

**HINDUSTAN COMPOSITES LTD.**

Peninsula Business Park, Tower A, 8th Floor,
Senapati Bapat Marg, Lower Parel, Mumbai - 400 013.
Tel.:(91) (22) 6688 0100
Email : hcl@hindcompo.com Website : www.hindcompo.com
CIN No. L29120MH1964PLC012955

25th September, 2025

To,

The Manager – CRD

BSE Limited

Phiroze Jeejeebhoy Towers,

Dalal Street, Fort,

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/Madam,

Sub.: Proceedings of 61st Annual General Meeting (“AGM”) held on Thursday, 25th September, 2025.

Pursuant to the provisions of Regulation 30 read with Schedule III of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith proceedings of the 61st Annual General Meeting (“AGM”) of the members of the Company held on Thursday, 25th September, 2025 at 11:45 a.m., conducted through Video Conferencing (“VC”)/ Other Audio-Visual Means (“OAVM”) and concluded at 12:16 p.m.

You are requested to kindly take the same on record.

Thanking you,

Yours faithfully,

For **HINDUSTAN COMPOSITES LIMITED**

Arvind Purohit

Company Secretary & Compliance Officer

Membership No: A33624

Encl.: As above

PROCEEDINGS OF THE 61ST ANNUAL GENERAL MEETING OF THE COMPANY
HELD ON THURSDAY, 25TH SEPTEMBER, 2025

Date, time and Venue of the meeting:

The 61st Annual General Meeting (“AGM”) of the members of the Company was held on Thursday, 25th September, 2025 at 11:45 a.m. (IST) through Video Conferencing (“VC”) / Other Audio Visual Means (“OAVM”) without physical presence of the members at a common venue, in compliance with General Circular No. 09/2024 dated 19th September, 2024 read with earlier circulars issued from time to time in this regard by the Ministry of Corporate Affairs (“MCA”) and Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated 3rd October, 2024 read with all previous Circulars / Master Circular issued from time to time in this regard by the Securities and Exchange Board of India “(SEBI)” (collectively referred to as “Circulars”).

The meeting commenced at 11:45 a.m. and concluded at 12:16 p.m.

The following persons were present at the meeting:

Directors and Key Managerial Personnel (“KMPs”):

- 1) Mr. Pawan Kumar Choudhary, Managing Director and Chairman of Risk Management Committee;
- 2) Mr. Lalit Kumar Bararia, Independent Director and Chairman of Audit Committee and Nomination and Remuneration Committee;
- 3) Mr. Vinay Sarin, Non-Executive Director and Chairman of Stakeholders’ Relationship Committee and Corporate Social Responsibility Committee;
- 4) Mr. Rajan Dalal, Independent Director
- 5) Mr. Snehal Muzoomdar, Independent Director
- 6) Mrs. Preeti Agrawal, Independent Director;
- 7) Mr. Sunil Jindal, Chief Financial Officer; and
- 8) Mr. Arvind Purohit, Company Secretary & Compliance Officer;

Other Representatives:

- 1) Mr. Ravindra Bafna, representative of M/s. Lodha & Co. LLP, Chartered Accountants, Statutory Auditors of the Company;
- 2) Mr. Manish Baldeva, Proprietor of M/s. M Baldeva Associates, Company Secretaries, Scrutinizer for the meeting.
- 3) CS Mohan Ram Goenka, Partner M/s. MR & Associates, Company Secretaries, Proposed Secretarial Auditors of the Company.

- 4) Mr. Prakash Chand Saini, representative of M/s. S M M P & Company, Chartered Accountants, Internal Auditors of the Company.

Quorum of the Meeting:

Total 49 members attended AGM through VC/ OAVM.

Brief Proceedings:

Mr. Arvind Purohit, Company Secretary and Compliance Officer of the Company welcomed everyone attending 61st AGM of the members of Hindustan Composites Limited through VC / OAVM. He informed the attendees that the meeting is convened and held through VC / OAVM in compliance with the various circulars issued by the MCA and SEBI and that the Board of Directors has elected Mr. P. K. Choudhary, Managing Director as Chairman for this 61st Annual General Meeting.

He further stated that the registered office of the Company shall be deemed venue for this 61st AGM and proceedings of the 61st AGM shall be deemed to be made here at.

He then handed over the proceedings to the Chairman of the meeting.

Mr. P. K. Choudhary, Managing Director of the Company, chaired the meeting.

Upon confirmation that the requisite quorum being present, Mr. P. K. Choudhary called the meeting to order.

He welcomed the Board Members, KMPs, Auditors and Members participating in the meeting and introduced the Directors, KMPs and Auditors attending the meeting.

He then informed the members present that:

- The Notice convening the 61st AGM and the Annual Report containing the Audited Standalone and Consolidated Financial Statements of the Company for the financial year ended 31st March, 2025 along with Board of Directors' Report and Auditors' Reports thereon and relevant annexures have been circulated to the members of the Company within the statutory time period;
- The meeting is being held through video conference in accordance with the circulars issued by the MCA and the participation of members through video conferencing system is reckoned for the purpose of ascertaining the quorum as per the circulars issued by the MCA and Section 103 of the Companies Act, 2013.

- The Register of Directors and Key Managerial Personnel and their Shareholding and Register of Contracts or Arrangements as maintained under Sections 170 and 189 of the Companies Act, 2013 respectively and other documents are made available for inspection to the members who had requested.
- Since the Statutory Auditors' Reports do not contain any qualifications, reservations or adverse remarks or disclaimer, it is not required to be read in the meeting.
- The Secretarial Auditors have also not made any observations in their Report, so reading of Secretarial Auditors' Report in the meeting is also not required.

Mr. P. K. Choudhary then briefed the members present at the meeting about the progress & achievements of the Company during the financial year 2024-25. With the permission of the members present, the notice of the AGM was taken as read.

He then informed the meeting about the mode of voting:

As per the provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard - 2 on General Meetings (SS-2) issued by the ICSI, the Company had provided remote e-voting facility to its members to vote on the matters to be transacted at the 61st AGM through e-voting system provided by Central Depository Services (India) Limited (CDSL) and that remote e-voting started from 22nd September, 2025 (at 9:00 A.M.) and concluded on 24th September, 2025 (at 5.00 P.M.). He further informed that the members present in the AGM and who did not cast their vote through remote e-voting facility, will have an opportunity to cast their votes through the e-voting system provided by the CDSL as made available during the meeting and which will remain open till 15 minutes after the conclusion of the 61st AGM.

CS Manish Baldeva, Proprietor of M/s. M Baldeva Associates, Company Secretaries, Mumbai was appointed as Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.

Brief details of items deliberated:

Thereafter , the following items of business as per the Notice of 61st AGM dated 8th August, 2025 were transacted at the meeting:

Item No.	Agenda Items	Type of Resolution
ORDINARY BUSINESS:		

1.	Adoption of - (a) The Standalone Audited Financial Statements of the Company for the financial year ended 31 st March, 2025 together with the reports of the Board of Directors and Auditors thereon; and (b) The Consolidated Audited Financial Statements of the Company for the financial year ended 31 st March, 2025 together with the report of Auditors thereon.	Ordinary
2.	Declaration of dividend @ 40% i.e. Rs. 2/- per share on the equity shares having face value of Rs. 5/- each fully paid-up for the financial year ended 31 st March, 2025.	Ordinary
3.	Appointment of a director in place of Mr. Vinay Sarin (DIN: 00090757), who retired by rotation and being eligible, offered himself for re-appointment.	Ordinary
SPECIAL BUSINESS:		
4.	Approval of payment of commission to Mr. Lalit Kumar Bararia, Mrs. Preeti Agrawal, Mr. Rajan Dalal and Mr. Snehal Muzoomdar, Independent Directors of the Company for the financial year ended 31 st March, 2025.	Ordinary
5.	Approval of revision in remuneration payable to Mr. P. K. Choudhary (DIN: 00535670), Managing Director of the Company w.e.f. 1 st April, 2025 for the remaining period of his tenure.	Ordinary
6.	Appointment of M/s. MR & Associates, Company Secretaries as Secretarial Auditors of the Company for a term of 5 (five) consecutive years i.e. from financial year 2025-26 till financial year 2029-30.	Ordinary
7.	Ratification of the remuneration payable to the Cost Auditors of the Company for the financial year ending 31 st March, 2026.	Ordinary

The names of the members who had requested to register their names as speaker were called upon. The member appreciated the growth of the Company and raised few queries. The Chairman of the meeting replied to the queries raised by the speaker member during the meeting.



The Chairman thanked the Members and other dignitaries present in the meeting and informed the members present that the consolidated results of the remote e-voting and e-voting during the 61st AGM will be declared within 2 working days from the conclusion of the meeting and will be displayed at the Registered Office of the Company situated at Peninsula Business Park, 'A' Tower, 8th Floor, Senapati Bapat Marg, Lower Parel, Mumbai - 400013. The same will also be available on the Company's website viz. www.hindcompo.com and on the website of CDSL viz. www.evotingindia.com and will be communicated to the BSE Limited and the National Stock Exchanges of India Limited, where the shares of the Company are listed.

The meeting concluded with a vote of thanks to the Chair.

For **HINDUSTAN COMPOSITES LIMITED**

Arvind Purohit
Company Secretary & Compliance Officer
Membership No: A33624