

6th September, 2019

HINDUSTAN COMPOSITES LTD.

Peninsula Business Park, Tower "A", 8th Floor, Senapati Bapat Marg, Lower Parel, Mumbai - 400 013. Tel.: (91) (22) 6688 0100 • Fax : (91) (22) 6688 0105 E-mail : hcl@hindcompo.com

Website: www.hindcompo.com CIN No. L29120MH1964PLC012955

To,
The Manger
Department of Listing Compliance
BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street, Mumbai- 400 001
Scrip Code: 509635

Kind Attention: Mr. Harshad Babade- Assistant Manager, Listing Compliance.

Dear Sir,

Ref: Your e-mail dated 4th September, 2019.

Sub: Discrepancy- Mismatch between pdf and xbrl for total number of votes against (In Resolution No. 9 - in xbrl mentioned as 148589 & in pdf mentioned as 148586), required to submit revise pdf.

We refer to your email dated 4th September, 2019, regarding discrepancy observed between Pdf & XBRL filing of voting results of the company i.e. Mismatch between Pdf & XBRL for Total Number of Votes Against (In Resolution No. 9 - In XBRL mentioned as 148589 & In PDF mentioned as 148586), submitted to the exchange under Regulation 44 of SEBI (L●DR) Regulations, 2015, which is required to submit corrected PDF file by the Company.

In this regard, we would like to state that the discrepancy was due to some typographical error in total number of votes against in the Public – Non Institution section at resolution no. 9 in the scrutinizers report of the 55th Annual General Meeting of the Company held on 29th August, 2019. The No. of votes against were 148589 and was erroneously mentioned as 148586 which was a difference of 3 shares.

We hereby submit the corrected scrutinizers report and request you to kindly take the same on records.

Hope above clarification would suffice to yourse

For Hindustan Composites Limited

Vikram Soni

Company Secretary & Compliance Officer

Membership No: A36705

Enclosure- As above



HINDUSTAN COMPOSITES LTD.

Peninsula Business Park, Tower "A", 8th Floor, Senapati Bapat Marg, Lower Parel, Mumbai - 400 013. Tel.: (91) (22) 6688 0100 • Fax: (91) (22) 6688 0105 E-mail: hcl@hindcompo.com Website: www.hindcompo.com CIN No. L29120MH1964PLC012955

31st August, 2019

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 Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for 55th Annual General Meeting (AGM) held on Thursday, the 29th day of August, 2019.

Pursuant to the provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, 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 55th 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 55th 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 has 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, 2019, together with Reports of Directors' and Auditors' thereon by passing Ordinary Resolutions with requisite majority.

Regional Sales Offices



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 year ended 31st March, 2019 by passing Ordinary Resolution with requisite majority.

3. RE-APPOINTMENT OF MR. RAGHU MODY:

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

4. RE-APPOINTMENT OF MR. DEEPAK SETHI (DIN: 07165462) AS AN INDEPENDENT NON -EXECUTIVE DIRECTOR OF THE COMPANY FOR A SECOND TERM OF FIVE CONSECUTIVE YEARS W.E.F. 23RD APRIL, 2020 TO 22ND APRIL, 2025:

The Members approved the re-appointment of Mr. Deepak Sethi (DIN: 07165462) as an Independent Non- Executive Director of the Company for a second term of five consecutive years w.e.f. 23rd April, 2020 to 22nd April, 2025, who shall not be liable to retire by rotation, by passing Special Resolution with requisite majority.

5. 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, 2019 for the remaining period of his tenure by passing Special Resolution with requisite majority.

6. 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, 2019 for the remaining period of his tenure by passing Ordinary Resolution with requisite majority.

7. RE-APPOINTMENT OF MR. P. K. CHOUDHARY AS MANAGING DIRECTOR OF THE COMPANY FOR FURTHER PERIOD OF 5 YEARS W.E.F 1ST JULY, 2019 TILL 30TH JUNE 2024:

The Members approved the re-appointment of Mr. P. K. Choudhary as Managing Director of the company for a further period of 5 years w.e.f 1st July 2019 till 30th June 2024 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. Varund President – Treasury and Strategy of the Company, a relative of Mrs. Sakshi Modes Executive Director of the Company, w.e.f. 1st July, 2019 by passing Ordinary Resolution requisite majority.



9. PAYMENT OF COMMISSION TO ALL INDEPENDENT DIRECTORS OF THE COMPANY FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2019:

The Members approved the payment of commission to all Independent Directors of the Company for the financial year ended 31st March, 2019 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 LIMITEDED

Vikram Soni

Company Secretary & Compliance Officer

Membership No: A36705

Encl.: As above



Date of the AGM	29.08.2019
Total number of shareholders on record date	16127
No. of shareholders present in the meeting either in person or through proxy:	
Promoters and Promoter Group:	12
Public:	37
No. of Shareholders attended the meeting through Video Conferencing	
Promoters and Promoter Group:	None
Public	None
Mode of voting	Remote e-voting and through poll papers at the Annual General Meeting

Resolution No. 1:	
Resolution Required:	Ordinary Resolutions for adoption of -
(Ordinary)	(a) Standalone Audited Financial Statements of the Company for the
	financial year ended 31st March, 2019 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 31st March, 2019 together with Report of
·	the Auditors' thereon.
Whether promoter/promoter	No
group are interested in the	
agenda / resolution?	

agenda / res				0/ 637:4	NI C	No. of	0/ oc	% of
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	Votes against on votes polled
Promoter	E-		-			-	-	-
and	Voting	 					i 	
Promoter	Poll	11073030	11073030	100.0000	11073030	- 0	100.0000	0.0000
group	Postal		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Ballot					ļ		
	Total	11073030	11073030	100.0000	11073030	0	100.0000	0.0000
Public-	E-		. .		-	-		-
Institutions	Voting							<u> </u>
	Poll	2348		<u>-</u> ·		<u> </u>		<u>-</u>
	Postal		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Ballot				!	ļ	 	·
	Total	2348	-	<u>-</u>			<u>-</u>	
Public-	E-		171541	4.6442	149192	22349	86.9716	13.0284
Non	Voting					<u> </u>		
Institutions	Poll	3693622	258825	7.0073	258825	0	100.0000	0.00
	Postal	†	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Ballot							
	Total	3693622	430366	11.6516	408017	22349	94.8070	5.1930
Total		14769000	11503396	77.8888	1148 047	DU2349	99.8057	0.1943

Invalid votes - Nil



Resolution No. 2:

Resolution F	Required:	(Ordinary)	Ordinary Resolution for declaration of dividend on the Equity Shares of Rs. 5/- each for the financial year ended 31st March, 2019.								
Whether group are agenda / res	intereste	/promoter ed in the	No	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	E-		- .	<u>-</u>	_	-		_			
Promoter	Voting Poll	11073030	11073030	100.0000	11073030	0	100.0000	0.0000			
group	Postal Ballot		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.			
	Total	11073030	11073030	100.0000	11073030	0	100,0000	0.0000			
Public- Institutions	E- Voting		-	-		_		-			
	Poll Postal Ballot	2348	N.A.	N.A.:	N.A.	N.A.	N.A.	N.A.			
· · <u> </u>	Total	2348	· -			-	-	-			
Public- Non	E- Voting		151496	4.1016	149172	2324	98.4660	1.5340			
Institutions	Poll	3693622	258825	7.0073	258825	-	100.0000				
	Postal Ballot		N.A.	N.A.	N.A.	N,A.	N.A.	N.A.			
	Total	3693622	410321	11.1089	407997	2324	99.4336	0.5664			
Total		14769000	11483351	77.7531	11481027	2324	99.9798	0.0202			

Invalid votes - Nil



Resolution No.3:

Resolution R	equired: ((Ordinary)	Raghu Mc	Ordinary Resolution for appointment of a director in place of Mr. Raghu Mody (DIN: 00053329), who retires by rotation and being eligible, offered himself for re-appointment.						
Whether group are agenda / res	intereste	/promoter d in the	Yes							
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	E-	*****		· -	_	-		-		
and Promoter	Voting Poll	11073030	11073030	100.0000	11073030	0	100,0000	0,0000		
group	Postal Ballot	11073030	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.		
	Total	11073030	11073030	100.0000	11073030	0	100.0000	0.0000		
Public- Institutions	E- Voting		-	_	-	-	<u>-</u> 	<u>-</u>		
	Poll	2348			-	-	<u> </u>			
	Postal Ballot	[N,A.	N.A.	N.A.	N.A.	N.A.	N.A.		
	Total	2348	-		· · · · · · · · · · · · · · · · · · ·	-	-			
Public- Non	E- Voting		171521	4.6437	149142	22379	86.9526	13.0474		
Institutions	Poll	3693622	258825	7.0073	258825	-	100.0000	-		
	Postal Ballot		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.		
	Total	3693622	430346	11.6511	407967	22379	94.7998	5.2002		
Total		14769000	11503376	77.8887	11480997	22379	99.8055	0.1945		

Invalid votes - Nil



Resolution No. 4:

Resolution F	Required:	(Special)	Special Resolution for re-appointment of Mr. Deepak Sethi (DIN: 07165462) as an Independent Director of the Company.						
Whether group are agenda / res	intereste	/promoter ed in the	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	E- Voting		-	-	-	• • • • • • • • • • • • • • • • • • •	-		
Promoter	Poll	11073030	11073030	100.0000	11073030	0.	100.0000	0,0000	
group	Postal Ballot		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	
	Total	11073030	11073030	100.0000	11073030	0	100.0000	0.0000	
Public- Institutions	E- Voting				-	_	-	4	
	Poll	2348	-		-		-	-	
	Postal Ballot		N.A.	N.A.	N.A.	N,A.	N.A.	N.A.	
4.4	Total	2348	-		_	-	-	-	
Public- Non	E- Voting		171521	4.6437	149142	22379	86,9526	13.0474	
Institutions	Poll	3693622	258825	7.0073	258825		100.0000	-	
	Postal Ballot		N.A.	N.A.	N.A.	N,A.	N.A,	N.Λ.	
	Total	3693622	430346	11.6511	407967	22379	94.7998	5.2002	
Total		14769000	11503376	77.8887	11480997	22379	99.8055	0.1945	

Invalid votes - Nil



Resolution No.5:

Resolution Req	uired: (Spec	ial)	Special Resolution for revision in remuneration payable to Mr. Raghu Mody, (DIN: 00053329), Executive Chairman and Whole Time Director of the Company, w.e.f. 1st April, 2019.							
Whether prom	oter/promo	tor group	Yes							
are interested resolution?	, ,		168							
Category	Mode of Voting	No. of Shares held	No. of valid votes polled	% of Votes Polled on outstandi ng shares	No. of votes - in favour	No. of votes- agains t	% of votes in favour on votes polled	% of Votes against on votes polled		
Promoter and	E-Voting			-	-		-	-		
Promoter group	Poli	11073030	11073030	100.0000	11073030	0	100.00 00	0.0000		
	Postal Ballot		N.A.	N.A.	N.A.	N.A.	N.A.	N.A,		
	Total	1107303 0	11073030	100,0000	11073030	0	100.00 00	0.0000		
Public-	E-Voting		-	-	-			-		
Institutions	Poll	2348		- ,	-					
	Postal Ballot	2040	N.A.	N.A.	N.A.	N.A. 	N.A.	N.A.		
	Total	2348		-	7		-	-		
Public- Non	E-Voting		171521	4.6437	142610	28911	83.1443	16,8557		
Institutions	Poll	3693622	258825	7.0073	258825	-	100.000	-		
	Postal Ballot		N.A.	N.A.	N.A.	N.A.	N.A.	N,A.		
	Total	3693622	430346	11.6511	401435	28911	93.2819	6.7181		
Total		1476900 0	11503376	77.8887	11474465	28911	99.7487	0,2513		

Invalid votes - Nil



Resolution No.6:

Resolution R	lequired:	(Ordinary)	Ordinary Resolution for revision in remuneration payable to Mr. P. K. Choudhary, (DIN: 00535670), Managing Director of the Company, w.e.f. 1st April, 2019.							
Whether	promoter	/promoter	No							
group are	intereste	d in the								
agenda / res	olution?									
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	E-		_	<u> </u>	_	j _		-		
and	Voting					· ·				
Promoter	Poll	11073030	11073030	100,0000	11073030	0	100.0000	0.0000		
group	Postal Ballot		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.		
	Total	11073030	11073030	100,0000	11073030	0	100.0000	0.0000		
Public- Institutions	E- Voting		-	. - .	_	-				
	Poll	2348	-	-	-	-				
	Postal Ballot		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.		
	Total	2348	-	-	-	-	-	-		
Public- Non	E- Voting	- WAP	171521	4.6437	149142	22379	86,9526	13,0474		
Institutions	Poll	3693622	258825	7.0073	258825	-	100.0000	-		
	Postal Ballot	·	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.		
	Total	3693622	430346	11.6511	407967	22379	94.7998	5,2002		
Total		14769000	11503376	77.8887	30997 STES	22379	99.8055	0.1945		

Invalid votes - Nil



Resolution No.7:

Resolution R	Required:	(Ordinary)	(DIN: 0053	Resolution for 35670) as Mana years w.e.f. 1st	iging Direct					
Whether	promotei	/promoter	No							
group are		ed in the								
agenda / res	solution?									
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	E-		_	_	_	_	_			
and	Voting		,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,			Ļ				
Promoter	Poll	11073030	11073030	100.0000	11073030	0	100.0000	0.0000		
group	Postal	1	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.		
	Ballot	44077000	11073030	100 0000	11072020	L	100 0000			
Public-	Total E-	11073030	11073030	100.0000	11073030	0	100.0000	0,0000		
Institutions	Voting	. 	-	_	-		-			
·	Poll	2348		<u>-</u>	-					
	Postal Ballot		N.A.	N.A.	N.A.	N.A.	N,A.	N.A.		
	Total	2348	-	-	-					
Public- Non	E- Voting		151496	4.1016	149142	2354	98.4462	1.5538		
Institutions	Poll	3693622	258825	7.0073	258825		100.0000	-		
	Postal Ballot		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.		
	Total	3693622	410321	11.1089	407967	2354	99.4263	0.5737		
Total		14769000	11483351	77.7531	11480997	2354	99,9795	0.0205		

Invalid votes - Nil



Resolution No.8:

Resolution Requ	iired: (Orc	linary)	Varunn	Ordinary Resolution for revision in remuneration payable to Mr. Varunn Mody, President - Treasury and Strategy of the Company, w.e.f. 1st July, 2019						
Whether promo			Yes							
are interested resolution?	in the	agenda /	<u> </u>							
Category	Mode	No. of Shares	No. of valid	% of Votes Polled on	No. of votes	No. of votes-	% of votes in	% of Votes		
	Voting	held	votes polled	outstanding shares	- in favour	against	favour on votes polled	against on votes polled		
Promoter and	E-		-			_	-			
Promoter	Voting	 	! 							
group	Poll	11073030	<u> </u>	-		<u>-</u>				
	Postal Ballot		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.		
	Total	11073030		-				-		
Public- Institutions	E- Voting		-	 	-	-	-	~		
	Poll	2348	-	-	_		-	-		
	Postal Ballot	<u> </u>	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.		
•	Total	2348		j -		-	-			
Public- Non Institutions	E- Voting		171521	4.6437	635	170886	0,3702	99.6298		
	Poli	3693622	258825	7.0073	258825	0	100.0000			
	Postal Ballot		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.		
· 	Total	3693622	430346	11.6511	259460	170886	60.2910	39,7090		
Total		14769000	430346	2.9138	259460	170886	60.2910	39.7090		

Invalid votes - Nil





Resolution No.9:

Resolution R	equired: ((Ordinary)	Ordinary Resolution for payment of Commission to all Independent Directors of the Company for the financial year ended 31st March, 2019.						
group are	intereste	/promoter d in the	No						
<u>agenda</u> / res						,		·	
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	E- Voting		344	-		-	904		
Promoter	Poll	11073030	11073030	100.0000	11073030	0	100.0000	0.0000	
group	Postal Ballot		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	
	Total	11073030	11073030	100,0000	11073030	0	100.0000	0.0000	
Public- Institutions	E- Voting	eer in dig kandeleeren 4a kuuri "portumika, een troff-kalifoloofi een eef trof	The state of the s		-			-	
	Poll	2348			-	**	**************************************	-	
	Postal Ballot		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	
	Total	2348	-	-	-		aniy	-	
Public- Non	E- Voting		171521	4.6437	22935	148586	13.3715	86.6285	
Institutions	Poll	3693622	258825	7.0073	258822	3	99.9988	0.0012	
	Postal Ballot		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	
	Total	3693622	430346	11.6511	281757	148589	65.4722	34.5271	
Total	المارية والمعارض والم	14769000	11503376	77.8887	11354787	148589	98.7083	1.2917	

Invalid votes - Nil





G-02; Salasar Jyot CHS Ltd., Bageshree Park, Shiv Sena Gall, Bhayandar (West), Dist. Thane - 401 161. Phone : 022 - 2818 5738

Phone: 022 - 2818 5738 Email: manish@csmanishb.in Website: www.csmanishb.in

CONSOLIDATED SCRUTINIZER'S REPORT

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

To,
The Chairman of 55th 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 voting done through Remote E- Voting Process and by Polling Papers at 55th Annual General Meeting held on 29th August, 2019.

- 1. I, CS Manish Baldeva, Proprietor, M/s. M Baldeva Associates, Company Secretaries, Thane was appointed as Scrutinizer by the Board of Directors of Hindustan Composites Limited ('the Company') in its meeting held on 6th May, 2019 for the purpose of scrutinizing the voting done through remote e-voting process and by use of polling papers at the meeting pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rules 20 and 21 of the Companies (Management and Administration) Rules, 2014 for passing of the resolutions as mentioned under item numbers 1 to 9 in the Notice of the 55th Annual General Meeting (AGM) of the members of the Company dated 6th May, 2019.
- 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 polling papers for voting on the resolutions contained in the said notice. My responsibility as Scrutinizer for the remote e-voting process and poll conducted at the 55th 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 for e-voting and poll conducted at the 55th Annual General Meeting.
- 3. The Notice of the 55th AGM dated 6th May, 2019 was sent to the members through courier and email on 5th August, 2019. The said notice was dispatched on the basis of Register of Members / list of Beneficial Owners of the Company as on 26th July, 2019.



- 4. As per the provisions of Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company has published advertisement about having dispatch of the notice of 55th AGM and providing e-voting facility in the English newspaper "Financial Express" and Marathi newspaper "Mumbai Lakshadeep" on 6th August, 2019.
- 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. Thursday, 22nd August, 2019.
- 6. In terms of the aforesaid Notice, voting through electronic means was kept open for 3 (three) days i.e. from Monday, 26th August, 2019 (from 09:00 a.m.) to Wednesday, 28th August, 2019 (upto 5:00 p.m.). The members cast their votes electronically on e-voting platform provided by Central Depository Services (India) Limited (CDSL). The Company also provided Polling Papers for casting vote at the Annual General Meeting held on 29th August, 2019 to the members present, who did not vote through remote e-voting facility.
- 11,331,855 votes were cast through 31 polling papers at the AGM. The votes cast under remote evoting facility provided by CDSL were unblocked on 29th August, 2019 in the presence of Ms. Bhavna Singh and Mrs. Divya Lohia, who are not in the employment with the Company.
- 8. The summary of the voting through e-voting and polling papers is as follows:



Resolution No. 1:

Whether group are interested for the control of the	promot	er/promoter	 Ordinary Resolutions for adoption of - (a) Standalone Audited Financial Statements of the Company for the financial year ended 31st March, 2019 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 31st March, 2019 together with Report of the Auditors' thereon. No 						
Category	Mode of Voting	No. of Shares held	No. of valid votes polled	% of Votes Polled on outstandi ⊇ng 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	E- Voting			*		•	-	•	
Promoter	Poll	11073030	11073030	100.0000	11073030	0	100.0000	0.0000	
group	Postal Ballot		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	
	Total	11073030	11073030	100.0000	11073030	0	100.0000	0.0000	
Public- Institutions	E- Voting		74					New York	
,	Poll	2348	<u>.</u>	~	-	+		*	
	Postal Ballot		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	
	Total	2348						1.	
Public- Non Institutions	E- Voting		171541	4,6442	149192	22349	86.9716	13.0284	
	Poll	3693622	258825	7,0073	258825	0	100.0000	0.00	
	Postal Ballot		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	
	Total	3693622	430366	11,6516	408017	22349	94.8070	5,1930	
Total		14769000	11503396	77.8888	11481047	22349	99.8057	0.1943	

Invalid votes - Nil



Resolution No.2:

Resolution Required: (Ordinary) Whether promoter/promoter group are interested in the agenda / resolution?			Ordinary Resolution for declaration of dividend on the Equity Shares of Rs. 5/- each for the financial year ended 31st March, 2019.						
			No.						
Category	Mode of Voting	No. of Shares held	No. of valid votes polled	% of Votes Polled on outstandi ng shares	No. of votes – in favour	No. of votes- agains t	% of votes in favour on votes polled	% of Votes against on votes polled	
Promoter	E-Voting	11073•30		***************************************	***		\$		
and	Poll		11073030	100.0000	1107303	0	100.0000	0.0000	
Promoter group	Postal Ballot		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	
	Total	11073030	11073030	100.0000	11073030	0	100.0000	0.0000	
Public-	E-Voting			*		-			
Institutions	Poll	2348	_	-		**			
	Postal Ballot	2040	N.A.	N.A.	N.A.	N.A	N.A.	N.A.	
	Total	2348		w.		+	*		
Public- Non	E-Voting		151496	4.1016	149172	2324	98.4660	1.5340	
Institutions	Poll	3693622	258825	7.0073	258825	· Incompany (A)	100,0000		
	Postal Ballot		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	
	Total	3693622	410321	11.1089	407997	2324	99.4336	0.5664	
Total		14769000	11483351	77.7531	11481027	2324	99.9798	0.0202	

Invalid votes - Nil



Resolution No.3:

Resolution Required: (Ordinary) Whether promoter/promoter group are interested in the agenda / resolution?			Mody (DIN:		opointment of who retires ointment.			
			Yes	and the second s	gg gand i lagg 1 lag die de			
Category	Mode of Voting	No. of Shares held	No. of valld votes polled	% of Votes Polled on outstandi ng shares	No. of votes – in favour	No. of votes- agains t	% of votes in favour on votes polled	% of Votes against on votes polled
Promoter	E-Voting	11073030	maninia (mininia mininia minini	4		ina santans surven		poneu
and	Poll		11073030	100.0000	11073030	0	100.0000	0.000
Promoter group	Postal Ballot		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total	11073030	11073030	100.0000	11073030	0	100.0000	0.0000
Public-	E-Voting	**************************************	4	\$4.500 m	este d'adama Vicaria communicación de la companya d			w.
Institutions	Poll	2240		and the state of t	<u>.</u>	-	-	
	Postal Ballot	2348	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total	2348			***************************************	-	<u>*************************************</u>	en emanera (emanera en em embre espera
Public- Non	E-Voting	COMMON CONTRACTOR OF THE PROPERTY OF THE PROPE	171521	4.6437	149142	22379	86,9526	13,0474
Institutions	Poll	3693622	258825	7,0073	258825	*	100.0000	dececcedoredade demonstrativos de la constanti
	Postal Ballot		N.A.	N.A.	N,A.	N.A.	N.A.	N.A.
	Total	3693622	430346	11.6511	407967	22379	94.7998	5.2002
Total		14769000	11503376	77.8887	11480997	22379	99.8055	0.1945

Invalid votes - Nil



Resolution No. 4:

Resolution	Resolution Required: (Special)			Special Resolution for re-appointment of Mr. Deepak Sethi (DIN: 07165462) as an Independent Director of the Company.						
Whether group are / resolution	interested in	er/promoter the agenda	No	regerrar Arverta e en en Rédición y analambano e vivojo e e en entre en entre en entre en entre en entre en en		999 (1994) (1994) (1994) (1994) (1994) (1994) (1994) (1994) (1994) (1994) (1994) (1994) (1994) (1994) (1994)	nagaganakkilokkan beretari ili kuri makkan sanakkilok			
Category	Mode of Voting	No. of Shares held	No. of valid votes polled	% of Votes Polled on outstandi ng shares	No. of votes – in favour	No. of votes-against	% of votes in favour on votes polled	% of Votes against on votes polled		
Promoter	E-Voting	11073030	AP	-4	**					
and	Poll		11073030	100.0000	11073030	0	100.0000	0.0000		
Promoter group	Postal Ballot		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.		
	Total	11073030	11073030	100.0000	11073030	0	100.0000	0.0000		
Public-	E-Voting	-		AA*		W-	44	n		
Institutio	Poll	2348		×	×	-	3er	- /		
ns	Postal Ballot	2346	N.A.	N.A.	N.A.	N.A.	N.A	N.A.		
	Total	2348	***************************************	-	5e.	* *	-#			
Public-	E-Voting		171521	4.6437	149142	22379	86.9525	13.0474		
Non	Poll	2602622	258825	7.0073	258825	w	100.0000	. is		
Institutio ins	Postal Ballot	3693622	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.		
	Total	3693622	430346	11.6511	407967	22379	94.7998	5.2002		
Total	Bethermone, 1900 Wingsgera desse 2000 - 1 messessesses	14769000	11503376	77.8887	11480997	22379	99.8055	0.1945		

Invalid votes - Nil



Resolution No.5:

Resolution Required: (Special)			Special Resolution for revision in remuneration payable to Mr. Raghu Mody, (DIN: 00•53329), Executive Chairman and Whole Time Director of the Company, w.e.f. 1 st April, 2019.							
Whether group are in / resolution?	terested in	er/promoter the agenda	Yes							
Category	Mode of Voting	No. of Shares held	No. of valid votes polled	% of Votes Polled on outstandi ng shares	No. of votes — In favour	No. of votes- against	% of votes in favour on votes polled	% of Votes against on votes polled		
Promoter	E-Voting		<u>-</u>	•			'	-		
and	Poll		11073030	100.0000	11073030	0	100.0000	0.0000		
Promoter group	Postal Ballot	11073030	N.A.	N,A.	N.A.	N.A.	N.A.	N.A.		
	Total	11073030	11073030	100.0000	11073030	0	100,0000	0.0000		
Public-	E-Voting		***************************************	~	4)		***************************************	a de composito de estado de <mark>de estado de estado </mark>		
Institutions	Pell	22.40	-	*			*	+		
	Postal Ballet	2348	N.A,	N.A.	N.A.	N.A.	N.A.	N.A.		
	Total	2348		,50	*	-				
Public- Non	E-Voting		171521	4.6437	142610	28911	83.1443	16.8557		
Institutions	Poll	3693622	258825	7.0073	258825		100.000			
	Postal Ballet	3055622	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.		
	Total	3693622	430346	11.6511	401435	28911	93.2819	6.7181		
Total	1	14769000	11503376	77.8887	11474465	28911	99.7487	0.2513		

Invalid vetes - Nil



Resolution No.6:

Resolution Required: (Ordinary) Whether promoter/promoter group are interested in the agenda / resolution?			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, 2019. No						
Promoter	E-Voting		(1) ()	*	4	•	-	***************************************	
and Promoter	Poll	11073030	11073030	100.000 0	11073030	0	100,0000	0.0000	
group	Postal Ballot		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	
	Total	11073030	11073030	100.000 0	11073030	0		0.0000	
Public-	E-Voting		*	*			-	-	
Institutions	Poll	2348	W		-			-	
	Postal Ballot	2.040	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	
	Total	2348	-	*		g in the state of	ila. • est	•	
Public- Non	E-Voting		171521	4,6437	149142	22379	86.9526	13.0474	
Institutions	Poll	3693622	258825	7.0073	258825		100,0000	•	
	Postal Ballot		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	
	Total	3693622	430346	11,6511	407967	22379	94.7998	5.2002	
Total		14769000	11503376	77.8887	11480997	22379	99.8055	0.1945	

Invalid votes - Nil



Resolution No.7:

Resolution Required: (Ordinary)			Ordinary Resolution for re-appointment of Mr. P. K. Choudhary (DIN: 00535670) as Managing Director of the Company for a further period of 5 years w.e.f. 1 st July, 2019.						
	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 outstandi ng shares	No. of votes – In favour	No. of votes- agains t	% of votes in favour on votes polled	% of Votes against on votes polled	
Promoter	E-Voting	11073030	*	#	÷	-	· .	**************************************	
and	Pell		11073030	100.0000	11073030	0	100.0000	0.0000	
Promoter group	Postal Ballot		N.A,	N.A.	N,A.	N,A,	N.A.	N.A.	
	Total	11073030	11073030	100.0000	11073030	0	100.0000	0.000	
Public-	E-Voting			•		-	-	-	
Institutions	Poll	2348		*	*		*		
	Postal Ballot	2340	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	
	Total	2348				•			
Public- Non	E-Voting		151496	4.1016	149142	2354	98.4462	1.5538	
Institutions	Poll	3 6 93622	258825	7.0073	258825	•	100.0000		
	P●stal Ballot		N,A,	N.A.	N.A.	N.A.	N.A.	N.A.	
	Total	3693622	410321	11.1089	407967	2354	99.4263	0.5737	
Total		14769000	11483351	77.7531	11480 9 97	2354	99.9795	0.0205	

Invalid votes - Nil



Resolution No.8:

Resolution Required: (Ordinary)			Ordinary Resolution for revision in remuneration payable to Mr. Varunn Mody, President – Treasury and Strategy of the Company, w.e.f. 1 st July, 2019						
Whether pro are interest resolution?		moter group e agenda /	Yes				Note that the same of the same		
Category	Mode of Voting	No. of Shares held	No. of valid votes polled	% of Votes Polled on outstan ding shares	N⊕. of votes – in favour	No. of votes- against	% of votes in favour on votes polled	% of Votes against •n votes polled	
Promoter	_E-Voting_	11073030				-			
and	Poll			***************************************		-	1		
Promoter group	Postal Ballo		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	
	Total	1107 3030			¥:				
Public-	E-Voting			*	#	***************************************	te	-	
Institutions	Pell	2348		- , .				-	
	Postal Ballot	2540	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	
	Total	2348	*		•	-	-		
Public- Non	E-Voting		171521	4.6437	635	170886	0.3702	99.6298	
Institutions	Poll	36 9 3622	258825	7.0073	258825	0	100.0000		
	Postal Ballot		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	
	Total	3693622	430346	11.6511	259460	170886	60.2910	39.7090	
Total		14769000	430346	2.9138	259460	170886	60,2910	39.7090	

Invalid votes - Nil





Resolution No.9:

Resolution Required: (Ordinary) Whether promoter/promoter group are interested in the agenda / resolution?			Ordinary Resolution for payment of Commission to all Independent Directors of the Company for the financial year ended 31 st March, 2019.					
			No	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	E-Voting	11073030		-	·	5-	*	<u> </u>
and	Poll		11073030	100.0000	11073030	0	100.0000	0.0000
Promoter group	Postal Ballot		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total	11073030	11073030	100.0000	11073030	0	100.0000	0.0000
Public-	E-Voting		*	-	•	-	-	•
Institutions	Poll	2348	•			*	-	*
	Postal Ballot	2348	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total	2348	ja .	-	**			
Public- Non	E-Voting		171521	4.6437	22935	148586	13.3715	86.6285
Institutions	Poll	2002622	258825	7.0073	258822	3	99.9988	0.0012
	Postal Ballot	3693622	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total	3693622	430346	11.6511	281757	148589	65.4722	34.5278
Total	indirection properties in a construction and a construction of the	14769000	11503376	77.8887	11354787	148589	98.7083	1.2917

Invalid votes - Nil



M Baldeva Associates Company Secretaries

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

For M Baldeva Associates

Company Secretaries

CS Manish Baldeva Proprietor

M. No. FCS 6180; C.P. No. 11062

Place: Thane

Date: 30th August, 2019

Countersigned by

For Hindustan Composites Limited

Chairman/Authorised Signatory