



## HINDUSTAN COMPOSITES LTD.

Peninsula Business Park, Tower "A", 8th Floor,  
Senapati Bapat Marg, Lower Parel, Mumbai - 400 013.  
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CIN No. L29120MH1964PLC012955  
30<sup>th</sup> 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, 5<sup>th</sup> Floor, 'G' Block  
Bandra Kurla Complex  
Bandra (East), Mumbai - 400 051  
SYMBOL: HINDCOMPOS

Dear Sir,

**Sub.: Proceedings of 55<sup>th</sup> Annual General Meeting (AGM) held on Thursday, the 29<sup>th</sup> day of August, 2019.**

Pursuant to the provisions of Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith the proceedings of the 55<sup>th</sup> Annual General Meeting (AGM) of the Members of the Company held on Thursday, 29<sup>th</sup> August, 2019 at 11.30 a.m. at Hall of Harmony, Nehru Centre, Dr. Annie Besant Road, Worli, Mumbai - 400 018 and concluded at 1.45 p.m.

You are requested to kindly take the same on record.

Thanking you

Yours faithfully

For HINDUSTAN COMPOSITES LIMITED

**Vikram Soni**  
Company Secretary & Compliance Officer  
Membership No: A36705



Encl.: As above

### 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 1365
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, Ramaniyam Citadel Apartment, 2nd Floor, Poonamallee High Road, Arumbakkam, Chennai - 600 106. • Tel : 91-44-2363 3722

**PROCEEDINGS OF THE 55<sup>TH</sup> ANNUAL GENERAL MEETING OF THE COMPANY**  
**HELD ON THURSDAY, 29<sup>TH</sup> AUGUST, 2019**

The 55<sup>TH</sup> Annual General Meeting (AGM) of the Company was held at Hall of Harmony, Nehru Centre, Dr. Annie Besant Road, Worli, Mumbai - 400 018 on Thursday, 29<sup>th</sup> August, 2019.

The meeting commenced at 11.30 A.M.

Mr. Raghu Mody, Chairman & Executive Director of the Company, chaired the meeting.

Total 49 members, personally or through proxy/authorized representative, were present at the AGM.

As the requisite quorum was present, the Chairman called the meeting to order. He then introduced the Board Members and Key Managerial Personnel present on the dais.

He informed the members present that:

- The Company has received 1 proxy u/s 105 of the Companies Act, 2013;
- The Notice convening the 55<sup>th</sup> AGM and the Annual Report for the Financial Year ended on 31<sup>st</sup> March, 2019 were duly dispatched to the shareholders by e-mail and courier; and
- The relevant documents and registers as required under applicable provisions of the Companies Act, 2013 and the Rules made thereunder are available and open for inspection for members during the AGM.

The Chairman briefed the members present at the meeting about the progress & achievements of the Company during the last financial year. With the permission of the shareholders present he took the notice of the AGM as read.

He confirmed that the Statutory Auditors' Report does not contain any qualifications, reservations or adverse remarks or disclaimer. The observations given in the Secretarial Audit Report and directors' response as given in their Report were read out at the meeting.

He further informed that:

As per the provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 and 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 55<sup>th</sup> Annual General Meeting. Further, to facilitate the voting at AGM to the members present thereat and did not cast their vote 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 55<sup>th</sup> 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 poll by way of Polling Papers. The following items of business, as per the Notice of 55<sup>th</sup> AGM dated 6<sup>th</sup> May, 2019, were then put to vote through Polling Paper (to be voted by only those members who have not casted their vote earlier through e-voting):

Item No.	Agenda Items	Type of Resolution
<b>ORDINARY BUSINESS</b>		
1	Ordinary Resolutions for adoption of - (a) Standalone Audited Financial Statements of the Company for the financial year ended 31 <sup>st</sup> 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 31 <sup>st</sup> March, 2019 together with Report of the Auditors' thereon.	Ordinary
2	Ordinary Resolution for declaration of dividend on the Equity Shares of Rs. 5/- each for the financial year ended 31 <sup>st</sup> March, 2019.	Ordinary
3	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.	Ordinary
<b>SPECIAL BUSINESS</b>		
4	Special Resolution for re-appointment of Mr. Deepak Sethi (DIN: 07165462) as an Independent Director of the Company.	Special
5	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. 1 <sup>st</sup> April, 2019.	Special
6	Ordinary Resolution for revision in remuneration payable to Mr. P. K. Choudhary, (DIN: 00535670), Managing Director of the Company, w.e.f. 1 <sup>st</sup> April, 2019.	Ordinary
7	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 <sup>st</sup> July, 2019.	Ordinary
8	Ordinary Resolution for revision in remuneration payable to Mr. Varunn Mody, President - Treasury and Strategy of the Company, w.e.f. 1 <sup>st</sup> July, 2019	Ordinary
9	Ordinary Resolution for payment of commission to all Independent Directors of the Company for the financial year ended 31 <sup>st</sup> March, 2019.	Ordinary

Clarifications were provided to the queries raised by the members.



CS Manish Baldeva, Scrutinizer locked and sealed the empty Poll box in presence of the members. After polling the Poll box with poll papers were handed over to the Scrutinizer.

The Chairman further informed the members present that the consolidated results of the voting will be declared within 48 hours from the conclusion of the AGM and will be displayed at the Registered Office of the Company situated at Peninsula Business Park, 'A' Tower, 8<sup>th</sup> Floor, Senapati Bapat Marg, Lower Parel, Mumbai - 400013. The same will be available on the Company's website [www.hindcompo.com](http://www.hindcompo.com) and on the website of CDSL viz; [www.evotingindia.com](http://www.evotingindia.com) and will be communicated to the BSE Limited and National Stock Exchanges of India Limited where the shares of the Company are listed.

After conclusion of the voting process the meeting ended with a vote of thanks to the Chair

For HINDUSTAN COMPOSITES LIMITED



**Vikram Soni**  
Company Secretary & Compliance Officer  
Membership No: A36705

