Hindustan Composites Limited

CIN: L29120MH1964PLC012955
Reg. Off.: Peninsula Business Park, Tower A, 8th Floor, Senapati Bapat Marg, Lower Parel, Mumbai – 400013
Tel: (91)(22) 6688 0100, E-mail: hcl@hindcompo.com, Website: www.hindcompo.com

POSTAL BALLOT NOTICE

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

Voting starts on	Voting ends on
Friday, 10th July, 2026 at 9.00 a.m. (IST)	Saturday, 8th August, 2026 at 5.00 p.m. (IST)

Dear Member(s),

NOTICE is hereby given to the Members of Hindustan Composites Limited (**"Company"**) pursuant to 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, Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**Listing Regulations**"), the Secretarial Standard on General Meetings (**"SS-2"**) issued by the Institute of Company Secretaries of India ("**ICSI**") and other applicable laws, rules and regulations read with applicable circulars issued by the Ministry of Corporate Affairs ('MCA') from time to time in this regards and applicable SEBI Circular(s) that the resolution as set out hereunder is proposed to be passed as special resolution through Postal Ballot process including voting by electronic means **("remote e-voting")**.

The proposed resolution along with the statement, pursuant to the provisions of Sections 102 and 110 of the Companies Act, 2013 pertaining to the said resolution setting out the material facts and the reasons thereof, is also appended to this Postal Ballot Notice.

The Board of Directors of the Company has appointed CS Manish Baldeva, Proprietor of M/s. M Baldeva Associates, Company Secretaries, Mumbai (FCS No.: 6180/CP No.: 11062) as scrutinizer for conducting the postal ballot process including remote e-voting in accordance with law in a fair and transparent manner.

The Company has engaged the services of the National Securities Depository Limited ("**NSDL**"), to provide remote e-voting facility. The procedure for remote e-voting is provided in the notes to this Postal Ballot notice. Members are requested to read the instructions in the notes so as to cast their vote electronically.

Only the members of the Company holding shares as on Tuesday, 30th June, 2026, i.e. the cut-off date, will be entitled to vote. The remote e-voting will commence on Friday, 10th July, 2026, at 9.00 A.M. (IST) and will end on Saturday, 8th August, 2026 at 5.00 P.M. (IST).

SPECIAL BUSINESS:

1) **Approval for sale of Friction Business Undertaking under Section 180(1)(a) of the Companies Act, 2013 and Regulation 37A of the Securities and Exchange Board of India ("SEBI") (Listing Obligations and Disclosure Requirements) Regulations, 2015 on slump sale basis and in this regard, if though fit, to pass the following resolution as a SPECIAL RESOLUTION:**

"**RESOLVED THAT** pursuant to the provisions of Section 180(1)(a) of the Companies Act, 2013 and other applicable provisions of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 and Regulation 37A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and such other laws for the time being in force and in accordance with the Memorandum and Articles of Association and subject to such other permissions, consents, sanctions and approvals, as may be required, and based on the approval and recommendation of the Board

of Directors of the Company (hereinafter referred to as the "**Board**" which term shall include a committee thereof), the consent of the members of the Company be and is hereby accorded to the Board, to sell and transfer to Rane (Madras) Limited, (herein after referred to as the "RML"), a Company having CIN L65993TN2004PLC052856 and registered office at Maithri, No. 132, Cathedral Road, Chennai - 600086, Tamil Nadu, as a going concern by way of slump sale (as defined under Section 77 of the Income Tax Act, 2025), the Friction Business Undertaking wherein "Friction Business Undertaking" means the Friction Business comprising of manufacturing, developing, marketing and sale (including by the way of export) of fibre based friction materials, including brake linings, brake blocks, brake pads, roll linings, clutch facings, clutch buttons, brake discs, woven roll linings and friction sheets, related to automotive, rail and industrial applications and such other ancillary activities undertaken in connection with the said business (as described in the explanatory statement) and as set out in the Business Transfer Agreement executed between the Company and the RML, for a lumpsum cash consideration of Rs. 370.00 Crores (Rupees Three Hundred Seventy Crores only), with effect from such date, in such manner and on such terms and conditions as specified in the Business Transfer Agreement, with the power to the Board to consider, evaluate, finalize and execute all the required documents, agreements, deeds of assignment/conveyance and other incidental agreements / documents with such modifications as may be required from time to time to give effect to the this resolution.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds, matters and things as it may deem fit at its absolute discretion and to take all such steps as may be required in this connection including finalising necessary contract(s), agreement(s) and such other documents as may be required, seeking all necessary approvals to give effect to this resolution, for and on behalf of the Company and is authorized to execute any contract(s), agreements, papers, deeds or writings including memorandums, deeds of assignment/transfer/conveyance, power of attorney and any other documents with such modifications as may be necessary in relation to the transfer and vesting of the Friction Business Undertaking and to make applications and filings to competent authorities as required, for the purpose of obtaining all approvals and sanctions as required to be obtained by the Company in this regard.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all acts and deeds as may be necessary, proper, desirable and/or expedient to give effect to this resolution, to settle any questions, difficulties or doubts that may arise in regard to such sale and transfer of the Friction Business Undertaking as they may in it's absolute discretion deem fit whatsoever that may arise and to take all such decisions with regard to the powers herein conferred to, without being required to seek further consent or approval of the members or otherwise to the end and intent that the members shall be deemed to have given their approval thereto expressly by the authority of this resolution.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred, to any Committee of Directors and / or any Directors and/or any other Officer(s) / Authorized Representative(s), to do all such acts and to take such steps, as may be considered necessary or expedient, to give effect to this resolution.

RESOLVED FURTHER THAT all the actions taken by the Board of Directors and/or any Committee of Directors and/or any other Officer(s) / Authorized Representative(s) in connection with any matter referred to or contemplated in any of the foregoing resolutions, be and are hereby approved, ratified and confirmed in all respect."

By order of the Board of Directors
For Hindustan Composites Limited

Arvind Purohit
Company Secretary & Compliance Officer
Membership No. A33624

Place: Mumbai
Date: 30th June, 2026

Registered Office:
Peninsula Business Park, 'A' Tower,
8th Floor, Senapati Bapat Marg,
Lower Parel, Mumbai - 400013

NOTES AND INSTRUCTIONS:

1. The Statement pursuant to the provisions of Sections 102 and 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014, Secretarial Standard – SS 2, and all other applicable provisions, setting out material facts concerning the resolution proposed to be passed is annexed hereto and forms part of this notice.

2. In compliance with the provisions of Section 108 and 110 of the Companies Act, 2013 read with rules made thereunder and the MCA circulars, the Company is pleased to provide remote e-voting facility to its members as an alternative mode to cast their votes electronically instead of dispatching the physical Postal Ballot Form. The Company has engaged services of National Securities Depository Limited ('NSDL') to provide remote e-voting facility to its members. It may be noted that remote e-voting is optional. In case a member votes through remote e-voting facility, he/she/it is not required to send physical Postal Ballot Form and vice versa. In case a member casts his vote through remote e-voting as well as physical Postal Ballot Form, then the vote cast through remote e-voting facility shall only be considered and the voting through physical Postal Ballot Form shall not be considered by the Scrutinizer and same will be treated as invalid.

3. The Postal Ballot notice along with postal ballot form has been sent through permitted mode to all the Members, whose names appeared in the Register of Members or in the List of Beneficial Owners maintained by the Depositories as on the close of business hours on Tuesday, 30th June, 2026 ('cut-off date'). Members as on the cut-off date would be entitled to vote for the purpose of Postal Ballot and a person who is not a member as on the cut-off date should treat this Postal Ballot Notice for information purpose only. The notice of the postal ballot along with postal ballot form will also be available on the Company's website at www.hindcompo.com and websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited viz. www.bseindia.com and www.nseindia.com respectively and on the website of the NSDL viz. www.evoting.nsdl.com.

4. The Company has made necessary arrangements for the Members to register their e-mail address. Members who have not registered their e-mail address are requested to register the same (i) with the Depository Participant(s) where they maintain their demat accounts, if the shares are held in electronic form, and (ii) register / update their e-mail address by submitting Form ISR-1 (available on the website of the Company viz. www.hindcompo.com) duly filled and signed along with requisite supporting documents to Company's RTA, MUFG Intime India Pvt. Ltd (formerly known as Link Intime India Pvt. Ltd.), C 101, Embassy 247, L.B.S. Marg, Vikhroli (West), Mumbai – 400083, if shares are held in physical form.

5. All documents referred to in the Postal ballot notice will be available for inspection by the Members on request by sending an e-mail to investor@hindcompo.com.

6. In case any member (holding shares as on the cut-off date) does not receive the postal ballot notice, he/she/ it may send an email to investor@hindcompo.com and obtain a copy of the same.

7. The remote e-voting period commences on Friday, 10th July, 2026, at 9.00 A.M. (IST) and will end on Saturday, 8th August, 2026 at 5.00 P.M. (IST). During this period, members / shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by the NSDL for voting thereafter. Once the vote on the resolution is cast by a member, the member shall not be allowed to change it subsequently.

8. The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date. A person, whose name is recorded in the Register of Members or in the list of Beneficial Owners maintained by the depositories as on the cut-off date only, shall be entitled to avail the facility of remote e-voting as well as voting through physical postal ballot form. The members opting to vote through physical Postal Ballot Form are requested to carefully read the instructions printed overleaf the Postal Ballot Form and return the Form duly completed in all respects in the enclosed self-addressed, postage stamp affixed reply envelope so as to reach the Scrutinizer on or before 5:00 P. M. on Saturday, 8th August, 2026. As per the provisions of the Rule 22(12) of the Companies (Management and Administration) Rules, 2014, postal ballot form, giving assent or dissent, received after thirty days from the date of dispatch of this notice shall be treated as if the reply from the Member has not been received.
   A Member cannot exercise his/her/it's vote by proxy on Postal Ballot.

9. Any person holding shares as on the cut-off date may obtain the User ID and password by sending a request at evoting@nsdl.com or rnt.helpdesk@in.mpms.mufg.com. However, if the member is already registered with the NSDL for remote e-voting then he can use his exiting user ID and password for casting the vote through e-voting. If you forgot your password, you can reset your password by using "Forgot User Details/Password" option available on www.evoting.nsdl.com.

10. The Scrutinizer will submit his consolidated report (considering voting done through remote e-voting and through postal ballot forms) to the Managing Director of the Company, or any person authorized by him upon completion of the scrutiny of the votes cast through postal ballot form / remote e-voting. The results of the Postal Ballot will be announced on Tuesday, 11th August, 2026 at 04:00 p.m. at the registered office of the Company, which is within the time stipulated under the applicable laws. The said results along with the Scrutinizer's Report will be uploaded on the website of the Company viz. www.hindcompo.com as well as on the website of the NSDL viz. www.evoting.nsdl.com. The results shall simultaneously be communicated to the BSE Limited and National Stock Exchange of India Ltd. where shares of the Company are listed.

11. The resolution, where assented with the requisite majority of the members in terms of provisions of Regulation 37A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, shall be deemed to have been duly passed on Saturday, 8th August, 2026, being the last date of receipt of postal ballot form and remote e-voting.

THE PROCEDURE / INSTRUCTIONS TO SHAREHOLDERS FOR REMOTE E-VOTING ARE AS UNDER:

(i) The Voting period begins from Friday, 10th July, 2026, at 9.00 A.M. (IST) and ends on Saturday, 8th August, 2026 at 5.00 P.M. (IST). During this period members / shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date, may cast their vote electronically. The e-voting module shall be disabled by the NSDL for voting thereafter.

(ii) Pursuant to the SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 9th December, 2020**,** under Regulation 44 of the Listing Regulations, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders / retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, e-voting has been enabled to all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories / Depository Participants. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

(iii) In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 9th December, 2020 on e-voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-voting facility.

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	1. For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID,8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or **e-Voting service provider i.e. NSDL** and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period. 2. Existing **IDeAS** user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the "**Beneficial Owner"** icon under **"Login"** which is available under **'IDeAS'** section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on **"Access to e-Voting"** under e-Voting services and you will be able to see e-Voting page. Click on company name or **e-Voting service provider i.e. NSDL** and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period. 3. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select **"Register Online for IDeAS Portal"** or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 4. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or **e-Voting service provider i.e. NSDL** and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period. 5. Shareholders/Members can also download NSDL Mobile App "**NSDL Speede**" facility by scanning the QR code mentioned below for seamless voting experience. **NSDL Mobile App is available on** App Store Google Play
Individual Shareholders holding securities in demat mode with CDSL	1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password.

	2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, yous will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at 022 - 4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800-21-09911

B) Login Method for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at https://eservices.nsdl.com/ with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	**Your User ID is:**
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12****** then your user ID is IN300***12******.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12********** then your user ID is 12**********
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:
   a) If you are already registered for e-Voting, then you can user your existing password to login and cast your vote.
   b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
   c) How to retrieve your 'initial password'?
      (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
      (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered**
6. If you are unable to retrieve or have not received the " Initial password" or have forgotten your password:
   a) Click on "**Forgot User Details/Password**?"(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
   b) **Physical User Reset Password**?" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
   c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
   d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

Step 2: Cast your vote electronically on NSDL e-Voting system.

How to cast your vote electronically on NSDL e-Voting system?
1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period.
3. Now you are ready for e-Voting as the Voting page opens.

4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to manish@csmanishb.in with a copy marked to evoting@nsdl.com. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on **"Upload Board Resolution / Authority Letter"** displayed under **"e-Voting"** tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on: 022 - 4886 7000 or write to Ms. Prajakta Pawle, Senior Executive, NSDL, 4th Floor, 'A' Wing, Trade World, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai 400 013, email : evoting@nsdl.com.

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of email ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to investor@hindcompo.com or to RTAs' email id rnt.helpdesk@in.mpms.mufg.com.

2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to investor@hindcompo.com or to RTAs' email id rnt.helpdesk@in.mpms.mufg.com. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at step 1 (A) i.e. Login method for e-Voting for Individual shareholders holding securities in demat mode.

3. Alternatively shareholder/members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.

4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

STATEMENT PURSUANT TO THE PROVISIONS OF SECTION 102 OF THE COMPANIES ACT, 2013:

The statement pursuant to the provisions of Section 102(1) and other applicable provisions of the Companies Act, 2013 read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014, setting out all material facts relating to the resolution mentioned in this Postal Ballot Notice is set out below:

ITEM NO. 1:

The Board of Directors of the Company at its meeting held on Tuesday, 30th June, 2026 has, subject to the approval of Members of the Company by way of Special Resolution through Postal Ballot and such other approvals, consents, permissions and sanctions as may be deemed necessary, approved sale and transfer of the Company's Friction Business Undertaking wherein "Friction Business Undertaking" means the undertaking, activities and operations carried on by the Company in connection with the Business, along with all the assets, contracts, licenses, employees and books and records pertaining to the Business and specifically includes the following: (i) Business Assets; (ii) Business Liabilities; (iii) Business Contracts, and all rights and obligations thereunder; (iv) Business Licenses, and all rights and obligations pertaining thereto; (v) Assumed Personnel; (vi) Business Books and Records; and (vii) Business Software and Hardware, and all rights, title and interest pertaining thereto and "Business" means the Company's (seller's) Friction Business comprising of manufacturing, developing, marketing and sale (including by the way of export) of fibre based friction materials, including brake linings, brake blocks, brake pads, roll linings, clutch facings, clutch buttons, brake discs, woven roll linings and friction sheets, related to automotive, rail and industrial applications, and such any ancillary activities undertaken in connection with the said business and including its Manufacturing Plants viz. Paithan Plant, situated at D-2/1, MIDC Industrial area, Paithan, Dist. Chhatrapati Sambhaji Nagar (earlier known as Aurangabad) - 431107, Maharashtra and Bhandara Plant, situated at C-10/1, Bhandara Indl. Area, Gadegaon Dist., Bhandara - 441904, Maharashtra, to Rane (Madras) Limited (RML) at a total consideration of Rs. 370.00 Crores (Rupees Three Hundred Seventy Crores only) which is based on the valuation report obtained from a reputed registered valuer, subject to adjustments as set out in the Business Transfer Agreement with RML, as "slump sale" on a going concern basis without values being assigned to individual assets and liabilities.

Object of and commercial rationale for proposed sale and utilization of the proceeds:
The transfer of Company's friction business comprising of development, manufacturing and marketing of friction material related to automobile, railway and industrial applications ("Friction Business") to RML is a strategic move and aligns with the Company's stated priorities of enhancing shareholders' value.

The divestiture unlocks embedded value that was not fully reflected in the Company's market capitalization, with the consideration reflecting the strategic premium a scaled industry leader such as RML is positioned to realize. RML's Friction Business offers a natural fit for the transfer of Company's Friction Business. The transaction is expected to streamline our portfolio by reducing complexity and simplifying operations, enabling management attention and resources to be directed to the segments that are core to our long term strategy.

The proceeds net of transaction cost and tax expenses will be deployed to fund investments in line with our long term strategy of enhanced shareholders' value, with a portion expected to be returned to shareholders by way of a special dividend. The transaction also avoids a significant upcoming capital expenditure cycle required to keep the Friction Business competitive, strengthens the Company's balance sheet, is expected to be EPS-accretive, and results in a more predictable and stable earnings profile by reducing the Company's exposure to a capital-intensive segment characterized by intensifying competition and technology disruption.

Regulatory framework and need for shareholders' approval:
Section 180(1)(a) of the Companies Act, 2013 and Regulation 37A of SEBI Listing Regulations:

In terms of Section 180(1)(a) of the Companies Act, 2013, the sale, lease or disposal of the whole or substantially the whole of an undertaking requires prior approval of shareholders by way of a special resolution. The proposed transfer of the Friction Business Undertaking constitutes sale / disposal of an undertaking pursuant to the provisions of Section 180(1)(a) of the Companies Act, 2013.

Further, Regulation 37A of the SEBI Listing Regulations mandates shareholders' approval for sale or otherwise disposal of the whole or substantially the whole of the undertaking.

Hence the approval of the members by way of a special resolution in terms of Section 180(1)(a) of the Companies Act, 2013 read with Regulation 37A of the SEBI Listing Regulations, is being sought.

The Board is of the opinion that based on the reasons elucidated above, the aforesaid proposal is in the best interest of the Company and hence, the Board recommends Item No. 1 for your approval by way of a Special Resolution.

None of the Promoters, Directors and / or Key Managerial Personnel of the Company and / or their respective relatives are concerned or interested, financially or otherwise, either directly or indirectly, in the proposed resolution.

By order of the Board of Directors
For Hindustan Composites Limited

Arvind Purohit
Company Secretary & Compliance Officer
Membership No. A33624

Place: Mumbai
Date: 30th June, 2026

Registered Office:
Peninsula Business Park, 'A' Tower,
8th Floor, Senapati Bapat Marg,
Lower Parel, Mumbai 400013

Form No. MGT-12

Ballot Paper

[Pursuant to Section 109(5) of the Companies Act, 2013 and Rule 21(1)(c) of the Companies (Management and Administration) Rules, 2014]

Name of the Company	: **Hindustan Composites Limited**
CIN	: L29120MH1964PLC012955
Registered Office	: "Peninsula Business Park, Tower A, 8th Floor, Senapati Bapat Marg, Lower Parel, Mumbai – 400013

POSTAL BALLOT FORM

(Please carefully read the instructions printed overleaf before exercising the vote)

Serial No.:

Sr. No.	Particulars	Details
1.	Name of the First Named Shareholder / Beneficial Owner (IN BLOCK LETTERS)	
2.	Postal address	
3.	Name(s) of Joint holder(s) / Beneficial Owner(s), if any	
4.	Registered Folio No./*DP ID & CLIENT ID (*Applicable to investors holding shares in dematerialized form)	
5.	Class of Shares	Equity Shares of Rs. 5/- each
6.	Number of Equity Share(s) held	

I/We hereby exercise my/our vote in respect of Special Resolution enumerated below by recording my/our assent or dissent to the said resolution in the following manner:

Sr.No	Items	No. of share(s) held	Votes exercised	
			I/We assent to the resolution	I/We dissent from the resolution
Special Business:				
1.	Approval for sale of Friction Business Undertaking under Section 180(1)(a) of the Companies Act, 2013 and Regulation 37A of the Securities and Exchange Board of India ("SEBI") (Listing Obligations and Disclosure Requirements) Regulations, 2015 on slump sale basis.			

Place :
Date :

_____

(Signature of the Shareholder/ Beneficial Owner/ Authorized Representative)

Note:

(i) Please return duly filled and signed postal ballot form in the self-addressed, postage stamp affixed reply envelope enclosed herewith.

(ii) Postal Ballot Form duly completed should reach the Scrutinizer not later than 5:00 P.M. on Saturday, 8th August, 2026.

ELECTRONIC VOTING PARTICULARS

EVEN (E-voting Event Number)	User ID	Password
140150		

INSTRUCTIONS FOR VOTING IN PHYSICAL FORM

1. Voting rights shall be reckoned on the paid up value of the shares registered in the name of the Members as on cut-off date i.e. Tuesday, 30th June, 2026.
2. A member need not use all his/her/its votes in the same manner.
3. The decision of the Scrutinizer will be final regarding the validity and results of the ballot.
4. A Member desiring to exercise vote by Postal Ballot should complete this Postal Ballot Form and send it to the Scrutinizer, CS Manish Baldeva, Proprietor of M/s. M Baldeva Associates, Company Secretaries, Mumbai in the enclosed self-addressed, postage stamp affixed reply envelope. Since postage is already paid by the Company, the members need not affix the postage stamp. However, envelope containing Postal Ballot Form, if sent by courier or hand delivered at the expense of the Member, will also be accepted. The self–addressed postage stamp affixed reply envelope bears the name and postal address of the Scrutinizer appointed by the Board of Directors of the Company.
5. The voting period will commence on Friday, 10th July, 2026, at 9.00 A.M. (IST) and will end on Saturday, 8th August, 2026 at 5.00 P.M. (IST). Postal Ballot Form duly completed should reach the Scrutinizer not later than 5:00 P.M. on Saturday, 8th August, 2026. Postal Ballot Form received after this time and date will be strictly treated as if reply from such Member has not been received and the same will not be considered for the purpose of postal ballot.
6. Voting through Postal Ballot cannot be exercised by proxies. This form should be completed and signed by the Member. In case of joint holding, this form should be completed and signed (as per the specimen signature registered with the Company/RTA/Depository Participant) by the first named Member and in his/her absence, by the next named Member.
7. Unsigned, incomplete, improperly or incorrectly tick marked Postal Ballot Forms will be rejected. The Postal Ballot Forms will also be rejected if they are torn, defaced or mutilated to an extent which makes it difficult for the scrutinizer to identify either the Member or as to whether the votes are in favour or against or if the signature cannot be verified with the available records.
8. Members are requested to fill the Postal Ballot Form in indelible ink and not by any erasable writing mode.
9. There will be one Postal Ballot Form for every Folio/ Client ID irrespective of the number of joint holder(s).
10. In respect of shares held by corporate and institutional members (companies, trusts, societies etc.) the duly completed Postal Ballot Form should be accompanied by a certified true copy of Board Resolution /appropriate authorization with the specimen signature(s) of the authorized signatory(ies) duly attested.
11. The number of shares in respect of which votes are cast should be mentioned in the column, in the absence of which, all the votes shall be deemed to have been cast as per the tick mark placed by the member in the respective column.
12. Members are requested not to send any extraneous paper along with the Postal Ballot Form in the enclosed self-addressed postage stamp affixed reply envelope in as much as all such envelopes will be sent to the Scrutinizer and any extraneous paper found in such envelope would not be taken cognizance of and shall be destroyed by the Scrutinizer.
13. A Postal Ballot Form which is otherwise complete in all respects and is lodged within the date and time specified in Point 5 above but is undated shall be considered valid.
14. A member may request for a duplicate postal ballot form, if so required. However, the duly completed postal ballot form should reach the Scrutinizer not later than the date and time specified in Point 5 above.
15. The resolution, where assented to by the requisite majority of the shareholders by means of postal ballot (which shall also include the results of remote e-voting), will be deemed to has been duly adopted at a general meeting convened in that behalf and the same shall be consider having been passed on Saturday, 8th August, 2026.
16. Notwithstanding anything mentioned elsewhere under these instructions, a postal ballot form shall be considered invalid if :-
    a) A form other than one issued by the Company has been used;
    b) It has not been signed by or on behalf of the shareholder;
    c) Signature on the postal ballot form doesn't match the specimen signatures with the Company;
    d) It is not possible to determine without any doubt the assent or dissent of the shareholder;
    e) Neither assent nor dissent is mentioned;
    f) Any competent authority has given directions in writing to the Company to freeze the Voting Rights of the shareholder;
    g) The envelope containing the postal ballot form is received after the last date prescribed;
    h) The postal ballot form, signed in a representative capacity, is not accompanied by a certified copy of the relevant specific authority;
    i) It is defaced or mutilated in such a way that its identity as a genuine form cannot be established; and
    j) The Shareholder has made any amendment to the resolution or imposed any condition while exercising his vote.
17. The Company is pleased to provide Electronic Voting (hereinafter referred as "remote e-voting") facility to its members, to enable them to cast their votes electronically. The Company has engaged services of National Securities Depository Limited (NSDL) to provide e-voting facility to its members. In case a member votes through remote e-voting facility, he/she/it is not required to send physical Postal Ballot Form and vice versa. In case a member casts his vote through remote e-voting and physical Postal Ballot Form both, the vote cast through remote e-voting facility shall only be considered and the voting through physical Postal Ballot Form shall not be considered by the Scrutinizer and will be treated as invalid.
18. In case of any query/ grievances connected with the voting in relation to the Resolution proposed to be passed may be addressed to Mr. Arvind Purohit, Company Secretary & Compliance Officer, Hindustan Composites Ltd., Peninsula Business Park, 'A' Tower, 8th Floor, Senapati Bapat Marg, Lower Parel, Mumbai – 400013, Phone : (022) 6688 0100, email:investor@hindcompo.com.