

**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

30th August, 2024

To
The Manager
Department of Corporate Services
BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street, Fort, Mumbai- 400 001
Scrip Code: 509635

The Manager – Listing
National Stock Exchange of India Limited
Exchange Plaza, 5th Floor, 'G' Block,
Bandra Kurla Complex,
Bandra (East), Mumbai – 400 051
SYMBOL: HINDCOMPOS

Dear Sir/Madam,

Sub: Notice of the 60th Annual General Meeting ('AGM') - Intimation pursuant to the provisions of Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Pursuant to the provisions of Regulation 30 read with Schedule III Part A Para A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we enclose herewith the Notice along with explanatory statement of 60th AGM of the Company scheduled to be held on Friday, 27th September, 2024 at 11:45 a.m. (IST) through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM") without physical presence of the members of the Company at a common venue in terms of applicable provision of the Companies Act, 2013 and rules framed thereunder and General Circular No. 09/2023 dated 25th September, 2023 read with earlier circulars issued by the Ministry of Corporate Affairs ("MCA") in this regard from time to time and Circular No. SEBI/HO/CFD/CFD-oD-2/P/CIR/2023/167 dated 7th October, 2023 issued by the Securities and Exchange Board of India ("SEBI") read together with earlier circulars issued by the SEBI in this regard from time to time.

The same is also available on the website of the Company viz. at www.hindcompo.com.

Kindly take the above on your record.

Thanking You,

Yours faithfully,

For **Hindustan Composites Limited**

Arvind Purohit
Company Secretary & Compliance Officer
Membership No.: A33624

Encl.: as above

Hindustan Composites Limited

CIN: L29120MH1964PLC012955

Peninsula Business Park, 'A' Tower, 8th Floor, Senapati Bapat Marg, Lower Parel, Mumbai - 400013
 Tel.: (022) 6688 0100, Fax: (022) 6688 0105, E-mail: hcl@hindcompo.com, Website: www.hindcompo.com

NOTICE

Notice is hereby given that the Sixtieth Annual General Meeting (60th AGM) of the members of Hindustan Composites Limited will be held on Friday, 27th September, 2024 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, to transact the following businesses. The proceedings of the 60th AGM shall be deemed to be conducted at the Registered Office of the Company situated at Peninsula Business Park, 'A' Tower, 8th Floor, Senapati Bapat Marg, Lower Parel, Mumbai – 400 013, which shall be the deemed venue of the 60th AGM.

ORDINARY BUSINESS:

- To receive, consider and adopt (a) the Standalone Audited Financial Statements of the Company for the financial year ended 31st March, 2024 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 31st March, 2024 together with the report of Auditors thereon and in this regard, if thought fit, pass the following resolutions as **ORDINARY RESOLUTIONS**:

- "RESOLVED THAT** the Standalone Audited Financial Statements of the Company for the financial year ended 31st March, 2024 and reports of the Board of Directors' and Auditors' thereon be and are hereby received, considered and adopted."
- "RESOLVED THAT** the Consolidated Audited Financial Statements of the Company for the financial year ended 31st March, 2024 together with the Auditors' Report thereon be and are hereby received, considered and adopted."

- To declare dividend on Equity Shares for the financial year ended 31st March, 2024 and in this regard, if thought fit, pass the following resolution as an **ORDINARY RESOLUTION**:

"RESOLVED THAT pursuant to the recommendation of the Board of Directors of the Company, dividend @ 40% i.e. ₹ 2/- (Rupees Two only) per share on Equity Shares having face value of ₹ 5/- (Rupees Five only) each fully paid up for the financial year ended 31st March, 2024 be and is hereby declared out of the profits of the said financial year and that the same be paid to those shareholders whose names appeared on the Company's Register of Members / List of Beneficiaries as on Friday, 20th September, 2024 and that the dividend be given only to those shareholders who are entitled to receive the same."

- To appoint a director in place of Mr. P. K. Choudhary (DIN: 00535670), who retires by rotation and being eligible, offers himself for re-appointment as a director of the Company and in this regard, if thought fit, pass the following resolution as an **ORDINARY RESOLUTION**:

"RESOLVED THAT pursuant to the provisions of Section 152(6) of the Companies Act, 2013, Mr. P. K. Choudhary (DIN: 00535670), Director of the Company, who retired by rotation and being eligible, had offered himself for re-appointment, be and is hereby re-appointed as a Director of the Company, who shall be liable to retire by rotation."

SPECIAL BUSINESS:

- To re-appoint Mr. Lalit Kumar Bararia (DIN: 00204670) as Non-Executive Independent Director of the Company and in this regard, if thought fit, to pass the following resolution as a **SPECIAL RESOLUTION**:

"RESOLVED THAT pursuant to the provisions of Sections 149, 150 and 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 ("Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulations 17, 17(1A), 25 and other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") (including any statutory modification(s) or re-enactment thereof for the time being in force), the Articles of Association of the Company and as recommended by the Nomination and Remuneration Committee and the Board of Directors of the Company, Mr. Lalit Kumar Bararia (DIN: 00204670), Non-Executive Independent Director of the Company, whose first term of office as Non-Executive Independent Director expires on 12th February, 2025, and who being eligible for re-appointment as Non-Executive Independent Director has given his consent and has submitted a declaration to the effect that he meets criteria for independence as provided under Section 149(6) of the Act and the rules framed thereunder and Regulation 16(1)(b) of the Listing Regulations and in respect of whom the Company has received a notice in writing from a member under Section 160(1) of the Act proposing his candidature for the office of Director, be and is hereby re-appointed as Non-Executive Independent Director of the Company, not liable to retire by rotation, to hold office for second term of 5 (five) consecutive years w.e.f. 13th February, 2025 to 12th February, 2030.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such

acts, deeds, matters and things as may be necessary to give effect to the above resolution.”

5. To re-appoint Mrs. Preeti Vimal Agrawal (DIN: 08693668) as Non-Executive Independent Director of the Company and in this regard, if thought fit, to pass the following resolution as a **SPECIAL RESOLUTION**:

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 150 and 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 (“Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulations 17, 25 and other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) (including any statutory modification(s) or re-enactment thereof for the time being in force), the Articles of Association of the Company and as recommended by the Nomination and Remuneration Committee and Board of Directors of the Company, Mrs. Preeti Vimal Agrawal (DIN: 08693668), Non-Executive Independent Director of the Company, whose first term of office as Non-Executive Independent Director expires on 12th February, 2025, and who being eligible for re-appointment as Non-Executive Independent Director has given her consent and has submitted a declaration to the effect that she meets criteria for independence as provided under Section 149(6) of the Act and the rules framed thereunder and Regulation 16(1)(b) of the Listing Regulations and in respect of whom the Company has received a notice in writing from a member under Section 160(1) of the Act proposing her candidature for the office of Director, be and is hereby re-appointed as Non-Executive Independent Director of the Company, not liable to retire by rotation, to hold office for second term of 5 (five) consecutive years w.e.f. 13th February, 2025 to 12th February, 2030.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, matters and things as may be necessary to give effect to the above resolution.”

6. To appoint Mr. Snehal Muzoomdar (DIN: 00729992) as Non-Executive Independent Director of the Company and in this regard, if thought fit, pass the following resolution as a **SPECIAL RESOLUTION**:

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 150 and 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 (“the Act”) read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulations 17, 25 and other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) (including any statutory modification(s) or amendment(s) or re-enactment(s) thereof for the time being in force), the Articles of Association of the Company and as recommended by the Nomination and Remuneration Committee and the Board of Directors of the Company, Mr. Snehal Muzoomdar (DIN: 00729992), who being eligible for appointment as

an Independent Director, and who has given his consent and has submitted a declaration to the effect that he meets the criteria for independence as provided under Section 149(6) of the Act and the rules framed thereunder and Regulation 16(1)(b) of the Listing Regulations and in respect of whom the Company has received a notice in writing from a member as required under Section 160(1) of the Act proposing his candidature for the office of Director, be and is hereby appointed as a Non-Executive Independent Director of the Company, not liable to retire by rotation, for a term of 5 (five) consecutive years with effect from 1st October, 2024 to 30th September, 2029.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, matters and things as may be necessary to give effect to the above resolution.”

7. To approve payment of commission to the Independent Directors of the Company and in this regard, if thought fit, pass the following resolution as an **ORDINARY RESOLUTION**:

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 197, 198 and other applicable provisions of the Companies Act, 2013, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Articles of Association of the Company, in addition to the sitting fees paid for attending the meetings of the Board of Directors of the Company and Committees thereof, the consent of the members of the Company be and is hereby accorded for payment of ₹ 2,00,000/- (Rupees Two Lakh only) as commission to each of Mr. Deepak Sethi, Mr. Lalit Kumar Bararia and Mrs. Preeti Agrawal, Independent Directors of the Company for the financial year ended 31st March, 2024.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, matters and things as may be necessary to give effect to the above resolution.”

8. To approve revision in remuneration payable to Mr. P. K. Choudhary (DIN: 00535670), Managing Director of the Company and in this regard, if thought fit, pass the following resolution as an **ORDINARY RESOLUTION**:

“**RESOLVED THAT** pursuant to the provisions of Section 197 read with Schedule V and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the Articles of Association of the Company and as recommended by the Nomination and Remuneration Committee and approved by the Audit Committee and the Board of Directors of the Company and subject to all other sanctions, approvals and permissions, as may be required, the revision in remuneration payable to Mr. P. K. Choudhary (DIN: 00535670), Managing Director of the Company w.e.f. 1st April, 2024 for the remaining period of his current tenure as detailed in the explanatory statement attached to this Notice, be and is hereby approved.

RESOLVED FURTHER THAT in the event of absence or inadequacy of profits in the financial year during the currency of tenure of service of Mr. P. K. Choudhary as Managing Director of the Company, the payment of salary, perquisites and other allowances as approved by this resolution shall be payable as minimum remuneration.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, matters and things as may be necessary to give effect to the above resolution.”

9. To re-appoint Mr. P. K. Choudhary (DIN: 00535670) as Managing Director of the Company and in this regard, if thought fit, to pass, the following resolution as a **SPECIAL RESOLUTION**:

“**RESOLVED THAT** pursuant to the provisions of Sections 196, 197, 198 and 203 read with Schedule V and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof for the time being in force), the Articles of Association of the Company and as recommended by the Nomination and Remuneration Committee and approved by the Audit Committee and Board of Directors of the Company, the re-appointment of Mr. P. K. Choudhary as Managing Director of the Company for a further period of 3 (three) years w.e.f. 1st July, 2024 till 30th June, 2027, and upon the terms and conditions as detailed in explanatory statement annexed to the Notice, be and is hereby approved, with the authority to the Board of Directors of the Company from time to time to revise the terms and conditions with respect to his remuneration on recommendation of Nomination and Remuneration Committee and approval of Audit Committee within the limits provided in the said Schedule V or any amendment thereto for the time being in force.

RESOLVED FURTHER THAT in the event of absence or inadequacy of profits in any financial year during the currency of tenure of service of Mr. P. K. Choudhary as Managing Director of the Company, the payment of salary, perquisites and other allowances as approved by this resolution shall be payable as minimum remuneration.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, matters and things as may be necessary to give effect to the above resolution.”

10. To ratify the remuneration payable to the Cost Auditors of the Company for the financial year ended 31st March, 2024 and the financial year ending 31st March, 2025 and in this regard, if thought fit, pass the following resolution as an **ORDINARY RESOLUTION**:

“**RESOLVED THAT** pursuant to the provisions of Section 148 and other applicable provisions of the Companies Act, 2013 read with the Companies (Cost Records and Audit) Rules, 2014 (including any statutory

modification(s) or re-enactment(s) thereof, for the time being in force), as approved by the Board of Directors of the Company, the remuneration amounting to ₹ 40,000/- (Rupees Forty Thousand only) each year plus Goods and Services Tax (GST) as applicable and out of pocket expenses, payable to M/s. Suresh Pimple & Associates, Cost Accountants, Aurangabad (Firm Registration No. 100780), the Cost Auditors who were appointed by the Board of Directors of the Company to conduct the audit of cost records of the Company for its product viz. Railway Brake Block manufactured at Aurangabad unit for the financial year ended 31st March, 2024 and for the financial year ending 31st March, 2025, be and is hereby ratified.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, matters and things as may be required to carry on the purpose of the aforesaid resolution.”

**By Order of the Board of Directors
of Hindustan Composites Limited**

Arvind Purohit
Company Secretary and Compliance Officer
Membership No. A33624

Place: Mumbai
Date: 14th August, 2024

Registered Office:
 Peninsula Business Park, 'A' Tower,
 8th Floor, Senapati Bapat Marg,
 Lower Parel, Mumbai - 400 013

NOTES:

- The Statement pursuant to the provisions of Section 102 of the Companies Act, 2013 (“Act”) in respect of special business is annexed hereto and forms part of this notice. The Board of Directors of the Company has considered and decided to include Item Nos. 4 to 10 given above as Special Business in the forthcoming Annual General Meeting (“AGM”), as they are unavoidable in nature. Brief resume of directors proposed to be appointed / re-appointed and whose remuneration is being approved at the ensuing 60th AGM in terms of Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) and Secretarial Standard – 2 on General Meetings (“SS-2”) issued by the Institute of Company Secretaries of India (“ICSI”) is annexed to the Notice.
- The Ministry of Corporate Affairs (“MCA”) has vide its General Circular No. 09/2023 dated 25th September, 2023 and in accordance with the requirements laid down in previous circulars issued by the MCA from time to time in this regard, permitted companies to hold its general meetings through Video Conferencing (“VC”) / Other Audio-Visual Means (“OAVM”), without physical presence of the members at a common venue. In compliance with

- applicable provisions of the Act and MCA circulars, the 60th AGM of the Company will be conducted through VC / OAVM without physical presence of the members at a common venue. The Company has engaged services of Central Depository Services (India) Limited ("CDSL") for conducting of the AGM and facilitating e-voting through electronic means i.e. remote e-voting and e-voting during the AGM.
3. Further, the Securities and Exchange Board of India ("SEBI") vide its Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated 7th October, 2023 read with all previous Circulars / Master Circular issued by the SEBI from time to time in this regard ("SEBI Circulars"), has given relaxation to companies from sending hard copy of Annual Report containing salient features of all the documents prescribed under Section 136 of the Act and as required under Regulation 36(1)(b) of the Listing Regulations to the members who have not registered their email addresses in case of general meetings are held through VC / OAVM. Accordingly, the Notice of the 60th AGM along with the Annual Report for the financial year 2023-24 is being sent by electronic mode to those members whose email addresses are registered with RTA / the Company / Depository Participants ('DPs') / Depository(ies).
 4. In accordance with the SS-2 read with Guidance/ Clarification dated 15th April, 2020 issued by the ICSI, the proceedings of the 60th AGM shall be deemed to be conducted at the Registered Office of the Company situated at Peninsula Business Park, 'A' Tower, 8th Floor, Senapati Bapat Marg, Lower Parel, Mumbai – 400 013. The members are requested to attend the 60th AGM from their respective locations through VC / OAVM and do not visit the Registered Office to attend the AGM.
 5. Pursuant to the provisions of the Act, a member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a member of the Company. However, since this 60th AGM is being conducted pursuant to the said MCA and SEBI circulars through VC / OAVM, physical attendance of members has been dispensed with. Accordingly, the facility for appointment of proxies by the members will not be available for this 60th AGM and hence the Proxy Form, Attendance Slip and Route Map are not annexed to this Notice.
 6. In pursuance of Sections 112 and 113 of the Act, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the 60th AGM through VC/OAVM and cast their vote through e-voting.
 7. Institutional / Corporate members intending to represent through their authorised representatives in the AGM through VC/OAVM and to vote through remote e-voting or vote at the AGM are requested to send to the Company, a certified copy of the Board Resolution passed in pursuance of the provisions of Section 113 of the Act, authorising their representative, at its registered office of the Company by post/hand delivery or through email at designated e-mail address of the Company i.e. investor@hindcompo.com or at the Scrutinizer's email address i.e. manish@csmanishb.in.
 8. In case of joint holders attending the meeting, only such joint holder who is higher in order of names will be entitled to vote.
 9. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act and the Register of Contracts or Arrangements in which the directors are interested maintained under Section 189 of the Act and all documents referred to in the notice of 60th AGM, will be available online for inspection by the members on request by sending an e-mail to the Company at investor@hindcompo.com.
 10. Pursuant to the provisions of Section 91 of the Act and Regulation 42 of the Listing Regulations, the Register of Members and the Share Transfer Books of the Company will remain closed from Saturday, 21st September, 2024 to Friday, 27th September, 2024 (both days inclusive).
 11. The SEBI vide its Master Circular No. SEBI/HO/MIRSD/POD-1/CIR/2024/37 dated 7th May, 2024 read with all previous circulars issued by the SEBI from time to time with regard to common and simplified norms for processing investors' service requests and for furnishing PAN, KYC details and Nomination, the shareholders holding shares in physical mode and whose folios are not updated with any of the KYC details viz. (i) PAN (ii) Choice of Nomination (iii) Contact Details (Address with PIN code) (iv) Mobile Number (v) Bank Account Details and (vi) Signature, are mandatorily required to update the same with the Company / RTA / Depository of the Company. The shareholders whose folio(s) do not have PAN, Choice of Nomination, Contact Details, Bank Account Details and Specimen Signature updated, shall be eligible to lodge grievance or avail any service request from the RTA only after furnishing PAN, KYC details and Nomination and for any payment including dividend, interest or redemption payment in respect of such folios, only through electronic mode with effect from 1st April, 2024.
- Further, relevant FAQs published by SEBI on its website can be viewed at the following link: https://www.sebi.gov.in/sebi_data/faqfiles/jan-2024/1704433843359.pdf
- The forms for updation of PAN, KYC, Bank details and Nomination viz. Forms ISR-1, ISR-2, ISR-3, SH-13 and the relevant SEBI Circulars are also available on Company's website at www.hindcompo.com. In accordance with the aforementioned SEBI Master Circular read with all other circulars issued from time to time in this regard and SEBI directive vide e-mail to RTAs on 23rd January, 2024, the Company has sent communication to members holding shares in physical mode and whose folios are incomplete with respect to PAN, Address with PIN code, Mobile Number, Bank Account details, Specimen Signature and Nomination of holders of physical securities requesting them to update such details. Members who hold shares in dematerialised form and wish to update their PAN, KYC, Bank and Nomination details are requested to contact their respective DPs.

As per the provisions of Section 72 of the Act and aforesaid SEBI Circulars, the facility for making nomination is available for the members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. If a member desires to opt out or cancel the earlier nomination and record a fresh nomination, he / she may submit the same in Form ISR-3 or Form SH-14, as the case may be. The said forms can be downloaded from the Company's website. The members are requested to submit these details to their DPs, in case the shares are held by in electronic form, and to the Company's RTA, in case the shares are held in physical form.

12. The dividend on Equity Shares as recommended by the Board of Directors for the financial year ended 31st March, 2024, if approved by the members at the ensuing 60th AGM, will be paid to those members whose names stand registered in the Register of Members / List of Beneficial Owners as on Friday, 20th September, 2024. The dividend will be paid to members only in electronic mode w.e.f. 1st April, 2024.

The dividend on Equity Shares shall be paid to members holding shares in physical mode only after the details as mentioned above in Point no. 11 are updated in their folios. Members are requested to complete their KYC details by writing to the Company's RTA, Link Intime India Pvt. Ltd., at rnt.helpdesk@linkintime.co.in. The forms for updating the same are available at RTA's website viz. <https://liiplweb.linkintime.co.in/KYC-downloads.html>.

13. Members holding shares in physical form are requested to notify any change in their address or bank details to the Company / RTA quoting their Folio Number. The members holding shares in the demat form are requested to update such details with their respective Depository Participants.
14. To comply with the provisions of Section 88 of the Act read with Rule 3 of the Companies (Management and Administration) Rule 2014, members are requested to submit their e-mail ID and other details vide e-mail updation form available on Company's website viz. www.hindcompo.com. The same could be done by filling up and signing at the appropriate place in the said form and by sending the same to the Company's RTA. The e-mail ID provided shall be updated, subject to successful verification of your signatures as per records available with the Company's RTA.
15. Members may note that the Income Tax Act, 1961 ("IT Act"), as amended by the Finance Act, 2020, mandates that the dividend paid or distributed by a Company w.e.f. 1st April, 2020 shall be taxable in the hands of members. The Company shall therefore be required to deduct tax at source ("TDS") at the time of making the payment of dividend. In order to enable us to determine the appropriate TDS rate as applicable, the members are requested to submit Form 15G/Form 15H or any other documents as applicable, if any, in accordance with the provisions of the IT Act.

For resident shareholders, taxes shall be deducted at source under Section 194 of the IT Act as follows:

Members having valid PAN	10% or as notified by the Government of India
Members not having PAN / Invalid PAN	20% or as notified by the Government of India

However, no tax shall be deducted on the dividend payable to a resident individual if the total dividend to be received by him during financial year 2024-25 does not exceed ₹ 5,000/- and also in cases where members have provided Form 15G (applicable to individual) / Form 15H (applicable to individual aged 60 years and above), subject to conditions specified in the IT Act. Resident shareholders may also submit any other document as prescribed under the IT Act to claim a lower / Nil with holding tax. PAN is mandatory for members providing Form 15G/15H or any other document as applicable, if any, in accordance with the provisions of the IT Act.

For non-resident shareholders, taxes are required to be withheld in accordance with the provisions of Section 195 and other applicable provisions of the IT Act, at the rates in force. The withholding tax shall be @ 20% (plus applicable surcharge and cess) or as may be notified by the Government of India on the amount of dividend payable. However, as per provisions of Section 90 of the IT Act, non-resident shareholders have option to be governed by the provisions of the Double Tax Avoidance Agreement (DTAA) read with Multilateral Instrument ("MLI") between India and the country of tax residence of such member, if they are more beneficial to them. For this purpose, i.e. to avail the benefits under the DTAA read with MLI, non-resident shareholders will have to provide the following details / documents:

- Copy of the PAN card allotted by the Indian Income Tax authorities duly attested by the member or details as prescribed under rule 37BC of Income-Tax Rules, 1962.
- Copy of Tax Residency Certificate (TRC) for the FY 2024-25 obtained from the revenue authorities of the country of tax residence, duly attested by member.
- Self-declaration in Form 10F.
- Self-declaration by the shareholder of having no permanent establishment in India in accordance with the applicable tax treaty.
- Self-declaration of beneficial ownership by the non-resident shareholder.
- Any other documents as prescribed under the IT Act for lower withholding of taxes if applicable, duly attested by member.

In case of Foreign Institutional Investors / Foreign Portfolio Investors, tax will be deducted under Section 196D of the IT Act @ 20% (plus applicable surcharge and cess) or the rate provided in relevant DTAA, read with MLI, whichever is more beneficial, subject to the submission of the above documents.

The aforementioned documents are required to be submitted by sending email at investor@hindcompo.com upto 23.59 hrs. IST on 20th September, 2024.

16. As per Regulation 40 of the Listing Regulations, as amended, the request for transfer of securities shall not be processed unless the securities are held in dematerialised form. Further the request for transmission or transposition of securities held in physical or dematerialised form shall be affected only in dematerialised form. Hence members who hold shares in physical form are requested to dematerialize their shares, so they can transfer their shares in future, if so desire. However, members can continue to hold shares in physical form.
17. The cut-off date for the purpose of determining eligibility of members for voting in connection with the 60th AGM and payment of final dividend for the financial year 2023-24 has been fixed as Friday, 20th September, 2024 (“**Cut-off date**”).
18. The Company has transferred the unpaid or unclaimed dividend declared upto financial years 2015-16, from time to time, to the Investor Education and Protection Fund (“IEPF”) established by the Central Government. The unclaimed dividend in respect of the financial year ended 31st March, 2017 is due for transfer to the IEPF Authority in month of October, 2024. The shareholders whose dividend remained unclaimed for the financial year 2016-17 and for subsequent financial years are requested to claim it immediately from the Company. The Company has uploaded the details of unpaid and unclaimed dividend amounts lying with the Company as on 31st March, 2024 under “Investor Relations” section on the website of the Company viz. www.hindcompo.com. The details of unpaid and unclaimed dividend amounts lying with the Company can also be accessed on the website of Ministry of Corporate Affairs viz. www.mca.gov.in and on the website of IEPF viz. www.iepf.gov.in. Attention of the members is drawn to the provisions of Section 124(6) of the Act, which requires a company to transfer in the name of the IEPF Authority all shares in respect of which dividend has not been paid or claimed for 7 (seven) consecutive years or more.

In accordance with the aforesaid provisions of Section 124(6) of the Act read with the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, as amended, the Company has transferred 17,100 equity shares in respect of which dividend declared for the financial year 2015-2016 or earlier financial years remained unpaid or unclaimed by the members for 7 (seven) consecutive years or more to the DEMAT account of IEPF Authority via corporate actions through Depositories.

A member desirous to claim back his / her shares from the IEPF Authority can do so by following prescribed procedure under the said Rules. The aforesaid details are available on the website of the Company viz. www.hindcompo.com and have also been uploaded on the website of the Ministry of Corporate Affairs and the

same can be accessed through the link: www.mca.gov.in and on the website of IEPF viz. www.iepf.gov.in.

Further, the Company has initiated necessary action for transfer of all shares in respect of which dividend declared for the financial year 2016-17 and thereafter has remained unpaid or unclaimed by the members for 7 (seven) consecutive years or more.

19. The members can join the 60th AGM through VC / OAVM mode 15 minutes before and after the scheduled time of the commencement of the meeting by following the procedure mentioned in the Notice. The facility of participation at the 60th AGM through VC / OAVM will be made available to atleast 1000 members on first come first serve basis; however this limit does not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders’ Relationship Committee, Auditors etc., who are allowed to attend the AGM without restriction on account of first come first serve basis.
20. The attendance of the members attending the 60th AGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Act.
21. In compliance with the aforesaid MCA and SEBI Circulars, Notice of the 60th AGM along with the Annual Report 2023-24 is being sent only through electronic mode to those members whose email addresses are registered with the Company / RTA / Depository Participants. The members may note that the Notice and Annual Report for the financial year 2023-24 will also be available on the Company’s website viz. www.hindcompo.com, 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 CDSL viz. www.evotingindia.com.
22. Non-Resident Indian members are requested to inform to the Company’s Registrar and Transfer Agents, of any change in their residential status on return to India for permanent settlement, their bank account maintained in India with complete name, branch, account type, account number and address of the bank with pin code, if the details are not furnished earlier.
23. Members holding shares in identical order of names in more than one folio are requested to write to the Company / RTA enclosing their share certificates to enable the Company to consolidate their holdings in one folio for better services.
24. Members are requested to forward their all communications to the Company’s RTA and are further requested to always quote their Folio Number / DPID-Client ID in all correspondence with the Company / RTA.
25. The shares of the Company are listed on BSE Limited and National Stock Exchange of India Limited. Listing fees for the financial year 2024-25 have been paid to both the stock exchanges.

26. The SEBI vide Gazette Notification no. SEBI/LADNRO/GN/2022/66 dated 24th January, 2022 read with Master Circular No. SEBI/HO/MIRSD/POD-1/CIR/2024/37 dated 7th May, 2024 has simplified the procedure and standardized the format of documents for transmission of securities; henceforth while processing certain prescribed service request(s) such as issue of duplicate share certificate, claim from Unclaimed Suspense Account, renewal / exchange of share certificates, endorsement, sub-division / splitting of share certificates, consolidation of share certificates / folios, transmission, and / or transposition received from the shareholder / claimant. Upon receipt of service request(s) from shareholder / claimant (in prescribed form ISR-4), the RTA of the Company shall verify and process the said request. After removing objections, if any, the RTA will intimate the shareholder / claimant about its execution / issuance of new certificate as may be applicable. The RTA shall retain the physical Share Certificate with them and shall issue 'Letter of Confirmation' to the shareholder / claimant in lieu of physical share certificate(s). The shareholder / claimant shall lodge request for dematerialization of shares along with the original Letter of Confirmation received from the RTA within 120 (One Hundred Twenty) days of issue of the Letter of Confirmation to his Depository Participant (DP). In case the shareholder / claimant fails to submit the demat request within the aforesaid period, the Company shall credit such shares to the Suspense Escrow Demat Account of the Company opened for the said purpose.
27. SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/76 dated 30th May, 2022, Master Circular No. SEBI/HO/OIAE/OIAE_IAD-3/P/CIR/2023/195 dated 31st July, 2023 as updated from time to time read with all other circulars issued earlier in this regard, provided an option for arbitration as a Dispute Resolution Mechanism for investors. As per the said circulars, investors can opt for arbitration with the Stock Exchanges in case of any dispute against the Company or its RTA on delay or default in processing any investor service related request. In compliance with the said Circular, the Company has sent communication intimating about the Dispute Resolution Mechanism to all the members holding shares in physical form. Further, a common Online Dispute Resolution Portal ("ODR Portal") is established for resolution of disputes arising in the Indian Securities Market. Pursuant to above-mentioned circulars, post exhausting the option to resolve investors' grievances with the RTA / Company directly and through existing SCORES platform, the investors can initiate dispute resolution through the ODR Portal (<https://smartodr.in/login>) and the same can also be accessed through the Company's website <https://www.hindcompo.com/investor-relations/investors-information.htm>.
28. In compliance with the provisions of Section 108 of the Act, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, Regulation 44 of the Listing Regulations and SS-2, the Company is pleased to provide e-voting facility to its members to exercise their right to vote electronically on the resolutions mentioned in the notice of 60th AGM dated 14th August, 2024. The members may cast their vote using electronic voting system from a place other than the venue of the meeting ("remote e-voting").
- The facility of casting the vote by the members / shareholders using an electronic voting system from a place other than venue of the AGM ("remote e-voting") and e-voting during the meeting will be provided by the Central Depository Services (India) Limited (CDSL e-voting System).
 - 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" or e-voting during the AGM.
 - The "remote e-voting" period commences on Tuesday, 24th September, 2024 (9:00 hrs.) and ends on Thursday, 26th September, 2024 (17:00 hrs.). 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 CDSL for voting thereafter. Once the vote on a resolution is cast by a member, the member shall not be allowed to change it subsequently.
 - The voting rights of members / shareholders shall be in proportion to their share of the paid up equity share capital of the Company as on the cut-off date.
- Any person who becomes a member of the Company after dispatch of the Notice of the meeting and holding shares as on the cut-off date may obtain the User ID and password by sending a request at helpdesk.evoting@cdslindia.com or mt.helpdesk@linkintime.co.in. However, if the member is already registered with CDSL for remote e-voting then he can use his existing 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.evotingindia.com.
- The Board of Directors of the Company has appointed CS Manish Baldeva, Proprietor M/s. M Baldeva Associates, Company Secretaries, Mumbai (FCS No.: 6180 / CP No.: 11062) as Scrutinizer to scrutinize the voting through remote e-voting process and e-voting during the 60th AGM in a fair and transparent manner. The Scrutinizer shall, within 2 working days from the conclusion of the AGM, prepare a consolidated scrutinizer's report of the votes cast in favour or against, if any, and forthwith the same to the Chairman of the meeting or a person authorized by him who shall countersign the same and declare the result of the voting.

- (f) The result declared along with the report of the Scrutinizer shall be placed on the website of the Company viz, www.hindcompo.com and on the website of CDSL viz. www.evotingindia.com immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall simultaneously be communicated to the stock exchanges.
- (g) Subject to receipt of requisite number of votes in favour, the resolutions shall be deemed to be passed on the date of the 60th AGM i.e. Friday, 27th September, 2024.

THE PROCEDURE / INSTRUCTIONS TO SHAREHOLDERS FOR REMOTE E-VOTING AND E-VOTING DURING 60th AGM AND JOINING MEETING THROUGH VC / OAVM ARE AS UNDER:

- (i) The voting period begins on Tuesday, 24th September, 2024 (9:00 hrs.) and ends on Thursday, 26th September, 2024 (17:00 hrs.). During this period 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 CDSL for voting thereafter.
- (ii) Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 9th December, 2020**, under Regulation 44 of the SEBI 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.

Pursuant to the said SEBI Circular, Login method for e-voting and joining virtual meetings **for Individual**

shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with CDSL	<p>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 to Easi / Easiest are requested to visit CDSL website viz. www.cdslindia.com and click on Login icon and select New System Myeasi tab.</p> <p>2) After successful login the Easi / Easiest user will be able to see the e-voting option for eligible companies where the e-voting is in progress as per the information provided by company. On clicking the e-voting 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 or joining virtual meeting & voting during the meeting. Additionally, there is also link provided to access the system of all e-voting Service Providers i.e. CDSL/NSDL/KFINTECH/ LINKINTIME, so that the user can visit the e-voting service providers' website directly.</p> <p>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.</p> <p>4) Alternatively, the user can directly access e-voting page by providing demat Account Number and PAN 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</p>

Type of shareholders	Login Method
	recorded in the demat Account. After successful authentication, user will be able to see the e-voting option where the e-voting is in progress and also able to directly access the system of all e-voting Service Providers.
Individual Shareholders holding securities in demat mode with NSDL	<p>1) If you are already registered for NSDL IdeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsd.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-voting 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 name and you will be re-directed to e-voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p> <p>2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select “Register Online for IDeAS “Portal or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</p> <p>3) Visit the e-voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.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</p>

Type of shareholders	Login Method
	‘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 name and you will be redirected to e-voting service provider website for casting your vote during the remote e-voting period or joining virtual meeting & voting during the meeting.
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. After Successful login, you will be able to see e-voting option. Once you click on e-voting option, you 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 name and you will be redirected to e-voting service provider website for casting your vote during the remote e-voting period or joining virtual meeting & voting during the meeting.

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. CDSL and NSDL

Login type	Helpdesk details
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 22 55 33.

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.co.in or call at toll free no.: 022 – 4886 7000 and 022-2499 7000

(iv) Login method for e-voting and joining virtual meeting for shareholders other than individual shareholders holding in demat form & for physical shareholders.

- 1) The shareholders should log on to the e-voting website viz. www.evotingindia.com.
- 2) Click on “Shareholders” module
- 3) Now enter your User ID
 - a) For CDSL: 16 digits beneficiary ID,
 - b) For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c) Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- 4) Next enter the Image Verification as displayed and Click on Login.
- 5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
- 6) If you are a first-time user follow the steps given below:

For Shareholders holding shares in demat Form other than individual and Physical Form	
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) *Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details OR Date of Birth (DOB)	<ul style="list-style-type: none"> • Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. • If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.

(v) After entering these details appropriately, click on “SUBMIT” tab.

(vi) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

(vii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

(viii) Click on the EVSN for HINDUSTAN COMPOSITES LIMITED on which you choose to vote.

(ix) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

(x) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.

(xi) After selecting the resolution, you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.

(xii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.

(xiii) You can also take a print of the votes cast by clicking on “Click here to print” option on the voting page.

(xiv) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

(xv) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.

(xvi) **Note for Non – Individual Shareholders and Custodians:**

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the “Corporates” module.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details a Compliance User should be created using the admin login and

password. The Compliance User would be able to link the account(s) for which they wish to vote on.

- The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.
- It is Mandatory that, a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; investor@hindcompo.com, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM THROUGH VC / OAVM & E-VOTING DURING MEETING ARE AS UNDER:

1. The procedure for attending meeting & e-voting on the day of the AGM is same as the instructions mentioned above for e-voting.
2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e-voting.
3. Shareholders who have voted through Remote e-voting will also be eligible to attend the meeting. However, they will not be eligible to vote at the AGM.
4. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
6. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
7. Shareholders who would like to express their views/ask questions during the AGM may register themselves as a speaker by sending their request in advance atleast 2 (two) days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at investor@hindcompo.com. The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance 7 (Seven) days prior to

meeting mentioning their name, demat account number/ folio number, email id, mobile number at investor@hindcompo.com. These queries will be replied to by the Company during the AGM.

8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM on first come first serve basis.
9. Only those shareholders, who are present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through e-voting system available during the AGM.
10. If any Votes are casted by the shareholders through e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL / MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/ DEPOSITORIES.

1. For Physical shareholders – please provide necessary details like 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 the Company i.e. investor@hindcompo.com or to RTAs' email id rnt.helpdesk@linkintime.co.in.
2. For Demat shareholders – , Please update your email id & mobile no. with your respective Depository Participant (DP)
3. For Individual demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding attending AGM & e-voting from the CDSL e-voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai – 400013 or send an email to helpdesk.evoting@cdslindia.com or call on toll free no. 1800 22 55 33.

EXPLANATORY STATEMENT PURSUANT TO THE PROVISIONS OF SECTION 102 OF THE COMPANIES ACT, 2013 AND REGULATION 36(3) OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015:**Item No. 4:**

Mr. Lalit Kumar Bararia was appointed by the members of the Company in 56th Annual General Meeting held on 29th September, 2020 as Non-Executive Independent Director of the Company for a term of 5 (five) consecutive years w.e.f. 13th February, 2020, accordingly his current term expires on 12th February, 2025.

As per the provisions of Section 149(10) read with Schedule IV of the Companies Act, 2013 ('the Act'), an Independent Director shall hold office for a term of upto 5 (five) consecutive years on the Board of a company, however he shall be eligible for re-appointment by passing a special resolution by the company for another term of upto 5 (five) consecutive years on the Board of a company. Further, he will be attaining age of 75 (seventy five) years during his second term, if re-appointed, therefore his re-appointment requires approval of the members of the Company by passing special resolution pursuant to the provisions of Regulation 17(1A) read with Regulation 25 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations").

In line with the aforesaid provisions of the Act and Listing Regulations and in view of long, rich experience, continued valuable guidance to the management and strong Board performance of Mr. Lalit Kumar Bararia, it is proposed to re-appoint him as Non-Executive Independent Director of the Company for a second term of 5 (five) consecutive years w.e.f. 13th February, 2025 to 12th February, 2030, not liable to retire by rotation.

Pursuant to the provisions of Section 160(1) of the Act, the Company has received notice in writing from a member of the Company proposing his candidature for the office of Director of the Company.

Mr. Lalit Kumar Bararia has given requisite declaration pursuant to the provisions of Section 149(7) of the Act, to the effect that he continues to meet the criteria of independence as provided under Section 149(6) of the Act read with the rules framed thereunder and Regulation 16(1)(b) of the Listing Regulations. In terms of Regulation 25(8) of the Listing Regulations, Mr. Bararia has confirmed that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties. Mr. Bararia has also confirmed that he is not debarred from holding office of director by virtue of any SEBI order or any such authority pursuant to circulars dated 20th June, 2018 issued by BSE Limited and the National Stock Exchange of India Limited pertaining to enforcement of SEBI orders regarding appointment of directors by the listed companies.

Further, Mr. Bararia has confirmed that he is not disqualified from being appointed as director in terms of Section 164 of the Act and has given his consent to continue to act as director in

terms of Section 152 of the Act, subject to re-appointment by the members.

Mr. Bararia has also confirmed that he is in compliance with Rules 6(1) and 6(2) of the Companies (Appointment and Qualifications of Directors) Rules, 2014, with respect to his registration with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs ('IICA').

In the opinion of the Board, Mr. Bararia fulfils the conditions specified in the Act, rules thereunder and the Listing Regulations for re-appointment as Non-Executive Independent Director and is independent of the management. The terms and conditions of his re-appointment are uploaded on the website of the Company at <https://www.hindcompo.com/investor-relations/documents/terms-of-appointment.pdf> and will also be available for inspection by the members online. The members who wish to inspect the same can send a request to the e-mail address mentioned in the notes to the Notice.

The Board considers that his continued association would be of immense benefit to the Company, and it is desirable to continue availing services of Mr. Lalit Kumar Bararia as Non-Executive Independent Director of the Company. Accordingly, the Board recommends passing of Special Resolution as set out at item no. 4 of the Notice for your approval.

Brief resume of Mr. Lalit Kumar Bararia and other relevant details relating to his re-appointment, as required by the Act, the Listing Regulations and SS – 2 are provided in the annexure to the Notice. Mr. Lalit Kumar Bararia does not hold any shares in the Company.

Except Mr. Lalit Kumar Bararia, being appointee and his relatives, none of the Directors and Key Managerial Personnel of the Company or their relatives are concerned or interested, financially or otherwise, in the resolution set out at item no. 4 of the accompanying Notice of the AGM.

Item No. 5:

Mrs. Preeti Agrawal was appointed by the members of the Company in 56th Annual General Meeting held on 29th September, 2020 as Non-Executive Independent Director of the Company for a term of 5 (five) consecutive years w.e.f. 13th February, 2020, accordingly her current term expires on 12th February, 2025.

As per the provisions of Section 149(10) read with Schedule IV of the Companies Act, 2013 ('the Act'), an Independent Director shall hold office for a term of upto 5 (five) consecutive years on the Board of a company, however she shall be eligible for re-appointment by passing a special resolution by the company for another term of upto 5 (five) consecutive years, on the Board of a company.

In line with the aforesaid provisions of the Act and Listing Regulations and in view of long, rich experience, continued valuable guidance to the management and strong Board performance of Mrs. Preeti Agrawal, it is proposed to re-appoint her as Non-Executive Independent Director of the Company for a second term of 5 (five) consecutive years w.e.f. 13th February, 2025 to 12th February, 2030, not liable to retire by rotation.

Pursuant to the provisions of Section 160(1) of the Act, the Company has received notice in writing from a member of the Company proposing her candidature for the office of Director of the Company.

Mrs. Preeti Agrawal has given requisite declaration pursuant to the Provisions of Section 149(7) of the Act, to the effect that she continues to meet the criteria of independence as provided under Section 149(6) of the Act read with the rules framed thereunder and Regulation 16(1)(b) of the Listing Regulations. In terms of Regulation 25(8) of the Listing Regulations, Mrs. Preeti Agrawal has confirmed that she is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact her ability to discharge her duties. Mrs. Preeti Agrawal has also confirmed that she is not debarred from holding office of director by virtue of any SEBI order or any such authority pursuant to circulars dated 20th June, 2018 issued by BSE Limited and the National Stock Exchange of India Limited pertaining to enforcement of SEBI orders regarding appointment of directors by the listed companies.

Further, Mrs. Preeti Agrawal has confirmed that she is not disqualified from being appointed as director in terms of Section 164 of the Act and has given her consent to continue to act as Director in terms of Section 152 of the Act, subject to re-appointment by the members.

Mrs. Preeti Agrawal has also confirmed that she is in compliance with Rules 6(1) and 6(2) of the Companies (Appointment and Qualifications of Directors) Rules, 2014, with respect to her registration with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs ('IICA').

In the opinion of the Board, Mrs. Preeti Agrawal fulfils the conditions specified in the Act, rules thereunder and the Listing Regulations for re-appointment as Non-Executive Independent Director and is independent of the management. The terms and conditions of her re-appointment are uploaded on the website of the Company at <https://www.hindcompo.com/investor-relations/documents/terms-of-appointment.pdf> and will also be available for inspection by the members online. The members who wish to inspect the same can send a request to the e-mail address mentioned in the notes to the Notice.

The Board considers that her continued association would be of immense benefit to the Company and it is desirable to continue availing services of Mrs. Preeti Agrawal as Non-Executive Independent Director of the Company. Accordingly, the Board recommends passing of Special Resolution as set out at item no. 5 of the Notice for your approval.

Brief resume of Mrs. Preeti Agrawal and other relevant details relating to her re-appointment, as required by the Act, the Listing Regulations and revised SS – 2 are provided in the annexure to the Notice. Mrs. Preeti Agrawal does not hold any shares in the Company.

Except Mrs. Preeti Agrawal, being appointee and her relatives, none of the Directors and Key Managerial Personnel of the Company or their relatives are concerned or interested, financially or otherwise, in the resolution set out at item no. 5 of the accompanying Notice of the AGM.

Item No. 6:

The Board of Directors of the Company, on the recommendation of the Nomination and Remuneration Committee and pursuant to the provisions of Sections 149, 150 and 152 read with Schedule IV of the Companies Act, 2013 ("Act") and Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 17, 25, 16(1)(b) and other applicable provisions of the Listing Regulations and the Articles of Association of the Company, has recommended for appointment of Mr. Snehal Muzoomdar (DIN: 00729992) as Non-Executive Independent Director of the Company, for a term of 5 (five) consecutive years w.e.f. 1st October, 2024 to 30th September, 2029, not liable to retire by rotation, to the members of the Company.

Mr. Snehal Muzoomdar has done Chartered Accountancy, Cost And Works Accountancy and is also a law graduate. He is in active practice as a Chartered Accountant for past 44 years and is also on the Board of many companies including multinational companies in India and abroad. He is President of Indo Brazilian Chamber of Commerce and India and Head of India Chamber of Commerce, Minneapolis, US. He is the Founder President of Indo US Cultural Council and past president of Indo-American Society. He is current president of Indian Musicological Society. The Government of Maharashtra has recently appointed him as Honorary Executive Chairman of Maharashtra Rajya Gujarati Sahitya Academy.

In accordance with the provisions of the Act and Regulation 25(2A) of the Listing Regulations, an Independent Director can be appointed for a term of 5 (five) consecutive years, subject to the approval of the members of the Company by way of a Special Resolution.

The Company has received a notice under Section 160(1) of the Act from a member of the Company proposing his candidature for the office of director.

Mr. Snehal Muzoomdar has given requisite declaration pursuant to the provisions of Section 149(7) of the Act, to the effect that he meets the criteria of independence as provided under Section 149(6) of the Act read with rules framed thereunder and Regulation 16(1)(b) of the Listing Regulations. In terms of Regulation 25(8) of the Listing Regulations, Mr. Snehal Muzoomdar has confirmed that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties. Mr. Snehal Muzoomdar has also confirmed that he is not debarred from holding office of director by virtue of any SEBI order or any such authority pursuant to circulars dated 20th June, 2018 issued by BSE Limited and the National Stock Exchange of India Limited pertaining to enforcement of SEBI orders regarding appointment of directors by the listed companies.

Further, Mr. Snehal Muzoomdar has confirmed that he is not disqualified from being appointed as director in terms of Section 164 of the Act and has given his consent to act as director in terms of Section 152 of the Act, if appointed.

Mr. Snehal Muzoomdar has also confirmed that he is in compliance with Rules 6(1) and 6(2) of the Companies (Appointment and Qualifications of Directors) Rules, 2014, with

respect to his registration with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs ('IICA').

In the opinion of the Board, Mr. Snehal Muzoomdar fulfils the conditions specified in the Act, rules thereunder and the Listing Regulations for appointment as Non-Executive Independent Director and is independent of the management. The terms and conditions of his appointment are uploaded on the website of the Company at <https://www.hindcompo.com/investor-relations/documents/terms-of-appointment.pdf> and will also be available for inspection by the members online. The members who wish to inspect the same can send a request to the e-mail address mentioned in the notes to the Notice.

The Board considers that his association would be of immense benefit to the Company and it is desirable to have Mr. Snehal Muzoomdar on Board as Non-Executive Independent Director of the Company. Accordingly, the Board recommends the Special Resolution as set out at item no. 6 of the Notice for the approval of the members of the Company.

A brief profile of Mr. Snehal Muzoomdar and other relevant details relating to his appointment, as required under the Act, the Listing Regulations and SS – 2 are provided in annexure to this Notice. Mr. Snehal Muzoomdar does not hold any shares in the Company.

None of the Directors and Key Managerial Personnel of the Company or their relatives are concerned or interested, financially or otherwise, in the resolution set out at item no. 6 of the accompanying Notice of the AGM.

Item No. 7:

Considering the rich experience and expertise brought to the Board by Mr. Deepak Sethi, Mr. Lalit Kumar Bararia and Mrs. Preeti Vimal Agrawal, Independent Directors of the Company, it is proposed to pay a commission of ₹ 2,00,000/- (Rupees Two Lakh only) to each of the aforesaid Independent Directors for the financial year 2023-24. Such payment will be in addition to the sitting fees paid for attending Board / Committee meetings during the said financial year.

The Board accordingly recommends the Ordinary Resolution as set out at Item No. 7 of the Notice for your approval.

None of the Directors, Key Managerial Personnel or any of their relatives, except the above mentioned Independent Directors of the Company to whom the resolution relates, are concerned or interested, financially or otherwise, in the resolution set out at item no. 7 of the accompanying Notice of the AGM.

Item Nos. 8 & 9:

Mr. P. K. Choudhary, Managing Director of the Company, has been associated with the Company since last 33 years. He is a Chartered Accountant and Company Secretary and has vast knowledge and experience in the field of Finance, Commercial Activities and General Management.

Considering his experience, knowledge and contribution made in growth of the Company and as recommended by the Nomination and Remuneration Committee and approved by the Audit Committee of the Company, the Board of Directors revised the remuneration payable to him w.e.f. 1st April 2024 for remaining period of his current tenure.

Further, the current tenure of Mr. P. K. Choudhary as Managing Director is expiring on 30th June, 2024. Considering his experience, knowledge and contribution made in growth of the Company and as recommended by the Nomination and Remuneration Committee and approved by Audit Committee of the Company, the Board of Directors of the Company has re-appointed him for a further period of 3 (three) years from 1st July, 2024 to 30th June, 2027.

The details of revised remuneration payable to him for remaining period of his current tenure and new term are as follows:

Sr. No.	Particulars	Details of revised remuneration
1.	Salary	₹ 4,50,000/- per month and special allowance of ₹ 1,15,250/- per month with an increase which may be decided by the Board of Directors from time to time within the limits, as specified in Schedule V to the Companies Act, 2013.
2.	Accommodation	Free furnished accommodation with reimbursement of the cost of electricity, water, gas and maintenance in the premises etc. not exceeding ₹ 25,000/- per month. In case no accommodation is provided, the payment of HRA, subject to the ceiling of sixty percent of the salary.
3.	Conveyance/ Motor Car	Provision of motor car and re-imbursment towards driver and other running expenses upto ₹ 97,000/- per month.
4.	Medical	Reimbursement of medical expenses and insurance premium for self, spouse and dependent children, not exceeding ₹ 1,250/- per month.
5.	Servant Allowance	Provision for Servant Allowance ₹ 20,000/- per month
6.	Leave Travel Concession	As per rules of the Company, not exceeding ₹ 37,500/- per month.
7.	Provident and other funds including superannuation and gratuity	As per rules of the Company's Scheme.
8.	Personal accident insurance	As per rules of the Company's Scheme.
9.	Club subscription	Reimbursement of club subscription fees of one club.
10.	Leave encashment	Encashment of leave accumulation as per the rules of the Company.

The Board considers that his continued association would be of immense benefit to the Company, and it is desirable to continue availing services of Mr. P. K. Choudhary as Managing Director of the Company.

The Board considers that the increase in remuneration of Mr. P. K. Choudhary for remaining period of his current tenure and his reappointment on revised remuneration is commensurate to the industry standards and accordingly, recommends the Special Resolutions as set out at item nos. 8 and 9 of the Notice for the approval of the members of the Company.

Mr. P. K. Choudhary has also confirmed that he is not debarred from holding the office of Director by virtue of any SEBI order or any such authority pursuant to Circulars dated 20th June, 2018 issued by the BSE Limited and National Stock Exchange of India Limited pertaining to enforcement of SEBI orders regarding appointment of directors by the listed companies.

Further, Mr. P. K. Choudhary has confirmed that he is not disqualified from being appointed as director in terms of Section 164 of the Act and has given his consent to continue to act as Managing Director of the Company. Mr. P. K. Choudhary satisfies all the conditions set out in Part-I of Schedule V to the Act as also conditions set out under sub-section 3 of section 196 of the Act for being eligible for his re-appointment.

A brief profile of Mr. P. K. Choudhary and other relevant details relating to his re-appointment, as required by the Act, the Listing Regulations and SS – 2 are provided in Annexure – 1 to this Notice. Mr. P. K. Choudhary does not hold any shares in the Company.

Except Mr. P. K. Choudhary, Managing Director, being appointee and his relatives, none of the other Directors and Key Managerial Personnel of the Company or their relatives are concerned or interested, financially or otherwise, in the resolutions set out at Item nos. 8 & 9 of the accompanying Notice of the AGM.

Item No. 10:

The Board of Directors had appointed M/s. M. R. Pandit & Co., Cost Accountants, Aurangabad (Firm Registration No. 000268) as Cost Auditors of the Company for the financial year ended 31st March, 2024. On 21st November, 2023, the Company received a letter from M/s. M. R. Pandit & Co., Cost Accountants, intimating about the dissolution of their firm. Consequently, M/s. M. R. Pandit & Co., Cost Accountants ceased to be the Cost Auditors of the Company w.e.f. 21st November, 2023.

Pursuant to the provisions of Section 148 of the Companies Act, 2013 and Rule 6(3A) of the Companies (Cost Records and Audit) Rules, 2014, the Company was required to fill the casual vacancy in the office of Cost Auditors within 30 days of such vacancy by appointing new Cost Auditors. Accordingly, to fill the casual vacancy arose in the office of Cost Auditors,

the Board of Directors, on recommendation of the Audit Committee, appointed M/s. Suresh Pimple & Associates, Cost Accountants, Aurangabad (Firm Registration No: 100780) as Cost Auditors of the Company to conduct audit of cost records maintained by the Company for its product viz. Railway Brake Block manufactured at Aurangabad unit for the financial year ended 31st March 2024 at a remuneration of ₹ 40,000/– (Rupees Forty Thousand only) plus Goods and Service Tax (GST) as applicable and out of pocket expenses incurred for the purpose of the above audit for the aforesaid financial year, subject to ratification of remuneration by the members of the Company.

Further, the Board of Directors re-appointed M/s. Suresh Pimple & Associates, Cost Accountants, Aurangabad (Firm Registration No: 100780) as Cost Auditors of the Company to conduct audit of cost records maintained by the Company for its product viz. Railway Brake Block manufactured at Aurangabad unit for the financial year ending 31st March 2025 at a remuneration of ₹ 40,000/– (Rupees Forty Thousand only) plus Goods and Service Tax (GST) as applicable and out of pocket expenses incurred for the purpose of the above audit for the aforesaid financial year, subject to ratification of remuneration by the members of the Company.

M/s. Suresh Pimple & Associates, Cost Accountants, have confirmed that they hold a valid certificate of practice under sub-section (1) of Section 6 of the Cost and Works Accountants Act, 1959.

In accordance with the provisions of Section 148 of the Companies Act, 2013 read with and the Companies (Cost Records and Audit) Rules, 2014, the remuneration payable to Cost Auditors is required to be ratified by the members of the Company.

Accordingly, ratification by the members is sought for the remuneration payable to the Cost Auditors for conducting the audit of the cost records maintained by the Company for the financial year ended 31st March, 2024 and for the financial year ending 31st March, 2025.

The Board accordingly recommends the Ordinary Resolution as set out at item no. 10 of the accompanying Notice for your approval.

None of the Directors, Key Managerial Personnel of the Company or any of their relatives are concerned or interested, financially or otherwise, in the resolution set out at item no. 10 of the accompanying Notice of the AGM.

ANNEXURE – 1

INFORMATION OF DIRECTORS BEING PROPOSED TO BE APPOINTED / RE-APPOINTED AND WHOSE REMUNERATION IS PROPOSED TO BE APPROVED AS PER REGULATION 36(3) OF SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 AND REVISED SECRETARIAL STANDARD – 2 ON “GENERAL MEETINGS” IS GIVEN BELOW:

Particulars	Name of Directors			
	Mr. P. K. Choudhary (DIN: 00535670)	Mr. Lalit Kumar Bararia (DIN: 00204670)	Mrs. Preeti Vimal Agrawal (DIN: 08693668)	Mr. Snehal Muzoomdar (DIN: 00729992)
Age	68 years	69 years	43 Years	68 Years
Qualifications	Chartered Accountant and Company Secretary	Chartered Accountant	Chartered Accountant	Chartered Accountant, Cost And Works Accountant and Law Graduate
Experience (including expertise in specific functional area) / Brief Resume	He possesses rich experience of 43 years in the field of business operation, finance, merger & acquisitions and long term business strategy.	He has over 44 years of experience in the field of Management, Consultancy, Accounts, Taxation and Finance.	She is a member of Institute of Chartered Accountants of India and an Insolvency Professional registered with the IBBI. She has attained Diploma in Information System Audit and possesses certificate in the course of concurrent audit of banks. She has over 19 years of experience in diversified areas.	He has done his Chartered Accountancy, Cost and Works Accountancy and Law. He is in active practice as a Chartered Accountant for the past 44 years and is also on the board of many companies including multinational companies in India and abroad.
Terms and Conditions of appointment / reappointment	Remuneration details are provided in the explanatory statement hereinabove.	Mr. Lalit Kumar Bararia is proposed to be re-appointed as Non-Executive Independent Director for a second term of 5 consecutive years, not liable to retire by rotation.	Mrs. Preeti Vimal Agrawal is proposed to be re-appointed as Non-Executive Independent Director for a second term of 5 consecutive years, not liable to retire by rotation.	Mr. Snehal Muzoomdar is proposed to be appointed as Non-Executive Independent Director for a term of 5 consecutive years, not liable to retire by rotation.
Remuneration last drawn (including Sitting fees, Commission, if any)	₹ 104.00 Lakh plus perquisites	₹ 3.00 Lakh	₹ 2.90 Lakh	Not Applicable
Remuneration proposed to be paid	₹ 114.00 Lakh plus perquisites	Sitting fees as approved and Commission as may be decided by the Board of Directors from time to time.	Sitting fees as approved and Commission as may be decided by the Board of Directors from time to time.	Sitting fees as approved and Commission as may be decided by the Board of Directors from time to time.
Date of first appointment on the Board	18 th March, 2005	13 th February, 2020	13 th February, 2020	Proposed to be appointed w.e.f. 1 st October, 2024
Shareholding in the Company (including beneficial ownership) as on 31 st March, 2024	Nil	Nil	Nil	Nil

Particulars	Name of Directors			
	Mr. P. K. Choudhary (DIN: 00535670)	Mr. Lalit Kumar Bararia (DIN: 00204670)	Mrs. Preeti Vimal Agrawal (DIN: 08693668)	Mr. Snehal Muzoomdar (DIN: 00729992)
Relationship with other Directors / Key Managerial Personnel	He is not related <i>inter-se</i> to any Director / Key Managerial Personnel of the Company within the meaning of Section 2(77) of the Companies Act, 2013	He is not related <i>inter-se</i> to any Director(s) /Key Managerial Personnel(s) of the Company within the meaning of Section 2(77) of the Companies Act, 2013	She is not related <i>inter-se</i> to any Director(s) /Key Managerial Personnel(s) of the Company within the meaning of Section 2(77) of the Companies Act, 2013	He is not related <i>inter-se</i> to any Director(s) /Key Managerial Personnel(s) of the Company within the meaning of Section 2(77) of the Companies Act, 2013
Number of meetings of the Board attended during the financial year 2023-24	7 (Seven)	4 (Four)	7 (Seven)	Not Applicable
Directorships of other Boards as on March 31, 2024	Prabhukripa Overseas Limited	Nil	Nil	Perfect-Octave Media Projects Limited Indo Nippon Chemical Company Limited Raycon Infrastructure Private Limited Muzoomdar Associates Private Limited Prima Plastics Limited
Number of Listed Entities from which person has resigned in past three years	Nil	Nil	Nil	Nil
Membership / Chairmanship of Committees of other entities as on 31 st March, 2024	Nil	Nil	Nil	Chairman: 1. Perfect-Octave Media Projects Limited – Nomination & Remuneration Committee
				Member: 1. Prima Plastics Ltd. – Audit Committee; Nomination & Remuneration Committee; and Stakeholders Relationship Committee. 2. Perfect-Octave Media Projects Limited – Audit Committee; and Stakeholders Relationship Committee.

Particulars	Name of Directors			
	Mr. P. K. Choudhary (DIN: 00535670)	Mr. Lalit Kumar Bararia (DIN: 00204670)	Mrs. Preeti Vimal Agrawal (DIN: 08693668)	Mr. Snehal Muzoomdar (DIN: 00729992)
Summary of Performance Evaluation / Justification for choosing the appointees for appointment as Independent Directors	Not applicable	As per his expertise and experience as mentioned above.	As per her expertise and experience as mentioned above.	As per his expertise and experience as mentioned above.
The skills and capabilities required for the role and the manner in which the proposed person meets such requirements	As given in the explanatory statement.	As given in the explanatory statement.	As given in the explanatory statement.	As given in the explanatory statement.

**By Order of the Board of Directors
of Hindustan Composites Limited**

**Arvind Purohit
Company Secretary and Compliance Officer
Membership No. A33624**

Place: Mumbai
Date: 14th August, 2024

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