

#### 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 53<sup>rd</sup> Annual General Meeting (AGM) held on Tuesday, the 12<sup>th</sup> 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 53<sup>rd</sup> Annual General Meeting of the Company held on Tuesday, 12<sup>th</sup> 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 53<sup>rd</sup> Annual General Meeting. Further, to facilitate the voting at AGM to the members present thereat and did not cast their vote earlier through remote e-voting, the Company provided polling papers to enable them to vote in respect of items of business as set out in the Notice of 53<sup>rd</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, consider and adopted the Audited Standalone and Consolidated Financial Statements of the Company for the financial year ended 31<sup>st</sup> March, 2017, together with Reports of Directors' and Auditors' thereon by passing Ordinary Resolutions with requisite majority.



#### 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 53<sup>rd</sup> Annual General Meeting until the conclusion of the 58<sup>th</sup> 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. 1<sup>st</sup> 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. 1<sup>st</sup> 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. 23<sup>rd</sup> May, 2017 till 22<sup>nd</sup> 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. 1<sup>st</sup> 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

	OMPOS
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 Re (Ordinary/Spo	promot	er/promoter n the agenda	(a) Standald the find Reports  (b) Consolid the fina	one Audited ancial year of the Direct dated Audite	adoption of - Financial Sta ended 31 <sup>st</sup> tors' and of the d Financial St ded 31 <sup>st</sup> Marc eon.	tements of March, 20 ne Auditor atements	017 toget s' thereon of the Cor	her with ; and npany for
/ 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 votes- against	% of votes in favour on votes polled	% of Votes against on votes polled
Promoter	E-		-			13-7	-	S <b>±</b>
and	Voting			1110000000				
Promoter	Poll	11073030	11073030	100.00	11073030	0	100.00	0.00
group	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		.=	5.7.	-		<u>-</u> 2	_
	Poll	7481	=_	= 1 <del>=</del> 1	151	<u></u>	-	
	Postal Ballot	1967	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
18	Total	7481				•	300	6 <u>6 </u> 6
Public- Non	E-		838	0.02	829	9	98.93	1.07
Institutions	Voting							
	Poll	3688489	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	A.	14769000	11083539	75.05	11083509	30	99.99	0.01



Result: The resolutions passed with requisite majority.

# Resolution No.2:

Resolution Re (Ordinary/Sp					r declaration for the fina			200
		moter group e agenda /	No					
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 agains t on votes polled
Promoter	E-Voting		200	-	-	===	==	=4
and	Poll	11073030	11073030	100.00	11073030	0	100.00	0.00
Promoter group	Postal Ballot	110/3030	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total	11073030	11073030	100.00	11073030	0	100.00	0.00
Public-	E-Voting		25	===	1 1	1944		- P <u>-</u> 2
Institutions	Poll	7481	3=1	-	- (-,			1070
	Postal Ballot	7461	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total	7481		-	10 mm	-	•	-
Public- Non	E-Voting		838	0.02	829	9	98.93	1.07
Institutions	Poll	3600400	9671	0.26	9650	21	99.78	0.22
	Postal Ballot	3688489	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





# Resolution No.3:

Resolution Red Ordinary/Spe	74		Ordinary Res Mr. Raghu N offered himse	Mody, who	appointment retires by ro pointment.	of a dire	ector in pl id being e	ace of ligible,
Whether pror are interesteresolution?			Yes					
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 Vote s again st on votes polle d
Promoter	E-Voting		-		-	191	7 <b>4</b>	-
and	Poll		11073030	100.00	11073030	0	100.00	0.00
Promoter group	Postal Ballot	11073030	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
group	Total	11073030	11073030	100.00	11073030	0	100.00	0.00
Public-	E-Voting		144	-	= =	===	1.7=13	5=1
Institutions	Poll	7404	==				3 <del>5</del> 5	-
	Postal Ballot	7481	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total	7481		<b>1</b>	- 2 <b>-</b> 2	•	-	
Public- Non	E-Voting		838	0.02	829	9	98.93	1.07
Total State of the	Poll	2002460	9671	0.26	9650	21	99.78	0.22
Institutions	Postal Ballot	3688489	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total	3688489	10509	0.28	10479	30	99.71	0.29
Total	10.01	14769000	11083539	75.05	11083509	30	99.99	0.01

Invalid votes - Public Non-Institutions = 129



# Resolution No. 4:



Resolution (Ordinary/S	70.			Accountants	r appointment s, Mumbai (ha e Company.			
Whether	promote	er/promoter	No					
group are i	nterested in	the agenda						
/ resolution	1?		65					
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 Vote s again st on votes polle d
Promoter	E-Voting		-	***	13-2	150	7.0	1
and	Poll	11072020	11073030	100.00	11073030	0	100.00	0.00
Promoter	Postal	11073030	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
group	Ballot Total	11073030	11073030	100.00	11073030	0	100.00	0.00
Public-	E-Voting	11073030	-	-	-	-	-	-
Institutio	Poll				¥	2	520	-
ns	Postal Ballot	7481	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total	7481	(-)	(2)	•	-	0=0	-
Public-	E-Voting		838	0.02	829	9	98.93	1.07
Non	Poll	2600400	9671	0.26	9650	21	99.78	0.22
Institutio ns	Postal Ballot	3688489	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



# **Resolution No.5:**



Resolution Re	equired:		Ordinary	Resolution fo	r revision in	remunerati	on payabl	e to Mr.
(Ordinary/Sp	ecial)		Market Co.	ody, <mark>Executive</mark> w.e.f. 1 <sup>st</sup> Ap				
Whether	promote	er/promoter	Yes			912 1#		
group are in / resolution?		the agenda			#			
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			10	¥.	=	· ·	-
and	Poll	11073030	0*	0.00	0	0	0.00	0.00
Promoter group	Postal Ballot	110/5050	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total	11073030	0	0.00	0	0	0.00	0.00
Public-	E-Voting		-		=	10.00		-
Institutions	Poll	7481	-	-	-	-		
	Postal Ballot	7401	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total	7481	172	-	-	)	- Fig.	-
Public- Non	E-Voting		838	0.02	829	9	98.93	1.07
Institutions	Poll	2000400	9671	0.26	9650	21	99.78	0.22
	Postal Ballot	3688489	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	10509	0.07	10479	30	99.71	0.29

<sup>\*</sup>Voting by interested members excluded.

Invalid votes - Public Non-Institutions = 129





# Resolution No.6:

Resolution I			Special R	esolution for	re-appointm	nent of M	r. Raghu	Mody as
(Ordinary/S	pecial)		Executive	Chairman and period of 3	d Whole Time	Director o	f the Com	pany, for
Whether group are in / resolution	nterested in	er/promoter the agenda	Yes	8				
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		170	-		122	-	
and	Poll	11073030	0*	0.00	0	0	0.00	0.00
Promoter group	Postal Ballot	110/3030	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total	11073030	0	0.00	0	0	0.00	0.00
Public-	E-Voting		F=1	==	-	-		_
Institutions	Poll	7404	33.50		-	3-4500 h	_	-
V	Postal Ballot	7481	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total	7481	-			1=0	1 -	-
Public- Non	E-Voting		838	0.02	829	9	98.93	1.07
Institutions	Poll	3688489	9671	0.26	9650	21	99.78	0.22
	Postal Ballot	3000403	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
- 14	Total	3688489	10509	0.28	10479	30	99.71	0.29
Total		14769000	10509	0.07	10479	30	99.71	0.29

<sup>\*</sup>Voting by interested members excluded.

Invalid votes - Public Non-Institutions = 129



# Resolution No.7:



Resolution Re (Ordinary/Sp	- The state of the		K. Choudhar	y, Managin	revision in re g Director of od of his tenu	the Comp	The same of the sa	
	ted in the	moter group e agenda /	No				AT	
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			-	4	-	-	-
and	Poll	11073030	11073030	100.00	11073030	0	100.00	0.00
Promoter group	Postal Ballot	110/3030	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total	11073030	11073030	100.00	11073030	0	100.00	0.00
Public-	E-Voting		1.0	-	-	-	(%)	•
Institutions	Poll	7481	= X = 4	146	260	<b>≆</b> 1	: <del>-</del>	(A
	Postal Ballot	7401	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total	7481		-	-		-	-
Public- Non	E-Voting		838	0.02	803	35	95.82	4.18
Institutions	Poll	3688489	9671	0.26	9650	21	99.78	0.22
	Postal Ballot	3000403	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total	3688489	10509	0.28	10453	56	99.47	0.53
Total		14769000	11083539	75.05	11083483	56	99.99	0.01

Invalid votes - Public Non-Institutions = 129



# Resolution No.8:



Resolution R (Ordinary/Sp			Ordinary Reso an Independe May, 2022.					
The state of the s		moter group e agenda /	No					
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		201	-	-	<b>2</b>	1.1520.1	1644
and	Poll	11073030	11073030	100.00	11073030	0	100.00	0.00
Promoter group	Postal Ballot	110/3030	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total	11073030	11073030	100.00	11073030	0	100.00	0.00
Public-	E-Voting		2	142	22	=	<b>2</b> 11	-
Institutions	Poll	7481	-	_=	-	-	-	-
	Postal Ballot	7481	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total	7481	-	- 5	5.5		-	
Public- Non	E-Voting		838	0.02	829	9	98.93	1.07
Institutions	Poll	3688489	9671	0.26	9650	21	99.78	0.22
	Postal Ballot	3000403	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





# Resolution No.9:

Resolution F (Ordinary/S)	10.7		Ordinary Varunn M	Resolution fo lody, Presider	r revision in nt- Treasury a	remunerat	ion payab	le to Mr.
				uly, 2017.	,		y or the c	ompany,
Whether group are in / resolution?	iterested in	er/promoter the 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- against	% of votes in favour on votes polled	% of Votes against on votes polled
Promoter	E-Voting		187	-		100	34	27.
and	Poll	11073030	0*	0.00	0	0	0.00	0.00
Promoter group	Postal Ballot	110/3030	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total	11073030	0	0.00	0	0	0.00	0.00
Public-	E-Voting	2	880	E ( <b>2</b> )	=	•	100	NATE:
Institutions	Poll	7481		-	-	-	==	(2)
	Postal Ballot	7481	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total	7481	-	-		-	5: <b>=</b> 1	-
Public- Non	E-Voting		838	0.02	803	35	95.82	4.18
Institutions	Poll	3688489	9671	0.26	9650	21	99.78	0.22
	Postal Ballot	3000403	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total	3688489	10509	0.28	10453	56	99.47	0.53
Total		14769000	10509	0.07	10453	56	99.47	0.53

<sup>\*</sup>Voting by interested members excluded.

Invalid votes - Public Non-Institutions = 129





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

Phone: 022 - 3293 5738 / 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 53<sup>rd</sup> Annual General Meeting held on 12<sup>th</sup> September, 2017.

- 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 23<sup>rd</sup> May, 2017 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 53<sup>rd</sup> Annual General Meeting (AGM) of the members of the Company dated 23<sup>rd</sup> May, 2017.
- 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 53<sup>rd</sup> AGM of the members of the Company. My responsibility as Scrutinizer for the remote e-voting process and poll conducted at the 53<sup>rd</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 53<sup>rd</sup> AGM.
- 3. The Notice of the 53<sup>rd</sup> AGM dated 23<sup>rd</sup> May, 2017 along with the statement setting out material facts under Section 102 of the Act was sent to the members through courier and e-mailed, both on 18<sup>th</sup> August, 2017. The said notice was dispatched on the basis of Register of Members and list of beneficiaries as provided by the depositories as on 11<sup>th</sup> August, 2017.



- 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 53<sup>rd</sup> AGM and providing e-voting facility in the English newspaper "Financial Express" and Marathi newspaper "Mumbai Lakshadeep" on 19<sup>th</sup> August, 2017.
- 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. Tuesday, 5<sup>th</sup> September, 2017.
- 6. In terms of the aforesaid Notice, voting through electronic means was kept open for 3 (three) days i.e. from Saturday, 9<sup>th</sup> September, 2017 (from 09:00 a.m.) to Monday, 11<sup>th</sup> September, 2017 (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 12<sup>th</sup> September, 2017 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 CS Priyanka Prabhu 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 Re (Ordinary/Sp Whether group are in	promot	Ordinary Resolutions for adoption of -  (a) Standalone Audited Financial Statements of the Companthe financial year ended 31 <sup>st</sup> March, 2017 together Reports of the Directors' and of the Auditors' thereon; and  (b) Consolidated Audited Financial Statements of the Companthe financial year ended 31 <sup>st</sup> March, 2017 together with Resofthe Auditors' thereon.						
/ 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 votes- against	% of votes in favour on votes polled	% of Votes against on votes polled
Promoter	E-		-	-	-	·-	-	-,
and	Voting							
Promoter	Poll	11073030	11073030	100.00	11073030	0	100.00	0.00
group	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	,	-	-	-	-	-	-
	Poll	7481	-	-	-	-	-	-
	Postal Ballot		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total	7481	-	-	-	-	-	-
Public- Non	E-		838	0.02	829	9	98.93	1.07
Institutions	Voting							
	Poll	3688489	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 resolutions passed with requisite majority.

Consolidated Scrutinizer's Report/HCL/53<sup>rd</sup> AGM



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

Resolution Re (Ordinary/Spe	BO- 10 - 10 - 10 - 10 - 10 - 10 - 10 - 10		Ordinary Res Shares of Rs 2017.	solution fo . 10/- each	r declaration for the finar	of divide ocial year	nd on the ended 31 <sup>st</sup>	Equity March,
Whether pro are interestoresolution?			No .					
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 agains t on votes polled
Promoter	E-Voting		-	-	-	-	-	-
and	Poll	11072020	11073030	100.00	11073030	0	100.00	0.00
Promoter	Postal	11073030	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
group	Ballot							
	Total	11073030	11073030	100.00	11073030	0	100.00	0.00
Public-	E-Voting		-	-	-	-	-	-
Institutions	Poll	7481	-	-	-	-	-	-
	Postal	7461	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Ballot							
•,	Total	7481	-	-	-	-	-	- 4.07
Public- Non	E-Voting		838	0.02	829	9	98.93	1.07
Institutions	Poll	3688489	9671	0.26	9650	21	99.78	0.22
	Postal	3000409	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Ballot						00.74	0.29
	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



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

Resolution Required: (Ordinary/Special)				Mody, who	appointment retires by r pointment.			
	•	moter group e agenda /	Yes					
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 Vote s again st on votes polle d
Promoter and Promoter group	E-Voting Poll Postal Ballot	11073030	- 11073030 N.A.	- 100.00 N.A.	- 11073030 N.A.	- 0 N.A.	- 100.00 N.A.	- 0.00 N.A.
	Total	11073030	11073030	100.00	11073030	0	100.00	0.00
Public- Institutions	E-Voting Poll Postal Ballot	7481	- - N.A.	- - N.A.	- - N.A.	- - N.A.	- - N.A.	- - N.A.
	Total	7481	-	-	-	-	-	-
Public- Non Institutions	E-Voting Poll Postal Ballot	3688489	838 9671 N.A.	0.02 0.26 N.A.	829 9650 N.A.	9 21 N.A.	98.93 99.78 N.A.	1.07 0.22 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



#### Resolution No. 4:

Resolution	Required:		Ordinary Re	solution fo	r appointment	of M/s. B	agaria & C	o. LLP,
(Ordinary/	Special)		Chartered Accountants, Mumbai (having FRN: 113447W), as					
			Statutory Au	iditors of th	e Company.			
Whether	promot	er/promoter	No					
group are	interested in	n the agenda						
/ resolutio	n?							
Category	Mode of	No. of	No. of	% of	No. of votes	No. of	% of	% of
	Voting	Shares	votes	Votes	<ul><li>in favour</li></ul>	votes-	votes in	Vote
		held	polled	Polled		against	favour	S
				on			on	again
				outstan			votes	st on
				ding			polled	votes
				shares				polle
Promoter	E-Voting					_	_	d -
and	Poll	11073030	11073030	100.00	11073030	0	100.00	0.00
Promoter	Postal		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
group	Ballot		IV.A.	IN.A.	IV.A.	N.A.	IV.A.	IN.A.
0  -	Total	11073030	11073030	100.00	11073030	0	100.00	0.00
Public-	E-Voting		-	-	-	-	-	-
Institutio	Poll	7404	-	-	-	-		-
ns	Postal	7481	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Ballot	,						
,	Total	7481	-	-/		-	-	-
Public-	E-Voting		838	0.02	829	9	98.93	1.07
Non	Poll	3688489	· <b>'</b> 9671	0.26	9650	21	99.78	0.22
Institutio	Postal	3000409	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
ns	Ballot							
	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



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

Resolution Required: (Ordinary/Special)			Raghu Mo Company tenure.	Resolution foody, Executive , w.e.f. 1 <sup>st</sup> Ap	Chairman ar	nd Whole T	ime Direct	tor of the
Whether		ter/promoter	Yes					
/ resolution		n the agenda	7.					
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		-	-	-	-	-	-
and	Poll	11073030	0*	0.00	0	0	0.00	0.00
Promoter group	Postal Ballot		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total	11073030	0	0.00	0	0	0.00	0.00
Public-	E-Voting		-	_	-	-	-	_
Institutions	Poll	7404	-	-	-	_	-	
	Postal	7481	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Ballot							30000 100
	Total	7481	12	-	-	-	-	-
Public- Non	E-Voting		838	0.02	829	9	98.93	1.07
nstitutions	Poll	3688489	9671	0.26	9650	21	99.78	0.22
	Postal Ballot	3000403 ,	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	10509	0.07	10479	30	99.71	0.29

<sup>\*</sup>Voting by interested members excluded.

Invalid votes - Public Non-Institutions = 129



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

Resolution Required: (Ordinary/Special)			Executive ( a further September	Chairman and period of 3	re-appointm I Whole Time years w.e.f	Director of	f the Comp	oany, for
Whether		r/promoter	Yes					
group are int	terested in	the agenda	5					
/ resolution?							0/ 6	0/ -5
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	-	-	-	-	-	-
and	Poll		0*	0.00	0	0	0.00	0.00
Promoter group	Postal Ballot		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total	11073030	0	0.00	0	0	0.00	0.00
Public-	E-Voting		-	-	-	-	-	-
Institutions	Poll		-	:=:	-		-	-
	Postal Ballot	7481	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
•	Total	7481	-	-	-	-	-	-
Public- Non	E-Voting	10 .300.00	838	0.02	829	9	98.93	1.07
Institutions	Poll	3688489 <b>′</b>	9671	0.26	9650	21	99.78	0.22
0.00 <b>- 1.00</b>	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	10509	0.07	10479	30	99.71	0.29

<sup>\*</sup>Voting by interested members excluded.

Invalid votes - Public Non-Institutions = 129





## Resolution No.7:

	Resolution Required:			Ordinary Resolution for revision in remuneration payable to Mr. P.					
(Ordinary/Special)			<ul> <li>K. Choudhary, Managing Director of the Company w.e.f. 1<sup>st</sup> April,</li> <li>2017 for remaining period of his tenure.</li> </ul>						
		moter group e agenda /	No 						
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	Poll	11073030	11073030	100.00	11073030	0	100.00	0.00	
Promoter group	Postal Ballot	110/3030	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	
	Total	11073030	11073030	100.00	11073030	0	100.00	0.00	
Public-	E-Voting		-	-	-	-	-	-	
Institutions	Poll	7401	U=	-	a <del>≡</del> .	-	-	-	
	Postal Ballot	7481	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	
	Total	7481	-	-	-	-	-	-	
Public- Non	E-Voting		838	0.02	803	35	95.82	4.18	
Institutions	Poll	3688489	9671	0.26	9650	21	99.78	0.22	
	Postal Ballot	3088489	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	
	Total	3688489	10509	0.28	10453	56	99.47	0.53	
Total		14769000	11083539	75.05	11083483	56	99.99	0.01	

Invalid votes - Public Non-Institutions = 129



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

Resolution Required: (Ordinary/Special)			Ordinary Resc an Independe May, 2022.	olution for nt Directo	appointment r of the Comp	of Mr. Coany to he	hakrapani old office (	Misra as upto 22 <sup>nd</sup>
Whether pro are interest resolution?		moter group agenda /	No _					
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		-	-	-	-	100.00	0.00
and	Poll	11073030	11073030	100.00	11073030	0	100.00	N.A.
Promoter group	Postal Ballot		N.A.	N.A.	N.A.	N.A.	N.A.	
	Total	11073030	11073030	100.00	11073030	0	100.00	0.00
Public-	E-Voting		-	-	-	-	-	-
Institutions	Poll	7481	-	-	-	-	-	-
	Postal Ballot	7401	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total	7481	-	-	-	-	-	-
Public- Non	E-Voting		838	0.02	829	9	98.93	1.07
Institutions	Poll	3688489	9671	0.26	9650	21	99.78	0.22
	Postal Ballot	3688489	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total	3688489	10509	0.28	10479	30	99.71	0.29
Total	1000	14769000	11083539	75.05	11083509	30	99.99	0.01

Invalid votes - Public Non-Institutions = 129



## **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 <sup>st</sup> July, 2017.					
Whether group are in / resolution?	terested in	er/promoter the 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- against	% of votes in favour on votes polled	% of Votes against on votes polled
Promoter	E-Voting		-	i -	-	-	-	-
and	Poll	11072020	0*	0.00	0	0	0.00	0.00
Promoter group	Postal Ballot	11073030	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total	11073030	0	0.00	0	0	0.00	0.00
Public-	E-Voting		-	-	-	-	-	-
Institutions	Poll	7481	-	-	-	-	-	-
	Postal Ballot	7401	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total	7481	-	-	-	-	-	-
Public- Non	E-Voting		838	0.02	803	35	95.82	4.18
Institutions	Poll	3688489	9671	0.26	9650	21	99.78	0.22
	Postal Ballot	3088489	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total	3688489	10509	0.28	10453	56	99.47	0.53
Total		14769000	10509	0.07	10453	56	99.47	0.53

<sup>\*</sup>Voting by interested members excluded.

Invalid votes - Public Non-Institutions = 129



# M Baldeva Associates Company Secretaries

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.

FCS 6180 C. P. No. For M Baldeva Associates Company Secretaries

> CS Manish Baldeva Proprietor

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

Place: Thane

Date: 13th September, 2017

Countersigned by

For Hindustan Composites Limited

Chairman/Authorised Signatory

