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

23rd November, 2016

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

The Manager – Listing
National Stock Exchange of India Limited
Exchange Plaza, Bandra Kurla Complex,
Mumbai- 400 050

Symbol: HINDCOMPOS

Dear Sir,

Sub. : Disclosure of Voting Result of Postal Ballot process in terms of Regulations 44 of SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015

With reference to above, we wish to inform you that pursuant to the provisions of Section 110 of the Companies Act, 2013 read with Rules 22 of the Companies (Management and Administration) Rules, 2014, as amended and applicable Regulations of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 and as per Postal Ballot Notice dated 8th September, 2016, the members of the Company have passed the following resolution with requisite majority through Postal Ballot process, result of which is declared today i.e. 23rd November, 2016.

1) Ordinary Resolution u/s 188 of the Companies Act, 2013 and Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for appointment of Mr. Varunn Mody, a related party, as President - Treasury and Strategy of the Company w.e.f. 9th September, 2016.

The result of the Postal Ballot process along with the Consolidated Scrutinizer's report are enclosed herewith for your information and records.

The Postal Ballot Result is also hosted on the Company's website at www.hindcompo.com and will be submitted on the website of the CDSL.

Kindly take the above on your record.

Thanking you,

Yours faithfully,

For **Hindustan Composites Limited**

Amit Goenka
V. P. Finance & Company Secretary
Membership No.: A18414

Encl: As stated above

Postal Ballot Voting Results	
Company Name	Hindustan Composites Limited
Date of Notice of Postal Ballot	8th September, 2016
Date of the ~~AGM/EGM/~~ Declaration of results of Postal Ballot	23rd November, 2016
Total No. of shareholders as on the record date/cut-off date (14.10.2016)	12,314
No. of Shareholders present in the meeting in person or through proxy:	Nil
Promoters and Promoters Group:	
Public:	
No. of Shareholders attended the meeting through video conferencing:	Not Applicable
Promoters and Promoters Group:	
Public:	

Resolution No. 1: Appointment of Mr. Varunn Mody as President – Treasury & Strategy of the Company

Resolution Required: (Ordinary/Special)			Ordinary Resolution					
Whether promoter/promoter group are interested in the agenda / resolution?			Yes					
Category	**Mode of Voting**	**No. of Shares held**	**No. of valid votes polled**	**% of Votes Polled on outstanding shares**	**No. of votes – in favour**	**No. of votes-against**	**% of votes in favour on votes polled**	**% of Votes against on votes polled**
Promoter and Promoter Group	E-Voting	3691110	0	0	0	0	0	0
	Poll		-	-	-	-	-	-
	Postal Ballot		0	0	0	0	0	0
	Total	**3691110**	**0**	**0**	**0**	**0**	**0**	**0**
Public-Institutions	E-Voting	798	0	0	0	0	0	0
	Poll		-	-	-	-	-	-
	Postal Ballot		0	0	0	0	0	0
	Total	**798**	**0**	**0**	**0**	**0**	**0**	**0**
Public- Non Institutions	E-Voting	1231092	198256	16.10	198256	0	100.00	0
	Poll		-	-	-	-	-	-
	Postal Ballot		35003	2.84	34996	7	99.98	0.02
	Total	**1231092**	**233259**	**18.94**	**233252**	**7**	**99.99**	**0.01**
Total		**4923000**	**233259**	**4.74**	**233252**	**7**	**99.99**	**0.01**

Number of invalid votes: 1197.

Result: The Ordinary Resolution is passed with requisite majority.

Date: 23rd November, 2016
Place: Mumbai

HINDUSTAN COMPOSITES LIMITED

For Hindustan Composites Limited

Amit Goenka

Amit Goenka
V. P. Finance & Company Secretary
Membership No.: A18414

M Baldeva Associates
Company Secretaries

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 & 110 of the Companies Act, 2013 read with Rule 20 & 22 of Companies (Management and Administration) Rules, 2014]

To,
The Chairman
Hindustan Composites Limited
Peninsula Business Park,
'A' Tower, 8th Floor,
Senapati Bapat Marg,
Lower Parel, Mumbai – 400013

Dear Sir,

Sub.: Consolidated Scrutinizer's Report for passing of Resolution through Postal Ballot and E-voting Process

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 Company in its meeting held on 8th September, 2016, for the purpose of:

   a. Scrutinizing Postal Ballot papers under the provisions of Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014; and

   b. Scrutinizing the e-voting process in terms of the provisions of Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 and provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014;

   for passing of **Ordinary Resolution** for appointment of Mr. Varunn Mody as President – Treasury & Strategy of the Company as set out in the Postal Ballot Notice dated 8th September, 2016.

M. BALDEVA ASSOCIATES M. No. 11062 COMPANY SECRETARIES

HINDUSTAN COMPOSITES LIMITED

2. The management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules relating to e-voting and postal ballot process for voting on the resolution contained in the said notice. My responsibility as Scrutinizer for the e-voting and postal ballot process is to make the Scrutinizer's Report of the votes cast "in favour" or "against" the resolution stated in the said notice.

3. The Postal Ballot Notice dated 8th September, 2016 along with the statement setting out material facts under Section 102 of the Act and postal ballot forms was dispatched to the Shareholders through courier and email on 22nd October, 2016. The said notice was dispatched on the basis of Register of Members and List of Beneficiaries as on 14th October, 2016.

4. As per the provisions of Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014, the Company has published advertisement about having dispatched the notice of postal ballot and providing e-voting facility in the English newspaper "Financial Express" and Marathi newspaper "Mumbai Laksyadeep" on 23rd October, 2016.

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. Friday, 14th October, 2016.

6. In terms of the aforesaid Notice, voting through postal ballots and electronic means was kept open from 23rd October, 2016 (9.00 A.M.) till 21st November, 2016 (5.00 P.M).

7. All postal ballot forms received upto the closing of working hours (5.00 P.M.) on 21st November, 2016, the last date and time fixed by the Company for receipt of the forms are considered for scrutiny.

8. The e-voting were unblocked at 10.45 A.M. on 23rd November, 2016 in the presence of CS Madhuri Soni and Ms. Kosha Doshi, who are not in the employment of the Company.

9. Particulars of all postal ballot forms received from the members of the Company have been entered into a register maintained separately for the purpose.

10. 1864 envelopes containing postal ballot forms returned undelivered till the date of issue of this report and there was no defaced or mutilated ballot paper.

HINDUSTAN COMPOSITES LIMITED

M. BALDEVA ASSOCIATES M. No. FCS 8180 C.P. No. 11152

11. The summary of the voting is as follows:

Resolution No. 1: Appointment of Mr. Varunn Mody as President – Treasury & Strategy of the Company

Resolution Required: (Ordinary/Special)			Ordinary Resolution					
Whether promoter/promoter group are interested in the agenda / resolution?			Yes					
Category	**Mode of Voting**	**No. of Shares held**	**No. of valid votes polled**	**% of Votes Polled on outstanding shares**	**No. of votes – in favour**	**No. of votes-against**	**% of votes in favour on votes polled**	**% of Votes against on votes polled**
Promoter and Promoter Group	E-Voting	3691110	0	0	0	0	0	0
	Poll		-	-	-	-	-	-
	Postal Ballot		0	0	0	0	0	0
	Total	**3691110**	**0**	**0**	**0**	**0**	**0**	**0**
Public-Institutions	E-Voting	798	0	0	0	0	0	0
	Poll		-	-	-	-	-	-
	Postal Ballot		0	0	0	0	0	0
	Total	**798**	**0**	**0**	**0**	**0**	**0**	**0**
Public-Non Institutions	E-Voting	1231092	198256	16.10	198256	0	100.00	0
	Poll		-	-	-	-	-	-
	Postal Ballot		35003	2.84	34996	7	99.98	0.02
	Total	**1231092**	**233259**	**18.94**	**233252**	**7**	**99.99**	**0.01**
Total		**4923000**	**233259**	**4.74**	**233252**	**7**	**99.99**	**0.01**

Number of invalid votes: 1197.

Result: The Ordinary Resolution is passed with requisite majority.

HINDUSTAN COMPOSITES LIMITED

M. BALDEVA ASSOCIATES M. No. FCS 1180 C. P. 11062 COMPANY SECRETARIES

The Register, all other papers and relevant records relating to postal ballot and e-voting shall remain in my safe custody until the Chairman considers, approves and signs the minutes of the Postal Ballot Process and the same will be handed over to the Company Secretary for safe keeping.

For **M Baldeva Associates**
Company Secretaries

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

CS Manish Baldeva
Proprietor
M. No. FCS 6180 C.P. No. 11062

Place: Thane
Date: 23rd November, 2016

Countersigned
For Hindustan Composites Limited

Authorized Signatory

HINDUSTAN COMPOSITES LIMITED