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

12th April, 2017

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

Scrip Code: 509635

Sub.: Notice of Postal Ballot

Pursuant to Regulation 30 of the Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulation, 2015, we submit herewith Postal Ballot Notice dated 10th April, 2017 issued to the shareholders of the Company.

The e-voting period will commence on **Thursday, 13th April, 2017 at 9:00 am (IST)** and ends on **Friday, 12th May, 2017 at 5:00 pm (IST).** During this period the shareholders of the Company holding shares as on the cut-off date of **Friday 7th April, 2017**, only shall be entitled to vote and avail the facility of voting through e-voting or postal ballot form. Last date for the receipt of the postal ballot form by the Scrutinizer and e-voting is **Friday, 12th May, 2017 upto 5:00 pm.**

Kindly take the same on your record.

Thanking you,

Yours faithfully,

For **Hindustan Composites Limited**

Amit Goenka

Amit Goenka
VP - Finance & Company Secretary

HINDUSTAN COMPOSITES LIMITED

CC: Scrip Symbol: HINDCOMPOS

The Secretary
National Stock Exchange of India Limited
Exchange Plaza,
Plot no. C/1, G Block,
Bandra - Kurla Complex
Bandra (East), Mumbai - 400 051

Encl.: As Above

Hindustan Composites Limited

CIN: L29120MH1964PLC012955
Registered Office: Peninsula Business Park, "A" Tower, 8th Floor, Senapati Bapat Marg,
Lower Parel, Mumbai – 400 013, Maharashtra
Tel.: (022) 6688 0100, Fax: (022) 6688 0105, E-mail: hcl@hindcompo.com, Website: www.hindcompo.com

NOTICE OF POSTAL BALLOT

(Pursuant to Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014)

Dear Shareholder(s),

NOTICE, pursuant to the provisions of Section 110 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with Rule 22 of the Companies (Management and Administration) Rules, 2014 ("Rules"), as amended, is hereby given that the resolutions as set out in this notice appended below are proposed to be passed by means of Postal Ballot including e-voting.

The statement pursuant to the provisions of Section 102 of the Companies Act, 2013 pertaining to the proposed resolutions setting out the material facts concerning the items and reasons thereof along with the Postal Ballot Form and self-addressed Business Reply envelope are enclosed hereto for your consideration.

The Board of Directors has appointed CS Manish Baldeva (FCS 6180), Proprietor, M/s. M Baldeva Associates, Company Secretaries, Thane, as Scrutinizer for conducting the Postal Ballot including e-voting process in a fair and transparent manner.

Members desiring to exercise their vote by Postal Ballot are requested to carefully read the instructions printed overleaf the Postal Ballot Form and return the same duly completed in the enclosed self-addressed Business Reply envelope. Postage will be borne and paid by the Company. Postal Ballot Form(s), if sent by courier or by registered post / speed post at the expense of the member(s) will also be accepted. The Postal Ballot Form(s) may also be deposited personally at the address given on the self-addressed Business Reply Envelope. The duly completed Postal Ballot Form(s) should reach the Scrutinizer by not later than 5.00 p.m. on Friday, 12th May, 2017 to be eligible for being considered, failing which, it will be strictly considered that no reply has been received from the member.

Members desiring to opt for e-voting as per the facility arranged by the Company are requested to read the instructions in the Notes under the section 'Instruction for e-voting'.

The Scrutinizer will submit his report to the Chairman of the Company or such other person as may be authorized by the Chairman after the completion of the Scrutiny of the Postal Ballot Forms and e-voting. The result of postal ballot process shall be declared on Saturday, 13th May, 2017 at 6.30 p.m. and communicated to National Stock Exchange of India Limited, BSE Limited, Central Depository Services (India) Limited (CDSL) and shall also be displayed on the Company's website at www.hindcompo.com.

PROPOSED RESOLUTIONS:

ITEM NO. 1: SUB-DIVISION AND RECLASSIFICATION OF SHARES

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution:**

"RESOLVED THAT pursuant to the provisions of Section 61 and all other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), and the provisions of the Memorandum and Articles of Association of the Company and subject to such approvals, consents, permissions and sanctions as may be necessary from the concerned statutory and regulatory authorities or bodies, if any, the consent of the Members of the Company be and is hereby accorded for Sub-Division of 1 (one) fully paid-up Equity Share of the Company having Face Value of ₹10/- (Rupees Ten only) each into 2 (Two) fully paid-up Equity Shares having Face Value of ₹ 5/- (Rupees Five only) each on such date as may be fixed by the Board of Directors (hereinafter referred to as the 'Board', which expression shall be deemed to include a committee of directors duly authorised in this behalf) for this purpose ('Record Date').

RESOLVED FURTHER THAT the unclassified shares consisting of 5,00,000 shares of ₹ 10/- each in Authorised Share Capital amounting to ₹ 50,00,000(Rupees Fifty Lakh only) be and is hereby reclassified as 10,00,000 Equity Shares of ₹ 5/- each.

RESOLVED FURTHER THAT pursuant to the sub-division of Equity Shares of the Company, the issued, subscribed and paid-up 49,23,000 Equity Share having face value of ₹ 10/- each, shall stand sub-divided into 98,46,000 Equity Shares having face value of ₹ 5/- (Rupees Five only) each from the record date and shall rank *pari passu* in all respects with and carry the same rights as to the existing fully paid-up Equity share of ₹10/- (Rupees Ten only) each of the Company.

RESOLVED FURTHER THAT upon the sub-division of the Equity Shares as aforesaid, the existing Share Certificate(s) in relation to the existing Equity Shares having face value of ₹ 10/- each held in physical form shall be deemed to have been automatically cancelled and to be of no effect on and from the Record Date and the Company may without requiring the surrender of the existing Share Certificate(s) directly issue and dispatch the new Share Certificate(s) of the Company, in lieu of such existing issued Share Certificate(s) within the prescribed time period and in the case of the Equity Shares held in the dematerialized form, the appropriate number of sub-divided Equity Shares of ₹ 5/- each be credited to the respective beneficiary accounts of the Shareholders with the Depository Participants, in lieu of the existing credits representing the Equity Shares of ₹ 10/- each of the Company before sub-division.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the power(s) conferred hereinabove as it may in its absolute discretion deem fit, to any Director(s) / Officer(s) / Authorised Representative(s) / Committee of the Company in order to give effect to the aforesaid Resolution, including but not limited to fix record date, and to do such other deeds and things as may be required for completion and implementation of Sub-division of equity shares of the Company.

RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, the Board of Directors of the Company be and is hereby authorized to accept and make any alteration(s), modification(s) to the terms and conditions as they may deem necessary, concerning any aspect of the Sub-division of Equity Shares, in accordance with the statutory requirements as well as to give such directions as may be necessary or desirable, to settle any questions, difficulties or doubts that may arise and generally, to do all acts, deeds, matters and things as they may, in their absolute discretion deem necessary, expedient, usual or proper in relation to or in connection with or for matters in relation / consequential to the Sub-division of shares including execution & filing of all the relevant documents with the Stock Exchanges, Depositories and other appropriate authorities, in due compliance of the applicable rules and regulations, without seeking any further consent or approval of the members or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution."

ITEM NO. 2: INCREASE IN AUTHORISED SHARE CAPITAL OF THE COMPANY

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution:**

"RESOLVED THAT pursuant to the provisions of Sections 61 and 64 and other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the Authorised Share Capital of the Company be and is hereby increased from ₹ 6,00,00,000/- (Rupees Six Crores) divided into 1,20,00,000 (One Crore Twenty Lakhs) Equity Shares of ₹ 5/- (Rupees Five only) each to ₹ 8,00,00,000/- (Rupees Eight Crores only) divided into 1,60,00,000 (One Crore Sixty Lakhs) Equity Shares of ₹ 5/- (Rupees Five only) each by addition of 40,00,000 (Fourty Lakhs) new Equity Shares of ₹ 5/- (Rupees Five only) each aggregating to ₹ 2,00,00,000/- (Rupees Two Crore only).

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution, the Board of Directors of the Company be and is hereby authorised to do all such acts, deeds, matters and things including filing of necessary forms/documents with the appropriate authorities and to execute all such deeds, documents, instruments and writings as it may in its sole and absolute discretion deem necessary or expedient and to settle any question, difficulty or doubt that may arise in regard and without requiring to obtain any further approval of the members of the company to the end and intend that they shall be deemed to have given their approval thereto and for matters connected therewith or incidental thereto expressly by the authority of this resolution."

ITEM NO. 3: ALTERATION OF THE CAPITAL CLAUSE IN THE MEMORANDUM OF ASSOCIATION OF THE COMPANY

To consider and if thought fit, to pass the following resolution as a **Special Resolution:**

"RESOLVED THAT pursuant to the provisions of Sections 13 and 61 and other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and consequent to the sub-division of equity shares, reclassification of unclassified shares and increase in Authorized Share Capital of the Company, the existing Clause V of the Memorandum of Association of the Company be and is hereby substituted with the following new Clause V:

"V. The Authorised Share Capital of the Company is ₹ 8,00,00,000/- (Rupees Eight Crores) divided into 1,60,00,000 (One Crore Sixty Lakhs) Equity Shares of ₹ 5/- each.

Any shares of the original or increased capital may from time to time be issued with guarantee or any right of preference, whether in respect of dividend or of repayment of capital or both or any other special privilege or advantage over any shares previously issued or then about to be issued or with deferred or qualified rights as compared with any shares previously issued or then about to be issued or subject to any provisions or conditions and with any special right or limited right or without any right of voting, and generally on such terms as the Company may from time to time determine.

The rights of the holders of any class of shares, for the time being forming part of the capital of the Company, may be modified, affected, varied, extended or surrendered either with the consent in writing of the holders of three-fourths of the issued shares of the class or with the sanction of a Special Resolution passed at a Separate meeting of the holders of those shares."

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution, the Board of Directors of the Company be and is hereby authorised to do all such acts, deeds, matters and things including filing of necessary forms/documents with the appropriate authorities and to execute all such deeds, documents, instruments and writings as it may in its sole and absolute discretion deem necessary or expedient and to settle any question, difficulty or doubt that may arise in regard and without requiring to obtain any further approval of the members of the company to the end and intend that they shall be deemed to have given their approval thereto and for matters connected therewith or incidental thereto expressly by the authority of this resolution."

ITEM NO. 4: ISSUE OF BONUS SHARES

To consider and, if thought fit to pass the following resolution as an **Ordinary Resolution:**

"RESOLVED THAT in accordance with the provisions of Section 63 and other applicable provisions of the Companies Act, 2013, read with Rule 14 of the Companies (Share Capital & Debentures) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the relevant provisions of the Memorandum of Association and Article 226(a) of the Articles of the Association of the Company and the recommendation of the Board of Directors (hereinafter referred to as the 'Board', which expression shall be deemed to include a committee of directors duly authorised in this behalf) of the Company and subject to the regulations and guidelines issued by the Securities and Exchange Board of India (SEBI), including the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2009 (as amended from time to time) and applicable Regulatory Authorities, and such permissions, sanctions and approvals as may be required in this regard, consent of the Members of the Company be and is hereby accorded to the Board for capitalization of ₹ 2,46,15,000/- (Rupees Two Crores Forty Six Lakhs Fifteen Thousand only) standing to the credit of free reserves of the Company for the purpose of issuance of 49,23,000 (Forty Nine Lakhs Twenty Three Thousand) bonus Equity Shares of ₹ 5/- (Rupees Five Only) each, to be credited as fully paid up equity shares to the holders of the existing Equity Shares of the Company in the proportion of 1:2 i.e. 1 (one) new Equity Share of ₹ 5/- each for every 2 (two) Equity Shares of ₹ 5/- each (after subdivision) held by the Members on such date ('Record Date') as may be fixed in this regard by the Board.

RESOLVED FURTHER THAT the bonus shares so allotted shall rank *pari passu* in all respects with the fully paid-up Equity Shares of the Company as existing on the 'Record Date' and shall always be subject to the terms and conditions contained in the Memorandum and Articles of Association of the Company.

RESOLVED FURTHER THAT in case of Equity Shares held in physical form no allotment letter shall be issued in respect of bonus shares and that the new certificates in respect of bonus shares shall be issued and dispatched to the allottees thereof and in case of Equity Shares held in dematerialized form, the Bonus shares shall be directly credited to the respective beneficiary accounts of the members with their respective depository participants.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the power(s) conferred hereinabove as it may in its absolute discretion deem fit, to any Director(s) / Officer(s) / Authorised Representative(s) / Committee of the Company in order to give effect to the aforesaid Resolution, including but not limited to fix record date, and to do such other deeds and things as may be required for completion and implementation of issue of bonus shares of the Company.

RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, the Board of Directors of the Company be and is hereby authorized to accept and make such alteration(s), modification(s) to the terms and conditions as they may deem necessary, concerning any aspect of the Bonus Issue of equity shares, in accordance with the statutory requirements as well as to give such directions as may be necessary or desirable, to settle any questions, difficulties or doubts that may arise and generally, to do all acts, deeds, matters and things as they may, in their absolute discretion deem necessary, expedient, usual or proper in relation to or in connection with or for matters in relation / consequential to the Bonus Issue of equity shares including execution and filing of all the relevant documents with the Stock Exchanges, Depositories and other appropriate authorities, in due compliance of the applicable rules and regulations, without seeking any further consent or approval of the members or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution."

By Order of the Board of Directors

Amit Goenka
VP - Finance and Company Secretary

Place: Mumbai
Date: 10th April, 2017

Registered Office:
Peninsula Business Park,
'A' Tower, 8th Floor, Senapati Bapat Marg,
Lower Parel, Mumbai - 400 013

Notes:

1. The statement pursuant to Section 102 of the Companies Act, 2013 stating all material facts and the reasons for the proposal is annexed herewith.
2. The Postal Ballot Notice is being sent to the Members whose names appear on the Register of Members/List of Beneficial Owners as received from the National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) as on Friday, 7th April, 2017. The Postal Ballot Notice is being sent to Members in electronic form to the e-mail addresses registered with their Depository Participants (in case of electronic shareholding)/ the Company's Registrar and Share Transfer Agents (in case of physical shareholding). For Members, whose email Ids are not registered, physical copies of the Postal Ballot Notice are being sent by permitted mode along with a self-addressed Business Reply Envelope.
3. Members whose names appear on the Register of Members / List of Beneficial Owners as on Friday 7th April, 2017 will be considered for the purpose of voting.
4. Resolution passed by the Members through postal ballot is deemed to be passed as if it has been passed at a General Meeting of the Members.
5. Member(s) can opt for only one mode for voting i.e. either by physical ballot or e-voting. In case, Members cast their votes through both the modes, voting done by e-voting shall prevail and votes cast through physical Postal Ballot Forms shall be treated as invalid.
6. In case a Member is desirous of obtaining a printed Postal Ballot Form or a duplicate thereof, he or she may send an e-mail to investor@hindcompo.com. The Company shall forward the same along with self-addressed Business Reply Envelope to the Member.
7. Voting rights shall be reckoned on the paid-up value of shares registered in the names of the Members as on Friday, 7th April, 2017.

8. In compliance with Sections 108 and 110 of the Companies Act, 2013 and the Rules made thereunder and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has provided the facility to the Members to exercise their votes electronically and vote on all resolutions through the e-voting service facility arranged by CDSL. The e-voting facility is available at the link www.evotingindia.com. The instructions for electronic voting are annexed to this Notice.
9. A Member cannot exercise his vote by proxy on postal ballot.
10. The Scrutinizer will submit his report to the Chairman of the Company after completion of scrutiny and the result of the voting by postal ballot (including e-voting) will be announced by the Chairman or any other person duly authorized by him on this behalf on Saturday, 13th May, 2017 at 6.30 p.m. at the Registered Office of the Company and shall also be displayed on the Company's website www.hindcompo.com and communicated to National Stock Exchange of India Limited, BSE Limited, Central Depository Services (India) Limited (CDSL) and Registrar and Share Transfer Agent on that date.
11. The date of declaration of the result of the postal ballot shall be the date on which the resolution would be deemed to has been passed, if approved by the requisite majority.

INSTRUCTIONS FOR E-VOTING

Pursuant to the provisions of Section 108 of the Companies Act, 2013, read with the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to offer e-voting facility to its members to cast their votes electronically on resolutions set forth in the Notice of Postal Ballot dated Monday, 10th April, 2017. The Company has engaged the services of Central Depository Services (India) Limited (CDSL) to provide the e-voting facility. It is hereby clarified that it is not mandatory for a member to vote using the e-voting facility, and a member may avail of the facility at his/her/its discretion, subject to compliance with the instructions prescribed below:

The e-voting facility is available at the link www.evotingindia.com.

(A) Procedure/ Instructions for e-voting are as under:

The voting period begins on Thursday, 13th April, 2017 (9.00 a.m.) and ends on Friday, 12th May, 2017 (5.00 p.m.). During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) i.e. Friday, 7th April, 2017 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

(a) The shareholders should log on to the e-voting website www.evotingindia.com.

(b) Now click on Shareholders.

(c) Fill up the following details in the appropriate boxes:

(i) Now Enter your User ID

a. For CDSL: 16 digits beneficiary ID,

b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,

c. Members holding shares in Physical Form should enter Folio Number registered with the Company.

(ii) Next enter the Image Verification as displayed and Click on Login.

(iii) Members holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.

(iv) In case Member is a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN*	• Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders). • Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number which is printed on Postal Ballot / Attendance Slip indicated in the PAN field.
Date of Birth (DOB)	• Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details	• Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio. • **Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).**

(d) After entering these details appropriately, click on "SUBMIT" TAB.

Members holding shares in Physical form will then reach directly to the EVSN selection screen. Members holding shares in Demat form will now reach Password Creation menu wherein they are required to mandatorily change their login password in the new password field. Kindly note that this password is also to be used by the Demat holders for voting for resolution of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

(e) For Members holding shares in physical form, the details can be used only for e-voting on the resolution contained in this Notice.

(f) Click on the EVSN for the **Hindustan Composites Limited** on which you choose to vote.

(g) On the voting page, Members will see "Resolution Description" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that the member assent to the Resolution and option NO implies that the member dissent to the Resolution.

(h) Click on the 'Resolution File Link' if the member wishes to view the entire Postal Ballot Notice.

(i) After selecting the resolution, the member has decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If the member wishes to confirm their vote, click on "OK", else to change the vote, click on "CANCEL" and accordingly modify the vote.

(j) Once the member ''CONFIRM" their vote on the resolution, they will not be allowed to modify their vote.

(k) Members' can also take out print of the voting done by them by clicking on "Click here to print" option on the Voting page.

(l) If a demat account holder has forgotten the changed password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

(m) Note for Institutional Shareholders and Custodian:

- Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details, a Compliance user should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.

- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

The details and instructions form an integral part of the Notice for the Postal Ballot Notice dated Friday, 7th April, 2017.

(B) General:

(a) In case of any queries regarding e-voting you may refer to the 'user manual for shareholders to cast their votes' available at www.evotingindia.com under 'HELP'.

(b) If a Member is already registered with CDSL for e-voting then they can use existing login details for casting your vote.

(c) The e-voting period commences on Thursday, 13th April, 2017 (9.00 a.m.) and ends on Friday, 12th May, 2017 (5.00 p.m.). During the e-voting period, shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of Friday, 7th April, 2017, may cast their votes electronically. Once the vote on a resolution is cast by the shareholder, he shall not be allowed to change it subsequently.

(d) The voting rights of the shareholders shall be in proportion to their share of the paid-up equity share capital of the Company as on the cut-off date i.e. Friday, 7th April, 2017.

(e) CS Manish Baldeva (FCS 6180), Proprietor, M/s. M Baldeva Associates, Company Secretaries, Thane, has been appointed as Scrutinizer to scrutinize the Postal Ballot process including e-voting process in a fair and transparent manner.

(f) The Scrutinizer shall within a period of not exceeding 48 hours from the conclusion of the e-voting period unblock the votes in the presence of at least two witnesses not in employment of the Company and make a scrutinizer's report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company.

(g) The Results of the e-voting along with the scrutinizer's report shall be placed on the NSE, BSE & Company's website www.hindcompo.com and on the website of CDSL immediately after the result is declared by the Chairman.

STATEMENT PURSUANT TO THE PROVISIONS OF SECTION 102 OF THE COMPANIES ACT, 2013

ITEM NOS. 1, 2 & 3:

Presently, the Authorised Share Capital of your Company is ₹ 6,00,00,000/- (Rupees Six Crores only) divided into 55,00,000 (Fifty Five Lakhs) Equity Shares ₹ 10/- each and 500,000 (Five Lakhs) Unclassified Shares of ₹ 10/- each and the Paid-up Share Capital of the Company is ₹ 4,92,30,000/- (Rupees Four Crore Ninety Two Lakhs Thirty Thousand only) divided into 49,23,000 (Forty Nine Lakhs Twenty Three Thousand) Equity Shares of ₹ 10/- each fully paid-up.

The Equity Shares of your Company are listed and actively traded on the National Stock Exchange of India Limited and the BSE Limited. With a view to improve the liquidity of the Company's equity shares in the stock market and to encourage the participation of small investors, the Board of Directors at its Meeting held on Monday, 10th April, 2017 considered and approved the sub-division of Equity Share of the Company having face value of ₹ 10/- (Rupees Ten only) each into 2 (Two) Equity Shares having face value of ₹ 5/- (Rupees Five only) each, subject to approval of the Members and any other statutory and regulatory approvals, as may be required. The Record Date for the aforesaid sub-division of the Equity Shares will be fixed after approval of the Members is obtained.

The Board has also decided to reclassify the unclassified share capital of ₹ 50,00,000/- divided into 5,00,000 (Five Lakh) shares of ₹ 10/- each into 10,00,000 (Ten Lakh) Equity Shares of ₹ 5/- each.

As per the provisions of the Section 61 of the Companies Act, 2013, any alteration in the Authorized Share Capital of the Company shall be effected only after the approval of the Members by passing Ordinary Resolution.

To augment the requirement of increased Authorized Share Capital for issue of proposed bonus shares, it is also required to increase the Authorized Share Capital of the Company from ₹ 6 Crore to ₹ 8 Crore divided into 1,60,00,000 Equity Shares of ₹ 5/- each.

Consequent to the proposed sub-division of equity shares, reclassification of unclassified shares and increase in Authorized Share Capital of the Company, as set out at item nos. 1 and 2 of the Notice, the existing Clause V of the Memorandum of Association of the Company is also required to be suitably amended. As per the provisions of the Section 13 of the Companies Act, 2013, any alteration in the Memorandum of Association of the Company shall be effected only after the approval of the Members by passing a Special Resolution.

Accordingly, the approval of shareholders of the Company is sought by way of passing requisite resolutions for sub-division of equity shares of the company, reclassification of unclassified share capital and consequential amendment to the Capital Clause V of the Memorandum of Association of the Company as set out in the notice at item nos. 1, 2 & 3.

A Copy of Memorandum of Association of the Company together with the proposed alterations would be available for inspection by the members at the Registered Office of the Company during business hours on any working days except public holidays.

Accordingly, the Board recommends the resolutions set out at item nos.1, 2 & 3 of the Notice for approval of the Members.

None of the Directors, Key Managerial Personnel of the company or their relative is in any way concerned or interested, financially or otherwise, in the proposed resolutions.

ITEM NO. 4:

Considering the significant growth in the business of the Company over the years and the strong financial position of the Company, the Board of Directors in its meeting held on 10th April, 2017 considered, approved and recommended to reward the members of the Company by issue of fully paid – up bonus Equity Shares in the proportion of 1:2 i.e. 1 (one) bonus Equity Share of ₹ 5/- each for every 2 (Two) existing Equity Shares of ₹ 5/- each (i.e. adjusted for sub-division of equity shares) held as on the 'record date' to be determined by the Board by capitalizing ₹ 2,46,15,000/- (Rupees Two Crores Forty Six Lakhs Fifteen Thousand only), the amount standing to the credit of Free Reserves of the Company.

The proposed issue of Bonus shares will be made in accordance with the provisions of the Section 63 of the Companies Act, 2013, Securities Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 and Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, subject to approvals, if any from the appropriate authorities. As per the Article 226(a) of Articles of Association of the Company, the Company can issue bonus shares by capitalization of reserves after obtaining approval of the shareholders.

Accordingly the Board recommends the Ordinary Resolution set out at Item No. 4 of the Notice for approval of Members.

None of the Directors, Key Managerial Personnel and their relatives are concerned or interested, financially or otherwise, in the resolution set out at Item No. 4 of this Notice except to the extent of their shareholding in the Company.

By Order of the Board of Directors

Amit Goenka
VP - Finance and Company Secretary

Place: Mumbai
Date: 10th April, 2017

Registered Office:
Peninsula Business Park,
'A' Tower, 8th Floor, Senapati Bapat Marg,
Lower Parel, Mumbai - 400 013

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Hindustan Composites Limited

CIN: L29120MH1964PLC012955

Registered Office: Peninsula Business Park, "A" Tower, 8th Floor, Senapati Bapat Marg,
Lower Parel, Mumbai – 400 013, Maharashtra
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POSTAL BALLOT FORM

(Please read carefully the instructions printed overleaf before exercising the vote)

Serial No. _____

1. Name(s) of Member(s)/ Beneficial owner(s), including joint holders, if any (IN BLOCK LETTERS) :

2. Registered address of the sole/first named Member(s)/Beneficial owner(s) :

3. Registered folio No./DP ID No./Client ID No.* (*Applicable to investors holding shares in dematerialized form) :

4. Number of share(s) held :

5. I/We hereby exercise my/our vote in respect of the resolutions to be passed through postal ballot for the business stated in the Notice of postal ballot dated Monday, 10th April, 2017 by sending my/our assent or dissent to the said resolutions by placing the tick (√) mark at the appropriate box below:

Item No.	Description of the Resolution	No. of Equity Share(s)	I/We assent to the resolution (FOR)	I/We dissent to the resolution (AGAINST)
1.	Ordinary Resolution u/s 61 of the Companies Act, 2013 for approval of Sub-division of existing 1 (one) Equity Share having face value of ₹ 10/- (Rupees Ten only) each fully paid up into 2 (Two) Equity Shares of ₹ 5/- (Rupees Five only) each and reclassification of 5,00,000 unclassified shares of ₹ 10/- each into 10,00,000 Equity Shares of ₹ 5/-each.			
2.	Ordinary Resolution u/s 61 & 64 of the Companies Act, 2013 for increase in Authorized Share Capital of the Company from ₹ 6 Crores to ₹ 8 Crores.			
3.	Special Resolution u/s 13 & 61 of the Companies Act, 2013 for alteration of the Capital Clause V of the Memorandum of Association of the Company.			
4.	Ordinary Resolution u/s 63 of the Companies Act, 2013 for issue of bonus shares in proportion of 1:2 (i.e. one new bonus Equity Share of ₹ 5/- each for every two Equity Shares of ₹ 5/- each) held on record date.			

Place : _____

Date : _____, 2017

_____
(Signature of the shareholder)

Electronic Voting Particulars EVSN (E-Voting Sequence Number)	USER ID	*Default PAN

*Only members who have not updated PAN with the Company / Depository Participant shall use Default PAN in PAN Field.

GENERAL INSTRUCTIONS

1. Shareholders have option to vote either through e-voting i.e. electronic means or to convey assent/dissent in physical form. If a shareholder has opted for Physical Postal Ballot Form, then he/she should not vote by e-voting and vice versa. However, in case Shareholders cast their vote through both physical Postal Ballot form and e-voting, then vote cast through e-voting shall be considered, and vote cast through physical Postal Ballot shall be treated as invalid.

2. The notice of Postal Ballot is dispatched/e-mailed to the members whose names appear on the Register of Members as on Friday, 7th April, 2017 and voting rights shall be reckoned on the paid up value of the shares registered in the name of the shareholders as on the said date.

3. Voting through physical Postal Ballot form or e-voting cannot be exercised by a proxy.

Instructions for voting physically in Postal Ballot Form

1. A Member desiring to exercise vote by Assent / Dissent should complete this Form (no other form or photocopy thereof is permitted) and send it to the Scrutinizer, CS Manish Baldeva (FCS 6180), Proprietor, M/s. M Baldeva Associates, Company Secretaries, Thane, so as to reach the Scrutinizer at the Registered Office of the Company on or before the close of working hours (i.e. 5.00 p.m.) on Friday, 12th May, 2017. Any postal ballot form received after this date and time will be strictly treated as if the reply from such member has not been received.

2. This form should be completed and signed by the Shareholder (as per the specimen signature registered with the Company/ Depository Participants). In case of joint holding, this Form should be completed and signed by the first named Shareholder and in his absence, by the next named Shareholder and so on.

3. In respect of shares held by corporate and institutional shareholders (companies, trusts, societies, etc.), the completed Postal Ballot Form should be accompanied by a certified copy of the relevant Board Resolution/appropriate authorization, with the specimen signature(s) of the authorized signatory(ies) duly attested.

4. The consent must be accorded by recording the assent in the column 'FOR' or dissent in the column 'AGAINST' by placing a tick mark (√) in the appropriate column in the Form. The assent or dissent received in any other form shall not be considered valid.

5. Members are requested to fill the Form in indelible ink and should not fill it by using erasable writing medium(s) like pencil.

6. There will be one Postal Ballot Form for every folio / Client id irrespective of the number of joint holders.

7. A Member may request for a duplicate Postal Ballot Form, if so required, and the same duly completed should reach the Scrutinizer not later than the date specified under instruction No. 1 above.

8. Members are requested not to send any other paper along with the Postal Ballot Form. They are also requested not to write anything in the Postal Ballot form except giving their assent or dissent and putting their signature. If any other paper is sent along with the form the same will be destroyed by the Scrutinizer.

9. The Scrutinizer's decision on the validity of the Postal Ballot Form will be final and binding.

10. Incomplete, unsigned or incorrectly ticked Postal Ballot Forms will be rejected.

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