



HINDUSTAN COMPOSITES LTD.

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Senapati Bapat Marg, Lower Parel, Mumbai - 400 013.
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CIN No. L29120MH1964PLC012955

31st August, 2018

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

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

Dear Sir,

Sub.: Disclosure under Regulations 30 and 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for 54th Annual General Meeting (AGM) held on Thursday, the 30th day of August, 2018.

Pursuant to the Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we hereby furnish the proceedings of the 54th Annual General Meeting of the Company held on Thursday, 30th August, 2018 at 11.30 a.m. at Hall of Harmony, Nehru Centre, Dr. Annie Besant Road, Worli, Mumbai – 400 018.

Pursuant to the provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended and the Regulation 44 of 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 54th Annual General Meeting. Further, to facilitate the voting at AGM to the members present thereat and did not cast their votes earlier through remote e-voting, the Company provided polling papers to enable them to vote in respect of items of business as set out in the Notice of 54th Annual General Meeting. CS Manish Baldeva, Proprietor M/s. M Baldeva Associates, Company Secretaries, Thane was appointed as Scrutinizer for the remote E-voting process and conducting the Poll by way of Polling Papers.

The result of e-voting on each resolution was determined considering the aggregate of votes cast by the members on each resolution, both through e-voting as well as poll on which Scrutinizer issued Consolidated Scrutinizer's Report.

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

1. APPROVAL OF 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, 2018, together with Reports of Directors' and Auditors' thereon by passing Ordinary Resolutions with requisite majority.



Regional Sales Offices

East 29, Ganesh Chandra Avenue, Bando House, Room No. 207, 2nd Floor, Kolkata - 700 013. • Tel.: 91-33-2236078 • Fax: 91-33-22360788
West - B-11, Paragon Condominium, 1st Floor, P. B. Marg, Worli, Mumbai - 400 013. • Tel.: 91-22-2495 1355 • Fax: 91-22 2495 7365
North : 401, Rohit House, 3 - Tolstoy Marg, New Delhi - 110 001 • Tel.: 91-11-2331 3845 • Fax: 91-11-23313846
South New No 931, Old No 478, Ramanyam Citadel Apartment, 2nd Floor, Poonamallee High Road, Arumbakkam, Chennai - 600 106 • Tel: 91-44-23633722

2. DECLARATION OF DIVIDEND:

The members approved the payment of Dividend of Re. 0.50 per equity share of Rs. 5/- each i.e. 10% of the paid-up equity capital of the Company for the year ended 31st March, 2018 by passing Ordinary Resolution with requisite majority.

3. RE-APPOINTMENT OF MRS. SAKSHI MODY:

The members re-appointed Mrs. Sakshi Mody (DIN: 06518139) as a Director of the Company, who retired by rotation and being eligible offered herself for re-appointment by passing Ordinary Resolution with requisite majority.

4. RE-APPOINTMENT OF MR. A. B. VAIDYA (DIN: 00246208) AS AN INDEPENDENT NON –EXECUTIVE DIRECTOR OF THE COMPANY FOR A SECOND TERM OF FIVE CONSECUTIVE YEARS W.E.F. 1ST APRIL, 2019 TO 31ST MARCH, 2024:

The Members approved the re-appointment of Mr. A. B. Vaidya (DIN: 00246208) as an Independent Non- Executive Director of the Company for a second term of five consecutive years w.e.f. 1st April, 2019 to 31st March, 2024 who shall not be liable to retire by rotation, by passing Special Resolution with requisite majority.

5. RE-APPOINTMENT OF LT. GEN. (RETD.) K. S. BRAR (DIN: 01146720) AS AN INDEPENDENT NON –EXECUTIVE DIRECTOR OF THE COMPANY FOR A SECOND TERM OF FIVE CONSECUTIVE YEARS W.E.F. 1ST APRIL, 2019 TO 31ST MARCH, 2024:

The Members approved the re-appointment of Lt. Gen. (Retd.) K. S. Brar (DIN: 01146720) as an Independent Non- Executive Director of the Company for a second term of five consecutive years w.e.f. 1st April, 2019 to 31st March, 2024 who shall not be liable to retire by rotation, by passing Special Resolution with requisite majority.

6. REVISION IN REMUNERATION PAYABLE TO MR. RAGHU MODY, EXECUTIVE CHAIRMAN AND WHOLE TIME DIRECTOR:

The Members approved the revision in remuneration payable to Mr. Raghu Mody (DIN: 00053329), Executive Chairman and Whole Time Director w.e.f. 1st April, 2018 for the remaining period of his tenure by passing Ordinary Resolution with requisite majority .

7. REVISION IN REMUNERATION PAYABLE TO MR. P. K. CHOUDHARY, MANAGING DIRECTOR:

The members approved the revision in remuneration payable to Mr. P. K. Choudhary (DIN: 00535670), Managing Director w.e.f. 1st April, 2018 for the remaining period of his tenure by passing Ordinary Resolution with requisite majority.

8. REVISION IN REMUNERATION PAYABLE TO MR. VARUNN MODY, PRESIDENT – TREASURY AND STRATEGY OF THE COMPANY:

The Members approved the revision in remuneration payable to Mr. Varunn Mody, President – Treasury and Strategy of the Company, a relative of Mrs. Sakshi Mody, Non – Executive Director of the Company, w.e.f. 1st July, 2018 by passing Ordinary Resolution with requisite majority.



9. PAYMENT OF COMMISSION TO ALL INDEPENDENT DIRECTORS OF THE COMPANY FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2018:

The Members approved the payment of commission to all Independent Directors of the Company for the financial year ended 31st March, 2018 by passing 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**



Vikram Soni

Company Secretary & Compliance Officer

Membership No: A36705



Encl.: As above

Date of the AGM	30.08.2018
Total number of shareholders on record date	16746
No. of shareholders present in the meeting either in person or through proxy: Promoters and Promoter Group: Public:	12 23
No. of Shareholders attended the meeting through Video Conferencing Promoters and Promoter Group: Public	None None
Mode of voting	Remote e-voting and through poll papers at the Annual General Meeting

Resolution No. 1:

Resolution Required: (Ordinary/Special)		Ordinary Resolutions for adoption of - (a) Standalone Audited Financial Statements of the Company for the financial year ended 31 st March, 2018 together with Reports of the Directors' and of the Auditors' thereon; and (b) Consolidated Audited Financial Statements of the Company for the financial year ended 31 st March, 2018 together with Report of the Auditors' thereon.						
Whether promoter/promoter group are interested in the agenda / resolution?		No						
Category	Mode of Voting	No. of Shares held	No. of 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	E-Voting	11073030	-	-	-	-	-	-
	Poll		11073030	100.0000	11073030	0	100.0000	0.0000
	Postal Ballot		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total		11073030	11073030	100.0000	11073030	0	100.0000
Public-Institutions	E-Voting	12162	-	-	-	-	-	-
	Poll		-	-	-	-	-	-
	Postal Ballot		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total		12162	-	-	-	-	-
Public- Non Institutions	E-Voting	3683808	694	0.0188	681	13	98.1268	1.8732
	Poll		280	0.0076	280	0	100.0000	0.00
	Postal Ballot		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total		3683808	974	0.0264	961	13	98.6653
Total		14769000	11074004	74.9814	11073991	13	99.9999	0.0001

Invalid votes - Public-Non Institutions= 15

Result: The resolution passed with requisite majority.



Resolution No.2:

Resolution Required: (Ordinary/Special)			Ordinary Resolution for declaration of dividend on the Equity Shares of Rs. 5/- each for the financial year ended 31 st March, 2018.					
Whether promoter/promoter group are interested in the agenda / resolution?			No					
Category	Mode of Voting	No. of Shares held	No. of 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	E-Voting	11073030	-	-	-	-	-	-
	Poll		11073030	100.0000	11073030	0	100.0000	0.0000
	Postal Ballot		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total		11073030	11073030	100.0000	11073030	0	100.0000
Public- Institutions	E-Voting	12162	-	-	-	-	-	-
	Poll		-	-	-	-	-	-
	Postal Ballot		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total		12162	-	-	-	-	-
Public- Non Institutions	E-Voting	3683808	694	0.0188	691	3	99.5677	0.4323
	Poll		280	0.0076	280	0	100.0000	0.0000
	Postal Ballot		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total		3683808	974	0.0264	971	3	99.6920
Total		14769000	11074004	74.9814	11074001	3	99.9999	0.0001

Invalid votes - Public Non-Institutions = 15

Result: The resolution passed with requisite majority.



Resolution No.3:

Resolution Required: (Ordinary/Special)			Ordinary Resolution for appointment of a director in place of Mrs. Sakshi Mody (DIN: 06518139), who retires by rotation and being eligible, offered herself for re-appointment.					
Whether promoter/promoter group are interested in the agenda / resolution?			Yes					
Category	Mode of Voting	No. of Shares held	No. of 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	E-Voting	11073030	-	-	-	-	-	-
	Poll		11073030	100.0000	11073030	0	100.0000	0.0000
	Postal Ballot		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total		11073030	11073030	100.0000	11073030	0	100.0000
Public-Institutions	E-Voting	12162	-	-	-	-	-	-
	Poll		-	-	-	-	-	-
	Postal Ballot		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total		12162	-	-	-	-	-
Public- Non Institutions	E-Voting	3683808	694	0.0188	651	43	93.8040	6.1960
	Poll		280	0.0076	280	0	100.0000	0.0000
	Postal Ballot		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total		3683808	974	0.0264	931	43	95.5852
Total		14769000	11074004	74.9814	11073961	43	99.9996	0.0004

Invalid votes - Public Non-Institutions = 15

Result: The resolution passed with requisite majority.



Resolution No. 4:

Resolution Required: (Ordinary/Special)			Special Resolution for re-appointment of Mr. A. B. Vaidya (DIN: 00246208) as an Independent, Non –Executive Director of the Company, for a second term of five consecutive years w.e.f. 1 st April, 2019 to 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 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	E-Voting	11073030	-	-	-	-	-	-
	Poll		11073030	100.0000	11073030	0	100.0000	0.0000
	Postal Ballot		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total		11073030	11073030	100.0000	11073030	0	100.0000
Public-Institutions	E-Voting	12162	-	-	-	-	-	-
	Poll		-	-	-	-	-	-
	Postal Ballot		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total		12162	-	-	-	-	-
Public-Non Institutions	E-Voting	3683808	694	0.0188	651	43	93.8040	6.1960
	Poll		280	0.0076	280	0	100.0000	0.0000
	Postal Ballot		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total		3683808	974	0.0264	931	43	95.5852
Total		14769000	11074004	74.9814	11073961	43	99.9996	0.0004

Invalid votes - Public Non-Institutions = 15

Result: The resolution passed with requisite majority.



Resolution No.5:

Resolution Required: (Ordinary/Special)			Special Resolution for re-appointment of Lt. Gen. (Retd.) K. S. Brar (DIN: 01146720) as an Independent, Non –Executive Director of the Company, for a second term of five consecutive years w.e.f. 1 st April, 2019 to 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 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	E-Voting	11073030	-	-	-	-	-	-
	Poll		11073030	100.0000	11073030	0	100.0000	0.0000
	Postal Ballot		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total		11073030	11073030	100.0000	11073030	0	100.0000
Public- Institutions	E-Voting	12162	-	-	-	-	-	-
	Poll		-	-	-	-	-	-
	Postal Ballot		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total		12162	-	-	-	-	-
Public- Non Institutions	E-Voting	3683808	694	0.0188	651	43	93.8040	6.1960
	Poll		280	0.0076	280	0	100.0000	0.0000
	Postal Ballot		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total		3683808	974	0.0264	931	43	95.5852
Total		14769000	11074004	74.9814	11073961	43	99.9996	0.0004

Invalid votes - Public Non-Institutions = 15

Result: The resolution passed with requisite majority.



Resolution No.6:

Resolution Required: (Ordinary/Special)			Ordinary Resolution for revision in remuneration payable to Mr. Raghu Mody, (DIN: 00053329), Executive Chairman and Whole Time Director of the Company, w.e.f. 1 st April, 2018 for the remaining period of his tenure.					
Whether promoter/promoter group are interested in the agenda / resolution?			Yes					
Category	Mode of Voting	No. of Shares held	No. of 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	E-Voting	11073030	-	-	-	-	-	-
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total		11073030	0	0.0000	0	0	0.0000
Public-Institutions	E-Voting	12162	-	-	-	-	-	-
	Poll		-	-	-	-	-	-
	Postal Ballot		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total		12162	-	-	-	-	-
Public- Non Institutions	E-Voting	3683808	694	0.0188	633	61	91.2104	8.7896
	Poll		280	0.0076	280	0	100.0000	0.0000
	Postal Ballot		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total		3683808	974	0.0264	913	61	93.7372
Total		14769000	974	0.0066	913	61	93.7372	6.2628

Invalid votes - Public Non-Institutions = 15

Result: The resolution passed with requisite majority.



Resolution No.7:

Resolution Required: (Ordinary/Special)			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, 2018 for the remaining period of his tenure.					
Whether promoter/promoter group are interested in the agenda / resolution?			No					
Category	Mode of Voting	No. of Shares held	No. of 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	E-Voting	11073030	-	-	-	-	-	-
	Poll		11073030	100.0000	11073030	0	100.0000	0.0000
	Postal Ballot		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total		11073030	11073030	100.0000	11073030	0	100.0000
Public-Institutions	E-Voting	12162	-	-	-	-	-	-
	Poll		-	-	-	-	-	-
	Postal Ballot		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total		12162	-	-	-	-	-
Public- Non Institutions	E-Voting	3683808	694	0.0188	633	61	91.2104	8.7896
	Poll		280	0.0076	280	0	100.0000	0.0000
	Postal Ballot		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total		3683808	974	0.0264	913	61	93.7372
Total		14769000	11074004	74.9814	11073943	61	99.9994	0.0006

Invalid votes - Public Non-Institutions = 15

Result: The resolution passed with requisite majority.



Resolution No.8:

Resolution Required: (Ordinary/Special)			Ordinary Resolution for revision in remuneration payable to Mr. Varunn Mody, President – Treasury and Strategy of the Company, w.e.f. 1 st July, 2018					
Whether promoter/promoter group are interested in the agenda / resolution?			Yes					
Category	Mode of Voting	No. of Shares held	No. of 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	E-Voting	11073030	-	-	-	-	-	-
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total		11073030	0	0.0000	0	0	0.0000
Public-Institutions	E-Voting	12162	-	-	-	-	-	-
	Poll		-	-	-	-	-	-
	Postal Ballot		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total		12162	-	-	-	-	-
Public- Non Institutions	E-Voting	3683808	694	0.0188	633	61	91.2104	8.7896
	Poll		280	0.0076	280	0	100.0000	0.0000
	Postal Ballot		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total		3683808	974	0.0264	913	61	93.7372
Total		14769000	974	0.0066	913	61	93.7372	6.2628

Invalid votes - Public Non-Institutions = 15

Result: The resolution passed with requisite majority.



Resolution No.9:

Resolution Required: (Ordinary/Special)			Ordinary Resolution for payment of commission to all Independent Directors of the Company for the financial year ended 31 st March, 2018.					
Whether promoter/promoter group are interested in the agenda / resolution?			No					
Category	Mode of Voting	No. of Shares held	No. of 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	E-Voting	11073030	-	-	-	-	-	-
	Poll		11073030	100.0000	11073030	0	100.0000	0.0000
	Postal Ballot		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total		11073030	11073030	100.0000	11073030	0	100.0000
Public- Institutions	E-Voting	12162	-	-	-	-	-	-
	Poll		-	-	-	-	-	-
	Postal Ballot		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total		12162	-	-	-	-	-
Public- Non Institutions	E-Voting	3683808	694	0.0188	573	121	82.5648	17.4352
	Poll		280	0.0076	280	0	100.0000	0.0000
	Postal Ballot		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total		3683808	974	0.0264	853	121	87.5770
Total		14769000	11074004	74.9814	11073883	121	99.9989	0.0011

Invalid votes - Public Non-Institutions = 15

Result: The resolution passed with requisite majority.

