

#### 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

31st August, 2018

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 54<sup>th</sup> Annual General Meeting (AGM) held on Thursday, the 30<sup>th</sup> day of August, 2018.

Pursuant to the Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we hereby furnish the proceedings of the 54<sup>th</sup> Annual General Meeting of the Company held on Thursday, 30<sup>th</sup> August, 2018 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 54<sup>th</sup> Annual General Meeting. Further, to facilitate the voting at AGM to the members present thereat and did not cast their votes 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 54<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 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, considered and adopted the Audited Standalone and Consolidated Financial Statements of the Company for the financial year ended 31<sup>st</sup> March, 2018, together with Reports of Directors' and Auditors' thereon by passing Ordinary Resolutions with requisite majority.

Regional Sales Offices



#### 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 for the year ended 31<sup>st</sup> March, 2018 by passing Ordinary Resolution with requisite majority.

#### 3. RE-APPOINTMENT OF MRS. SAKSHI MODY:

The members re-appointed Mrs. Sakshi Mody (DIN: 06518139) as a Director of the Company, who retired by rotation and being eligible offered herself for re-appointment by passing Ordinary Resolution with requisite majority.

4. RE-APPOINTMENT OF MR. A. B. VAIDYA (DIN: 00246208) AS AN INDEPENDENT NON -EXECUTIVE DIRECTOR OF THE COMPANY FOR A SECOND TERM OF FIVE CONSECUTIVE YEARS W.E.F. 1<sup>ST</sup> APRIL, 2019 TO 31<sup>ST</sup> MARCH, 2024:

The Members approved the re-appointment of Mr. A. B. Vaidya (DIN: 00246208) as an Independent Non- Executive Director of the Company for a second term of five consecutive years w.e.f. 1<sup>st</sup> April, 2019 to 31<sup>st</sup> March, 2024 who shall not be liable to retire by rotation, by passing Special Resolution with requisite majority.

5. RE-APPOINTMENT OF LT. GEN. (RETD.) K. S. BRAR (DIN: 01146720) AS AN INDEPENDENT NON—EXECUTIVE DIRECTOR OF THE COMPANY FOR A SECOND TERM OF FIVE CONSECUTIVE YEARS W.E.F. 1<sup>ST</sup> APRIL, 2019 TO 31<sup>ST</sup> MARCH, 2024:

The Members approved the re-appointment of Lt. Gen. (Retd.) K. S. Brar (DIN: 01146720) as an Independent Non- Executive Director of the Company for a second term of five consecutive years w.e.f. 1<sup>st</sup> April, 2019 to 31<sup>st</sup> March, 2024 who shall not be liable to retire by rotation, by passing Special Resolution with requisite majority.

6. 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. 1<sup>st</sup> April, 2018 for the remaining period of his tenure by passing Ordinary 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. 1<sup>st</sup> April, 2018 for the remaining period of his tenure by passing Ordinary Resolution with requisite majority.

8. 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. 1<sup>st</sup> July, 2018 by passing Ordinary Resolution with requisite majority.



# 9. PAYMENT OF COMMISSION TO ALL INDEPENDENT DIRECTORS OF THE COMPANY FOR THE FINANCIAL YEAR ENDED 31<sup>ST</sup> MARCH, 2018:

The Members approved the payment of commission to all Independent Directors of the Company for the financial year ended 31<sup>st</sup> March, 2018 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

Vikram Soni

Company Secretary & Compliance Officer

Membership No: A36705

Encl.: As above

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	PIV				

Date of the AGM	30.08.2018
Total number of shareholders on record date	16746
No. of shareholders present in the meeting either in person or through proxy: P romotersand P romoterGroup: Public:	12 23
No. of Shareholders attended the meeting through Video Conferencing Promoters and P romoterGroup: P ublic	N one None
Mode of voting	Remote e-voting and through poll papers at the Annual General Meeting

## Resolution No. 1:

Total 14769000		11074004	74.9814	11073991	13	99.9999	0.0001		
<b>T</b>	Total	3683808	974	0.0264	961	13	98.6653	1.3347	
	P ostal Ballot		N .A.	N .A.	N .A.	N.A.	N .A.	N .A	
	Poll	3683808	280	0.0076	280	00	100.0000	0.00	
Institutions	Voting								
Public- N on	E-		694	0.0188	681	13	98.1268	1.8732	
	Ballot Total	12162	-	-			-	-	
	Postal		N .A.	N .A.	N.A.	N .A.	N .A.	N .A.	
	P dl	12162	-	-		-			
Public- Institutions	E- Vot ng		-	•	-	-	-	-	
	Total	11073030	11073030	100.0000	1073030	0	00.0000	0.0000	
group	Postal Ballot		N .A.	N .A.	N .A.	N .A.	N .A.	N .A.	
P romoter	Poll	11073030	11073030	100.0000	11073030	0	100.0000	0.0000	
P romoter and	E- Voting		-	-	:=	-	-		
Category	Mode of Voting	No. of Shares held	No. of votes polled	% of Votes P olledon outstandi ng shares	No. of votes – in favour	No. of votes- against	% of votes in favour on votes polled	% of Votes against on votes polled	
Whether promoter/promoter group are interested in the agenda / resolution?			No						
(Ordinary/Special)		<ul> <li>(a) Standalone Audited Financial Statements of the Company for the financial year ended 31<sup>st</sup> March, 2018 together with Reports of the Directors' and of the Auditors' thereon; and</li> <li>(b) Consolidated Audited Financial Statements of the Company for the financial year ended 31<sup>st</sup> March, 2018 together with Report of the Auditors' thereon.</li> </ul>							
Resolution Required:		Ordinary Resolutions for adoption of -							

Invalid votes - P ubl id\ on-I nstitution = 15





#### **Resolution No.2:**

Resolution Re (Ordinary/Sp	•	12			eclaration of dial year ended			Shares of
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 outstandi ng shares	No. of votes – in favour	No. of votes again st	% of votes in favour on votes polled	% of Votes against on votes polled
Promoter	E-Voting	11073030	-	-		-		-
and	Poll		11073030	100.0000	11073030	0	100.0000	0.0000
Promoter group	Postal Ballot		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total	11073030	11073030	100.0000	11073030	0	100.0000	0.0000
Public-	E-Voting		-		-	-	-	-
Institutions	Poli	12162	-	-	-	-	•	-1
	Postal Ballot	12102	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total	12162	-	-	-	-	-	-
Public- Non	E-Voting		694	0.0188	691	3	99.5677	0.4323
Institutions	Poll	3683808	280	0.0076	280	0	100.0000	0.0000
	Postal Ballot	3083808	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total	3683808	974	0.0264	971	3	99.6920	0.3080
Total		14769000	11074004	74.9814	11074001	3	99.9999	0.0001

Invalid votes - Public Non-Institutions = 15





## Resolution No.3:

Resolution Re	Resolution Required:		Ordinary Res	solution for ap	pointment of	f a directo	or in place of	Mrs.	
(Ordinary/Sp	ecial)		Sakshi Mody (DIN: 06518139), who retires by rotation and being eligible, offered herself for re-appointment.						
· ·		moter group e agenda /	Yes						
Category	Mode of Voting	No. of Shares held	No. of votes polled	% of Votes Polled on outstandi ng shares	No. of votes – in favour	No. of votes-agains	% of votes in favour on votes polled	% of Votes against on votes polled	
Promoter	E-Voting	11073030	-	-		-		-	
and	Poll		11073030	100.0000	11073030	0	100.0000	0.0000	
Promoter group	Postal Ballot		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	
	Total	11073030	11073030	100.0000	11073030	0	100.0000	0.0000	
Public-	E-Voting		-	-					
Institutions	Poll	12162	-	-	-	-	-	-	
	Postal Ballot	12162	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	
	Total	12162	-	-	-	-	-	-	
Public- Non	E-Voting		694	0.0188	651	43	93.8040	6.1960	
Institutions	Poll	2692909	280	0.0076	280	0	100.0000	0.0000	
	Postal Ballot	3683808	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	
	Total	3683808	974	0.0264	931	43	95.5852	4.4148	
Total		14769000	11074004	74.9814	11073961	43	99.9996	0.0004	

Invalid votes - Public Non-Institutions = 15





#### Resolution No. 4:

Resolution (Ordinary/S			00246208) a	s an Independ term of five	re-appointme dent, Non –Ex consecutive y	ecutive Di	rector of the	Company,
Whether group are i	nterested in	er/promoter the agenda	No					
Category	Mode of Voting	No. of Shares held	No. of votes polled	% of Votes Polled on outstandi ng shares	No. of votes – in favour	No. of votes- against	% of votes in favour on votes polled	% of Votes against on votes polled
Promoter	E-Voting	11073030	-	-	(E)		-	-
and	Poll		11073030	100.0000	11073030	0	100.0000	0.0000
Promoter group	Postal Ballot		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total	11073030	11073030	100.0000	11073030	0	100.0000	0.0000
Public-	E-Voting			-	121	-	-	5
Institutio	Poll	12162	Œ.		( <del>-</del> )	2	-	H
ns	Postal Ballot	12102	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total	12162	-	KE:	-2	=	-	
Public-	E-Voting		694	0.0188	651	43	93.8040	6.1960
Non	Poll	3683808	280	0.0076	280	0	100.0000	0.0000
Institutio ns	Postal Ballot	3003000	N.A.	N,A.	N.A.	N.A.	N.A.	N.A.
	Total	3683808	974	0.0264	931	43	95.5852	4.4148
Total	otal 14769000			74.9814	11073961	43	99.9996	0.0004

Invalid votes - Public Non-Institutions = 15





### **Resolution No.5:**

Resolution Required: (Ordinary/Special)			Special Resolution for re-appointment of Lt. Gen. (Retd.) K. S. Brar (DIN: 01146720) as an Independent, Non –Executive Director of the Company, for a second term of five consecutive years w.e.f. 1 <sup>st</sup> April, 2019 to 31 <sup>st</sup> March, 2024						
Whether	promote	er/promoter	No						
group are in	terested in	the agenda							
/ resolution?									
Category	Mode of Voting	No. of Shares held	No. of votes polled	% of Votes Polled on outstandi ng shares	No. of votes – in favour	No. of vote s- agai nst	% of votes in favour on votes polled	% of Votes against on votes polled	
Promoter	E-Voting	11073030		(re)	-	\ <del>=</del> (	4	17	
and	Poll		11073030	100.0000	11073030	0	100.0000	0.0000	
Promoter group	Postal Ballot		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	
	Total	11073030	11073030	100.0000	11073030	0	100.0000	0.0000	
Public-	E-Voting		-	-	2	-	-	(7)	
Institutions	Poll	12162	-		-	2	-	(=4)	
	Postal Ballot	12162	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	
	Total	12162	A	-		2	-	•	
Public- Non	E-Voting		694	0.0188	651	43	93.8040	6.1960	
Institutions	Poll	3683808	280	0.0076	280	0	100.0000	0.0000	
	Postal Ballot	3003808	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	
	Total	3683808	974	0.0264	931	43	95.5852	4.4148	
Total		14769000	11074004	74.9814	11073961	43	99.9996	0.0004	

Invalid votes - Public Non-Institutions = 15





#### **Resolution No.6:**

Resolution Re (Ordinary/Sp	5.5		Raghu Mo	Ordinary 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, 2018 for the remaining period of his tenure.						
Whether group are int/ resolution?	group are interested in the agenda / resolution?									
Category	Mode of Voting	No. of Shares held	No. of votes polled	% of Votes Polled on outstand ing shares	No. of votes – in favour	No. of votes- against	% of votes in favour on votes polled	% of Votes against on votes polled		
Promoter	E-Voting	11073030		-	-	-	191	-		
and	Poll		0	0.0000	0	0	0.0000	0.0000		
Promoter group	Postal Ballot		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.		
	Total	11073030	0	0.0000	0	0	0.0000	0.0000		
Public-	E-Voting		-	-		=	-			
Institutions	Poll	12162	•	14	117	•	-	15		
	Postal Ballot	12102	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.		
	Total	12162	-	-	-			(4)		
Public- Non	E-Voting		694	0.0188	633	61	91.2104	8.7896		
Institutions	Poll	3683808	280	0.0076	280	0	100.0000	0.0000		
	Postal Ballot	3063606	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.		
	Total	3683808	974	0.0264	913	61	93.7372	6.2628		
Total		14769000	974	0.0066	913	61	93.7372	6.2628		

Invalid votes - Public Non-Institutions = 15





#### Resolution No.7:

Resolution Re (Ordinary/Sp			(10.1 M) ATACOM	solution for re			DO THE STATE OF THE PARTY OF TH			
, ,	,		Company of the Compan	8 for the rema	The second secon		2.50	11		
Whether pro are interest resolution?	According to the control of the cont		No							
Category	Mode of Voting	No. of Shares held	No. of votes polled	% of Votes Polled on outstandi ng shares	No. of votes – in favour	No. of votes- agains t	% of votes in favour on votes polled	% of Votes against on votes polled		
Promoter	E-Voting	11073030	-	-	221	-	-	396		
and	Poll		11073030	100.0000	11073030	0	100.0000	0.0000		
Promoter group	Postal Ballot		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.		
	Total	11073030	11073030	100.0000	11073030	0	100.0000	0.0000		
Public-	E-Voting		5	-	(4)		-	7/41		
Institutions	Poll	12162	=	-	BT0	-	72	1971		
	Postal Ballot	12162	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.		
	Total	12162	-	-	(74)	-	-	•		
Public- Non	E-Voting		694	0.0188	633	61	91.2104	8.7896		
Institutions	Poll	2602000	280	0.0076	280	0	100.0000	0.0000		
	Postal Ballot	3683808	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.		
	Total	3683808	974	0.0264	913	61	93.7372	6.2628		
Total		14769000	11074004	74.9814	11073943	61	99.9994	0.0006		

Invalid votes - Public Non-Institutions = 15





#### **Resolution No.8:**

	(Ordinary/Special)		Ordinary Resolvarunn Mody w.e.f. 1 <sup>st</sup> July,	, President						
Whether promoter/promoter group are interested in the agenda / resolution?		Yes	Yes							
Category	Mode of Voting	No. of Shares held	No. of votes polled	% of Votes Polled on outstan ding 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	E-Voting		-		<u> </u>	-	-	-		
	Poll	11073030	0	0.0000	0	0	0.0000	0.000		
group	Postal Ballot		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.		
	Total	11073030	0	0.0000	0	0	0.0000	0.000		
Public-	E-Voting			-	-	-	-			
Institutions	Poll	12162	•			-	-			
	Postal Ballot	12162	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.		
	Total	12162	-			-	-	(a)		
Public- Non	E-Voting	19	694	0.0188	633	61	91.2104	8.7896		
Institutions	Poll	3683808	280	0.0076	280	0	100.0000	0.0000		
	Postal Ballot	3003000	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.		
	Total	3683808	974	0.0264	913	61	93.7372	6.2628		
Total		14769000	974	0.0066	913	61	93.7372	6.2628		

Invalid votes - Public Non-Institutions = 15





### **Resolution No.9:**

Resolution Re (Ordinary/Sp			THE RESERVE THE PROPERTY OF THE PERSON OF TH	solution for the Company						
22)	Marie Control	moter group e agenda /	No							
Category	Mode of Voting	No. of Shares held	No. of votes polled	% of Votes Polled on outstandi ng shares	No. of votes – in favour	No. of votes- agains t	% of votes in favour on votes polled	% of Votes against on votes polled		
Promoter	E-Voting		1	-	ω.	-		2		
and	Poll	11073030	11073030	100.0000	11073030	0	100.0000	0.0000		
Promoter group	Postal Ballot		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.		
	Total	11073030	11073030	100.0000	11073030	0	100.0000	0.0000		
Public-	E-Voting		-	-	9	-	1=1	(+		
Institutions	Poll	12162	Ø <b>=</b> 1	121		1941	9			
	Postal Ballot	12102	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.		
	Total	12162		-	•	-	2	-		
Public- Non	E-Voting		694	0.0188	573	121	82.5648	17.4352		
Institutions	Poll	3683808	280	0.0076	280	0	100.0000	0.0000		
	Postal Ballot	3083808	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.		
	Total	3683808	974	0.0264	853	121	87.5770	12.4230		
Total		14769000	11074004	74.9814	11073883	121	99.9989	0.0011		

Invalid votes - Public Non-Institutions = 15





Office No. 2, Tirupati Darshan Bidg. No. 2 CHS Ltd., Balaji Nagar, Station Road, Bhayandar (West), Dist. Thane - 401 101.

Phone: 022 - 2818 5738 Email: manish@csmanishb.in Website: www.csmanishb.in

#### CONSOLIDATED SCRUTINIZER'S REPORT

[Pursuant to Section 108 of the Companies Act, 2013 read with Rule 20(4)(xii) of Companies (Management and Administration) Rules, 2014]

To,
The Chairman
Hindustan Composites Limited
Peninsula Business Park,
'A' Tower, 8<sup>th</sup> Floor,
Senapati Bapat Marg,
Lower Parel, Mumbai - 400013

Dear Sir,

Sub.: Consolidated Scrutinizer's Report on voting done through Remote E- Voting Process and by Polling Papers at 54<sup>th</sup> Annual General Meeting held on 30<sup>th</sup> August, 2018.

- 1. I, CS Manish Baldeva, Proprietor, M/s. M Baldeva Associates, Company Secretaries, Thane was appointed as Scrutinizer by the Board of Directors of the Hindustan Composites Limited ('the Company') in its meeting held on 8<sup>th</sup> May, 2018 for the purpose of scrutinizing the voting done through remote e-voting process and by use of polling papers at the meeting pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rules 20 and 21 of the Companies (Management and Administration) Rules, 2014 for passing of the resolutions as mentioned under item numbers 1 to 9 in the Notice of the 54<sup>th</sup> Annual General Meeting (AGM) of the members of the Company dated 8<sup>th</sup> May, 2018.
- 2. The management of the Company is responsible to ensure the compliances with the requirements of the Companies Act, 2013 and Rules relating to remote e-voting and polling papers for voting on the resolutions contained in the said notice of 54<sup>th</sup> AGM of the members of the Company. My responsibility as Scrutinizer for the remote e-voting process and poll conducted at the 54<sup>th</sup> AGM is restricted to make the Scrutinizer's Report on the votes cast "in favour" or "against" the resolutions stated in the said notice based on the report generated from the e-voting system provided by the Central Depository Services (India) Limited (CDSL), the agency engaged by the Company to provide e-voting facility for remote e-voting and poll conducted at the 54<sup>th</sup> AGM.
- 3. The Notice of the 54<sup>th</sup> AGM dated 8<sup>th</sup> May, 2018 along with the statement setting out material facts under Section 102 of the Act was sent to the members through courier and e-mailed on 1<sup>th</sup> August, 2018. The said notice was dispatched on the basis of Register of Members and list of beneficiaries as provided by the depositories as on 27<sup>th</sup> July, 2018.

Consolidated Scrutinizer's Report/HCL/54<sup>th</sup> AGM

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- 4. As per the provisions of Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company has published advertisement about having dispatch of the notice of 54<sup>th</sup> AGM and providing e-voting facility in the English newspaper "Financial Express" and Marathi newspaper "Mumbai Lakshadeep" on 3<sup>rd</sup> August, 2018.
- 5. The voting rights of members were considered in proportion to their share in the paid up equity share capital of the Company as on cut-off date i.e. Friday, 24<sup>th</sup> August, 2018.
- 6. In terms of the aforesaid Notice, voting through electronic means was kept open for 3 (three) days i.e. from Monday, 27<sup>th</sup> August, 2018 (from 09:00 a.m.) to Wednesday, 29<sup>th</sup> August, 2018 (upto 5:00 p.m.). The members cast their votes electronically on e-voting platform provided by Central Depository Services (India) Limited (CDSL)). The Company also provided Polling Papers for casting vote at the Annual General Meeting held on 30<sup>th</sup> August, 2018 to the members present, who did not vote through remote e-voting facility.
- 7. As required under the said Rules, after the closure of the voting at the Annual General Meeting, the votes cast through polling papers were counted, thereafter the votes cast under remote e-voting facility provided by CDSL were unblocked in the presence of Ms. Bhavna Singh and Mrs. Reema Solanki, who are not in the employment with the Company.
- 8. The summary of the voting through e-voting and polling papers is as follows:



#### Resolution No. 1:

Resolution Required: (Ordinary/Special)		(a) Standal	one Audited	adoption of - Financial Stat						
			the Dire (b) Consoli the fina	ectors' and of	I 31 <sup>st</sup> March, the Auditors' ded Financial S ded 31 <sup>st</sup> Marc n.	thereon;	and of the Con	npany for		
Whether group are in / resolution?	terested in	ter/promoter n the agenda	No							
Category	Mode of Voting	No. of Shares held	No. of votes polled	% of Votes Polled on outstandi ng 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	E- Voting	11073030		-		-				
Promoter	Poll		11073030	100.0000	11073030	0	100.0000	0.0000		
group	Postal Ballot		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.		
	Total	11073030	11073030	100.0000	11073030	0	100.0000	0.0000		
Public- Institutions	E- Voting							7.		
	Poll	12162	-	-		-		-		
	Postal Ballot		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.		
	Total	12162	-	-	- HI			-		
Public- Non Institutions	E- Voting		694	0.0188	681	13	98.1268	1.8732		
	Poll	3683808	280	0.0076	280	0	100.0000	0.00		
	Postal Ballot		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.		
	Total	3683808	974	0.0264	961	13	98.6653	1.3347		
Total		14769000	11074004	74.9814	11073991	13	99.9999	0.0001		

Invalid votes - Public Non-Institutions = 15

Result: The resolution passed with requisite majority.



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#### **Resolution No.2:**

Resolution Required: (Ordinary/Special)			Ordinary Resolution for declaration of dividend on the Equity Shares of Rs. 5/- each for the financial year ended 31 <sup>st</sup> March, 2018.					
		moter group e agenda /	No					
Category	Mode of Voting	No. of Shares held	No. of votes polled	% of Votes Polled on outstandi ng shares	No. of votes – in favour	No. of votes - again st	% of votes in favour on votes polled	% of Votes against on votes polled
Promoter	E-Voting	11073030	-	-		1 4	-	_ ·
and	Poll		11073030	100.0000	11073030	0	100.0000	0.0000
Promoter group	Postal Ballot		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total	11073030	11073030	100.0000	11073030	0	100.0000	0.0000
Public-	E-Voting		-	-		-		
Institutions	Poll	12162	-	-		-		-
	Postal Ballot	12162	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total	12162	-	-				
Public- Non	E-Voting		694	0.0188	691	3	99.5677	0.4323
Institutions	Poll	3693909	280	0.0076	280	0	100.0000	0.0000
	Postal Ballot	3683808	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total	3683808	974	0.0264	971	3	99,6920	0.3080
Total		14769000	11074004	74.9814	11074001	3	99.9999	0.0001

Invalid votes - Public Non-Institutions = 15



### **Resolution No.3:**

Resolution Required: (Ordinary/Special)								Mrs. ind being
		moter group e agenda /	Yes				, 4	
Category	Mode of Voting	No. of Shares held	No. of votes polled	% of Votes Polled on outstandi ng shares	No. of votes – in favour	No. of votes- agains t	% of votes in favour on votes polled	% of Votes against on votes polled
Promoter	E-Voting	11073030	1705	WI		-		
and	Poll		11073030	100.0000	11073030	0	100.0000	0.0000
Promoter group	Postal Ballot		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total	11073030	11073030	100.0000	11073030	0	% of votes in favour on votes polled	0.0000
Public-	E-Voting			2				
Institutions	Poll	12162	·		n <del>e</del>	5.F 5.O		
	Postal Ballot	12162	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total	12162				-	• /	-
Public- Non	E-Voting		694	0.0188	651	43	93.8040	6.1960
Institutions	Poll	3683808	280	0.0076	280	0	100.0000	0.0000
	Postal Ballot	3083808	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total	3683808	974	0.0264	931	43	95.5852	4.4148
Total		14769000	11074004	74.9814	11073961	43	99.9996	0.0004

Invalid votes - Public Non-Institutions = 15



## Resolution No. 4:

Resolution Required: (Ordinary/Special)		Special Resolution for re-appointment of Mr. A. B. Vaidya (DIN: 00246208) as an Independent, Non –Executive Director of the Company,								
			The second secon	for a second term of five consecutive years w.e.f. 1 <sup>st</sup> April, 2019 to 31 <sup>st</sup> March, 2024.						
Whether group are i	nterested in	er/promoter n the agenda	No							
Category	Mode of Voting	No. of Shares held	No. of votes polled	% of Votes Polled on outstandi ng shares	No. of votes – in favour	No. of votes- against	% of votes in favour on votes polled	% of Votes against on votes polled		
Promoter	E-Voting	11073030		11.4.5		Adams				
and	Poll		11073030	100.0000	11073030	0	100.0000	0.0000		
Promoter group	Postal Ballot		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.		
	Total	11073030	11073030	100.0000	11073030	0	100.0000	0.0000		
Public-	E-Voting				1 A CH - 1	(H)				
Institutio	Poll	12162		-		-		1-2		
ns	Postal Ballot	12102	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.		
	Total	12162	L HILLS	-						
Public-	E-Voting		694	0.0188	651	43	93.8040	6.1960		
Non	Poll	3683808	280	0.0076	280	0	100.0000	0.0000		
Institutio ns	Postal Ballot		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.		
	Total	3683808	974	0.0264	931	43	95.5852	4.4148		
Total		14769000	11074004	74.9814	11073961	43	99.9996	0.0004		

Invalid votes - Public Non-Institutions = 15

Result: The resolution passed with requisite majority.



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### Resolution No.5:

Resolution Required:		Special Resolution for re-appointment of Lt. Gen. (Retd.) K. S. Brar						
(Ordinary/Special)			Company, fo		dependent, N erm of five co			
Whether	promote	er/promoter	No				7	
group are in	terested in	the agenda						
/ resolution?								
Category	Mode of Voting	No. of Shares held	No. of votes polled	% of Votes Polled on outstandi ng shares	No. of votes in favour	No. of vote s- agai nst	% of votes in favour on votes polled	% of Votes against on votes polled
Promoter	E-Voting		-	-	-	11-1-1		
and	Poll	11077000	11073030	100.0000	11073030	0	100.0000	0.0000
Promoter	Postal	11073030	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
group	Ballot		2		1100			
	Total	11073030	11073030	100.0000	11073030	0	100.0000	0.0000
Public-	E-Voting			4			-	
Institutions	Poll	12162				-		-
	Postal	12162	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Ballot							
	Total	12162	- DSP			- 3	2	
Public- Non	E-Voting		694	0.0188	651	43	93.8040	6.1960
Institutions	Poll	3683808	280	0.0076	280	0	100.0000	0.0000
	Postal Ballot		N.A.	N.A.	N.A.	N.A.	Ñ.A.	N.A.
	Total	3683808	974	0.0264	931	43	95.5852	4.4148
Total		14769000	11074004	74.9814	11073961	43	99.9996	0.0004

Invalid votes - Public Non-Institutions = 15



### **Resolution No.6:**

Resolution Required:		Ordinary Resolution for revision in remuneration payable to Mr.							
(Ordinary/Special)			Raghu Mody, (DIN: 00053329), Executive Chairman and Whole Time						
			Director of	Director of the Company, w.e.f. 1st April, 2018 for the remaining					
			period of h	is tenure.					
Whether	promote	er/promoter	Yes						
group are in	terested in	the agenda							
/ resolution?									
Category	Mode	No. of	No. of	% of	No. of	No. of	% of	% of	
	of	Shares	votes	Votes	votes – in	votes-	votes in	Votes	
	Voting	held	polled	Polled	favour	against	favour	against	
				on			on votes	on	
			Ŀ	outstand			polled	votes	
	,	1		ing				polled	
				shares					
Promoter	E-Voting	11073030					177		
and	Poll		0	0.0000	0	0	0.0000	0.0000	
Promoter	Postal		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	
group	Ballot								
	Total	11073030	0	0.0000	0	0	0.0000	0.0000	
Public-	E-Voting		-	19	-	12/	0		
Institutions	Poll	12162		-	-	-		*	
	Postal	12162	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	
	Ballot								
	Total	12162		•	-				
Public- Non	E-Voting		694	0.0188	633	61	91.2104	8.7896	
Institutions	Poll	3683808	280	0.0076	280	0	100.0000	0.0000	
	Postal	3003000	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	
	Ballot								
	Total	3683808	974	0.0264	913	61	93.7372	6.2628	
Total		14769000	974	0.0066	913	61	93.7372	6.2628	

Invalid votes - Public Non-Institutions = 15

Result: The resolution passed with requisite majority.



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### Resolution No.7:

Resolution Required:		Ordinary Resolution for revision in remuneration payable to Mr. P. K.						
(Ordinary/Sp	ecial)		Choudhary (DIN: 00535670), Managing Director of the Company, w.e.f. 1 <sup>st</sup> April, 2018 for the 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 outstandi ng shares	No. of votes – in favour	No. of votes- agains t	% of votes in favour on votes polled	% of Votes against on votes polled
Promoter	E-Voting	11073030	1-	-		-		-
and	Poll		11073030	100.0000	11073030	0	100.0000	0.0000
Promoter group	Postal Ballot		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
Біоар	Total	11073030	11073030	100.0000	11073030	0	100.0000	0.0000
Public-	E-Voting		-	-				•
Institutions	Poll	12162	-				-	-
	Postal Ballot	12162	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total	12162	-					
Public- Non	E-Voting		694	0.0188	633	61	91.2104	8.7896
Institutions	Poll	3693908	280	0.0076	280	0	100.0000	0.0000
	Postal Ballot	3683808	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total	3683808	974	0.0264	913	61	93.7372	6.2628
Total		14769000	11074004	74.9814	11073943	61	99.9994	0.0006

Invalid votes - Public Non-Institutions = 15



# Resolution No.8:

Resolution Required: (Ordinary/Special)  Whether promoter/promoter group are interested in the agenda / resolution?			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, 2018						
			Yes						
Category	Mode of Voting	No. of Shares held	No. of votes polled	% of Votes Polled on outstan ding shares	No. of votes – in favour	No. of votes- against	% of votes in favour on votes polled	% of Votes against on votes polled	
Promoter	E-Voting			-		-		-	
and Promoter	Poll	Poll 11073030	0	0.0000	0	0	0.0000	0.000	
group	Postal Ballot		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	
	Total	11073030	0	0.0000	0	0	N.A. 0.0000	0.000	
Public-	E-Voting		-	-		-	1 1-205		
Institutions	Poll	12162		-	2	2		1111	
	Postal Ballot	12102	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	
	Total	12162	PLACE L	-				-	
Public- Non	E-Voting		694	0.0188	633	61	91.2104	8.7896	
Institutions	Poll	3683808	280	0.0076	280	0	100.0000	0.0000	
	Postal Ballot	3003008	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	
	Total	3683808	974	0.0264	913	61	93.7372	6.2628	
Total		14769000	974	0.0066	913	61	93.7372	6.2628	

Invalid votes - Public Non-Institutions = 15

Result: The resolution passed with requisite majority.



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## Resolution No.9:

Resolution Required: (Ordinary/Special)  Whether promoter/promoter group are interested in the agenda / resolution?			Ordinary Resolution for payment of commission to all Independent Directors of the Company for the financial year ended 31 <sup>st</sup> March, 2018.					
			No					
Category	Mode of Voting	No. of Shares held	No. of votes polled	% of Votes Polled on outstandi ng shares	No. of votes – in favour	No. of votes- agains t	% of votes in favour on votes polled	% of Votes against on votes polled
Promoter	E-Voting	11073030	Ea I-		-	-		
and	Poli		11073030	100.0000	11073030	0	100.0000	0.0000
Promoter group	Postal Ballot		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total	11073030	11073030	100.0000	11073030	0	100.0000	0.0000
Public-	E-Voting		-	-11		-		
Institutions	Poll	12162		-	-	-		-
	Postal Ballot	12102	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total	12162	Distance of the	-0				-
Public- Non	E-Voting		694	0.0188	573	121	82.5648	17.4352
Institutions	Poll	3603000	280	0.0076	280	0	100.0000	0.0000
	Postal Ballot	3683808	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total	3683808	974	0.0264	853	121	87.5770	12.4230
Total		14769000	11074004	74.9814	11073883	121	99.9989	0.0011

Invalid votes - Public Non-Institutions = 15





The Register, all other papers and relevant records relating to poll and e-voting shall remain in my safe custody until the Chairman considers, approves and signs the minutes of the aforesaid meeting and the same will be handed over to the Company Secretary for safe keeping.

For M Baldeva Associates

Company Secretaries

CS Manish Baldeva Proprietor

M. No. FCS 6180; C.P. No. 11062

Place: Thane

Date: 31st August, 2018

Countersigned by

For Hindustan Composites Limited

Chairman/Authorised Signatory

