

2nd September, 2014

To,
The Manager - CRD
BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai - 400 001

Dear Sir,

Scrip Code: 509635

Sub.: Proceedings of the 50th Annual General Meeting held on 1st September, 2014

Pursuant to the provisions of Clause 31 of the Listing Agreement, we hereby furnish the proceedings of the 50th Annual General Meeting of the Company held on Monday, 1st September, 2014 at 4.00 p.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 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company provided e-voting facility to the members to vote on the matters to be transacted at the Annual General Meeting. Further, ballot forms were also sent to the members to vote who did not have facility to use e-voting platform. CS Manish L. Ghia, Partner, M/s. Manish Ghia & Associates, Company Secretaries, Mumbai was appointed as the Scrutinizer for the E-voting process.

The Annual General Meeting was attended by requisite quorum and following businesses were transacted:

1. APPROVAL OF ACCOUNTS:

The members approved the Audited Balance Sheet as at 31st March, 2014 and the Statement of Profit and Loss for the year ended as on that date together with Reports of the Board of Directors' and Auditors' thereon by passing Ordinary Resolution with unanimous consent through e-voting process.

2. DECLARATION OF DIVIDEND:

The members approved the payment of dividend of ₹ 2/- per Equity share, being 20% of the paid-up equity capital of Company for the year ended 31st March, 2014 by passing Ordinary Resolution with unanimous consent through e-voting process.



Regional Sales Offices

East : 20-A, Camac Street, Kolkata - 700 016 • Tel. : 91-33-2287 0186 • Fax : 033-2287 0187	
West : 79, Crystal, 1st Floor, Dr. Annie Besant Road, Worli, Mumbai - 400 018 • Tel. : 91-22-2495 1355, 3246 1514 • Fax : 022-2495 1365	
North : 401, Rohit House, 3 - Tolstoy Marg, New Delhi - 110 001 • Tel. : 91-11-3247 1516 / 2332 7110 • Fax : 011-2332 4126	
South : 47, Moore Street, Perry's, George Town, Chennai - 600 001 • Tel. : 91-44-2535 7976 / 3294 1518 • Fax : 044-2535 9822	

3. RE-APPOINTMENT OF MR. VARUNN MODY, EXECUTIVE DIRECTOR:

The members re-appointed Mr. Varunn Mody as a Director of the Company, who retired by rotation and being eligible offered himself for re-appointment by passing Ordinary Resolution with unanimous consent through e-voting process.

4. RE-APPOINTMENT OF STATUTORY AUDITORS OF THE COMPANY:

The members re-appointed M/s. Lodha & Company, Chartered Accountants, Mumbai (FRN: 301051E) as Statutory Auditors of the Company, who shall hold the office from the conclusion of this Annual General Meeting upto the conclusion of the next Annual General Meeting of the Company and authorized the Board of Directors to fix their remuneration by passing Ordinary Resolution with unanimous consent through e-voting process.

5. APPOINTMENT OF MR. K. M. ROBINSON AS AN INDEPENDENT DIRECTOR OF THE COMPANY:

The members appointed Mr. K. M. Robinson as an Independent Director of the Company to hold office as such upto 31st March, 2019, who shall not be liable to retire by rotation by passing Ordinary Resolution with unanimous consent through e-voting process.

6. APPOINTMENT OF MR. BRIJMOHAN RAI BAHL AS AN INDEPENDENT DIRECTOR OF THE COMPANY:

The members appointed Mr. Brijmohan Rai Bahl as an Independent Director of the Company to hold office as such upto 31st March, 2019, who shall not be liable to retire by rotation by passing Ordinary Resolution with unanimous consent through e-voting process.

7. APPOINTMENT OF LT. GEN. (RETD.) K. S. BRAR AS AN INDEPENDENT DIRECTOR OF THE COMPANY:

The members appointed Lt. Gen. (Retd.) K. S. Brar as an Independent Director of the Company to hold office as such upto 31st March, 2019, who shall not be liable to retire by rotation by passing Ordinary Resolution with requisite majority through e-voting process.

8. APPOINTMENT OF MR. A. B. VAIDYA AS AN INDEPENDENT DIRECTOR OF THE COMPANY:

The members appointed Mr. A.B. Vaidya as an Independent Director of the Company to hold office as such upto 31st March, 2019, who shall not be liable to retire by rotation by passing Ordinary Resolution with unanimous consent through e-voting process.



9. APPROVAL OF REMUNERATION OF COST AUDITORS OF THE COMPANY:

The members approved the remuneration payable to M/s. M. R. Pandit & Co., Cost Accountants, Aurangabad, the Cost Auditors of the Company for the financial year 2014-15 by passing Ordinary Resolution with unanimous consent through e-voting process.

Please take the same on your records and acknowledge the receipt.

Thanking you,

Yours faithfully,

For **Hindustan Composites Limited**



Amit Goenka

VP - Finance & Company Secretary



C.C. to: ☒ The Manager - Listing
SYMBOL: HINDCOMPOS
National Stock Exchange of India Ltd
Exchange Plaza, 5th Floor, 'G' Block
Bandra Kurla Complex
Bandra (East), Mumbai - 400 051