



HINDUSTAN COMPOSITES LIMITED
61ST ANNUAL GENERAL MEETING
DATE & TIME: 25TH SEPTEMBER, 2025 -11:45 A.M.

TRANSCRIPT OF THE 61ST ANNUAL GENERAL MEETING OF HINDUSTAN COMPOSITES LIMITED HELD ON THURSDAY, 25TH SEPTEMBER, 2025 AT 11:45 A.M. THROUGH VIDEO CONFERENCING / OTHER AUDIO-VISUAL MEANS.:

Mr. Arvind Purohit, Company Secretary & Compliance Officer:

Good morning Ladies and Gentleman! I, Arvind Purohit, Company Secretary & Compliance Officer of the Company, am pleased to welcome you all to this 61st Annual General Meeting (“AGM”) of the members of Hindustan Composites Limited convened and held through Video Conferencing (“VC”) / Other Audio Visual Means (“OAVM”) in compliance with the various circulars issued by the Ministry of Corporate Affairs (“MCA”) and Securities and Exchange Board of India (“SEBI”). The Board of Directors have elected Mr. P. K. Choudhary, Managing Director as Chairman for this 61st Annual General Meeting. Mr. P. K. Choudhary will chair the meeting today.

Before I hand over the proceedings to the Chairman of the meeting to declare the meeting open, I would like to highlight certain points here.

The registered office of the Company is situated at Peninsula Business Park, ‘A’ Tower, 8th Floor, Senapati Bapat Marg, Lower Parel, Mumbai – 400013, which shall be deemed to be the venue for this 61st AGM and proceedings of the 61st AGM shall be deemed to be made here at.

We have received requests from 2 members for registering themselves as speaker shareholders in this 61st AGM today. Speakers will be allowed to speak once the Chairman directs for the same. We request speakers to limit their speeches to 3-4 minutes for the benefit of other shareholders.

The Company has received authorized representations for 1,10,73,030 shares (constituting 74.98 % of the share capital) from Non-Individual members, which are valid and accepted by the Company.

With this, I now hand over the proceedings to the Chairman of the meeting. Thank you.

CHAIRMAN

MR. P. K. CHOUDHARY, MANAGING DIRECTOR:

Thank You Arvind.

Good morning and a warm welcome to all the shareholders, directors and other dignitaries to the **61st Annual General Meeting** of your Company.

I thank all of you for participating in today's meeting and sincerely wish that all of you and your family members are safe and healthy. This 61st AGM is being held through video conference in compliance with the provisions of Companies Act, 2013, read with various circulars issued by MCA and SEBI from time to time in this regard.

The participation of members through video conferencing system, in person or through their representatives, is reckoned for the purpose of ascertaining the quorum as per the circulars issued by MCA and Section 103 of Companies Act, 2013.

As we have requisite quorum, I call the Meeting to the order.

Let me first introduce the Board members and Key Managerial Personnel attending this meeting through VC.

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

I would also like to inform you and note the presence of:

- a. Mr. Ravindra Bafna, representative of M/s. Lodha & Co., Chartered Accountants, Statutory Auditors of the Company;
- b. CS Manish Baldeva, Proprietor of M/s. M Baldeva Associates, Company Secretaries, Scrutinizer for the meeting,
- c. CS Mohan Ram Goenka from M/s. MR & Associates, Company Secretaries, Proposed Secretarial Auditors of the Company; and
- d. Mr. Prakash Chand Saini, representative of M/s. S M M P & Company, Chartered Accountants, Internal Auditors of the Company.

All of them are attending the meeting through video conferencing from their respective locations.

The Register of Director and Key Managerial Personnel and their Shareholding and Register of Contracts or Arrangements as maintained under Sections 170 and 189 of the Companies Act, respectively, and other documents, are available and will remain accessible to the members for inspection who had requested for inspection.

So, I have just covered this, you know, compliance part. Now I'll give little brief about Company and the working, and the general economic situation of the country, and the impact on our Company.

Okay, so I am very pleased to report that the year 2024-25 was another successful year in the journey of excellence and growth of the Company. The Company posted wonderful results with highest ever revenue and profitability.

During the year, the Company achieved total revenue of 325.00 Crore, registering the growth of 9.2% over last year.

Manufacturing segment registered a growth of 13% from Rs. 250.00 Crore to Rs. 284.00 Crore. This growth was led by strong traction in range fiction bases. These results achieved despite so many challenges the country faced and accordingly, Company also faced.

The gross profit of the Company was much higher at 68.00 Crore as against Rs. 52.00 Crore in previous year. After considering interest and depreciation, Profit before Exceptional Item and Tax was Rs. 57.00 Crore as against Rs. 43.00 Crore in previous year. There was exceptional expense of Rs. 13.00 Crore towards settlement of old dispute with ex-workman of Ghatkopar plant. This was very old dispute which was going on since many many years in the Bombay High Court. The Company, in its prudence thought to settle this, and it was settled amicably.

The Profit after Tax remained at Rs. 35.00 Crore against Rs. 34.00 Crore in previous year.

However, the Other Comprehensive Income was much higher at Rs. 66.00 Crore against Rs. 34.00 Crore last year. So, with income, our investment income was also very nice.

This result reflects not only strong execution, but also our ability to adapt, innovate and grow in a repeatedly changing situation.

The broad Indian economy continues to take a growth, standing out as one of the fastest growing economies in the world.

Supported by robust domestic demand, increase in infrastructure and policy reforms, India is set to play neutral role in the global supply chains in the economy.

For our Industry, it is the time for immense opportunities. As you know, we are present in Auto and Rail segment. Automotive industry, which we proudly serve, is witnessing a transformation driven by technology, safety and sustainability.

The Railway, Indian Railway, the Government's focus on Modernisation and Network expansion are creating new revenue for the growth.

At the same time, Government emphasis on "Atma Nirbhar Bharat" encouraging domestic manufacturing, reducing import dependence and opening door for Indian companies which step into global stage.

Further, the recent major reforms, such as GST rate reform and incentives have strengthened the ecosystem for entire economy particularly for Auto Segment and Auto Component Segment, where duty rates were quite high upto 40% which has come down to significantly lower. So, this makes industry quite competitive, and we are hopeful that there should be a big demand coming both for passenger car and commercial vehicles as well as tractors. In case of tractor, the duty has come down from 18% to 5%, which is really a welcome move. Since we cater to all this segments, so it is a good positive for the Company.

As we look forward, our strategy remains very clear:

- Innovation and R & D to develop advance fiction solution for evolving mobility needs for Auto, rail and industrial segment,
- Capacity expansion and efficiency - to meet growing domestic and export demand
- Stronger presence in Automotive OEM, OES after market and railways
- Leveraging India's policy for self-reliance to reduce import dependency and build global benchmark products, and
- Financial prudence through our investment ensuring sustainable and balance growth in return.

It is just not about achieving higher numbers, it is about building our Company that is future ready, resilient and key contributor to India's growth story.

Despite geopolitical uncertainty, tariff rates global slowdowns, we are optimistic about prospects of economy in general and Auto and Rail segment in particular. With continued Government focus on manufacturing and infra development, Auto industry is poised for significant growth. Similarly, Rail segment will keep growing with clear focus of Government to increase Rail network, speed of trains both passenger and freight, modernised coaches, passenger comfort and safety.

Considering above outlook and demands for Company's product remains positive.

The journey ahead is full of promise with India's rise, Government support and our strong capability, I am confident that our Company will achieve new milestone of growth, innovation and value creation.

I would like to take this opportunity to express my sincere appreciation and gratitude to all our employees for their dedication, to our customer for their trust, to our suppliers again for their trust, and all of you for your valued support and continued encouragement.

Thank you. So, this was just brief about Company's position. The Annual Report is already with you. The Annual Report covers lot of things about the industry, about the economy, and our plants, elaborated quite well in this Management Review Report.

So, now let me turn to the agenda of the 61st AGM. The Company has made necessary arrangements for conducting this 61st AGM through Video Conferencing and for

voting by the shareholders on the items being considered at this meeting through e-voting platform provided by CDSL.

As per the applicable provisions, the Company had provided remote e-voting facility to the members on resolutions to be dealt with in this AGM. Remote e-voting started from 22nd September, 2025 (at 9:00 A.M.) and concluded on 24th September, 2025 (at 5.00 P.M.).

The shareholders who could not cast their vote electronically through remote e-voting facility and who are participating in this meeting will have an option to cast their votes during the meeting.

The Notice and the Annual Report containing the Standalone and Consolidated Audited Financial Results of the Company for the year ended 31st March, 2025 along with Board of Directors' Report, Auditors' Reports thereon, and relevant annexures have already been circulated to the members.

With your kind permission, I take the notice convening the meeting as read.

Auditors' Reports do not have any qualification, observation or comment on financial transactions or matters which have adverse impact on the functioning of the Company, so reading of Auditors' Reports in the meeting are not required.

The Secretarial Auditors have also not made any observation in their Report, so reading of Secretarial Auditors' Report in the meeting is also not required.

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

Now, I would like to proceed with the agenda of the meeting.

First, we will proceed with the agenda, thereafter, will invite queries, if any, from the registered speaker members.

Now, let me turn to the business items, which are included in the Notice convening the 61st AGM. First three items are Ordinary Business.

ITEM NO. 1 OF AGENDA:

The first item of agenda is to receive, consider and adopt the Standalone Audited Financial Statements for the financial year ended 31st March, 2025 together with the Reports of the Board of Directors and Auditors thereon and Consolidated Audited Financial Statements for the financial year ending 31st March, 2025 together with the Report of the Auditors thereon. These are Ordinary Resolutions.

I request the members to record their assent or dissent to the resolutions through the e-voting process.

As I mentioned, e-voting is in progress for the members who have not yet cast their vote, they can do their voting.

ITEM NO. 2 OF AGENDA:

It is related to declaration of Dividend @ 40% i.e. Rs. 2.00 per share on Equity Shares having face value of Rs. 5.00 each, out of the profits of the Company of the financial year ended 31st March, 2025. This is an Ordinary Resolution.

I request the members to record their assent or dissent to the resolution through the e-voting process.

AGENDA NO. 3 OF AGENDA:

It is related to re-appointment of Mr. Vinay Sarin as Director, who retired by rotation and being eligible, have offered himself for re-appointment as Director of the Company. This is an Ordinary Resolution.

I request the members to record their assent or dissent to the resolution through the e-voting process.

Now onwards are Special Business:

ITEM NO. 4 OF AGENDA:

The fourth item of Agenda is regarding payment of commission of Rs. 5.00 Lakh to each of Mr. Lalit Kumar Bararia, Mrs. Preeti Agrawal, Mr. Rajan Dalal, Independent Directors and Rs. 2.50 Lakh to Mr. Snehal Muzoomdar, Independent Director of the Company in proportion to their tenure as Independent Director of the Company during the financial year ended 31st March, 2025. This is an Ordinary Resolution.

I also invite the attention of the members to the particulars provided in the Explanatory Statement attached to the Notice of the 61st AGM regarding payment of commission to the Independent Directors of the Company.

I request the members to record their assent or dissent to the resolution through the e-voting process.

I, being interested in the next agenda item no. 5 of the Notice, I vacate the Chair and request Mr. Vinay Sarin, Non-Executive Director, to Chair and proceed with agenda item no. 5. Mr. Vinay Sarin, over to you.

Mr. Vinay Sarin, Non-Executive Director

Thank you, Mr. Pawan. Good afternoon, Ladies and Gentlemen!

ITEM NO. 5 OF AGENDA

The fifth item of agenda is to approve the revision in remuneration payable to Mr. P. K. Choudhary, Managing Director of the Company w.e.f. 1st April, 2025 for the remaining period of his current tenure. This is an Ordinary Resolution.

I also invite the attention of the members to the particulars provided in the Explanatory Statement attached to the Notice of the 61st AGM regarding revision in remuneration of Mr. P.K. Choudhary, Managing Director of the Company.

I request the members to record their assent or dissent to the resolution through the e-voting process.

Now, I request Mr. P.K. Choudhary to preside over the meeting.

MR. P. K. CHOUDHARY, CHAIRMAN AND MANAGING DIRECTOR

Thank you, Mr. Sarin.

ITEM NO. 6 OF AGENDA :

The agenda number sixth is regarding appointment of M/s. MR & Associates, Company Secretaries as Secretarial Auditors of the Company for a period of 5 (five) years with effect from financial year 2025-26 till financial year 2029-30. This is an Ordinary Resolution.

I also invite the attention of the members to the particulars provided in the Explanatory Statement attached to the Notice of the 61st AGM regarding appointment of M/s. MR & Associates, Company Secretaries as Secretarial Auditors of the Company.

I request the members to record their assent or dissent to the resolution, through the e-voting process

ITEM NO. 7 OF AGENDA

The seventh agenda is to ratify the remuneration payable to Cost Auditors for the financial year ending 31st March, 2026. This is an Ordinary Resolution.

I also invite the attention of the members to the particulars provided in the Explanatory Statement attached to the Notice of the 61st AGM regarding ratification of remuneration of the Cost Auditors for the financial year ending 31st March, 2026.

I request the members to record their assent or dissent to the resolution through the e-voting process.

I would like to mention that a few Shareholders have sent their questions related to the Accounts and Annual Report of the Company, I will reply to such questions after listening queries from members present.

Now the Shareholders who have sent their requests for speaking in the AGM can speak, and I request Arvind Purohit to announce the names of the Speakers and make necessary arrangements for the same.

Kindly do not repeat the questions already raised by the Members. Thank you.

Mr. Arvind Purohit

Thank you, Sir.

So, we have received first registration from Mrs. Celestine Elizabeth Mascarenhas

I request the host to please unmute her and please allow her to speak.

Mrs. Celestine Elizabeth Mascarenhas:

Hello, hello.

MR. P. K. CHOUDHARY, CHAIRMAN AND MANAGING DIRECTOR

Yes.

Mrs. Celestine Elizabeth Mascarenhas:

Hello, Am I Audible?

MR. P. K. CHOUDHARY, CHAIRMAN AND MANAGING DIRECTOR

Yes, yes you are audible.

Mrs. Celestine Elizabeth Mascarenhas:

Sir, am I audible?

MR. P. K. CHOUDHARY, CHAIRMAN AND MANAGING DIRECTOR:

Yes, yes.

Mrs. Celestine Elizabeth Mascarenhas:

Sir, Good morning or I can say good afternoon and so happy to see you all and I think you also can see me and we remember our past very much you know our good Modiji know really how we remember him you know always we say a prayer and I used to say prayer to along with him you know and god does whatever he is good you know anyway.

MR. P. K. CHOUDHARY, CHAIRMAN AND MANAGING DIRECTOR

We all are missing.

Mrs. Celestine Elizabeth Mascarenhas:

Yeah, you all must be missing him. We are also missing you know anyway, I go to the formal part. Respected Chairman, MD P. K. Choudhary, other esteemed Directors on the Board my dear fellow shareholders, I am Mrs. C. Mascarenhas speaking from Mumbai. First, I thank the Company Secretary, Mr. Arvind Purohit, and his team for sending me an Annual Report, also registering me as a speaker at my request, and giving me this platform to speak, which was very good and easy to operate. Our Annual Report is full of information, facts, figures, pictures, and self-explanatory at the same time, and adhering to all the norms of Corporate

Governance. Our working is good, revenues are up, PBT PAT is up, Dividend 40% i.e. Rs. 2/- on par value share of Rs. 5/-, and also what is very commendable, 10,000.00 Lakhs is transferred to General Reserves, and a very good Market Capitalization. Congratulations for all awards and accolades received during the year - very commendable. Also, very good CSR work, good ESG and Sustainability Report - also very good. Now, my query is, we have two plants one at Paithan and other at Bhandara. I would like to know what is average capacity utilization of these 2 plants, Second, the capex requirement for the next 3 years for organic as well inorganic growth by acquisitions. Third, total expenditure we do on AI, Gen AI and other digital tools and also I can add about cyber security, which has happened today in yesterday on TATA Motors in UK. Who is our main competitor in the organic category, and where is our Market Share? Next is the effect of geopolitical and currency fluctuations on our pricing policy. Lastly but not the least, future road map for next 5 years - which vertical will be the growth engine along with good margins? I support all the resolutions. I wish my Company all the best. Sir, and all of you, all I wish you a very good health, as health is wealth. And also, Navratri may Durga Mata bless our Company hundred folds. With this, thank you so much. Namaskar.

Mr. Arvind Purohit, Company Secretary and Compliance Officer:

Thank you. Okay, we will move to the next speaker, who is Mr. Anil Babubhai Mehta.

I request the host to please unmute Mr. Babubhai Anil Babubhai Mehta.

No response received from the shareholder.)

Mr. Arvind Purohit,

Okay, now we have received some queries from the speakers, which I would request MD Sir to please answer on behalf of the speakers.

Mr. P.K. Choudhury, Managing Director

Okay, thank you Ma'am. It is always pleasure to interact with you. You are coming to the AGMs since last 25-30 years, and you are great supporter of the Management and the Company. So, thank you for giving the good words and mentioning about the adhering to all the Corporate Governance followed by the Company. You raised few queries regarding the capacity utilization. Our average capacity utilization of both the plants is close to 80-82%. This is our capacity utilization of the main product. Of course, some products may be 50-60%, and some products could be 85-90% also. Capex - we have got a proper capex plan, and every year about Rs. 15-20 Crore capex we do on an average to expand the capacity as well as to replace some of the old equipments. Regarding cyber security - we got a robust system. We have got an insurance policy also, and we keep on you know reviewing this cyber security, which is really a big setback nowadays. You are right - today there was a big issue of TATA Motors for the cyber security. Today share prices also came down quite a bit for this. Regarding competitors - we have got two three segments, and for each segment, competitors are different. Currency fluctuation - we don't have much issue in currency fluctuation, because on an average our imports and exports are equal. So, it's a natural hedging, so we don't have much impact on this issue. Growth engine of course, our growth engine will be the Rail segment. So, we are working quite hard.

We are also working on how we can increase the export of our Rail Fiction material to many companies. So, we are very hopeful this segment will do much much better in future. In the commercial vehicle segment, still the growth will remain in the single digit only, but auto nevertheless is important segment for us. So, thank you for your query. So, this is the thing. So, thank you once again. Since now there are no other questions, we have replied everything.

I would like to thank all the shareholders for attending the meeting and showing support to the Company, and for raising their query.

The result of voting on resolutions dealt in this meeting will be announced within 2 working days from the conclusion of this meeting and will be disseminated on the Company's website viz. www.hindcompo.com and the website of CDSL viz. www.evotingindia.com, and communicated to the Stock Exchanges where the shares of the Company are listed.

Now, I request all shareholders who are attending this meeting and who have not cast their vote through remote e-voting to exercise their vote on CDSL e-voting platform, using the same login credentials as are being used by them for attending this live 61st AGM. The e-voting window will remain open for another 15 minutes from now. After that the e-voting window will be closed.

So, I think we have covered all the agenda items all this things are there. Now, I request Mr. Arvind to give vote of thanks.

VOTE OF THANKS:

Mr. Arvind Purohit (to propose for vote of thanks):

I thank Mr. P. K. Choudhary, Chairman of the meeting for successfully conducting the proceedings of this Annual General Meeting. I also thank all the members and all other dignitaries for participating and attending the meeting, and the confidence reposed in us. Thank you!

Mr. P. K. Choudhary, Managing Director:

So, thank you. Now we conclude, as we have dealt with all the items of agenda. I declare the meeting as concluded.

Thank you very much.

Mr. Lalit Kumar Bararia, Independent Director:

Thank you.

Host / Administrator of the AGM from CDSL:

Can we close the meeting?

Mr. P. K. Choudhary, Managing Director:

Yes, yes.

Host / Administrator of the AGM from CDSL:

Tech support, please close the meeting. Thank you.

Mr. Rajan Dalal, Independent Director:

Thank you.