



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

13th September, 2017

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 Regulations 30 and 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for 53rd Annual General Meeting (AGM) held on Tuesday, the 12th day of September, 2017.

Pursuant to the Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we hereby furnish the proceedings of the 53rd Annual General Meeting of the Company held on Tuesday, 12th September, 2017 at 11.30 a.m. at Hall of Harmony, Nehru Centre, Dr. Annie Besant Road, Worli, Mumbai – 400 018.

Pursuant to the provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended 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 53rd 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 53rd 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 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, consider and adopted the Audited Standalone and Consolidated Financial Statements of the Company for the financial year ended 31st March, 2017, together with Reports of Directors' and Auditors' thereon by passing Ordinary Resolutions with requisite majority.



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

2. DECLARATION OF DIVIDEND:

The members approved the payment of Dividend of Re. 0.50 per equity share of Rs. 5/- each i.e. 10% of the paid-up equity capital of the Company (on enhanced equity share capital after issue of bonus shares) for the year ended 31st March, 2017 by passing Ordinary Resolution with requisite majority.

3. RE-APPOINTMENT OF SHRI RAGHU MODY:

The members re-appointed Shri Raghu Mody (DIN: 00053329) 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. APPOINTMENT OF STATUTORY AUDITORS OF THE COMPANY:

The members approved the appointment of M/s. Bagaria and Co. LLP, Chartered Accountants, Mumbai (having Firms Registration No. 113447W), as Statutory Auditors of the Company for a period of 5 (five) consecutive years from the conclusion of this 53rd Annual General Meeting until the conclusion of the 58th Annual General Meeting of the Company, subject to ratification by member every year, and authorized the Board of Directors to fix their remuneration by passing Ordinary 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, 2017 for the remaining period of his tenure by passing Ordinary Resolution with requisite majority .

6. RE- APPOINTMENT MR. RAGHU MODY AS THE EXECUTIVE CHAIRMAN AND WHOLE TIME DIRECTOR OF THE COMPANY:

The members approved the re-appointment Mr. Raghu Mody (DIN: 00053329) as Executive Chairman and Whole Time Director of the Company, for a period of 3 (Three) years from 1st October, 2017 till 30th September, 2020 by passing Special Resolution with requisite majority.

7. 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, 2017 for the remaining period of his tenure by passing Ordinary Resolution with requisite majority.

8. APPOINTMENT MR. CHAKRAPANI MISRA AS AN INDEPENDENT DIRECTOR OF THE COMPANY:

The members approved the appointment of Mr. Chakrapani Misra (DIN: 07184034) as an Independent Director for a period of 5 (Five) years w.e.f. 23rd May, 2017 till 22nd May, 2022 and shall not be liable to retire by rotation, by passing Ordinary Resolution with requisite majority.



9. 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. Varunn Mody, President – Treasury and Strategy of the Company, a relative of Mrs. Sakshi Mody, Non – Executive Director of the Company, w.e.f. 1st July, 2017 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 LIMITED



Amit Goenka
VP – Finance & Company Secretary

Encl: As above



Date of the AGM	12.09.2017
Total number of shareholders on record date	17019
No. of shareholders present in the meeting either in person or through proxy: Promoters and Promoter Group: Public:	12 44
No. of Shareholders attended the meeting through Video Conferencing Promoters and Promoter Group: Public	None None
Mode of voting	Remote e-voting and through poll papers at the Annual General Meeting

Resolution No. 1:

Resolution Required: (Ordinary/Special)			Ordinary Resolutions for adoption of - (a) Standalone Audited Financial Statements of the Company for the financial year ended 31 st March, 2017 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 st March, 2017 together with Report of the Auditors' thereon.					
Whether promoter/promoter group are interested in the agenda / resolution?			No					
Category	Mode of Voting	No. of Shares held	No. of 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 Promoter group	E-Voting	11073030	-	-	-	-	-	-
	Poll		11073030	100.00	11073030	0	100.00	0.00
	Postal Ballot		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total		11073030	11073030	100.00	11073030	0	100.00
Public- Institutions	E-Voting	7481	-	-	-	-	-	-
	Poll		-	-	-	-	-	-
	Postal Ballot		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total		7481	-	-	-	-	-
Public- Non Institutions	E-Voting	3688489	838	0.02	829	9	98.93	1.07
	Poll		9671	0.26	9650	21	99.78	0.22
	Postal Ballot		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total		3688489	10509	0.28	10479	30	99.71
Total		14769000	11083539	75.05	11083509	30	99.99	0.01



Invalid votes - Public Non-Institutions = 129

Result: The resolutions passed with requisite majority.

Resolution No.2:

Resolution Required: (Ordinary/Special)			Ordinary Resolution for declaration of dividend on the Equity Shares of Rs. 10/- each for the financial year ended 31 st March, 2017.					
Whether promoter/promoter group are interested in the agenda / resolution?			No					
Category	Mode of Voting	No. of Shares held	No. of 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 Promoter group	E-Voting	11073030	-	-	-	-	-	-
	Poll		11073030	100.00	11073030	0	100.00	0.00
	Postal Ballot		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total	11073030	11073030	100.00	11073030	0	100.00	0.00
Public-Institutions	E-Voting	7481	-	-	-	-	-	-
	Poll		-	-	-	-	-	-
	Postal Ballot		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total	7481	-	-	-	-	-	-
Public- Non Institutions	E-Voting	3688489	838	0.02	829	9	98.93	1.07
	Poll		9671	0.26	9650	21	99.78	0.22
	Postal Ballot		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total	3688489	10509	0.28	10479	30	99.71	0.29
Total		14769000	11083539	75.05	11083509	30	99.99	0.01

Invalid votes - Public Non-Institutions = 129

Result: The resolution passed with requisite majority.



Resolution No.3:

Resolution Required: (Ordinary/Special)			Ordinary Resolution for appointment of a director in place of Mr. Raghu Mody, who retires by rotation and being eligible, offered himself for re-appointment.					
Whether promoter/promoter group are interested in the agenda / resolution?			Yes					
Category	Mode of Voting	No. of Shares held	No. of 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 Promoter group	E-Voting	11073030	-	-	-	-	-	-
	Poll		11073030	100.00	11073030	0	100.00	0.00
	Postal Ballot		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total		11073030	11073030	100.00	11073030	0	100.00
Public-Institutions	E-Voting	7481	-	-	-	-	-	-
	Poll		-	-	-	-	-	-
	Postal Ballot		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total		7481	-	-	-	-	-
Public- Non Institutions	E-Voting	3688489	838	0.02	829	9	98.93	1.07
	Poll		9671	0.26	9650	21	99.78	0.22
	Postal Ballot		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total		3688489	10509	0.28	10479	30	99.71
Total		14769000	11083539	75.05	11083509	30	99.99	0.01

Invalid votes - Public Non-Institutions = 129

Result: The resolution passed with requisite majority.



Resolution No. 4:

Resolution Required: (Ordinary/Special)			Ordinary Resolution for appointment of M/s. Bagaria & Co. LLP, Chartered Accountants, Mumbai (having FRN: 113447W), as Statutory Auditors of the Company.					
Whether promoter/promoter group are interested in the agenda / resolution?			No					
Category	Mode of Voting	No. of Shares held	No. of 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 Promoter group	E-Voting	11073030	-	-	-	-	-	-
	Poll		11073030	100.00	11073030	0	100.00	0.00
	Postal Ballot		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total		11073030	11073030	100.00	11073030	0	100.00
Public-Institutions	E-Voting	7481	-	-	-	-	-	-
	Poll		-	-	-	-	-	-
	Postal Ballot		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total		7481	-	-	-	-	-
Public-Non Institutions	E-Voting	3688489	838	0.02	829	9	98.93	1.07
	Poll		9671	0.26	9650	21	99.78	0.22
	Postal Ballot		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total		3688489	10509	0.28	10479	30	99.71
Total		14769000	11083539	75.05	11083509	30	99.99	0.01

Invalid votes - Public Non-Institutions = 129

Result: The resolution passed with requisite majority.



Resolution No.5:

Resolution Required: (Ordinary/Special)			Ordinary Resolution for revision in remuneration payable to Mr. Raghu Mody, Executive Chairman and Whole Time Director of the Company, w.e.f. 1 st April, 2017 for the remaining period of his tenure.					
Whether promoter/promoter group are interested in the agenda / resolution?			Yes					
Category	Mode of Voting	No. of Shares held	No. of 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 Promoter group	E-Voting	11073030	-	-	-	-	-	-
	Poll		0*	0.00	0	0	0.00	0.00
	Postal Ballot		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total		11073030	0	0.00	0	0	0.00
Public-Institutions	E-Voting	7481	-	-	-	-	-	-
	Poll		-	-	-	-	-	-
	Postal Ballot		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total		7481	-	-	-	-	-
Public- Non Institutions	E-Voting	3688489	838	0.02	829	9	98.93	1.07
	Poll		9671	0.26	9650	21	99.78	0.22
	Postal Ballot		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total		3688489	10509	0.28	10479	30	99.71
Total		14769000	10509	0.07	10479	30	99.71	0.29

*Voting by interested members excluded.

Invalid votes - Public Non-Institutions = 129

Result: The resolution passed with requisite majority.



Resolution No.6:

Resolution Required: (Ordinary/Special)			Special Resolution for re-appointment of Mr. Raghu Mody as Executive Chairman and Whole Time Director of the Company, for a further period of 3 years w.e.f. 1 st October, 2017 till 30 th September, 2020.					
Whether promoter/promoter group are interested in the agenda / resolution?			Yes					
Category	Mode of Voting	No. of Shares held	No. of 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 Promoter group	E-Voting	11073030	-	-	-	-	-	-
	Poll		0*	0.00	0	0	0.00	0.00
	Postal Ballot		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total		11073030	0	0.00	0	0	0.00
Public-Institutions	E-Voting	7481	-	-	-	-	-	-
	Poll		-	-	-	-	-	-
	Postal Ballot		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total		7481	-	-	-	-	-
Public- Non Institutions	E-Voting	3688489	838	0.02	829	9	98.93	1.07
	Poll		9671	0.26	9650	21	99.78	0.22
	Postal Ballot		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total		3688489	10509	0.28	10479	30	99.71
Total		14769000	10509	0.07	10479	30	99.71	0.29

*Voting by interested members excluded.

Invalid votes - Public Non-Institutions = 129

Result: The resolution passed with requisite majority.



Resolution No.7:

Resolution Required: (Ordinary/Special)			Ordinary Resolution for revision in remuneration payable to Mr. P. K. Choudhary, Managing Director of the Company w.e.f. 1 st April, 2017 for remaining period of his tenure.					
Whether promoter/promoter group are interested in the agenda / resolution?			No					
Category	Mode of Voting	No. of Shares held	No. of 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 Promoter group	E-Voting	11073030	-	-	-	-	-	-
	Poll		11073030	100.00	11073030	0	100.00	0.00
	Postal Ballot		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total		11073030	11073030	100.00	11073030	0	100.00
Public- Institutions	E-Voting	7481	-	-	-	-	-	-
	Poll		-	-	-	-	-	-
	Postal Ballot		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total		7481	-	-	-	-	-
Public- Non Institutions	E-Voting	3688489	838	0.02	803	35	95.82	4.18
	Poll		9671	0.26	9650	21	99.78	0.22
	Postal Ballot		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total		3688489	10509	0.28	10453	56	99.47
Total		14769000	11083539	75.05	11083483	56	99.99	0.01

Invalid votes - Public Non-Institutions = 129

Result: The resolution passed with requisite majority.



Resolution No.8:

Resolution Required: (Ordinary/Special)			Ordinary Resolution for appointment of Mr. Chakrapani Misra as an Independent Director of the Company to hold office upto 22 nd May, 2022.					
Whether promoter/promoter group are interested in the agenda / resolution?			No					
Category	Mode of Voting	No. of Shares held	No. of 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 Promoter group	E-Voting	11073030	-	-	-	-	-	-
	Poll		11073030	100.00	11073030	0	100.00	0.00
	Postal Ballot		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total		11073030	11073030	100.00	11073030	0	100.00
Public- Institutions	E-Voting	7481	-	-	-	-	-	-
	Poll		-	-	-	-	-	-
	Postal Ballot		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total		7481	-	-	-	-	-
Public- Non Institutions	E-Voting	3688489	838	0.02	829	9	98.93	1.07
	Poll		9671	0.26	9650	21	99.78	0.22
	Postal Ballot		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total		3688489	10509	0.28	10479	30	99.71
Total		14769000	11083539	75.05	11083509	30	99.99	0.01

Invalid votes - Public Non-Institutions = 129

Result: The resolution passed with requisite majority.



Resolution No.9:

Resolution Required: (Ordinary/Special)			Ordinary Resolution for revision in remuneration payable to Mr. Varunn Mody, President- Treasury and Strategy of the Company, w.e.f. 1 st July, 2017.					
Whether promoter/promoter group are interested in the agenda / resolution?			Yes					
Category	Mode of Voting	No. of Shares held	No. of 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 Promoter group	E-Voting	11073030	-	-	-	-	-	-
	Poll		0*	0.00	0	0	0.00	0.00
	Postal Ballot		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total		11073030	0	0.00	0	0	0.00
Public- Institutions	E-Voting	7481	-	-	-	-	-	-
	Poll		-	-	-	-	-	-
	Postal Ballot		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total		7481	-	-	-	-	-
Public- Non Institutions	E-Voting	3688489	838	0.02	803	35	95.82	4.18
	Poll		9671	0.26	9650	21	99.78	0.22
	Postal Ballot		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total		3688489	10509	0.28	10453	56	99.47
Total		14769000	10509	0.07	10453	56	99.47	0.53

*Voting by interested members excluded.

Invalid votes - Public Non-Institutions = 129

Result: The resolution passed with requisite majority.

