



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

28th September, 2024

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

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

Dear Sir/Madam,

Sub.: Disclosure under Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for 60th Annual General Meeting held on Friday, the 27th day of September, 2024.

Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company provided remote e-voting facility to its members to vote on the matters to be transacted at the 60th Annual General Meeting ("AGM") held on Friday, the 27th day of September, 2024 through Video Conferencing (VC) / Other Audio Visual Means (OAVM) without physical presence of the members at a common venue, in terms of applicable provision of Companies Act, 2013 and rules framed thereunder and in compliance with 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 with earlier circulars issued by SEBI in this regard from time to time (collectively referred to as "Circulars"). The proceedings of the 60th AGM were conducted at the Registered Office of the Company situated at Peninsula Business Park, Tower 'A', 8th Floor, Senapati Bapat Marg, Lower Parel, Mumbai - 400 013, which is deemed venue of the AGM.

Further, to facilitate the voting during the AGM to the members present thereat and who did not cast their votes earlier through remote e-voting, the Company provided e-voting facility to enable them to cast their vote in respect of items of business as set out in the Notice of 60th AGM of the Company.

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

The result of e-voting on each resolution was determined considering the aggregate of votes cast by the members on each resolution, both through remote e-voting as well as e-voting during the AGM, on which Scrutinizer has issued Consolidated Scrutinizer's Report. The aforesaid are being uploaded on the website of the Company viz. www.hindcompo.com and on the CDSL e-voting website viz. www.evotingindia.com.

The Annual General Meeting was attended by requisite quorum and the following businesses were transacted:

1. APPROVAL OF STANDALONE AND CONSOLIDATED FINANCIAL STATEMENTS:

The members received, considered and adopted the Audited Standalone and Consolidated Financial Statements of the Company for the financial year ended 31st March, 2024, together with reports of Board of Directors and Auditors thereon by passing Ordinary Resolutions with requisite majority.

2. DECLARATION OF DIVIDEND:

The members approved the payment of dividend of Rs. 2/- per equity share of Rs. 5/- each i.e. 40% of the paid-up equity capital of the Company for the financial year ended 31st March, 2024 by passing an Ordinary Resolution with requisite majority.

3. APPOINTMENT OF MR. P. K. CHOUDHARY:

The members re-appointed Mr. P. K. Choudhary (DIN: 00535670), as a Director of the Company, who retired by rotation and being eligible offered himself for re-appointment, by passing an Ordinary Resolution with requisite majority.

4. RE-APPOINTMENT OF MR. LALIT KUMAR BARARIA (DIN: 00204670) AS NON-EXECUTIVE INDEPENDENT DIRECTOR OF THE COMPANY FOR SECOND TERM OF 5 (FIVE) CONSECUTIVE YEARS W.E.F. 13TH FEBRUARY, 2025 TO 12TH FEBRUARY, 2030:

The members approved re-appointment of Mr. Lalit Kumar Bararia (DIN: 00204670) as Non-Executive Independent Director of the Company for second term of 5 (five) consecutive years w.e.f. 13th February, 2025 to 12th February, 2030 by passing a Special Resolution with requisite majority.

5. RE-APPOINTMENT OF MRS. PREETI VIMAL AGRAWAL (DIN: 08693668) AS NON-EXECUTIVE INDEPENDENT DIRECTOR OF THE COMPANY FOR SECOND TERM OF 5 (FIVE) CONSECUTIVE YEARS W.E.F. 13TH FEBRUARY, 2025 TO 12TH FEBRUARY, 2030:

The members approved re-appointment of Mrs. Preeti Vimal Agrawal (DIN: 08693668) as Non-Executive Independent Director of the Company for second term of 5 (five) consecutive years w.e.f. 13th February, 2025 to 12th February, 2030 by passing a Special Resolution with requisite majority.

6. 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:

The members approved 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 by passing a Special Resolution with requisite majority.

7. PAYMENT OF COMMISSION TO INDEPENDENT DIRECTORS OF THE COMPANY FOR THE FINANCIAL YEAR 2023-24:

The members approved the payment of commission to Mr. Deepak Sethi, Mr. Lalit Kumar Bararia and Mrs. Preeti Agrawal, Independent Directors of the Company for the financial year 2023-24 by passing an Ordinary Resolution with requisite majority.

8. 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 TENURE:

The members approved 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 tenure by passing an Ordinary Resolution with requisite majority.

9. RE-APPOINTMENT OF MR. P. K. CHOUDHARY (DIN: 00535670) AS MANAGING DIRECTOR OF THE COMPANY FOR A FURTHER PERIOD OF 3 (THREE) YEARS W.E.F. 1ST JULY, 2024 TILL 30TH JUNE, 2027:

The members approved re-appointment of Mr. P. K. Choudhary (DIN: 00535670) as Managing Director of the Company for a further period of 3 (three) years w.e.f. 1st July, 2024 till 30th June, 2027 by passing a Special Resolution with requisite majority.

10. RATIFICATION OF THE REMUNERATION PAYABLE TO THE COST AUDITORS FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2024 AND THE FINANCIAL YEAR ENDING 31ST MARCH, 2025:

The members approved the remuneration payable to M/s. Suresh Pimple & Associates, Cost Accountants, Aurangabad (Firm Registration No. 100780), Cost Auditors of the Company for the financial year ended 31st March, 2024 and the financial year ending 31st March, 2025 by passing an Ordinary Resolution with requisite majority.

The copy of the Consolidated Scrutinizers' Report and Voting Results are enclosed herewith for your reference.

Please take the same on your records.

Thanking you,

Yours faithfully,

For **HINDUSTAN COMPOSITES LIMITED**

Arvind Purohit
Company Secretary & Compliance Officer
Membership No: A33624

Encl.: As above

Date of the AGM	27.09.2024
Total number of shareholders on record date	16385
No. of shareholders present in the meeting either in person or through proxy: Promoters and Promoter Group: Public:	N.A.
No. of Shareholders attended the meeting through Video Conferencing Promoters and Promoter Group: Public	11 51
Mode of voting	Remote e-voting and e-voting during the Annual General Meeting

Resolution No. 1:

Resolution Required: (Ordinary)			Ordinary Resolution for adoption of: (a) The Standalone Audited Financial Statements of the Company for the financial year ended 31 st March, 2024 and the reports of the Board of Directors and Auditors thereon; and (b) The Consolidated Audited Financial Statements of the Company for the financial year ended 31 st March, 2024 together with the reports of Auditors thereon.					
Whether promoter/promoter group are interested in the agenda / resolution?			No					
Category	Mode of Voting	No. of Shares held	No. of valid votes polled	% of Votes Polled on outstanding shares	No. of votes - in favour	No. of votes-against	% of votes in favour on votes polled	% of Votes against on votes polled
Promoter and Promoter group	Remote E-Voting	11073030	11073030	100.0000	11073030	0	100.0000	0.0000
	E-voting during the AGM		0	0.0000	0	0	0.0000	0.0000
	TOTAL		11073030	11073030	100.0000	11073030	0	100.0000
Public-Institutions	Remote E-Voting	2273	0	0.0000	0	0	0.0000	0.0000
	E-voting during the AGM		0	0.0000	0	0	0.0000	0.0000
	TOTAL		2273	0	0.0000	0	0	0.0000
Public-Non Institutions	Remote E-Voting	3693697	8528	0.2309	8299	229	97.3147	2.6853
	E-voting during the AGM		5	0.0001	5	0	100.0000	0.0000
	TOTAL		3693697	8533	0.2310	8304	229	97.3163
TOTAL		14769000	11081563	75.0326	11081334	229	99.9979	0.0021

Invalid votes: Nil

Result: The resolution is passed with requisite majority.

Resolution No. 2:

Resolution Required: (Ordinary)			Ordinary Resolution for declaration of dividend @ 40% i.e. Rs. 2/- per share on the Equity Shares of Rs. 5/- each for the financial year ended 31 st March, 2024.					
Whether promoter/promoter group are interested in the agenda / resolution?			No					
Category	Mode of Voting	No. of Shares held	No. of valid votes polled	% of Votes Polled on outstanding shares	No. of votes - in favour	No. of votes- against	% of votes in favour on votes polled	% of Votes against on votes polled
Promoter and Promoter group	Remote E-Voting	11073030	11073030	100.0000	11073030	0	100.0000	0.0000
	E-voting during the AGM		0	0.0000	0	0	0.0000	0.0000
	TOTAL		11073030	11073030	100.0000	11073030	0	100.0000
Public-Institutions	Remote E-Voting	2273	0	0.0000	0	0	0.0000	0.0000
	E-voting during the AGM		0	0.0000	0	0	0.0000	0.0000
	TOTAL		2273	0	0.0000	0	0	0.0000
Public-Non Institutions	Remote E-Voting	3693697	8873	0.2402	8644	229	97.4191	2.5809
	E-voting during the AGM		5	0.0001	5	0	100.0000	0.0000
	TOTAL		3693697	8878	0.2404	8649	229	97.4206
TOTAL		14769000	11081908	75.0349	11081679	229	99.9979	0.0021

Invalid votes: Nil

Result: The resolution is passed with requisite majority.

Resolution No. 3:

Resolution Required: (Ordinary)			Ordinary Resolution for appointment of a director in place of Mr. P. K. Choudhary (DIN: 00535670), who retired by rotation and being eligible, offered himself for re-appointment.					
Whether promoter/promoter group are interested in the agenda / resolution?			No					
Category	Mode of Voting	No. of Shares held	No. of valid votes polled	% of Votes Polled on outstanding shares	No. of votes - in favour	No. of votes-against	% of votes in favour on votes polled	% of Votes against on votes polled
Promoter and Promoter group	Remote E-Voting	11073030	11073030	100.0000	11073030	0	100.0000	0.0000
	E-voting during the AGM		0	0.0000	0	0	0.0000	0.0000
	TOTAL		11073030	11073030	100.0000	11073030	0	100.0000
Public-Institutions	Remote E-Voting	2273	0	0.0000	0	0	0.0000	0.0000
	E-voting during the AGM		0	0.0000	0	0	0.0000	0.0000
	TOTAL		2273	0	0.0000	0	0	0.0000
Public-Non Institutions	Remote E-Voting	3693697	8528	0.2309	8269	259	96.9629	3.0371
	E-voting during the AGM		5	0.0001	5	0	100.0000	0.0000
	TOTAL		3693697	8533	0.2310	8274	259	96.9647
TOTAL		14769000	11081563	75.0326	11081304	259	99.9977	0.0023

Invalid votes: Nil

Result: The resolution is passed with requisite majority.

Resolution No. 4:

Resolution Required: (Special)			Special Resolution for re-appointment of Mr. Lalit Kumar Bararia (DIN: 00204670) as Non-Executive Independent Director of the Company for second term of 5 (five) consecutive years w.e.f. 13 th February, 2025 to 12 th February, 2030.					
Whether promoter/promoter group are interested in the agenda / resolution?			No					
Category	Mode of Voting	No. of Shares held	No. of valid votes polled	% of Votes Polled on outstanding shares	No. of votes - in favour	No. of votes-against	% of votes in favour on votes polled	% of Votes against on votes polled
Promoter and Promoter group	Remote E-Voting	11073030	11073030	100.0000	11073030	0	100.0000	0.0000
	E-voting during the AGM		0	0.0000	0	0	0.0000	0.0000
	TOTAL		11073030	11073030	100.0000	11073030	0	100.0000
Public-Institutions	Remote E-Voting	2273	0	0.0000	0	0	0.0000	0.0000
	E-voting during the AGM		0	0.0000	0	0	0.0000	0.0000
	TOTAL		2273	0	0.0000	0	0	0.0000
Public-Non Institutions	Remote E-Voting	3693697	8573	0.2321	7519	1054	87.7056	12.2944
	E-voting during the AGM		5	0.0001	5	0	100.0000	0.0000
	TOTAL		3693697	8578	0.2322	7524	1054	87.7128
TOTAL		14769000	11081608	75.0329	11080554	1054	99.9905	0.0095

Invalid votes: Nil

Result: The resolution is passed with requisite majority.

Resolution No. 5:

Resolution Required: (Special)			Special Resolution for re-appointment of Mrs. Preeti Vimal Agrawal (DIN: 08693668) as Non-Executive Independent Director of the Company for second term of 5 (five) consecutive years w.e.f. 13 th February, 2025 to 12 th February, 2030.					
Whether promoter/promoter group are interested in the agenda / resolution?			No					
Category	Mode of Voting	No. of Shares held	No. of valid votes polled	% of Votes Polled on outstanding shares	No. of votes - in favour	No. of votes-against	% of votes in favour on votes polled	% of Votes against on votes polled
Promoter and Promoter group	Remote E-Voting	11073030	11073030	100.0000	11073030	0	100.0000	0.0000
	E-voting during the AGM		0	0.0000	0	0	0.0000	0.0000
	TOTAL		11073030	11073030	100.0000	11073030	0	100.0000
Public-Institutions	Remote E-Voting	2273	0	0.0000	0	0	0.0000	0.0000
	E-voting during the AGM		0	0.0000	0	0	0.0000	0.0000
	TOTAL		2273	0	0.0000	0	0	0.0000
Public-Non Institutions	Remote E-Voting	3693697	8528	0.2309	7474	1054	87.6407	12.3593
	E-voting during the AGM		5	0.0001	5	0	100.0000	0.0000
	TOTAL		3693697	8533	0.2310	7479	1054	87.6480
TOTAL		14769000	11081563	75.0326	11080509	1054	99.9905	0.0095

Invalid votes: Nil

Result: The resolution is passed with requisite majority.

Resolution No. 6:

Resolution Required: (Special)			Special Resolution for appointment of Mr. Snehal Muzoomdar (DIN: 00729992) as Non-Executive Independent Director of the Company for term of 5 (five) consecutive years w.e.f. 1 st October, 2024 to 30 th September, 2029.					
Whether promoter/promoter group are interested in the agenda / resolution?			No					
Category	Mode of Voting	No. of Shares held	No. of valid votes polled	% of Votes Polled on outstanding shares	No. of votes - in favour	No. of votes-against	% of votes in favour on votes polled	% of Votes against on votes polled
Promoter and Promoter group	Remote E-Voting	11073030	11073030	100.0000	11073030	0	100.0000	0.0000
	E-voting during the AGM		0	0.0000	0	0	0.0000	0.0000
	TOTAL		11073030	11073030	100.0000	11073030	0	100.0000
Public-Institutions	Remote E-Voting	2273	0	0.0000	0	0	0.0000	0.0000
	E-voting during the AGM		0	0.0000	0	0	0.0000	0.0000
	TOTAL		2273	0	0.0000	0	0	0.0000
Public-Non Institutions	Remote E-Voting	3693697	8528	0.2309	8269	259	96.9629	3.0371
	E-voting during the AGM		5	0.0001	5	0	100.0000	0.0000
	TOTAL		3693697	8533	0.2310	8274	259	96.9647
TOTAL		14769000	11081563	75.0326	11081304	259	99.9977	0.0023

Invalid votes: Nil

Result: The resolution is passed with requisite majority.

Resolution No. 7:

Resolution Required: (Ordinary)			Ordinary Resolution for payment of commission to Mr. Deepak Sethi, Mr. Lalit Kumar Bararia and Mrs. Preeti Agrawal, Independent Directors of the Company for the financial year ended 31 st March, 2024.					
Whether promoter/promoter group are interested in the agenda / resolution?			No					
Category	Mode of Voting	No. of Shares held	No. of valid votes polled	% of Votes Polled on outstanding shares	No. of votes - in favour	No. of votes-against	% of votes in favour on votes polled	% of Votes against on votes polled
Promoter and Promoter group	Remote E-Voting	11073030	11073030	100.0000	11073030	0	100.0000	0.0000
	E-voting during the AGM		0	0.0000	0	0	0.0000	0.0000
	TOTAL		11073030	11073030	100.0000	11073030	0	100.0000
Public-Institutions	Remote E-Voting	2273	0	0.0000	0	0	0.0000	0.0000
	E-voting during the AGM		0	0.0000	0	0	0.0000	0.0000
	TOTAL		2273	0	0.0000	0	0	0.0000
Public-Non Institutions	Remote E-Voting	3693697	8528	0.2309	7504	1024	87.9925	12.0075
	E-voting during the AGM		5	0.0001	5	0	100.0000	0.0000
	TOTAL		3693697	8533	0.2310	7509	1024	87.9995
TOTAL		14769000	11081563	75.0326	11080539	1024	99.9908	0.0092

Invalid votes: Nil

Result: The resolution is passed with requisite majority.

Resolution No. 8:

Resolution Required: (Ordinary)			Ordinary Resolution for revision in remuneration payable to Mr. P. K. Choudhary (DIN: 00535670), Managing Director of the Company, w.e.f. 1 st April, 2024 for the remaining period of his current tenure.					
Whether promoter/promoter group are interested in the agenda / resolution?			No					
Category	Mode of Voting	No. of Shares held	No. of valid votes polled	% of Votes Polled on outstanding shares	No. of votes - in favour	No. of votes-against	% of votes in favour on votes polled	% of Votes against on votes polled
Promoter and Promoter group	Remote E-Voting	11073030	11073030	100.0000	11073030	0	100.0000	0.0000
	E-voting during the AGM		0	0.0000	0	0	0.0000	0.0000
	TOTAL		11073030	11073030	100.0000	11073030	0	100.0000
Public-Institutions	Remote E-Voting	2273	0	0.0000	0	0	0.0000	0.0000
	E-voting during the AGM		0	0.0000	0	0	0.0000	0.0000
	TOTAL		2273	0	0.0000	0	0	0.0000
Public-Non Institutions	Remote E-Voting	3693697	8528	0.2309	7474	1054	87.6407	12.3593
	E-voting during the AGM		5	0.0001	5	0	100.0000	0.0000
	TOTAL		3693697	8533	0.2310	7479	1054	87.6480
TOTAL		14769000	11081563	75.0326	11080509	1054	99.9905	0.0095

Invalid votes: Nil

Result: The resolution is passed with requisite majority

Resolution No. 9:

Resolution Required: (Special)			Special Resolution for re-appointment of Mr. P. K. Choudhary (DIN: 00535670) as Managing Director of the Company for a further period of 3 (three) years w.e.f. 1 st July, 2024 till 30 th June, 2027.					
Whether promoter/promoter group are interested in the agenda / resolution?			No					
Category	Mode of Voting	No. of Shares held	No. of valid votes polled	% of Votes Polled on outstanding shares	No. of votes - in favour	No. of votes-against	% of votes in favour on votes polled	% of Votes against on votes polled
Promoter and Promoter group	Remote E-Voting	11073030	11073030	100.0000	11073030	0	100.0000	0.0000
	E-voting during the AGM		0	0.0000	0	0	0.0000	0.0000
	TOTAL		11073030	11073030	100.0000	11073030	0	100.0000
Public-Institutions	Remote E-Voting	2273	0	0.0000	0	0	0.0000	0.0000
	E-voting during the AGM		0	0.0000	0	0	0.0000	0.0000
	TOTAL		2273	0	0.0000	0	0	0.0000
Public-Non Institutions	Remote E-Voting	3693697	8528	0.2309	8299	229	97.3147	2.6853
	E-voting during the AGM		5	0.0001	5	0	100.0000	0.0000
	TOTAL		3693697	8533	0.2310	8304	229	97.3163
TOTAL		14769000	11081563	75.0326	11081334	229	99.9979	0.0021

Invalid votes: Nil

Result: The resolution is passed with requisite majority.

Resolution No. 10:

Resolution Required: (Ordinary)			Ordinary Resolution for ratification of the remuneration payable to the Cost Auditors of the Company for the financial year ended 31 st March, 2024 and the financial year ending 31 st March, 2025.					
Whether promoter/promoter group are interested in the agenda / resolution?			No					
Category	Mode of Voting	No. of Shares held	No. of valid votes polled	% of Votes Polled on outstanding shares	No. of votes - in favour	No. of votes-against	% of votes in favour on votes polled	% of Votes against on votes polled
Promoter and Promoter group	Remote E-Voting	11073030	11073030	100.0000	11073030	0	100.0000	0.0000
	E-voting during the AGM		0	0.0000	0	0	0.0000	0.0000
	TOTAL		11073030	11073030	100.0000	11073030	0	100.0000
Public-Institutions	Remote E-Voting	2273	0	0.0000	0	0	0.0000	0.0000
	E-voting during the AGM		0	0.0000	0	0	0.0000	0.0000
	TOTAL		2273	0	0.0000	0	0	0.0000
Public-Non Institutions	Remote E-Voting	3693697	8528	0.2309	7369	1159	86.4095	13.5905
	E-voting during the AGM		5	0.0001	5	0	100.0000	0.0000
	TOTAL		3693697	8533	0.2310	7374	1159	86.4174
TOTAL		14769000	11081563	75.0326	11080404	1159	99.9895	0.0105

Invalid votes: Nil

Result: The resolution is passed with requisite majority.



CONSOLIDATED SCRUTINIZER'S REPORT

[Pursuant to Section 108 of the Companies Act, 2013 read with
Rule 20(4)(xii) of the Companies (Management and Administration) Rules, 2014]

To,
Mr. P. K. Choudhury
Chairman of 60th Annual General Meeting of
Hindustan Composites Limited
Peninsula Business Park,
'A' Tower, 8th Floor,
Senapati Bapat Marg,
Lower Parel, Mumbai - 400013

Dear Sir,

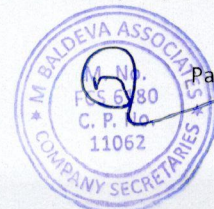
Sub.: Consolidated Scrutinizer's Report on e-voting done by members of the Company through "remote e-voting process" and "e-voting process" during the 60th Annual General Meeting held on Friday, 27th September, 2024.

I, CS Manish Baldeva, Proprietor, M/s. M Baldeva Associates, Company Secretaries, Mumbai was appointed as Scrutinizer by the Board of Directors of **Hindustan Composites Limited** ('the Company') in its meeting held on 14th August, 2024 for the purpose of scrutinizing the voting done through remote e-voting process and the e-voting process during the 60th Annual General Meeting ('AGM') of the Company held on Friday, 27th September, 2024, pursuant to the provisions of Section 108 of the Companies Act, 2013 ('Act') read with Rule 20 of the Companies (Management and Administration) Rules, 2014 for passing of the resolutions as mentioned under item numbers 1 to 10 in the Notice of the 60th AGM of the members of the Company dated 14th August, 2024.

I submit my report as under:

1. As per the guidelines issued by the Ministry of Corporate Affairs vide General Circular No. 09/2023 dated 25th September, 2023 read with earlier circulars issued from time to time in this regard (collectively referred to as 'MCA Circulars'), the 60th AGM was held through Video Conferencing ('VC') / Other Audio Visual Means ('OAVM').
2. The management of the Company is responsible to ensure the compliances with the requirements of the Companies Act, 2013 and Rules relating to remote e-voting and the e-voting during the 60th AGM on the resolutions contained in the said notice of 60th AGM of the members of the Company. My responsibility as Scrutinizer for the remote e-voting process and e-voting conducted during the 60th AGM is restricted to make the Scrutinizer's Report on the votes cast "in favour" or "against" the resolutions stated in the said notice based on the report generated from the e-voting system provided by the Central Depository Services (India) Limited ('CDSL'), the agency engaged by the Company to provide e-voting facility i.e. remote e-voting facility and e-voting facility during the 60th AGM.
3. The Notice of the 60th AGM dated 14th August, 2024 along with the statement setting out material facts under Section 102 of the Act and Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 was sent to the members through e-mail on 30th August, 2024, whose email address were registered with the Company / Depository

Consolidated Scrutinizer's Report / HCL / 60th AGM



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M Baldeva Associates

Company Secretaries

Participants. The said notice was dispatched on the basis of Register of Members and List of Beneficial Owners of the Company as on 23rd August, 2024.

4. As per the provisions of Rule 20 of the Companies (Management and Administration) Rules, 2014 and as required under the said Circulars, the Company published advertisement about sending of the notice of 60th AGM through e-mail in accordance with the said Circulars, in the Marathi newspaper "Mumbai Lakshadweep" and in the English newspaper "Financial Express" on Wednesday, 28th August, 2024 and published advertisement giving notice of 60th AGM, providing remote e-voting facility and e-voting facility during the said AGM and book closure in the Marathi newspaper "Mumbai Lakshadweep" and in the English newspaper "Financial Express" on Saturday, 31st August, 2024.
5. The voting rights of members were considered in proportion to their share in the paid-up equity share capital of the Company as on cut-off date i.e. Friday, 20th September, 2024.
6. In terms of the aforesaid Notice, the remote e-voting was kept open for 3 (three) days i.e. from Tuesday, 24th September, 2024 (9:00 A.M.) to Thursday, 26th September, 2024 (5:00 P.M.). The members cast their votes electronically on remote e-voting platform provided by the CDSL. The shareholders who were present at the 60th AGM of the Company through VC / OAVM and had not voted through remote e-voting process earlier were allowed to cast their votes through e-voting system provided by the CDSL during the 60th AGM.
7. The summary of the voting through remote e-voting facility and e-voting process at 60th AGM are as under:





Resolution No. 1:

Resolution Required: (Ordinary)			Ordinary Resolution for adoption of: (a) The Standalone Audited Financial Statements of the Company for the financial year ended 31 st March, 2024 and the reports of the Board of Directors and Auditors thereon; and (b) The Consolidated Audited Financial Statements of the Company for the financial year ended 31 st March, 2024 together with the reports of Auditors thereon.					
Whether promoter/promoter group are interested in the agenda / resolution?			No					
Category	Mode of Voting	No. of Shares held	No. of valid votes polled	% of Votes Polled on outstanding shares	No. of votes – in favour	No. of votes-against	% of votes in favour on votes polled	% of Votes against on votes polled
Promoter and Promoter group	Remote E-Voting	11073030	11073030	100.0000	11073030	0	100.0000	0.0000
	E-voting during the AGM		0	0.0000	0	0	0.0000	0.0000
	TOTAL		11073030	11073030	100.0000	11073030	0	100.0000
Public-Institutions	Remote E-Voting	2273	0	0.0000	0	0	0.0000	0.0000
	E-voting during the AGM		0	0.0000	0	0	0.0000	0.0000
	TOTAL		2273	0	0.0000	0	0	0.0000
Public-Non Institutions	Remote E-Voting	3693697	8528	0.2309	8299	229	97.3147	2.6853
	E-voting during the AGM		5	0.0001	5	0	100.0000	0.0000
	TOTAL		3693697	8533	0.2310	8304	229	97.3163
TOTAL		14769000	11081563	75.0326	11081334	229	99.9979	0.0021

Invalid votes: Nil

Result: The resolution is passed with requisite majority.





Resolution No. 2:

Resolution Required: (Ordinary)			Ordinary Resolution for declaration of dividend @ 40% i.e. Rs. 2/- per share on the Equity Shares of Rs. 5/- each for the financial year ended 31 st March, 2024.					
Whether promoter/promoter group are interested in the agenda / resolution?			No					
Category	Mode of Voting	No. of Shares held	No. of valid votes polled	% of Votes Polled on outstanding shares	No. of votes – in favour	No. of votes-against	% of votes in favour on votes polled	% of Votes against on votes polled
Promoter and Promoter group	Remote E-Voting	11073030	11073030	100.0000	11073030	0	100.0000	0.0000
	E-voting during the AGM		0	0.0000	0	0	0.0000	0.0000
	TOTAL		11073030	11073030	100.0000	11073030	0	100.0000
Public- Institutions	Remote E-Voting	2273	0	0.0000	0	0	0.0000	0.0000
	E-voting during the AGM		0	0.0000	0	0	0.0000	0.0000
	TOTAL		2273	0	0.0000	0	0	0.0000
Public- Non Institutions	Remote E-Voting	3693697	8873	0.2402	8644	229	97.4191	2.5809
	E-voting during the AGM		5	0.0001	5	0	100.0000	0.0000
	TOTAL		3693697	8878	0.2404	8649	229	97.4206
TOTAL		14769000	11081908	75.0349	11081679	229	99.9979	0.0021

Invalid votes: Nil

Result: The resolution is passed with requisite majority.





Resolution No. 3:

Resolution Required: (Ordinary)			Ordinary Resolution for appointment of a director in place of Mr. P. K. Choudhary (DIN: 00535670), who retired by rotation and being eligible, offered himself for re-appointment.					
Whether promoter/promoter group are interested in the agenda / resolution?			No					
Category	Mode of Voting	No. of Shares held	No. of valid votes polled	% of Votes Polled on outstanding shares	No. of votes – in favour	No. of votes-against	% of votes in favour on votes polled	% of Votes against on votes polled
Promoter and Promoter group	Remote E-Voting	11073030	11073030	100.0000	11073030	0	100.0000	0.0000
	E-voting during the AGM		0	0.0000	0	0	0.0000	0.0000
	TOTAL		11073030	11073030	100.0000	11073030	0	100.0000
Public- Institutions	Remote E-Voting	2273	0	0.0000	0	0	0.0000	0.0000
	E-voting during the AGM		0	0.0000	0	0	0.0000	0.0000
	TOTAL		2273	0	0.0000	0	0	0.0000
Public- Non Institutions	Remote E-Voting	3693697	8528	0.2309	8269	259	96.9629	3.0371
	E-voting during the AGM		5	0.0001	5	0	100.0000	0.0000
	TOTAL		3693697	8533	0.2310	8274	259	96.9647
TOTAL		14769000	11081563	75.0326	11081304	259	99.9977	0.0023

Invalid votes: Nil

Result: The resolution is passed with requisite majority.





Resolution No. 4:

Resolution Required: (Special)			Special Resolution for re-appointment of Mr. Lalit Kumar Bararia (DIN: 00204670) as Non-Executive Independent Director of the Company for second term of 5 (five) consecutive years w.e.f. 13 th February, 2025 to 12 th February, 2030.					
Whether promoter/promoter group are interested in the agenda / resolution?			No					
Category	Mode of Voting	No. of Shares held	No. of valid votes polled	% of Votes Polled on outstanding shares	No. of votes – in favour	No. of votes-against	% of votes in favour on votes polled	% of Votes against on votes polled
Promoter and Promoter group	Remote E-Voting	11073030	11073030	100.0000	11073030	0	100.0000	0.0000
	E-voting during the AGM		0	0.0000	0	0	0.0000	0.0000
	TOTAL		11073030	11073030	100.0000	11073030	0	100.0000
Public- Institutions	Remote E-Voting	2273	0	0.0000	0	0	0.0000	0.0000
	E-voting during the AGM		0	0.0000	0	0	0.0000	0.0000
	TOTAL		2273	0	0.0000	0	0	0.0000
Public- Non Institutions	Remote E-Voting	3693697	8573	0.2321	7519	1054	87.7056	12.2944
	E-voting during the AGM		5	0.0001	5	0	100.0000	0.0000
	TOTAL		3693697	8578	0.2322	7524	1054	87.7128
TOTAL		14769000	11081608	75.0329	11080554	1054	99.9905	0.0095

Invalid votes: Nil

Result: The resolution is passed with requisite majority.





Resolution No. 5:

Resolution Required: (Special)			Special Resolution for re-appointment of Mrs. Preeti Vimal Agrawal (DIN: 08693668) as Non-Executive Independent Director of the Company for second term of 5 (five) consecutive years w.e.f. 13 th February, 2025 to 12 th February, 2030.					
Whether promoter/promoter group are interested in the agenda / resolution?			No					
Category	Mode of Voting	No. of Shares held	No. of valid votes polled	% of Votes Polled on outstanding shares	No. of votes – in favour	No. of votes-against	% of votes in favour on votes polled	% of Votes against on votes polled
Promoter and Promoter group	Remote E-Voting	11073030	11073030	100.0000	11073030	0	100.0000	0.0000
	E-voting during the AGM		0	0.0000	0	0	0.0000	0.0000
	TOTAL		11073030	11073030	100.0000	11073030	0	100.0000
Public-Institutions	Remote E-Voting	2273	0	0.0000	0	0	0.0000	0.0000
	E-voting during the AGM		0	0.0000	0	0	0.0000	0.0000
	TOTAL		2273	0	0.0000	0	0	0.0000
Public- Non Institutions	Remote E-Voting	3693697	8528	0.2309	7474	1054	87.6407	12.3593
	E-voting during the AGM		5	0.0001	5	0	100.0000	0.0000
	TOTAL		3693697	8533	0.2310	7479	1054	87.6480
TOTAL		14769000	11081563	75.0326	11080509	1054	99.9905	0.0095

Invalid votes: Nil

Result: The resolution is passed with requisite majority.





Resolution No. 6:

Resolution Required: (Special)			Special Resolution for appointment of Mr. Snehal Muzoomdar (DIN: 00729992) as Non-Executive Independent Director of the Company for term of 5 (five) consecutive years w.e.f. 1 st October, 2024 to 30 th September, 2029.					
Whether promoter/promoter group are interested in the agenda / resolution?			No					
Category	Mode of Voting	No. of Shares held	No. of valid votes polled	% of Votes Polled on outstanding shares	No. of votes – in favour	No. of votes-against	% of votes in favour on votes polled	% of Votes against on votes polled
Promoter and Promoter group	Remote E-Voting	11073030	11073030	100.0000	11073030	0	100.0000	0.0000
	E-voting during the AGM		0	0.0000	0	0	0.0000	0.0000
	TOTAL		11073030	11073030	100.0000	11073030	0	100.0000
Public- Institutions	Remote E-Voting	2273	0	0.0000	0	0	0.0000	0.0000
	E-voting during the AGM		0	0.0000	0	0	0.0000	0.0000
	TOTAL		2273	0	0.0000	0	0	0.0000
Public- Non Institutions	Remote E-Voting	3693697	8528	0.2309	8269	259	96.9629	3.0371
	E-voting during the AGM		5	0.0001	5	0	100.0000	0.0000
	TOTAL		3693697	8533	0.2310	8274	259	96.9647
TOTAL		14769000	11081563	75.0326	11081304	259	99.9977	0.0023

Invalid votes: Nil

Result: The resolution is passed with requisite majority.





Resolution No. 7:

Resolution Required: (Ordinary)			Ordinary Resolution for payment of commission to Mr. Deepak Sethi, Mr. Lalit Kumar Bararia and Mrs. Preeti Agrawal, Independent Directors of the Company for the financial year ended 31 st March, 2024.					
Whether promoter/promoter group are interested in the agenda / resolution?			No					
Category	Mode of Voting	No. of Shares held	No. of valid votes polled	% of Votes Polled on outstanding shares	No. of votes – in favour	No. of votes-against	% of votes in favour on votes polled	% of Votes against on votes polled
Promoter and Promoter group	Remote E-Voting	11073030	11073030	100.0000	11073030	0	100.0000	0.0000
	E-voting during the AGM		0	0.0000	0	0	0.0000	0.0000
	TOTAL		11073030	11073030	100.0000	11073030	0	100.0000
Public- Institutions	Remote E-Voting	2273	0	0.0000	0	0	0.0000	0.0000
	E-voting during the AGM		0	0.0000	0	0	0.0000	0.0000
	TOTAL		2273	0	0.0000	0	0	0.0000
Public- Non Institutions	Remote E-Voting	3693697	8528	0.2309	7504	1024	87.9925	12.0075
	E-voting during the AGM		5	0.0001	5	0	100.0000	0.0000
	TOTAL		3693697	8533	0.2310	7509	1024	87.9995
TOTAL		14769000	11081563	75.0326	11080539	1024	99.9908	0.0092

Invalid votes: Nil

Result: The resolution is passed with requisite majority.





Resolution No. 8:

Resolution Required: (Ordinary)			Ordinary Resolution for revision in remuneration payable to Mr. P. K. Choudhary (DIN: 00535670), Managing Director of the Company, w.e.f. 1 st April, 2024 for the remaining period of his current tenure.					
Whether promoter/promoter group are interested in the agenda / resolution?			No					
Category	Mode of Voting	No. of Shares held	No. of valid votes polled	% of Votes Polled on outstanding shares	No. of votes – in favour	No. of votes-against	% of votes in favour on votes polled	% of Votes against on votes polled
Promoter and Promoter group	Remote E-Voting	11073030	11073030	100.0000	11073030	0	100.0000	0.0000
	E-voting during the AGM		0	0.0000	0	0	0.0000	0.0000
	TOTAL		11073030	11073030	100.0000	11073030	0	100.0000
Public- Institutions	Remote E-Voting	2273	0	0.0000	0	0	0.0000	0.0000
	E-voting during the AGM		0	0.0000	0	0	0.0000	0.0000
	TOTAL		2273	0	0.0000	0	0	0.0000
Public- Non Institutions	Remote E-Voting	3693697	8528	0.2309	7474	1054	87.6407	12.3593
	E-voting during the AGM		5	0.0001	5	0	100.0000	0.0000
	TOTAL		3693697	8533	0.2310	7479	1054	87.6480
TOTAL		14769000	11081563	75.0326	11080509	1054	99.9905	0.0095

Invalid votes: Nil

Result: The resolution is passed with requisite majority.





Resolution No. 9:

Resolution Required: (Special)			Special Resolution for re-appointment of Mr. P. K. Choudhary (DIN: 00535670) as Managing Director of the Company for a further period of 3 (three) years w.e.f. 1 st July, 2024 till 30 th June, 2027.					
Whether promoter/promoter group are interested in the agenda / resolution?			No					
Category	Mode of Voting	No. of Shares held	No. of valid votes polled	% of Votes Polled on outstanding shares	No. of votes – in favour	No. of votes-against	% of votes in favour on votes polled	% of Votes against on votes polled
Promoter and Promoter group	Remote E-Voting	11073030	11073030	100.0000	11073030	0	100.0000	0.0000
	E-voting during the AGM		0	0.0000	0	0	0.0000	0.0000
	TOTAL		11073030	11073030	100.0000	11073030	0	100.0000
Public-Institutions	Remote E-Voting	2273	0	0.0000	0	0	0.0000	0.0000
	E-voting during the AGM		0	0.0000	0	0	0.0000	0.0000
	TOTAL		2273	0	0.0000	0	0	0.0000
Public- Non Institutions	Remote E-Voting	3693697	8528	0.2309	8299	229	97.3147	2.6853
	E-voting during the AGM		5	0.0001	5	0	100.0000	0.0000
	TOTAL		3693697	8533	0.2310	8304	229	97.3163
TOTAL		14769000	11081563	75.0326	11081334	229	99.9979	0.0021

Invalid votes: Nil

Result: The resolution is passed with requisite majority.





Resolution No. 10:

Resolution Required: (Ordinary)			Ordinary Resolution for ratification of the remuneration payable to the Cost Auditors of the Company for the financial year ended 31 st March, 2024 and the financial year ending 31 st March, 2025.					
Whether promoter/promoter group are interested in the agenda / resolution?			No					
Category	Mode of Voting	No. of Shares held	No. of valid votes polled	% of Votes Polled on outstanding shares	No. of votes – in favour	No. of votes- against	% of votes in favour on votes polled	% of Votes against on votes polled
Promoter and Promoter group	Remote E-Voting	11073030	11073030	100.0000	11073030	0	100.0000	0.0000
	E-voting during the AGM		0	0.0000	0	0	0.0000	0.0000
	TOTAL		11073030	11073030	100.0000	11073030	0	100.0000
Public- Institutions	Remote E-Voting	2273	0	0.0000	0	0	0.0000	0.0000
	E-voting during the AGM		0	0.0000	0	0	0.0000	0.0000
	TOTAL		2273	0	0.0000	0	0	0.0000
Public- Non Institutions	Remote E-Voting	3693697	8528	0.2309	7369	1159	86.4095	13.5905
	E-voting during the AGM		5	0.0001	5	0	100.0000	0.0000
	TOTAL		3693697	8533	0.2310	7374	1159	86.4174
TOTAL		14769000	11081563	75.0326	11080404	1159	99.9895	0.0105

Invalid votes: Nil

Result: The resolution is passed with requisite majority.





The relevant records relating to e-voting shall remain in my safe custody until the Chairman of the meeting considers, approves and signs the minutes of the aforesaid meeting and then the same will be handed over to the Company Secretary for safe keeping.

For M Baldeva Associates
Company Secretaries



CS Manish Baldeva
Proprietor

Place: Mumbai
Date: 28th September, 2024

M. No. FCS 6180; C.P. No. 11062
Peer Review: 1436/2021
UDIN: F006180F001355440

Countersigned by

For Hindustan Composites Limited

Chairman/Authorised Signatory