



SCRUTINIZER'S REPORT

[Pursuant to the provisions of Sections 108 and 110 of the Companies Act, 2013 read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014]

To,
Managing Director
Hindustan Composites Limited
Peninsula Business Park,
'A' Tower, 8th Floor,
Senapati Bapat Marg,
Lower Parel, Mumbai - 400013

Dear Sir,

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** ("Company") in its meeting held on 21st February, 2024 for the purpose of scrutinizing the postal ballot process in a fair and transparent manner under the provisions of Sections 108 and 110 of the Companies Act, 2013 ("Act") read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 ("Rules") and General Circular No. 14/2020 dated 8th April, 2020, General Circular No. 17/2020 dated 13th April, 2020, and General Circular No. 09/2023 dated 25th September, 2023 issued by the Ministry of Corporate Affairs ("MCA") (hereinafter collectively referred to as "MCA Circulars") and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), Secretarial Standard-2 on General Meetings (SS – 2) issued by the Institute of Company Secretaries of India and other applicable laws and regulations in respect of the resolutions as mentioned in the Notice of Postal Ballot dated 21st February, 2024.

I submit my report as under:

1. The Company dispatched Notice of Postal Ballot along with the statement setting out material facts under Section 102 of the Act and remote e-voting instructions, electronically only, through email on 26th February, 2024 to all those members, whose e-mail address were registered with the Company or with the Registrar and Share Transfer Agent or Depositories and whose names appeared in the Register of Members of the Company / List of Beneficial Owners as on Friday, 16th February, 2024 ("cut- off date").
2. The management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and rules thereof including MCA Circulars in respect of the resolutions contained in the Postal Ballot Notice. My responsibility as Scrutinizer is restricted to make the Scrutinizer's Report on the votes cast 'in favour' or 'against', if any, with respect to the resolutions stated in the Notice of Postal Ballot dated 21st February, 2024 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.





3. As per the provisions of Rule 20 of the Rules and as required under said MCA Circulars, the Company has published advertisement regarding dispatch of Notice of Postal Ballot and remote e-voting information to eligible members through e-mail in English newspaper 'Financial Express' and in Marathi newspaper 'Mumbai Lakshadeep' published on 27th February, 2024.
4. The voting rights of the members were considered in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date i.e. Friday, 16th February, 2024.
5. In terms of the aforesaid Notice, the remote e-voting commenced on Tuesday, 27th February, 2024, at 9.00 A.M. (IST) and concluded on Wednesday, 27th March, 2024 at 5.00 P.M. (IST). (both days inclusive).
6. Votes cast upto the close of working hours i.e. 5:00 P.M. on Wednesday, 27th March 2024 i.e. the last date and time fixed by the Company for remote e-voting have been considered for the purpose of this report.
7. The remote e-voting was reconciled with the Register of Members / List of Beneficiaries of the Company as on cut- off date as provided by the Registrar and Share Transfer Agent / Depositories of the Company.
8. The result of the remote e-voting in respect of the resolutions contained in the Notice of Postal Ballot are as under:





Resolution No. 1:

Resolution Required: (Special)			Special Resolution for enhancing the monetary limits for making investments, giving loans or guarantee and providing securities pursuant to the provisions of Section 186 of the Companies Act, 2013.					
Whether promoter / promoter group are interested in the agenda / resolution?			No					
Category	Mode of Voting	No. of Shares held (1)	No. of valid votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of votes – in favour (4)	No. of votes-against (5)	% of votes in favour on votes polled (6)=[(4)/(2)] * 100	% of Votes against on votes polled (7)=[(5)/(2)] * 100
Promoter and Promoter group	E-Voting	11073030	0	0.0000	0	0	0.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot	11073030	11073030	100.0000	11073030	0	100.0000	0.0000
	TOTAL	11073030	11073030	100.0000	11073030	0	100.0000	0.0000
Public- Institutions	E-Voting	2216	0	0.0000	0	0	0.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot	0	0	0.0000	0	0	0.0000	0.0000
	TOTAL	2216	0	0.0000	0	0	0.0000	0.0000
Public- Non Institutions	E-Voting	3693754	0	0.0000	0	0	0.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot	11212	11212	0.3035	10410	802	92.8469	7.1531
	TOTAL	3693754	11212	0.3035	10410	802	92.8469	7.1531
TOTAL		14769000	11084242	75.0507	11083440	802	99.9928	0.0072

Invalid votes: Nil

Result: The resolution is passed with requisite majority.





Resolution No. 2:

Resolution Required: (Special)			Special Resolution for adoption of new set of the Articles of Association of the Company.					
Whether promoter / promoter group are interested in the agenda / resolution?			No					
Category	Mode of Voting	No. of Shares held (1)	No. of valid votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of votes – in favour (4)	No. of votes-against (5)	% of votes in favour on votes polled (6)=[(4)/(2)] * 100	% of Votes against on votes polled (7)=[(5)/(2)] * 100
Promoter and Promoter group	E-Voting	11073030	0	0.0000	0	0	0.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		11073030	100.0000	11073030	0	100.0000	0.0000
	TOTAL		11073030	11073030	100.0000	11073030	0	100.0000
			0	0.0000	0	0		
Public-Institutions	E-Voting	2216	0	0.0000	0	0	0.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	TOTAL		2216	0	0.0000	0	0	0.0000
Public- Non Institutions	E-Voting	3693754	0	0.0000	0	0	0.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		11177	0.3026	10487	690	93.8266	6.1734
	TOTAL		3693754	11177	0.3026	10487	690	93.8266
TOTAL		14769000	11084207	75.0505	11083517	690	99.9938	0.0062

Invalid votes: Nil

Result: The resolution is passed with requisite majority.





Resolution No. 3:

Resolution Required: (Special)			Special Resolution for appointment of Mr. Rajan Arvind Dalal (DIN: 00546264) as Non-Executive Independent Director of the Company for a period of 5 years w.e.f. 21 st February, 2024.					
Whether promoter / promoter group are interested in the agenda / resolution?			No					
Category	Mode of Voting	No. of Shares held (1)	No. of valid votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of votes – in favour (4)	No. of votes-against (5)	% of votes in favour on votes polled (6)=[(4)/(2)] * 100	% of Votes against on votes polled (7)=[(5)/(2)] * 100
Promoter and Promoter group	E-Voting	11073030	0	0.0000	0	0	0.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		11073030	100.0000	11073030	0	100.0000	0.0000
	TOTAL		11073030	11073030	100.0000	11073030	0	100.0000
Public-Institutions	E-Voting	2216	0	0.0000	0	0	0.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	TOTAL		2216	0	0.0000	0	0	0.0000
Public- Non Institutions	E-Voting	3693754	0	0.0000	0	0	0.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		11212	0.3035	10720	492	95.6118	4.3882
	TOTAL		3693754	11212	0.3035	10720	492	95.6118
TOTAL		14769000	11084242	75.0507	11083750	492	99.9956	0.0044

Invalid votes: Nil

Result: The resolution is passed with requisite majority.





Based on the aforesaid results, the resolutions as mentioned above shall be deemed to have been passed on Wednesday, 27th March, 2024, being the last date of remote e-voting for the members of the Company.

The relevant records relating to e-voting shall remain in my safe custody until the Company declares the result of Postal Ballot and thereafter the same will be handed over to the Company Secretary and Compliance Officer of the Company for safe keeping.

For M Baldeva Associates
Company Secretaries



CS Manish Baldeva
Proprietor

Place: Mumbai
Date: 28th March, 2024

M. No. FCS 6180; C.P. No. 11062
Peer Review No.:1436/2021
UDIN: F006180E003643781

Countersigned by

For Hindustan Composites Limited

Authorised Signatory

