

4th September, 2020

To,
The Manager - DCS
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, Bandra Kurla Complex,
Bandra (E),
Mumbai - 400 051
Symbol: HINDCOMPOS

Dear Sir/Madam,

Sub: Intimation pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we enclose herewith the Notice of 56th Annual General meeting of the Company scheduled to be held on Tuesday, 29th September, 2020 at 11.45 a.m. (IST) THROUGH VIDEO CONFERENCING ("VC") /OTHER AUDIO VISUAL MEANS ("OAVM") without physical presence of the Members at a common venue in terms of various circulars issued by the Ministry of Corporate Affairs and Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12th May, 2020 issued by the Securities and Exchange Board of India.

Kindly take the above on your 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

Hindustan Composites Limited

CIN: L29120MH1964PLC012955

Peninsula Business Park, 'A' Tower, 8th Floor, Senapati Bapat Marg, Lower Parel, Mumbai 400013
 Tel.:(022) 6688 0100, Fax: (022) 6688 0105, E-mail: hcl@hindcompo.com, Website: www.hindcompo.com

NOTICE

Notice is hereby given that the Fifty Sixth Annual General Meeting (**56th AGM**) of the Members of Hindustan Composites Limited will be held on Tuesday, 29th September, 2020 at 11.45 a.m. (**IST**) through Video Conferencing ("**VC**")/Other Audio Visual Means ("**OAVM**") without physical presence of the Members at a common venue, in accordance with the General Circular No. 20/2020 dated 5th May, 2020 read with 14/2020 dated 8th April, 2020, 17/2020 dated 13th April, 2020 issued by Ministry of Corporate Affairs ("**MCA Circulars**"), to transact the following businesses. The proceedings of the AGM shall be deemed to be conducted at the Registered Office of the Company situated at Peninsula Business Park, 'A' Tower, 8th Floor, Senapati Bapat Marg, Lower Parel, Mumbai – 400013, which shall be the deemed Venue of the AGM.

ORDINARY BUSINESS:

1. To receive, consider and adopt (a) the Standalone Audited Financial Statements of the Company for the financial year ended 31st March, 2020 together with the reports of the Directors' and Auditors' thereon; and (b) the Consolidated Audited Financial Statements of the Company for the financial year ended 31st March, 2020 together with the report of Auditors' thereon and in this regard, if thought fit, pass the following resolutions as an **ORDINARY RESOLUTIONS**:

- (a) "**RESOLVED THAT** the Standalone Audited Financial Statements of the Company for the financial year ended 31st March, 2020 and the reports of the Board of Directors' and Auditors' thereon be and are hereby received, considered and adopted."
- (b) "**RESOLVED THAT** the Consolidated Audited Financial Statements of the Company for the financial year ended 31st March, 2020 together with the Auditors' Report thereon be and are hereby received, considered and adopted."

2. To declare dividend on Equity Shares for the financial year ended 31st March, 2020 and in this regard, if thought fit, pass the following resolution as an **ORDINARY RESOLUTION**:

"**RESOLVED THAT** pursuant to the recommendation of the Board of Directors of the Company, dividend @ 40 % i.e. ₹ 2 (Rupees Two only) per share on Equity shares of face value of ₹ 5 each fully paid up for the financial year 2019-20, be and is hereby declared out of the profits of the

financial year 2019-20 and that the same be paid, to those shareholders whose names appeared on the Company's Register of Members / List of Beneficiaries as on 22nd September, 2020 and that the dividend be given only to those shareholders who are entitled to receive the payment of dividend."

3. To appoint a director in place of Mr. P. K. Choudhary (DIN: 00535670), who retires by rotation and being eligible, offers himself for re-appointment as a director and in this regard, if thought fit, pass the following resolution as an **ORDINARY RESOLUTION**:

"**RESOLVED THAT** pursuant to the provisions of Section 152 of the Companies Act, 2013, Mr. P. K. Choudhary (DIN: 00535670), Director of the Company, who retired by rotation and being eligible, had offered himself for re-appointment, be and is hereby re-appointed as a Director of the Company, who shall be liable to retire by rotation."

SPECIAL BUSINESS:

4. To approve the re-appointment of Mr. Raghu Mody (DIN:00053329) as Executive Chairman and Whole Time Director of the Company for a further period of 3 years and in this regard, if thought fit, to pass, the following resolution as a **SPECIAL RESOLUTION**:

"**RESOLVED THAT** pursuant to the provisions of Sections 196, 197, 198 and 203 read with Schedule V and all other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Regulation 17(6)(e) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and Articles of Association of the Company and as recommended by the Nomination and Remuneration Committee and approved by the Audit Committee, the re-appointment of Mr. Raghu Mody (DIN: 00053329) as Executive Chairman and Whole Time Director of the Company for a further period of 3 years w.e.f 1st October, 2020 till 30th September, 2023 be and is approved upon the terms and conditions as detailed in Explanatory Statement annexed to this notice, with the authority to the Board of Directors of the Company to revise the terms on recommendation of Nomination and Remuneration Committee and approval of Audit

Committee with regard to remuneration from time to time within the limits provided in the said Schedule V or any amendment thereto for the time being in force without further reference to the Members, the terms and conditions of the said re-appointment and/or remuneration, as it may deem fit.

RESOLVED FURTHER THAT in the event of absence or inadequacy of profits in any financial year during the currency of tenure of service of Mr. Raghu Mody as Executive Chairman and Whole Time Director of the Company, the payment of salary, perquisites and other allowances as approved by this resolution shall be payable as minimum remuneration in the respective financial year(s) to him.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, matters and things as may be necessary to give effect to the above resolution.”

5. To approve the appointment of Mr. Lalit Kumar Bararia (DIN: 00204670) as an Independent, Non- Executive Director of the Company and in this regard, if thought fit, to pass, the following resolution as an **ORDINARY RESOLUTION:**

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014, Regulation 25 of SEBI (Listing Obligations and Disclosure Requirements Regulations, 2015 (including any statutory modification(s) or enactment thereof for the time being in force), Mr. Lalit Kumar Bararia (DIN: 00204670 and ID Registration No.: IDDB-DI-202002-008744), who was appointed as an Additional Independent, Non- Executive Director of the Company with effect from 13th February, 2020 pursuant to the provisions of Section 161 of the Companies Act, 2013 read with Companies (Appointment and Qualification of Directors) Rules, 2014 and in accordance with the provisions of the Articles of Association of the Company and in respect of whom the Company has received a notice in writing from a member as required under Section 160 of the Companies Act, 2013 proposing his candidature for the office of Director, and who has submitted the declaration that he meets the criteria for Independence as provided under the Act and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and who holds office upto the date of this Annual General Meeting, be and is hereby appointed as an Independent, Non –Executive Director of the Company for a period of five years w.e.f. 13th February, 2020 to 12th February, 2025, who shall not be liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, matters and things as may be necessary to give effect to the above resolution.”

6. To approve the appointment of Mrs. Preeti Vimal Agrawal (DIN: 08693668) as an Independent, Non- Executive Director of the Company and in this regard, if thought fit, to pass, the following resolution as an **ORDINARY RESOLUTION:**

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 17(1)(a) and 25 of SEBI (Listing Obligations and Disclosure Requirements Regulations, 2015 (including any statutory modification(s) or enactment thereof for the time being in force), Mrs. Preeti Vimal Agrawal (DIN: 08693668 and ID Registration No.: IDDB-NR-202002-008632), who was appointed as an Additional Independent, Non- Executive Director of the Company with effect from 13th February, 2020 pursuant to the provisions of Section 161 of the Companies Act, 2013 read with Companies (Appointment and Qualification of Directors) Rules, 2014 and in accordance with the provisions of the Articles of Association of the Company and in respect of whom the Company has received a notice in writing from a member as required under Section 160 of the Companies Act, 2013 proposing her candidature for the office of Director, and who has submitted the declaration that she meets the criteria for Independence as provided under the Act and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and who holds office upto the date of this Annual General Meeting, be and is hereby appointed as an Independent, Non –Executive Director of the Company for a period of five years w.e.f. 13th February, 2020 to 12th February, 2025, who shall not be liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, matters and things as may be necessary to give effect to the above resolution.”

7. To approve the payment of Commission to the Independent Directors of the Company and in this regard if thought fit, to pass, the following resolution as an **ORDINARY RESOLUTION:**

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 197, 198, and all other applicable provisions of the Companies Act, 2013, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Articles of Association of the Company, in addition to the sitting fees paid for attending the meetings of the Board of

Directors of the Company and Committees thereof, the consent of the members of the Company be and is hereby accorded for the payment of ₹ 2,00,000 (Rupees Two Lakhs only) as Commission to Mr. A. B. Vaidya, Mr. Deepak Sethi and Lt. Gen (Retd.) K. S. Brar, Independent Directors of the Company for the financial year 2019-20.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, matters and things as may be necessary to give effect to the above resolution.”

8. To approve the waiver of excess remuneration paid to Mr. Raghu Mody (DIN:00053329), Executive Chairman and Whole Time Director of the Company and in this regard, if thought fit, to pass, the following resolution as a **SPECIAL RESOLUTION:**

“**RESOLVED THAT** pursuant to the provisions of Section 197(10) of the Companies Act, 2013 (the “Act”) read with Schedule V to the Act, and other applicable provisions, if any, of the Act and the Rules framed thereunder (including any statutory amendment(s), modification(s) or re-enactment(s) thereof), the Articles of Association of the Company, the approval of the Members be and is hereby accorded for the waiver from recovery of ₹ 44,76,347 (Rupees Forty Four Lakhs Seventy Six Thousand Three Hundred Forty Seven only) being excess managerial remuneration paid to Mr. Raghu Mody (DIN:00053329), designated as Executive Chairman and Whole Time Director, of the Company for the Financial Year 2019-20, which is in excess of the limits prescribed under provisions of Section 197(1) read with Schedule V of the Companies Act, 2013.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, matters and things as may be necessary to give effect to the above resolution.”

By Order of the Board of Directors

Vikram Soni
Company Secretary & Compliance Officer

Place: Mumbai
Date: 29th June, 2020

Regd. Office:
 Peninsula Business Park, ‘A’ Tower,
 8th Floor, Senapati Bapat Marg,
 Lower Parel, Mumbai 400013

NOTES:

1. The Statement pursuant to Section 102 of the Companies Act, 2013 in respect of special business is annexed hereto and forms part of this notice. The Board of Directors have considered and decided to include the Item Nos. 4 to 8 given above as Special Business in the forthcoming AGM, as they are unavoidable in nature.
2. In view of continuing lockdown situation due to COVID-19 global pandemic, the Ministry of Corporate Affairs (“MCA”) has vide its General Circular No. 20/2020 dated 5th May, 2020 read with General Circular No. 14/2020 dated 8th April, 2020, Circular No.17/2020 dated 13th April, 2020 (collectively referred to as “MCA Circulars”) and SEBI vide its Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12th May 2020 have permitted holding of Annual General Meetings through Video Conferencing (“VC”) / Other Audio-Visual Means (“OAVM”), without physical presence of the Members at a common venue. In compliance with applicable provisions of the Companies Act, 2013 (“Act”), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) and MCA Circulars, the 56th AGM of the Company will be conducted through VC / OAVM, without physical presence of the members at a common venue. The Company has engaged services of Central Depository Services (India) Limited (CDSL) for facilitating conducting of AGM and voting through electronic means i.e., remote e-voting and voting during the AGM.
3. In accordance with the Secretarial Standard -2 on General Meetings issued by the Institute of Company Secretaries of India (ICSI) read with Guidance/Clarification dated 15th April, 2020 issued by ICSI, the proceedings of the AGM shall be deemed to be conducted at the registered office of the Company situated at Peninsula Business Park, ‘A’ Tower, 8th Floor, Senapati Bapat Marg, Lower Parel, Mumbai 400013. Keeping in view the guidelines to fight COVID-19 pandemic, the Members are requested to attend the AGM from their respective locations by VC and do not visit the registered office to attend the AGM.
4. Pursuant to the provisions of the Act, a member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. However, since this 56th AGM is being conducted pursuant to the MCA and SEBI Circulars through VC / OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the members will not be available for this AGM and hence the Proxy Form and Attendance Slip including the Route Map are not annexed to this Notice.

5. Pursuant to MCA Circular No. 14/2020 dated 8th April, 2020, the facility to appoint proxy to attend and cast vote for the members is not available for this 56th AGM. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the AGM through VC/OAVM and cast their votes through e-voting.
6. Institutional/ Corporate members intending to represent through their authorised representatives in the AGM through VC/OAVM and to vote through remote e-voting or vote at the AGM are requested to send to the Company a certified copy of the board resolution authorising their representative to the designated e-mail address of the Company i.e. investor@hindcompo.com and to CDSL i.e. helpdesk.evoting@cdslindia.com.
7. In case of joint holders attending the Meeting, only such joint holder who is higher in order of names will be entitled to vote.
8. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Act, and the Register of Contracts or Arrangements in which the directors are interested, maintained under Section 189 of the Act and all documents referred to in the notice of 56th AGM, will be available for inspection by the Members on request by sending an e-mail to investor@hindcompo.com.
9. Pursuant to the provisions of Section 91 of the Companies Act, 2013 and Regulation 42 of SEBI Listing Regulations, the Register of Members and the Share Transfer Books of the Company will remain closed from Wednesday, 23rd September, 2020 to Tuesday, 29th September, 2020 (both days inclusive) for determining the name of members eligible for dividend on Equity Shares, if approved by the members at the ensuing 56th Annual General Meeting.
10. The dividend on Equity shares as recommended by the Board of Directors for the year ended 31st March, 2020, if approved by the members at the ensuing 56th Annual General Meeting, will be paid to those members whose names stand registered in the Register of Members as on Tuesday, 22nd September, 2020 and in respect of the shares held in dematerialized form, the dividend will be paid to members whose names are furnished by National Securities Depository Limited / Central Depository Services (India) Limited as beneficial owners as on that date. In case the Company is unable to pay the dividend to any member by the electronic mode due to non-availability of the details of the bank account the Company shall dispatch the dividend warrant/demand draft upon restoration of normalcy of postal services.

11. Members may note that the Income Tax Act, 1961, the ("IT Act") as amended by the Finance Act, 2020, mandates that dividends paid or distributed by a company after 1st April, 2020 shall be taxable in the hands of members. The Company shall therefore be required to deduct tax at source (TDS) at the time of making the payment of final dividend. In order to enable us to determine the appropriate TDS rate as applicable, members are requested to submit the following in accordance with the provisions of the IT Act.

For resident shareholders, taxes shall be deducted at source under Section 194 of the IT Act as follows-

Members having valid PAN	7.5% or as notified by the Government of India
Members not having PAN / Invalid PAN	20% or as notified by the Government of India

However, no tax shall be deducted on the dividend payable to a resident individual if the total dividend to be received by him during Financial Year 2020-21 does not exceed ₹ 5,000 and also in cases where members have provided Form 15G / Form 15H (applicable to individuals aged 60 years or more), subject to conditions specified in the IT Act. Resident shareholders may also submit any other document as prescribed under the IT Act to claim a lower / Nil withholding tax. Registered members may also submit any other document as prescribed under the IT Act to claim a lower / Nil withholding tax. PAN is mandatory for members providing Form 15G / 15H or any other document as mentioned above.

For non-resident shareholders, taxes are required to be withheld in accordance with the provisions of Section 195 and other applicable sections of the IT Act, at the rates in force. The withholding tax shall be at the rate of 20% (plus applicable surcharge and cess) or as notified by the Government of India on the amount of dividend payable. However, as per Section 90 of the IT Act, non-resident shareholders have the option to be governed by the provisions of the Double Tax Avoidance Agreement (DTAA) between India and the country of tax residence of the member, if they are more beneficial to them. For this purpose, i.e. to avail the benefits under the DTAA, non-resident shareholders will have to provide the following:

- Copy of the PAN card allotted by the Indian Income Tax authorities duly attested by the member
- Copy of Tax Residency Certificate (TRC) for the FY 2020-21 obtained from the revenue authorities of the country of tax residence, duly attested by member
- Self-declaration in Form 10F
- Self-declaration by the shareholder of having no

permanent establishment in India in accordance with the applicable tax treaty

- Self-declaration of beneficial ownership by the non-resident shareholder
- Any other documents as prescribed under the IT Act for lower withholding of taxes if applicable, duly attested by member

In case of Foreign Institutional Investors / Foreign Portfolio Investors, tax will be deducted under Section 196D of the IT Act @ 20% (plus applicable surcharge and cess).

The aforementioned documents are required to be submitted by sending email at investor@hindcompo.com during the period commencing before 23:59 hrs IST on 22nd September, 2020.

12. In terms of SEBI Circular No. SEBI/ HO/ MIRSD/ DOP1/ CIR/P/2018/73 dated 20th April, 2018 read with SEBI press release PR No.: 51/2018 dated 3rd December, 2018, effective from 1st April, 2019, Companys' shares can be transferred in dematerialized form only, except in cases of transmission and transposition. Hence members, who hold shares in physical form, are requested to dematerialize their shares, so they can transfer their shares in future, if so desire. However members can continue to hold shares in physical form.
13. SEBI Listing Regulations in terms of Schedule I mandates to all listed companies to use the Reserve Bank of India's approved electronic mode of payment such as National Automated Clearing House (NACH), National Electronic Fund Transfer (NEFT), Real Time Gross Settlement (RTGS) for making payments like dividend to the shareholders. Accordingly, members who have not updated their bank account details and wish to avail such facility in future are requested to update their bank account details by furnishing requisite documents with the RTA of the Company.
14. The cut off date for the purpose of final dividend and the cut-off date for the purpose of determining eligibility of members for voting in connection with the 56th AGM has been fixed as Tuesday 22nd September, 2020.
15. Members holding shares in physical form are requested to notify immediately any change in their address or bank details to the Company / RTA quoting their Folio Number. Members holding shares in the Demat form may update such details with their respective Depository Participants.
16. The Company has transferred the unpaid or unclaimed dividend declared upto financial years 2011-12, from time to time, to the Investor Education and Protection Fund (IEPF) established by the Central Government. The

unclaimed dividend in respect of the financial year ended 31st March, 2013 is due for transfer to the IEPF in month of October, 2020. The shareholders whose dividend remained unclaimed for the financial year 2012-13 and for subsequent financial years are requested to claim it immediately from the Company. The Company has uploaded the details of unpaid and unclaimed dividend amounts lying with the Company as on 31st March, 2020 under "Investor Relations" section on the website of the Company www.hindcompo.com. The said details have also been uploaded on the website of the Ministry of Corporate Affairs and the same can be accessed through the link: www.mca.gov.in and on the website of IEPF viz. www.iepf.gov.in. Attention of the members is drawn to the provisions of Section 124(6) of the Act, which requires a company to transfer in the name of IEPF Authority all shares in respect of which dividend has not been paid or claimed for 7 (seven) consecutive years or more.

In accordance with the aforesaid provisions of Section 124(6) of the Act read with the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, as amended, the Company has transferred 20,347 shares in respect of which dividend declared for the financial year 2011-12 or earlier financial years remained unpaid or unclaimed by the members for 7 (seven) consecutive years or more to the Investor Education and Protection fund via corporate action through Central Depository Services Limited.

A member desirous to claim back his shares from IEPF Authority can do so by following prescribed procedure under the said rules. The said details are available on the website of the company at www.hindcompo.com and have also been uploaded on the website of the Ministry of Corporate Affairs and the same can be accessed through the link: www.mca.gov.in and on the website of IEPF viz. www.iepf.gov.in.

Further, the Company has initiated necessary action for transfer of all shares in respect of which dividend declared for the financial year 2012-13 has remained unpaid or unclaimed by the members for 7 (seven) consecutive years or more.

17. Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available to atleast 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration

Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.

18. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
19. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are therefore, requested to submit their PAN details to their respective Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN to the Company / RTA.
20. To comply with the provision of Section 88 of the Companies Act, 2013 read with Rule 3 of the Companies (Management and Administration) Rule 2014, the Company is required to update its database by incorporating some additional details of its members.

Members are requested to submit their e-mail ID and other details vide the e-mail updation form available on Companys' website viz. www.hindcompo.com. The same could be done by filling up and signing at the appropriate place in the said form and by sending the same to the RTA.

The e-mail ID provided shall be updated subject to successful verification of your signatures as per record available with the RTA of the Company.

21. In compliance with the aforesaid MCA Circulars and SEBI Circular dated 12th May, 2020, Notice of the 56th AGM along with the Annual Report 2020 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories. Members may note that the Notice and Annual Report 2020 will also be available on the Companys' website www.hindcompo.com, websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively and on the website of CDSL at www.evotingindia.com.
22. Non Resident Indian members are requested to inform to the Companys' Registrar & Share Transfer Agents, immediately of any change in their residential status on return to India for permanent settlement, their bank account maintained in India with complete name, branch, account type, account number and address of the bank with pin code, if the details are not furnished earlier.
23. Members holding shares in identical order of names in more than one folio are requested to write to the Company

/ Registrar and Share Transfer Agents (RTA) enclosing their Share Certificates to enable the Company to consolidate their holdings in one folio for better services.

24. Members are requested to forward all Share Transfers and other communications to the RTA of the Company and are further requested to always quote their Folio Number / DPID-Client ID in all correspondences with the Company.
25. Members holding shares in single name and physical form are advised to make nomination in respect of their shareholding in the Company.
26. Brief resume of directors proposed to be appointed/re-appointed at the ensuing Annual General Meeting in terms of Regulations 26(4) & 36(3) of SEBI Listing Regulations and SS-2 Secretarial Standard on "General Meetings" is annexed to the Notice.
27. The shares of the Company are listed on BSE Limited and National Stock Exchange of India Limited. Listing fees for the financial year 2020-21 has been paid to both the stock exchanges.
28. Members may also note that 56th Annual Report for the year 2019-20 is also available on the website of the company at www.hindcompo.com.
29. To support the Green Initiative, members who have not registered their email addresses are requested to register the same with the Companys' Registrar and Share Transfer Agent/their Depository Participants, in respect of shares held in physical/electronic mode, respectively.
30. In compliance with provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, Regulation 44 of the SEBI Listing Regulations and Secretarial Standards on General Meetings (SS-2) issued by the ICSI, the Company is pleased to provide e-voting facility to its members to exercise their right to vote electronically on the resolutions mentioned in the notice of 56th Annual General Meeting (AGM) dated 29th June, 2020. The members may cast their votes using electronic voting system from a place other than the venue of the meeting ("remote e-voting").
 - (a) The facility of casting the votes by the members/ shareholders using an electronic voting system from a place other than venue of the AGM ("remote e-voting") and for poll during the meeting will be provided by Central Depository Services (India) Limited (CDSL e-Voting System).
 - (b) A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date

only shall be entitled to avail the facility of “remote e-voting” or e-voting during the AGM.

- (c) The “remote e-voting” period commences on Saturday 26th September, 2020 (9:00 hrs) and ends on Monday 28th September, 2020 (17:00 hrs). During this period, members/shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. Tuesday 22nd September, 2020, may cast their vote by “remote e-voting”. The “remote e-voting” module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
- (d) The voting rights of members/shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date, i.e., Tuesday, 22nd September, 2020.

Any person who becomes a member of the Company after dispatch of the Notice of the meeting and holding shares as on the cut-off date i.e. Tuesday, 22nd September, 2020 may obtain the User ID and password by sending a request at viz; helpdesk.evoting@cdslindia.com or viz; rnt.helpdesk@linkintime.co.in. However, if the member is already registered with CDSL for remote e-voting then he can use his existing user ID and password for casting the vote through e-voting. If you forgot your password, you can reset your password by using “Forgot User Details/Password” option available on www.evotingindia.com.

- (e) The Board of Directors of the Company has appointed CS Manish Baldeva, Proprietor of M/s. M Baldeva Associates, Company Secretaries, Thane (FCS No.: 6180/CP No.: 11062) as Scrutinizer to scrutinize the voting through remote e-voting process and e-voting during the AGM in a fair and transparent manner. The Scrutinizer shall within a period of not exceeding 48 hours from the conclusion of the e-voting period unblock the votes in the presence of at least two witnesses not in employment of the Company and make a scrutinizers’ report of the votes cast in favour or against, if any, forthwith to the Chairman or a person authorized by him who shall countersign the same and declare the result of the voting.
- (f) The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company viz; www.hindcompo.com and on the website of CDSL viz; www.evotingindia.com immediately after the declaration of result by the Chairman or a person authorized by him in writing.

The results shall simultaneously be communicated to the stock exchanges.

- (g) Subject to receipt of requisite number of votes, the resolutions shall be deemed to be passed on the date of the Meeting i.e. Tuesday, 29th September, 2020.

(h) Note for Non – Individual Shareholders and Custodians

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the “Corporates” module.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; investor@hindcompo.com, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

THE PROCEDURE/ INSTRUCTIONS FOR SHAREHOLDERS VOTING ELECTRONICALLY ARE AS UNDER:

- (i) The voting period begins on Saturday, 26th September, 2020 (9.00 hrs.) and ends on Monday, 28th September, 2020 (17.00 hrs.). During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) i.e. Tuesday, 22nd September, 2020 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders should log on to the e-voting website www.evotingindia.com.

- (iii) Click on Shareholders.
- (iv) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
PAN	<ul style="list-style-type: none"> • Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) • Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number which is printed on Attendance Slip indicated in the PAN field.
Dividend Bank Details Date of Birth (DOB)	<ul style="list-style-type: none"> • Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. • If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for HINDUSTAN COMPOSITES LIMITED on which you choose to vote.
- (xii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xvii) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) **Shareholders can also cast their vote using CDSLs' mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store, Apple and Windows phone. Please follow the instructions as prompted by the mobile app while voting on your mobile.**
- (xix) **Note for Non – Individual Shareholders and Custodians**
 - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.

- The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

(xx) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL ADDRESSES ARE NOT REGISTERED WITH THE DEPOSITORIES FOR OBTAINING LOGIN CREDENTIALS FOR E-VOTING FOR THE RESOLUTIONS PROPOSED IN THIS NOTICE

1. In case of Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to Companys’ email Id investor@hindcompo.com or to RTAs’ email id rnt.helpdesk@linkintime.co.in.
2. In case of Demat shareholders - please provide Demat account details (CDSL-16 digit beneficiary ID or NSDL-16 digit DPID + CLID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to Companys’ email Id investor@hindcompo.com or to RTAs’ email id rnt.helpdesk@linkintime.co.in
3. The company/RTA shall co-ordinate with CDSL and provide the login credentials to the above mentioned shareholders.

INSTRUCTIONS FOR SHAREHOLDERS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER

1. Shareholder will be provided with a facility to attend the AGM through VC/OAVM through the CDSL e-Voting system. Shareholders may access the same at <https://www.evotingindia.com> under shareholders / members login by using the remote e-voting credentials. The link for VC/OAVM will be available in shareholder / members login where the EVSN of Company will be displayed.

2. Facility of joining the AGM through VC / OAVM shall open 15 minutes before and after the scheduled time of the commencement of the Meeting and will be available for Shareholders on a first come first served basis.
3. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
4. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
5. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
6. Shareholders who would like to express their views/ask questions during the AGM may register themselves as a speaker by sending their request in advance atleast 2 (two) days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at investor@hindcompo.com. The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance 7 (Seven) days prior to meeting mentioning their name, demat account number / folio number, email id, mobile number at investor@hindcompo.com. These queries will be replied to by the company during the Annual General Meeting.
7. Those shareholders who have registered themselves as a speaker will be allowed to express their views/ask questions during the meeting. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM on first come first serve basis.

THE INSTRUCTIONS FOR SHAREHOLDERS FOR e-VOTING ON THE DAY OF THE AGM ARE AS UNDER

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for Remote e-voting.
2. Only those shareholders, who are present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.
3. If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

4. Shareholders who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.

Other Instructions

In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com or call 1800225533.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call 1800225533.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item No. 4:

Mr. Raghu Mody, Executive Chairman and Whole Time Director of the Company is promoter of the Company and is associated with the Company since 1987. He is a leading industrialist with several decades of extensive and varied experience in setting up businesses in different kinds of industrial products.

The current tenure of Mr. Raghu Mody as Executive Chairman and Whole Time Director is expiring on 30th September, 2020. Considering his experience, knowledge and contribution made in the growth of the Company and as recommended by Nomination and Remuneration Committee and approved by Audit Committee, the Board of Directors of the Company had at its meeting held on 29th June, 2020 has re-appointed him as Executive Chairman and Whole Time Director of the Company for a further period of 3 years w.e.f. 1st October, 2020 to 30th September, 2023 on the terms and conditions as follows:

Sr. No.	Particulars	Details of proposed remuneration
1.	Salary	₹ 6,41,667 per month and special allowance of ₹ 6,20,833 per month with an increase which may be decided by the Board of Directors from time to time within the limits, as specified in Schedule V to the Companies Act, 2013.
2.	Commission	As may be decided by the Board from time to time, subject to limit prescribed under the Companies Act.
3.	Accommodation	Free furnished accommodation with reimbursement of the cost of electricity, water, gas, telephone and maintenance in the premises etc.
4.	Conveyance/ Motor Car	Provision of motor car with driver.
5.	Medical	Reimbursement of medical expenses and insurance premium for self, spouse and dependent children, not exceeding ₹ 1,50,000 per annum.

Sr. No.	Particulars	Details of proposed remuneration
6.	Servant Allowance	Provision for Servant Allowance ₹ 25,000 p.m.
7.	Gratuity	As per rules of the Companys' Scheme.
8.	Personal accident insurance	As per rules of the Companys' Scheme.
9.	Club subscription	Reimbursement of club subscription fees of two clubs.
10.	Leave encashment	Encashment of leave accumulation as per the rules of the Company.

The above remuneration is to be paid as minimum remuneration in absence or inadequacy of profits, subject to the provisions of Schedule V of the Companies Act, 2013.

Your Directors recommend the Special Resolution as set out at item no. 4 of the notice for approval of the Members.

Relevant details relating to appointment of Mr. Raghu Mody as required by the Act, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard - 2 on General Meetings issued by the ICSI are provided in Annexure - 1 to this Notice.

Except Mr. Raghu Mody, Executive Chairman and Whole Time Director, none of the other Directors and Key Managerial Personnel of the Company or their relatives are concerned or interested, financially or otherwise, in the said resolution.

Item No. 5.

The Board of Directors, on the recommendation of Nomination and Remuneration Committee, appointed Mr. Lalit Kumar Bararia (DIN: 00204670) as an Additional Director (Independent, Non-Executive Director) of the Company, with effect from 13th February, 2020 under Section 149, 150 and 152 of the Companies Act, 2013 and holds office as such upto the date of forthcoming Annual General Meeting.

The Company has received notice under Section 160 of the Companies Act, 2013 from a member signifying his candidature

as an Independent Director of the Company. The Company has also received a declaration of independence from him.

In the opinion of the Board, he fulfils the conditions as set out in Section 149(6) and Schedule IV of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") for being eligible for his appointment. Mr. Lalit Kumar Bararia is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013. The Company has received from him all statutory disclosures /declarations including his consent to act as a Director. The letter of appointment is available for inspection by members at the registered office of the Company between 11 a.m. to 1 p.m. on any working day of the Company.

A brief resume of Mr. Lalit Kumar Bararia and other relevant details relating to his appointment, as required by the Act, the SEBI Listing Regulations and Secretarial Standard - 2 on General Meetings issued by the ICSI is provided in Annexure - 1 to this Notice.

The Board considers that his association would be of immense benefit to the Company and it is desirable to avail services of Mr. Lalit Kumar Bararia as an Independent Director. Accordingly, the Board recommends the resolution in relation to appointment of him as an Independent Director for period upto 5 (five) consecutive years with effect from 13th February, 2020 for the approval by the Members of the Company.

The Board of Directors accordingly recommends the Ordinary Resolution as set out at item no. 5 of the Notice for your approval.

Mr. Lalit Kumar Bararia is not holding any shares in the Company. Except Mr. Lalit Kumar Bararia, being an appointee, none of the Directors and / or Key Managerial Personnel of the Company or their relatives are concerned or interested financially or otherwise, in the resolution set out at item no. 5.

Item No. 6.

The Board of Directors, on the recommendation of Nomination and Remuneration Committee, appointed Mrs. Preeti Vimal Agrawal (DIN.:08693668) as an Additional Director (Independent, Non- Executive Director) of the Company, with effect from 13th February, 2020 under Section 149, 150 and 152 of the Companies Act, 2013 and she holds as such office upto the date of forthcoming Annual General Meeting.

The Company has received notice under Section 160 of the Companies Act, 2013 from a member signifying her candidature as an Independent Director of the Company. The Company has also received a declaration of independence from her.

In the opinion of the Board, she fulfils the conditions as set out in Section 149(6) and Schedule IV of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") for being eligible

for his appointment. Mrs. Preeti Vimal Agrawal is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013. The Company has received from her all statutory disclosures /declarations including her consent to act as a Director. The letter of appointment is available for inspection by members at the registered office of the Company between 11 a.m. to 1 p.m. on any working day of the Company.

A brief resume of Mrs. Preeti Vimal Agrawal and other relevant details relating to her appointment as required by the Act, the SEBI Listing Regulations and Secretarial Standard - 2 on General Meetings issued by the ICSI is provided in Annexure - 1 to this Notice.

The Board considers that her association would be of immense benefit to the Company and it is desirable to avail services of Mrs. Preeti Vimal Agrawal as an Independent Director. Accordingly, the Board recommends the resolution in relation to appointment of her as an Independent Director for period upto 5 (five) consecutive years with effect from 13th February, 2020 for the approval by the Members of the Company.

The Board of Directors accordingly recommends the Ordinary Resolution as set out at item no. 6 of the Notice for your approval.

Mrs. Preeti Vimal Agrawal is not holding any shares in the Company. Except Mrs. Preeti Vimal Agrawal, being an appointee, none of the Directors and / or Key Managerial Personnel of the Company or their relatives are concerned or interested financially or otherwise, in the resolution set out at item no. 6.

Item No. 7.

Considering the rich experience and expertise brought to the Board by Mr. A. B. Vaidya, Mr. Deepak Sethi and Lt. Gen (Retd.) K. S. Brar, Independent Directors of the Company, it is proposed to pay a commission of ₹ 2,00,000 (Rupees Two Lakhs only) to each of the aforesaid Independent Directors for the financial year 2019-20. Such payment will be in addition to the sitting fees for attending Board/Committee meetings.

The Board of Directors accordingly recommends the Ordinary Resolution as set out at item no. 7 of the Notice for your approval.

None of the Directors, Key Managerial Personnel or their respective relatives, except all of the Independent Directors of the Company to whom the resolution relates are concerned or interested, financially or otherwise, in the said resolution.

Item No. 8:

Mr. Raghu Mody was reappointed as Whole Time Director of the Company, designated as Executive Chairman and Whole Time Director, for a period of 3 years w.e.f. 1st October, 2017 to 30th September, 2020. As per his performance, the Company has been paying remuneration to him, as approved by the members of the Company from time to time.

As per provisions of Section 197(1) of the Companies Act, 2013, a managerial personal can be paid remuneration upto 5% of net profits of the Company in any financial year, as computed in accordance with the provisions of Section 198 of the Companies Act, 2013. If in any financial year, the company has inadequate profits or does not have profits, it can pay remuneration to its managerial personals in accordance with the provisions of Schedule V to the Companies Act, 2013.

As per provisions of Section 197(9) of the Act, if any managerial personal draws or receives, directly or indirectly, by way of remuneration any such sum in excess of the limit prescribed under Section 197 or without shareholders' approval, he shall refund such sums to the company, within two years or such lesser period as may be allowed by the company and until such sum if refunded, hold it in trust for the company. However, as per provisions of Section 197(10) of the Act, with the approval of Members of the Company recovery of excess amount of remuneration so paid to a managerial personal can be waived off.

During the FY 2019-20 due to the low performance of the overall Auto sector and global automotive industry facing a tough time with several large OEMs posting losses and occurrence of

COVID – 19 pandemic and consequent lockdowns from early March, 2020 the Company could not generate the profits as anticipated during the Financial Year. Thus the remuneration paid to Mr. Raghu Mody to the extent of ₹ 44,76,347 become excess in terms of limits prescribed under Section 197(1) read with Schedule V of the Companies Act, 2013. However, the remuneration so paid was within limits as approved by the members of the Company.

Hence it is proposed to seek waiver from recovery of ₹ 44,76,347, being excess remuneration in terms of limits prescribed under Section 197(1) read with Schedule V of the Companies Act, 2013, paid to Mr. Raghu Mody, Executive Chairman and Whole Time Director of the Company for the Financial Year 2019-20.

Your Directors recommend the Special Resolution as set out at item no. 8 of the notice for approval of the Members.

Except Mr. Raghu Mody, Executive Chairman and Whole Time Director, none of the other Directors and Key Managerial Personnel of the Company or their relatives is concerned or interested, financially or otherwise, in the said resolution.

Annexure - 1

INFORMATION OF DIRECTORS BEING PROPOSED TO BE APPOINTED / RE-APPOINTED AS PER REGULATION 26(4) AND 36(3) OF SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 AND SECRETARIAL STANDARD – 2 ON ‘GENERAL MEETINGS’ IS GIVEN BELOW:

Particulars	Name of Directors			
	Mr. Raghu Mody (DIN.: 00053329)	Mr. P. K. Choudhary (DIN.:00535670)	Mr. Lalit Kumar Bararia (DIN.: 00204670)	Mrs. Preeti Vimal Agrawal (DIN.: 08693668)
Age	81 years	65 years	65 years	40 Years
Qualifications	Graduate from Cambridge University	Chartered Accountant and Company Secretary	Chartered Accountant	Chartered Accountant
Experience (including expertise in specific functional area) / Brief Resume	He has over 57 years of experience as a leading industrialist with several decades of extensive and varied experience in setting up businesses in different kinds of industrial products.	He possesses rich experience in the field of finance, manufacturing and administration.	He has over 40 years of experience in the field of Management, Consultancy, Accounts, Taxation and Finance.	She is a member of Institute of Chartered Accountants of India and an Insolvency Resolution Professional registered with the IBBI. She has attained Diploma in Information System Audit and possesses Certificate in the course of concurrent audit of banks. She has over 15 years of experience in diversified areas.
Terms and Conditions of Reappointment	In terms of Section 152(6) of the Companies Act, 2013, Mr. Raghu Mody is liable to retire by rotation.	In terms of Section 152(6) of the Companies Act, 2013, Mr. P. K. Choudhary is liable to retire by rotation.	Mr. Lalit Kumar Bararia is proposed to be appointed as an Independent Director for a term of 5 consecutive years and shall not be liable to retire by rotation.	Mrs. Preeti Vimal Agrawal is proposed to be appointed as an Independent Director for a term of 5 consecutive years and shall not be liable to retire by rotation.
Remuneration last drawn (including Sitting fees, Commission if any)	₹ 156.29 Lakhs	₹ 90.78 Lakhs	Not Applicable	Not Applicable
Remuneration proposed to be paid	₹ 156.00 Lakhs and Commission as decided by the Board	₹ 88.00 Lakhs	Sitting fees as approved and Commission as may be decided by the Board	Sitting fees as approved and Commission as may be decided by the Board
Date of first Appointment on the Board	29 th December, 1987	18 th March, 2005	13 th February, 2020	13 th February, 2020
Shareholding in the Company as on 31st March, 2020	Nil	Nil	Nil	Nil
Relationship with other Directors / Key Managerial Personnel	He is not related inter-se to any Director(s) /Key Managerial Personnel(s) of the Company within the meaning of Section 2(77) of the Companies Act, 2013	He is not related inter-se to any Director(s) /Key Managerial Personnel(s) of the Company within the meaning of Section 2(77) of the Companies Act, 2013	He is not related inter-se to any Director(s) /Key Managerial Personnel(s) of the Company within the meaning of Section 2(77) of the Companies Act, 2013	She is not related inter-se to any Director(s) /Key Managerial Personnel(s) of the Company within the meaning of Section 2(77) of the Companies Act, 2013
Number of meetings of the Board attended during the financial year (2019-20)	5 (Five)	5 (Five)	Not Applicable	Not Applicable
Directorships of other Boards as on March 31, 2020	1) J. L. Morison (India) Ltd. 2) Rasoi Ltd. 3) Prabhukripa Overseas Limited	1) Prabhukripa Overseas Limited 2) Automotive Component Manufacturers Association of India	1) Takahashi Agencies Pvt. Ltd. 2) J.L. Morison (India) Ltd	Nil
Membership / Chairmanship of Committees of other Boards as on 31st March, 2020	1) Rasoi Ltd. – Member of Audit Committee 2) J. L. Morison (India) Ltd. – Member of Nomination and Remuneration Committee	1) Prabhukripa Overseas Limited. – Member of Nomination and Remuneration Committee	1) J. L. Morison (India) Limited- Member of Audit Committee & Member of Corporate Social Responsibility	Nil
Summary of Performance Evaluation/Justification for choosing the appointees for appointment as Independent Directors	Not Applicable	Not applicable	Due to his expertise and experience as mentioned above.	Due to his expertise and experience as mentioned above.

Annexure - 2

THE STATEMENT CONTAINING ADDITIONAL INFORMATION PURSUANT TO PART II OF SCHEDULE V OF THE COMPANIES ACT, 2013:

I	General Information:	
1.	Nature of Industry	The Company is engaged in the business of development, manufacture & marketing of Friction Materials in India comprising of Brake Lining, Clutch Facing, Disc Brake Pad, Roll Lining, Brake Block etc.
2.	Date or expected date of commencement of commercial production	The Company is an existing Company and is in operation since 1964.
3.	In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	NotApplicable
4.	Financial performance based on given indicators	EPS: ₹ 8.15 (On Standalone basis) Return on Net worth: 1.56%
5.	Foreign Investment or Collaborations, if any	The Company has a long term Technical Assistance Agreement with TBK Co. Ltd., headquartered in Tokyo, Japan and having a largest shareholding of ISUZU Motors Ltd., to obtain Technical Assistance for manufacture of Commercial Vehicle Brake Friction Materials in India.
II	Information about the appointee:	
1.	Background details	Mr. Raghu Mody is a leading industrialist with several decades of extensive and varied experience in setting up businesses in different kinds of industrial products.
2.	Past Remuneration	₹ 156.29 Lakhs
3.	Recognition or awards	Mr. Raghu Mody is having good experience in the industry in which the company operates and some of the notable awards won by him are : 1) US AMBASSADOR'S AWARD FOR DISTINGUISHED SERVICE, in recognition of his contribution to U.S. India partnership and in his role as an outstanding President of Indo-American Chamber of Commerce and his stalwart support for Indo-American Educational Exchange through the Fulbright Program. 2) CAVALIERE UFFICIALE OMRI (Knighthood by the Italian Government). 3) The Golden Peacock Award from the Institute of Directors. 4) GLOBOIL INDIA LEGEND 2004.
4.	Job profile and his suitability	Mr. Raghu Mody is an Executive Chairman & Whole Time Director of the Company. Taking into consideration his expertise, he is best suited for the responsibilities currently assigned to him by the Board of Directors
5.	Remuneration proposed	₹ 156.00 Lakhs (approx.) p.a.
6.	Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin)	The remuneration as proposed of Mr. Raghu Mody is as per industry standards.
7.	Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any	Besides the remuneration proposed Mr. Raghu Mody does not have any pecuniary relationship directly or indirectly with Company and other managerial personnel. He forms part of the Promoter Group of the Company.

III Other Information:		
1	Reasons of loss or inadequate profits	The Company is passing a Special Resolution pursuant to the sub-section (1) of Section 197 of the Companies Act, 2013 as a matter of abundant precaution as the profitability of the Company may be adversely impacted in future due to business environment during the period for which remuneration is payable to Mr. Raghu Mody.
2	Steps taken or proposed to be taken for improvement	The Company has taken cost rationalization measures to improve operational efficiency and profitability by increase in business.
3	Expected increase in productivity and profits in measurable terms	Though company plans to increase its revenues and profits, but in view of Corona disruption, prediction is difficult.
IV Disclosure		
1	Remuneration package of the managerial person	As detailed in the explanatory statement which forms part of the Notice of AGM.
2	Disclosures in the Board of Directors' report under the heading 'Corporate Governance' included in Annual Report 2019-20	The requisite details of remuneration of Directors are included in the Corporate Governance Report, forming part of the Annual Report of FY 2019-20 of the Company.

By order of the Board of Directors

Place: Mumbai

Date: 29th June, 2020

Vikram Soni

Company Secretary & Compliance Officer

Registered Office:

Peninsula Business Park, 'A' Tower,
8th Floor, Senapati Bapat Marg,
Lower Parel, Mumbai 400013