



HINDUSTAN COMPOSITES LTD.

Peninsula Business Park, Tower A, 8th Floor,
Senapati Bapat Marg, Lower Parel, Mumbai - 400 013.
Tel.:(91) (22) 6688 0100
Email : hcl@hindcompo.com Website : www.hindcompo.com
CIN No. L29120MH1964PLC012955

30th June, 2026

To
The Manager-DCS
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/Madam,

Sub: Disclosure under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations")

Pursuant to the provisions of Regulation 30 read with Part A of Schedule III and other applicable provisions of the Listing Regulations, we wish to inform you that the Board of Directors at its meeting held today i.e. on 30th June, 2026, has considered and approved the following:

- a. Transfer of a 'Friction Business Undertaking' (including all the relevant contracts, licenses, assets, liabilities etc.), comprising of development, manufacturing and marketing of friction material related to automobile, railway and industrial applications ("Friction Business"), as a going concern, on a slump sale basis, to Rane (Madras) Limited for a lump sum cash consideration of INR 370 Crore (Indian Rupees Three Hundred and Seventy Crores Only) without values being assigned to the individual assets and liabilities in such sale/ transfer, subject to Shareholders' approval pursuant to the provisions of Section 180(1)(a) of the Companies Act, 2013 read with Regulation 37A of the SEBI Listing Regulations.

The sale/ transfer of 'Friction Business Undertaking' is subject to completion of conditions precedent and closing actions as specified in the Business Transfer Agreement is being executed by and between the Company and the Buyer ("BTA"). The lumpsum cash consideration is subject to certain transaction adjustments as specified in the BTA.

- b. Seeking shareholders' approval for the proposed Slump Sale through Postal Ballot Process.

The disclosure pursuant to the provisions of Regulation 30 and Part A of Schedule III of the Listing Regulations read with the SEBI Master Circular No. HO/49/14/14(7)2025-CFDPOD2/I/3762/2026 dated 30th January, 2026, is enclosed herewith as **Annexure – A**.

The meeting of the Board of Directors commenced at 5.30 p.m. and concluded at 6.30 p.m.

Kindly take the above on your record.

Thanking you,

Yours faithfully,

For Hindustan Composites Limited

Arvind Purohit
Company Secretary & Compliance Officer
Membership No.: A33624

Encl.: As stated above

Regional Offices - MUMBAI * NEW DELHI * KOLKATA * CHENNAI



Annexure A

DISCLOSURE PU

RSUANT TO THE PROVISIONS OF REGULATION 30 AND PART A OF SCHEDULE III OF THE LISTING REGULATIONS READ WITH THE SEBI MASTER CIRCULAR NO. HO/49/14/14(7)2025-CFDPOD2/1/3762/2026 DATED 30TH JANUARY, 2026

(Sale or disposal of Business Undertaking)

Sr. No.	Particulars	Information of such events
a)	The amount and percentage of the turnover or revenue or income and net worth contributed by such unit or division or undertaking or subsidiary or associate company of the listed entity during the last financial year;	<p>The 'Friction Business Undertaking' of the Company achieved turnover of INR 315.04 Crores (Indian Rupees Three Hundred Fifteen Crores and Four Lakhs only) representing 84% of the turnover of the Company for the financial year ended March 31, 2026.</p> <p>The networth of the Friction Business under transfer is INR 69.52 crores (Indian Rupees Sixty-Nine Crores and Fifty-Two Lakhs only) which represents 7.50% of networth of the Company as at March 31, 2026.</p>
b)	Date on which the agreement for sale has been entered into;	The agreement is being executed on 30 th June, 2026, which is subject to the shareholders' approval.
c)	The expected date of completion of sale/disposal;	<p>The completion of the slump sale of the 'Friction Business Undertaking' shall be subject to prior approval of the shareholders of the Company and completion of other conditions precedent in accordance with the terms of the BTA.</p> <p>The completion of the transfer is expected on or before 30th September, 2026, subject to closing conditions.</p>
d)	Consideration received from such sale/disposal	INR 370 Crore (Indian Rupees Three Hundred and Seventy Crores Only) to be received in cash, subject to certain transaction adjustments as specified in the BTA, on the closing date.
e)	Brief details of buyers and whether any of the buyers belong to the promoter/promoter group/group companies. If yes, details thereof;	<p>Name of the Buyer: Rane (Madras) Limited having corporate identification number L65993TN2004PLC052856.</p> <p>The Buyer does not belong to Promoter or Promoter Group.</p>
f)	Whether the transaction would fall within related party transactions? If yes, whether the same is done at "arm's length";	No



g)	Whether the sale, lease or disposal of the undertaking is outside Scheme of Arrangement? If yes, details of the same including compliance with regulation 37A of LODR Regulations	Yes, the proposed Sale Transaction is being undertaken outside a scheme of arrangement. The proposed Sale Transactions fall within the scope of Section 180(1)(a) of the Companies Act, 2013 and Regulation 37A of the SEBI LODR Regulations. Approval of the shareholders by way of special resolution under Section 180(1)(a) of the Companies Act, 2013 and Regulation 37A of the Listing Regulations shall be sought through the Postal Ballot process. The resolution and the required information will be provided to the shareholders in the explanatory statement to the notice pursuant to the provisions of Section 102 of the Companies Act, 2013 and Regulation 37A of Listing Regulations.
h)	Additionally, in case of a slump sale, indicative disclosures provided for amalgamation/merger, shall be disclosed by the listed entity with respect to such slump sale	
h(i)	name of the entity(ies) forming part of the slump sale, details in brief such as, size, turnover etc.;	<p>The Seller is Hindustan Composites Limited having turnover of INR 375.01 Crores (Indian Rupees Three Hundred Seventy-Five Crores and One Lakh Only) during the financial year ended March 31, 2026 and net worth of INR 926.65 Crores (Indian Rupees Nine Hundred Twenty-Six Crores and Sixty Five Lakhs Only) as on March 31, 2026.</p> <p>The Buyer is Rane (Madras) Limited having turnover of INR 3,863.42 Crores (Indian Rupees Three Thousand Eight Hundred Sixty-Three Crores and Forty Two Lakhs Only) during the financial year ended March 31, 2026 and net worth of INR 773.20 Crores (Indian Rupees Seven Hundred Seventy Three Crores and Twenty Lakhs Only) as on March 31, 2026.</p>
h(ii)	whether the transaction would fall within related party transactions? If yes, whether the same is done at “arm’s length”;	No
h(iii)	Area of business of the entity(ies);	<p>The Company currently engaged in, inter alia,</p> <ol style="list-style-type: none"> 1. business comprising of development, manufacturing and marketing of friction material related to automobile, railway and industrial applications (“Friction Business”); 2. Treasury and Investment Business; 3. Commodity Trading. <p>Business of Buyer: Rane (Madras) Limited (RML) is part of the Rane Group of Companies, a leading auto component group based out of Chennai. RML is a preferred supplier to major OEMs and Aftermarket in India and abroad. RML manufactures various automotive products, viz. Steering</p>



		and Suspension systems, Brake components, Engine components and Light Metal Casting components. Its products serve a variety of industry segments including Passenger Vehicles, Commercial Vehicles, Farm Tractors, Two-wheelers, Three-wheelers, Railways and Stationery Engines.
h(iv)	Rationale for slump sale;	<p>The transfer of Company's friction business comprising of development, manufacturing and marketing of friction material related to automobile, railway and industrial applications ("Friction Business") to Rane (Madras) Limited (RML) is a strategic move and aligns with the Company's stated priorities of enhancing shareholders' value.</p> <p>The divestiture unlocks embedded value that was not fully reflected in the Company's market capitalization, with the consideration reflecting the strategic premium a scaled industry leader such as RML is positioned to realize. RML's Friction Business offers a natural fit for the transfer of Company's Friction Business. The transaction is expected to streamline our portfolio by reducing complexity and simplifying operations, enabling management attention and resources to be directed to the segments that are core to our long term strategy.</p> <p>The proceeds, net of transaction cost and tax expenses, will be deployed to fund investments in line with our long term strategy of enhanced shareholders' value, with a portion expected to be returned to shareholders by way of a special dividend. The transaction also avoids a significant upcoming capital expenditure cycle required to keep the Friction Business competitive, strengthens the Company's balance sheet, is expected to be EPS-accretive, and results in a more predictable and stable earnings profile by reducing the Company's exposure to a capital-intensive segment characterized by intensifying competition and technology disruption.</p>
h(v)	In case of cash consideration - amount or otherwise share exchange ratio;	INR 370 Crore (Indian Rupees Three Hundred and Seventy Crores Only) to be received in cash, subject to certain transaction adjustments as specified in the BTA, on the closing date.
h(vi)	Brief details of change in shareholding pattern (if any) of listed entity.	Not Applicable