



**HINDUSTAN COMPOSITES LIMITED**  
**57<sup>TH</sup> ANNUAL GENERAL MEETING**  
**DATE & TIME: 29<sup>TH</sup> SEPTEMBER, 2021 - 11:45 A.M.**

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**TRANSCRIPT OF THE 57<sup>TH</sup> ANNUAL GENERAL MEETING OF HINDUSTAN COMPOSITES LIMITED HELD AT 11:45 A.M. ON WEDNESDAY, 29<sup>TH</sup> SEPTEMBER, 2021 THROUGH VIDEO CONFERENCING / OTHER AUDIO VISUAL MEANS:**

**Mr. Vikram Soni, Company Secretary & Compliance Officer:**

Good Morning Ladies and Gentleman.

A very warm welcome to all the shareholders, Directors, Auditors and Officers of the Company to the 57<sup>th</sup> Annual General Meeting ("AGM") of Hindustan Composites Limited. In view of the continuing COVID-19 pandemic, this 57<sup>th</sup> Annual General Meeting is being conducted through Video Conferencing ("VC") / Other Audit Visual Means ("OAVM"). Shri. Raghu Mody, Chairman and Whole Time Director of the Company present in today's AGM have requested Shri. P. K. Choudhary, Managing Director of the Company to conduct the proceedings of the today's AGM on his behalf and answer the shareholders' queries as he is suffering from sudden sever throat infection.

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

As mentioned in the notice of this 57<sup>th</sup> AGM, the facility for participation at the 57<sup>th</sup> AGM through video conferencing or other audio visual means has been made available for 1000 members on first come first serve basis, except for large shareholders (i.e. Shareholders holding 2% or more shareholding), promoters, institutional investors, directors, key managerial personnel, the chairperson of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee as well as the auditors who are allowed to attend the 57<sup>th</sup> AGM without any restrictions on account of first come first serve basis.

The registered office of the Company situated at Mumbai shall be deemed to be the venue for this 57<sup>th</sup> AGM and proceedings of the 57<sup>th</sup> AGM shall be deemed to be made here at.

We have received requests from 5 member(s) for registering themselves as speaker shareholder in this 57<sup>th</sup> 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 authorised representations for 1,14,07,062 shares, (constituting 77.24 % of the share capital), from Non- individual Members which are valid and accepted by the Company.

With this, I now hand over the proceedings of this meeting to Shri. P. K. Chordhary, Managing Director of the Company. Thank you.

**MR. PAWAN KUMAR CHOUDHARY, MANAGING DIRECTOR**

Good Morning,

Dear Shareholders and other dignitaries attending this meeting

I welcome you all to the **57<sup>th</sup> Annual General Meeting** of your Company.

I hope all of you are safe, keeping well and high spirit during these tough times. We are amidst one of the largest crises ever seen in our lifetime, the Covid-19 pandemic. I am confident that this crisis too will pass and we will emerge stronger. I really regret being unable to meet in person. Last year also we couldn't meet, this year again same situation. Hopefully next year things will be better, and we will personally meet and greet each other. As we have sufficient quorum of members participating through video conferencing for this 57<sup>th</sup> Annual General Meeting, I call the Meeting to order.

Let me first introduce to the Board members and Key Managerial personnel attending this meeting through VC/OAVM.

**(Mr. P. K. Choudhary introduces the Directors and other panelists present in the Conference)**

- 1) Mr. Raghu Mody, Executive Chairman.
- 2) Mr. Lalit Kumar Bararia, Independent Director and Chairman of Audit Committee and Nomination and Remuneration Committee.
- 3) Mr. A. B. Vaidya, Independent Director and Chairman of Stakeholders Relationship Committee.
- 4) Lt. (Retd.) Gen K. S. Brar, Independent Director and Chairman of CSR Committee.

- 5) Mr. Deepak Sethi, Independent Director.
- 6) Mrs. Preeti Agrawal, Independent Director.

Mr. Sunil Jindal, Chief Financial Officer

Mr. Vikram Soni, Company Secretary & Compliance Officer

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

- a. Mr. Vinay Somani, representative of M/s. Bagaria & Co. LLP Chartered Accountants, Statutory Auditors of the Company.
- b. CS Manish Baldeva, of M/s. M Baldeva Associates, Company Secretaries, Secretarial Auditors of the Company and Scrutinizer for the meeting.

All of them are attending the meeting through Video Conferencing ("VC") / Other Audit Visual Means ("OAVM") from their respective locations.

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 available and will remain accessible to the members for inspection who had requested.

Ladies and Gentlemen,

Let me give brief detail about the working of the Company and the current outlook. As you are aware the year under review was full of challenges with Corona related issues. Health and safety of the employees was the top priority for the entire management team. Accordingly, the Company took several initiatives and safety related measures including sanitisation of work place from time to time, social distancing, work from home, vaccination drive and many more initiatives. It gave the desired result and same is evident in the working of the Company.

I am happy to report that, in October 20 we have also recognized the dedicated employees who have selflessly worked during this difficult time and we have recognized them as Corona Warriors of the Company. There was a big virtual program held and we gave adequate rewards to them, so thank you Corona Warriors to support the Company during the difficult time.

As a part of our CSR activities, we also contributed Rs. 70/- Lacs to Prime Minister Care Fund. Which was specially made for the Corona.

Coming back to working of the Company, despite all these challenges, Company did well and achieved strong result.

Manufacturing revenue was higher by 4% from Rs. 145 Crores to Rs. 150 Crores, despite losing production & sales in first quarter of the year with 42 days of nationwide lockdown.

Investment income was also higher at Rs. 34.5 Crores as against Rs. 33 Crores last year.

Growth in revenue was achieved with introduction of new products for BS VI vehicles, gaining higher market share, improvement in quality and R & D focus. I am happy to inform that we have got some new approval from major OEMs for the new generation vehicles. It was a big achievement for the Company. You must have seen in an Annual Report we also got the Gold Award from one of our major customer Ashok Leyland for best performance in Business alignment.

Profitability of the Company was substantially higher at Rs. 34 Crores against Rs. 20 Crores last year. It was achieved with higher income and several cost controls drives.

As you know Company maintained the dividend payment of 40%.

Coming back to Outlook of the Company, despite second wave of corona, outlook looks positive mainly on account of low case. Meantime the Government has announced several initiatives which are propelling automotive demand. Performance of first quarter you must have seen, was much better than last year, though not comparable.

However, one of the major concerns is rising cost of raw materials. You must have seen inflation is quite high also petroleum, metal and many items have gone up very high which are our major raw materials. However, this increase we are unable to pass on fully to customers due to competitive market conditions.

Still, we are finding various ways & means how to achieve better results and continue to increase our manufacturing capacity and capabilities to meet enhance demand.

As regarding auto segment in short to medium term, the demand in auto segment is expected to come back to a strong double-digit growth. Increase in industrial activity, the need for personal mobility and an improved availability of funds with the recently announced PLI Scheme, Scrappage Policy and new FDI Policy

will propel the growth of the domestic auto industry. Accordingly, our Company is also geared up to meet the increased demand. The Company has also taken a lead in digitalization of its business processes that would enable it to retain the competitive advantage.

During the first quarter of the current year, total revenue of manufacturing segment was higher by 78% and investment segment increased by 10%. Overall things look positive, however the third wave of corona may not be ruled out. So, we are keeping our figures cross. However, we are ready for all those eventualities. So, this was a brief detail about the working of the Company.

I would like to place on record my sincere appreciation to all the employees, our directors and other stakeholders of the Company for their valuable contribution during this Covid period.

Thank you very much once again.

Now let me turn to the agenda of the 57<sup>th</sup> AGM. The Company has made necessary arrangements for conducting this 57<sup>th</sup> AGM through Video Conferencing ("VC") / Other Audit Visual Means ("OAVM") and for voting by the shareholders on the items being considered at this meeting through remote e-voting platform.

As per the required provisions, the Company had provided remote e-voting facility to its members to vote on resolutions to be placed in this 57<sup>th</sup> AGM. Remote e-voting had commenced on Sunday, 26<sup>th</sup> September, 2021 at 9.00 AM and concluded on Tuesday, 28<sup>th</sup> September, 2021 at 5.00 PM.

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 Statements of the Company for the financial year ended 31<sup>st</sup> March, 2021 along with Board of Directors' Report and Auditors' Report thereon along with relevant annexures have already been circulated to the members.

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

The Auditors' Report does 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' Report in the meeting is not required.

The Secretarial Auditors have made one observation in their Report and I invite the attention of the members to the explanation provided on these observations in the Board of Directors' Report at page no. 18 item no. 28 of the Annual Report.

Now I would like to proceed with the agendas of the meeting.

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

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

Now, let me now turn to the business items, which are included in the notice convening the 57<sup>th</sup> AGM. I shall proceed with the agenda of the 57<sup>th</sup> AGM.

#### **ITEM NO.1 OF AGENDA**

It relates to receive, consider and adopt the Standalone Audited Financial Statements for the financial year ended 31<sup>st</sup> March, 2021 together with the Reports of the Board of Directors' and Auditors' thereon and Consolidated Audited Financial Statements for the financial year ended 31<sup>st</sup> March, 2021 together with the Report of the Auditors' thereon. This is an Ordinary Resolution.

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

#### **ITEM NO. 2 OF AGENDA**

It relates to declaration of dividend on Equity Shares @ 40% out of the current profits of the Company for the Financial year ended 31<sup>st</sup> March, 2021 i.e. @ Rs. 2.00 per share of face value of Rs. 5 each. This is an Ordinary Resolution.

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

**ITEM NO. 3 OF AGENDA**

It relates to re-appointment of Mr. Raghu Mody (DIN: 00053329), as Director, retire 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.

**ITEM NO. 4 OF AGENDA**

It relates to payment of commission of Rs. 2 Lakhs to the Independent Directors of the Company for the financial year ended 31<sup>st</sup> March, 2021. 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.

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

**ITEM NO. 5 OF AGENDA**

It relates to ratifying the remuneration payable to Cost Auditors for the financial year ended 31<sup>st</sup> March, 2021. 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.

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

**ITEM NO. 6 OF AGENDA**

It relates to ratifying the remuneration payable to Cost Auditors for the financial year ending 31<sup>st</sup> March, 2022. 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.

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

Now the shareholders, who have sent their requests for speaking in the AGM can speak and I request the host to announce the names of the speaker and make necessary arrangements for the same.

I request, do not repeat the questions already raised by the members.

So now, the meeting is open for all the shareholders. Thank You.

**Host / Administrator of the AGM from CDSL:**

Thank you! Sir,

1<sup>st</sup> speaker shareholder is Mrs. Asha Lata Maheshwari, kindly unmute Mrs. Asha Lata Maheshwari.

**Mrs. Asha Lata Maheshwari**

*Shrimaan Chairman sahab, anya mere sabhi director bhai aur sabhiko mera sadar Namaskar. Mera naam Asha Lata Maheshwari hai. Sabse pahele toh me yah puchhna chahti hun, ki aaj humare Pawanji ne padha lekin bade Chairman sahabhumsha padhte the! aap yah bataiye ki unki tabiyat kesi hai? Pahla savlal toh mera yahi hai, kyuki bahot ajeeb lag raha hai unke bina. Toh jara bataiye unhone kyu nai padha? Tabiyat kesi hai?*

*Aajhi mene Balance sheet dekhi padh kar bahot achha laga, ki Company ki Total Income chaar gunha se bhi jyada badhi hai. Lockdown ke samayme aapne yah performance dihay, toh chairman sahib, me aapki jitni bho taatif karu utnihi kam hai. Aur yah aasmaka ishara hai ki kal suraj aapka hai. Aur Dividend aapne panch Rupiya diya iskeliye bahot bahot aapko dhanyawaad. Aur kahungi, "Chahere par hoga khushiya sabke, aankho me samman hoga, muje yakin hai Chairman sahab, ek din aapke kadmo me Aasman hoga.*

*Humne yah bhi padha ki aapne Satar laakh Rupay diye hai PM Care fund ko. Yah toh bahot punya ka kaam aapne kiya hai. Yah dekh kar toh aasman main khalbali machi hai. Aasman ke log bhi keh rahain hai yah sab dekh kar ke yah kon farishta hai Zamin par Chaand ka chehra liye huve, jo itne itne daan-punya kar rahe hai. Toh aap aasman tak pahoch gaye chairman sahab, apne inn daan-punya ki khushiyo main. Aapko main, Chairman sahab, yeh jo Corona ke samay aapke employees ne kaam kiya hai, main unko bahot sarhana karungi. Award bhi mile hai, uske liye aapko bahot bahot badhai deti hun. Aapki iss kamiyaabi me Chairman sahab humko aap par naaz hai. Iss baat ki badhai ho aapko ke aapke sir par waqt ka taaz hai. Aapka toh chairman sahib aise result aur aise kaam dekhkar, muje toh aaj aapka phoolo se swagat karna tha, Main kya karu bahar ka vaatavaran dekh kar main phoolo se swagat toh nai kar paayi, Dilse aapka main aaj swagat karti hun.*



*Humare board per humare MD sahab hai, "Pawan Putra Hunumaan" main humesha unko bolte hun. Aaj unhone bahot kuchh padha aur hume sunaya, bahot hi muje achchha laga. Kabhi kabhi, Kabhi Kabhi wahi aajaata hai ki Company badhti rahegi, kyunki humare saath Pawan Putra Hunumaan hai. Bhagwaan jaha honge waha kabhi kami nahi aayegi. Kahungi, "Yuhi haasil karo aap safalta, ek din aap Itihaas rachao, paar karonge har badhako aur saare jag main chahaaoge, jese Hunumaanji chhagaye." Main humesha aapko Hunumaanji bulati rahi.*

*Aur yaha main Goenkaji ki bhi bahot sarahna karungi, bahot meetha bolte ho sahab. Mere bachhe barabar hai, bahot purane hai, Chairman sahab aur Pawanji aapse meri request hai ki unhe kabhi jaane mat dijiye. Apne saath unhe rakhiye aur wo jaana bhi chahe toh mat chhodiye unhe wo ek aapko Hira mila hua hai. Toh yaha meri unke liye bhi request hai. Aur meri humesha aapke liye bahot bahot shubhkamnaye ki, aur meri humesha shubkaamnaye aapke saang rahegi. Aur main kahungi, bhagvaanse prarthna karungi aapke liye, ki humesha aapko sukhi rakhe. Humare chairman sahab ko main yahi kahungi agar kabhi bhi unko kai taklif aaye, unka ek aansu bhi kabhi gir jaaye. Toh unke ek aansu ke uper main apne sau aansu giradungi. Itna mereko Respect hai. Aur main aapko bahot bahot dilse dhanyawaad deti hun. Bhagwaan humare chairman sahabko, sabko itne lambi aayude ke jitney aasmaan main tare hai. Aur main isike saath strongly support dete huve aapko dhanyawaad deti hun.*

**Host/Administrator of the AGM from CDSL:**

Thank You Madam,

2<sup>nd</sup> speaker shareholder is Mr. Sharadkumar Shah,

Mr. Sharadkumar Shah is absent.

3<sup>rd</sup> speaker shareholder is Mrs. Surekha Shah.

Mrs. Surekha Shah is absent.

4<sup>th</sup> speaker shareholder is Mrs. Shobhana Mehta.

Mrs. Shobhana Mehta is absent.

**Host/Administrator of the AGM from CDSL:**

Okay, the next speaker shareholder i.e. Mrs. C. E. Mascarenhas.

Mrs. Celestine Mascarenhas is absent.

Okay, over to you Chairman Sir.

Thank You.

**MR. PAWAN KUMAR CHOUDHARY, MANAGING DIRECTOR**

So, thank you Mrs. Asha Lataji. Mrs. Asha Lataji is our very old Shareholder and she always gave us the blessings every time, we are really grateful to her for her kind words and encouragement to improve the performance of the Company.

I think now there are no other questions and no other queries.

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

The result of voting on each resolution will be announced within 2 working days from the conclusion of this meeting and will be uploaded on the Company's website viz. [www.hindcompo.com](http://www.hindcompo.com) and the website of CDSL viz. [www.evotingindia.com](http://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 57<sup>th</sup> AGM. The e-voting window will remain open for another 15 minutes from now. After that the e-voting window will be closed.

Since we have completed all the agendas, I request Mr. Vikram Soni to put a vote of thanks.

**MR. VIKRAM SONI**

I thank Mr. Raghu Mody, Chairman and Mr. P. K. Choudhary, Managing Director of the Company for successfully conducting the proceedings of this 57<sup>th</sup> 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.

Over to you Sir.

**MR. PAWAN KUMAR CHOUDHARY, MANAGING DIRECTOR**

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

Thank you very much once again.

**Host/Administrator of the AGM from CDSL:**

Thank You, please conclude.