

14th December, 2023

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

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

Dear Sir/Madam,

Sub.: Outcome of Board Meeting held on 14th December, 2023

Pursuant to the provisions of Regulations 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), we wish to inform you that the Board of Directors of the Company at its meeting held today i.e. 14th December, 2023 *inter alia*,

1. considered and approved the appointment of M/s. Suresh Pimple & Associates, Cost Accountants, Aurangabad (Firm Registration No. 100780) as Cost Auditors of the Company for the Financial Year 2023-24. M/s. Suresh Pimple & Associates, Cost Accountants is Practicing Cost Accountant Proprietary Firm owned by CMA Suresh Pimple, B.Sc. (Hons), FCMA Diploma in IS System Audit & Control, having experience of around 14 years in the areas of Cost Accounting, GST, Income Tax, Bank Finance, Bank Stock, Company law and various certifications.

Further, the detailed disclosure as required under Regulation 30 of the Listing Regulations read with SEBI Circular No. SEBI/HO/CFD/CFD-PoD1/P/CIR/2023/123 dated 13th July, 2023 is enclosed herewith as **Annexure-A**.

2. took note of the email received on 21st November, 2023 from BSE Ltd., and email & letter dated 21st November, 2023 received from the National Stock Exchange of India Ltd. ('NSE Ltd.'), levying a fine of Rs. 1,91,160/- (Fine amount of Rs. 1,62,000/- and GST on same amounting to Rs. 29,160/-) by each BSE Ltd. and NSE Ltd., for alleged non-compliance of Regulation 17(1A) of Listing Regulations relating to appointment of Mr. Vinay Sarin as an additional director (non-executive non-independent) of the Company, who has attained seventy-five years of age, without passing a special resolution of members of the Company. In this regard the Board of Directors was informed that an application for waiver of the fine has been filed by the Company with both the stock exchanges asserting that the Company has complied with the applicable provisions of the Listing Regulations and the Companies Act, 2013 ('Act') while appointing Mr. Vinay Sarin as an additional director of the Company. In the said waiver application, the Company has also mentioned about the order passed by the Hon'ble Securities Appellate Tribunal ('SAT') in the matter of 20 Micron Limited vs. SEBI & Ors., decided on 28th November 2023, wherein the Hon'ble SAT has stated that:

'Regulation 17(1A) and 17(1C) has to be read harmoniously with the provisions of Section 152(2) and 161(1) of the Act which will make it clear that a person above the age of 75 years can be appointed by the board of directors. Such appointment is required to be approved



subsequently within the prescribed period by a special resolution in the next general meeting by the members of the Company which in the instant case was done within the prescribed period. In view of the aforesaid, no penalty could have been imposed by the BSE and NSE for violation of Regulation 17(1A) of the LODR Regulations'.

In the above-mentioned order, the Hon'ble SAT has also quoted the order passed by it in the matter of Nectar Life Sciences Ltd. vs. SEBI & Ors., decided on 27th April, 2023, wherein it stated that:

'This Tribunal considered the provisions of Regulations 17(1A) with other provisions and held that the word "unless" as depicted in Regulation 17(1A) does not mean "prior approval" nor the requirement of passing a special resolution was a qualificatory condition for appointment as a director.'

The Board noted the same and in view of the facts and circumstances of the matter, legal provisions and the above quoted judgments of the Hon'ble Securities Appellate Tribunal, the Board was of the opinion that the Company has complied with the provisions of Listing Regulations, while appointing Mr. Vinay Sarin as an additional director of the Company. Accordingly, it humbly requested the stock exchanges to kindly consider the application for waiver of fine filed by the Company.

The meeting of the Board of Directors commenced at 3.00 p.m. and concluded at 03.30 p.m.

Kindly take the same on your record.

Thanking you,

Yours faithfully,

For Hindustan Composites Limited

Ravi Vaishnav
Company Secretary & Compliance Officer
Membership No. A34607

Annexure-A

Details required under Regulation 30 of SEBI (Listing Obligation and Disclosure Requirements) Regulation, 2015 read with SEBI Circular SEBI/HO/CFD/CFD-PoD-1/P/CIR/2023/123 dated 13th July, 2023

S. No.	Particulars	Description
1.	Reason for change viz. appointment, re-appointment, resignation, removal, death or otherwise	Appointment of M/s. Suresh Pimple & Associates, Cost Accountants, Aurangabad as Cost Auditors of the Company for the Financial Year 2023-24.
2.	Date of appointment/ re-appointment/ resignation & term of appointment/ re-appointment.	14 th December, 2023 for the financial year 2023-24.
3.	Brief profile (in case of appointment)	M/s. Suresh Pimple & Associates, Cost Accountants is Practicing Cost Accountant Proprietary Firm owned by CMA Suresh Pimple, B.Sc. (Hons), FCMA Diploma in IS System Audit & Control, having experience of around 14 years in the areas of Cost Accounting, GST, Income Tax, Bank Finance, Bank Stock, Company law and various certifications.
4.	Disclosure of relationships between directors (in case of appointment of a director)	Not Applicable