HINDUSTAN COMPOSITES LIMITED

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Tel: +91 22 66530101- 04; **Fax:** +91 22 66530105
Website: www.hindcompo.com; **Email:** buyback@hindcompo.com
Contact Person: Mr. Amit Goenka, G. M. Finance & Company Secretary

FOR THE ATTENTION OF EQUITY SHAREHOLDERS/BENEFICIAL OWNERS OF EQUITY SHARES OF HINDUSTAN COMPOSITES LIMITED

[Post Offer Public Advertisement regarding completion of Buy-Back offer in compliance with Regulation 19(7) of the Securities and Exchange Board of India (Buy-Back of Securities) Regulations, 1998 ("Buy-Back Regulations") and subsequent amendments thereof]

1. The Buy Back

1.1 Hindustan Composites Limited ("the Company") had announced the buy-back of its fully paid-up Equity Shares of face value Rs. 10/- each ("Equity Shares") in accordance with the provisions of Sections 77A, 77AA and 77B of the Companies Act, 1956 (the "Act") read with Article 16A of the Articles of Association of the Company and the Buy-Back Regulations at a price not exceeding Rs. 550/- per Equity Share (the "Maximum Offer Price") payable in cash, for an aggregate amount not exceeding Rs. 3,180.76 Lacs ("Buy-Back Size") from the existing owners/ beneficial owners of the Equity Shares of the Company other than the Promoters, Persons who are in control of the Company and Promoter Group. A Public Announcement (the "PA") to this effect was published on January 25, 2011 and the Corrigenda were published on February 09, 2011 and February 10, 2011 respectively, in The Financial Express (English –National edition), Jansatta (Hindi –National edition) and Nav Shakti (Marathi –Mumbai edition).

1.2 The buy-back was implemented by the Company through the methodology of "Open Market purchases through Stock Exchanges" using the electronic trading facilities of the Bombay Stock Exchange Limited ("BSE") and the National Stock Exchange of India Limited ("NSE", (together "Stock Exchanges").

1.3. The buy-back commenced on February 10, 2011 and closed on March 18, 2011. The said closure was approved by the Buy-Back Committee of the Company at its meeting held on March 16, 2011.

2. Details of Buy-Back

2.1 The total number of Equity Shares bought back under the buy-back is 5,77,000 Equity Shares for a total consideration of Rs. 3,152.68 lakhs (excluding brokerage and other charges). The Company is in the process of extinguishing 4,907 Equity Shares bought back.

2.2 Till the closure of the buy-back, the Company has utilized a total of Rs. 3,152.68 lakhs (excluding brokerage and other charges) which represents 99.12 % of the Buy-Back Size.

2.3 The price at which the Equity Shares were bought back was dependent on the price quoted on the BSE and the NSE. The Equity Shares were bought back at an average price of Rs. 546.39 per Equity Share.

2.4 The Equity Shares bought were in the demat segment from the Stock Exchanges. As the offer for the buy-back of the Equity Shares of the Company was from the open market through Stock Exchange(s), the identity of shareholders from whom Equity Shares exceeding one percent of the total Equity Shares bought in the buy-back is not known.

3. Capital Structure and Shareholding Pattern

3.1 The capital structure of the Company, pre and post buy-back, is as under:

Share Capital	Issued, subscribed and paid-up
Pre-Buy-Back (as on date of publishing of the PA i. e. January 25, 2011)	Rs. 5,50,00,000/- (55,00,000 Equity Shares of Rs. 10/- each
Post-Buy Back*	Rs. 4,92,30,000/- (49,23,000 Equity Shares of Rs. 10/- each

** The Company is in process of extinguishing 4,907 Equity Shares bought back.*

3.2 The shareholding pattern of the Company, pre and post buy-back is as under:

Category of the Shareholder	Shares/Voting Rights held prior to the Buy-Back (as on January 21, 2011		Shares/Voting Rights held after the Buy-Back#	
	Outstanding no. of shares pre-buyback offer	Pre buyback percentage holding (%)	Outstanding no. of shares post-buyback offer	Post buyback percentage holding (%)
(A) **Shareholding of Promoter and Promoter Group**				
(1) Indian				
Individuals/Hindu Undivided Family	250	0.00	250	0.01
Bodies Corporate	36,91,010	67.11	36,91,010	74.97
Sub Total	36,91,260	67.11	36,91,260	74.98
(2) Foreign				
Individuals				
Sub Total				
Total Shareholding of Promoter and Promoter Group (A)	**36,91,260**	**67.11**	**36,91,260**	**74.98**
(B) Public Shareholding				
(1) Institutions	**798**	**0.01**		
(2) Non-Institutions				
a) Bodies Corporates	7,16,808	13.03		
b) Individual shareholders holding nominal share capital upto Rs. 1 lakh	7,85,837	14.29		
c) Individual shareholders holding nominal share capital in excess of Rs. 1 lakh	2,53,801	4.61	**12,31,740**	**25.02**
d) Any Other				
NRIs	9,308	0.17		
Director	20	0.00		
Clearing Member	39,401	0.72		
NRN	2,567	0.05		
Trust	200	0.00		
Total Public Shareholding (B)	**18,08,740**	**32.89**	**12,31,740**	**25.02**
TOTAL (A) + (B)	**55,00,000**	**100.00**	**49,23,000**	**100.00**

 # The Company is in process of extinguishing 4,907 Equity Shares bought back.

4. MANAGER TO THE BUYBACK OFFER

India Infoline Limited

8th Floor, IIFL Centre, Kamala City,
Senapati Bapat Marg, Lower Parel (West), Mumbai 400 013
Tel: +91-22-4646 4600; Fax: +91-22-2493 1073
e-mail: hindcomp.buyback@iiflcap.com **Contact Person:** Pinak Bhattacharyya

5. DIRECTOR'S REPONSIBILITY

The Board of Directors of the Company accepts responsibility for the information contained in this Announcement.

For and on behalf of the Board of Directors of
Hindustan Composites Limited.

Sd/-	Sd/-	Sd/-
Mr. P. K. Choudhary	**Mr. V. D. Ingle**	**Amit Goenka**
Managing Director	Executive Director-Manufacturing	G. M. Finance & Company Secretary

Place : Mumbai
Date : March 18, 2011