

29th September, 2021

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.: Proceedings of 57th Annual General Meeting ('AGM') held on Wednesday, the 29th day of September, 2021.

Pursuant to the provisions of Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith the proceedings of the 57th Annual General Meeting ('AGM') of the Members of the Company held on Wednesday, 29th September, 2021 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



Vikram Soni
Company Secretary & Compliance Officer
Membership No: A36705



Encl.: As above

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

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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

PROCEEDINGS OF THE 57TH ANNUAL GENERAL MEETING OF THE COMPANY
HELD ON WEDNESDAY, 29TH SEPTEMBER, 2021

In view of continuing COVID-19 pandemic situation, the 57th Annual General Meeting ("AGM") of the Members of the Company was held on Wednesday, 29th September, 2021 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 terms of applicable provision of Companies Act, 2013 and rules framed thereunder read with MCA General circular Nos. 14/2020 dated 8th April, 2020, 17/2020 dated 13th April, 2020, 20/2020 dated 5th May, 2020 read with 02/2021 dated 13th January, 2021 issued by the Ministry of Corporate Affairs ("MCA") and Circular No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated 15th January, 2021 read with Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12th May, 2020 issued by the Securities and Exchange Board of India ("SEBI").

The meeting commenced at 11.45 a.m.

The following were present:

Directors Present:

- 1) Mr. Raghu Mody, Chairman & Whole Time Director of the Company;
- 2) Mr. P. K. Choudhary, Managing Director;
- 3) Mr. Lalit Kumar Bararia, Independent Director and Chairman of Audit Committee and Nomination and Remuneration Committee;
- 4) Mr. A. B. Vaidya, Independent Director and Chairman of Stakeholders Relationship Committee;
- 5) Lt. (Retd.) Gen K. S. Brar, Independent Director and Chairman of CSR Committee;
- 6) Mr. Deepak Sethi, Independent Director;
- 7) Mrs. Preeti Agrawal, Independent Director;
- 8) Mr. Sunil Jindal, Chief Financial Officer; and
- 9) Mr. Vikram Soni, Company Secretary & Compliance Officer;

Other Representatives:

- 1) Mr. Vinay Somani representative of M/s. Bagaria & Co. LLP Chartered Accountants, Statutory Auditors of the Company;
- 2) Mr. Manish Baldeva, of M/s. M Baldeva Associates, Practicing Company Secretaries, Secretarial Auditors of the Company and Scrutinizer for the meeting.

Quorum of the Meeting:

Total 47 members, attended AGM through Video Conferencing ("VC")/ Other Audit Visual Means ("OAVM").



Brief Proceedings:

Mr. Raghu Mody, Chairman and Whole Time Director of the Company, had requested P. K. Choudhary, Managing Director to conduct the proceedings of the 57th AGM on his behalf and answer the shareholder's queries as he was suffering from sudden severe throat infection.

Accordingly, Mr. P. K. Choudhary, Managing Director conducted the proceedings of the 57th AGM.

As the requisite quorum was present, Mr. P. K. Choudhary, Managing Director called the meeting to order.

He welcomed the Board Members, Key Managerial Personnel, Auditors and Members participating in the meeting,

He informed the members present that:

- The Notice convening the 57th AGM and the Annual Report containing the Audited Standalone and Consolidated Financial Statements of the Company for the financial year ended 31st March, 2021 along with Board of Directors' Report and Auditors' Report thereon along with relevant annexures have been circulated to the members of the Company through email within the statutory time period;
- This meeting is being held through video conference in accordance with the circulars issued by the MCA and the SEBI 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 were made available for inspection.
- Since the Statutory Auditors' Report did not contain any qualifications, reservations or adverse remarks or disclaimer, it was not required to be read.
- The attention of the meeting was drawn to the observations and comments made by the Secretarial Auditors in their Report and to the explanation provided in the Board of Directors' Report on the same.



Mr. P. K. Choudhary, Managing Director, briefed the members present at the meeting about the progress & achievements of the Company during the financial year 2020-21. With the permission of the shareholders present, the notice of the AGM was taken as read.

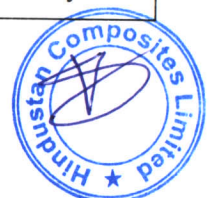
Mr. P. K. Choudhary, Managing Director informed the meeting that:

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 57th AGM. Further, to facilitate the voting during the 57th AGM to the members present thereat and did not cast their vote earlier through remote e-voting facility, and who are participating in this meeting will have an opportunity to cast their votes through the e-voting system provided by CDSL as made available during the meeting and will remain open till 15 minutes after the conclusion of the 57th AGM.

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

The following items of business, as per the Notice of 57th AGM dated 26th May, 2021 were transacted at the meeting:

Item No.	Agenda Items	Type of Resolution
ORDINARY BUSINESS		
1.	For adoption of - (a) The Standalone Audited Financial Statements of the Company for the financial year ended 31 st March, 2021 together with the reports of the Directors' and Auditors' thereon; and (b) The Consolidated Audited Financial Statements of the Company for the financial year ended 31 st March, 2021 together with the reports of Auditors' thereon.	Ordinary
2.	For declaration of dividend on the Equity Shares of Rs. 5/- each for the financial year ended 31 st March, 2021.	Ordinary
3.	For appointment of a director in place of Mr. Raghu Mody, (DIN: 00053329), who retired by rotation and being eligible, offered himself for re-appointment.	Ordinary
SPECIAL BUSINESS		
4.	For payment of commission to Independent Directors of the	Ordinary



	Company for the financial year 2020-21.	
5.	For ratification of the remuneration payable to Cost Auditors for the financial year ended 31 st March, 2021.	Ordinary
6.	For ratification of the remuneration payable to Cost Auditors for the financial year ending 31 st March, 2022.	Ordinary

Mr. P. K. Choudhary, Managing Director replied to the queries raised by the members.

Mr. P. K. Choudhary, Managing Director thanked the Members and other attendees participating in the meeting and informed the members present that the consolidated results of the remote e-voting and e-voting during the 57th AGM will be declared within 2 working days from the conclusion of this AGM 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 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 ended with a vote of thanks to the Chair.

For **HINDUSTAN COMPOSITES LIMITED**



Vikram Soni
Company Secretary & Compliance Officer
Membership No: A36705

