Voting	2348	-	-	-	-	-	-
	Poll		-	-	-	-	-	-
	Postal Ballot		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	<b>Total</b>		<b>2348</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>
Public- Non Institutions	E-Voting	3693622	171521	4.6437	22935	148586	13.3715	86.6285
	Poll		258825	7.0073	258822	3	99.9988	0.0012
	Postal Ballot		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	<b>Total</b>		<b>3693622</b>	<b>430346</b>	<b>11.6511</b>	<b>281757</b>	<b>148589</b>	<b>65.4722</b>
<b>Total</b>		<b>14769000</b>	<b>11503376</b>	<b>77.8887</b>	<b>11354787</b>	<b>148589</b>	<b>98.7083</b>	<b>1.2917</b>

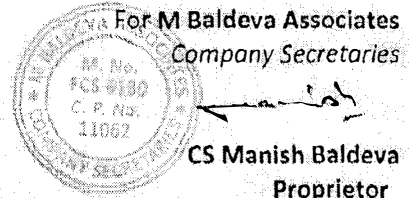
Invalid votes - Nil

**Result: The resolution is passed with requisite majority.**





The Register, all other papers and relevant records relating to poll and e-voting shall remain in my safe custody until the Chairman considers, approves and signs the minutes of the aforesaid meeting and the same will be handed over to the Company Secretary for safe keeping.



Place: Thane  
Date: 30<sup>th</sup> August, 2019

M. No. FCS 6180; C.P. No. 11062

Countersigned by

For Hindustan Composites Limited

Chairman/Authorized Signatory

