

**HINDUSTAN COMPOSITES LTD.**

Peninsula Business Park, Tower A, 8th Floor,
Senapati Bapat Marg, Lower Parel, Mumbai - 400 013.
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Email : hcl@hindcompo.com Website : www.hindcompo.com
CIN No. L29120MH1964PLC012955

29th March, 2024

To,
Manager (CRD)
BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai - 400 001
Scrip Code: 509635

The Manager – Listing
National Stock Exchange of India Limited
Exchange Plaza, Bandra Kurla Complex,
Mumbai- 400 050
Symbol: HINDCOMPOS

Dear Sir,

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

Pursuant to the provisions of Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) and Postal Ballot results declared on 29th March, 2024, we hereby inform you that the Members of the Company have inter-alia adopted new set of the Articles of Association of the Company in substitution for and to the exclusion of the existing Articles of Association of the Company and appointed Mr. Rajan Arvind Dalal (DIN: 00546264) as Non-Executive Independent Director of the Company for a term of upto 5 (five) consecutive years with effect from 21st February, 2024 till 20th February, 2029 by way of passing special resolution through Postal Ballot process as set out in the Postal ballot notice dated 21st February, 2024.

Mr. Rajan Arvind Dalal have confirmed that he meet the criteria of ‘Independence’ under the provisions of the Companies Act, 2013 and the SEBI (LODR) Regulations, 2015. Further, Mr. Rajan Arvind Dalal is not debarred from holding the office of a Director by virtue of any order passed by the Securities and Exchange Board of India or any other such authority.

The disclosure pursuant to the provisions of Regulation 30 of the Listing Regulations read with SEBI Circular No. SEBI/HO/CFD/CFD-PoD-1/P/CIR/2023/123 dated 13th July, 2023 is enclosed herewith as **Annexure – A**.

Kindly take the above on your record.

Thanking you,

Yours faithfully,

For **Hindustan Composites Limited**

Ravi Vaishnav
Company Secretary & Compliance Officer
Membership No.: A34607

Encl.: As stated above

Annexure A

Disclosure under Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with the SEBI Circular SEBI/HO/CFD/CFD-PoD-1/P/CIR/2023/123 dated 13th July, 2023:

1. Appointment of Mr. Rajan Arvind Dalal (DIN: 00546264) as Non-Executive Independent Director:

Sr. No.	Particulars	Details
	Reason for change viz. appointment, re-appointment, resignation, removal, death or otherwise;	Appointment as Non-Executive Independent Director of the Company.
	Date of appointment / re-appointment / cessation (as applicable) & term of appointment / re-appointment	Mr. Rajan Dalal is appointed as a Non-Executive Independent Director of the Company, not liable to retire by rotation, for a term of upto 5 (five) consecutive years with effect from 21 st February, 2024 till 20 th February, 2029.
	Brief profile (in case of appointment)	<p>Mr. Rajan Dalal has over 50 years of vast experience in running various businesses with varied experience in international and financial markets. He is currently on the board of 2 listed companies namely Century Textiles and Industries Limited and Sutlej Textiles and Industries Limited.</p> <p>He has been associated with various industries and has extensive experience spanning to multiple businesses and varied functions including creating dealer network, wealth management, investment in equity and debt market, capital raising etc.</p>
	Disclosure of relationships between directors (in case of appointment of a director).	Mr. Rajan Dalal is not related to any of the directors of the Company.

2. Summary of amendments in Articles of Association ("AoA") of the Company:

The provisions of the Companies Act, 2013 ("Act") including the rules made thereunder, and other applicable laws have been amended from time to time since the Company adopted its new set of in the year 2014. Accordingly, some of the provisions contained in the existing AoA has become inconsistent and are no longer in conformity with the extent provisions of the Act and other applicable laws.

As the changes required for aligning the existing AoA with the extent provisions of the Act and Rules made thereunder and other applicable laws are numerous, the Board of Directors in its meeting held on 21st February, 2024 considered it expedient to adopt a new set of AoA in substitution and exclusion of the existing AoA and recommended to the members for their approval through Postal Ballot as set out in Postal Ballot Notice date 21st February, 2024. Members have passed the above special resolution through postal ballot result of which is declared on 29th March, 2024.

In the new AoA references to the sections, sub-sections, clauses etc. of the Act, which have been amended are substituted with new provisions of the Act. The new AoA to be substituted in place of existing AoA is exclusive of 'Table-F' of the Act. Provisions of the Act, which permit the Company to do certain acts when authorized by AoA, or, which require the Company to do acts in a prescribed manner unless the AoA otherwise provides, have been specifically included. Consequently, the serial numbers of the AoA have also been changed on account of aforesaid changes.