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

22nd October, 2016

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 8th September, 2016 issued to the shareholders of the Company.

The matter to be transacted through Postal Ballot process (including e-voting) is an Ordinary Resolution under Section 188 of the Companies Act, 2013 and Regulation 23 of the Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulation, 2015 for appointment of Mr. Varunn Mody, a related party, as President – Treasury and Strategy of the Company w.e.f. 9th September, 2016.

Kindly take the same on your record.

Thanking you,

Yours faithfully,

For **Hindustan Composites Limited**

HINDUSTAN COMPOSITES LIMITED

Amit Goenka
VP - Finance & Company Secretary

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 resolution as set out in this notice at item no. 1 is 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 resolution setting out the material facts concerning the item 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 Monday, 21st November, 2016 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 Wednesday, 23rd November, 2016 at 4.00 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 RESOLUTION:

ITEM NO. 1

APPOINTMENT OF MR. VARUNN MODY AS PRESIDENT – TREASURY & STRATEGY OF THE COMPANY

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

"RESOLVED THAT pursuant to provisions of Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with Section 188(1)(f) and all other applicable provisions, if any, of the Companies Act, 2013 and as recommended by the Nomination and Remuneration Committee and approved by the Audit Committee and the Board of Directors of the Company, the appointment of Mr. Varunn Mody, as President – Treasury and Strategy of the Company w.e.f. 9th September, 2016, relative of Mrs. Sakshi Mody, Non-Executive Director of the Company, upon a consolidated remuneration of Rs. 500,000/- (Rupees Five Lakh only) p.m. be and is hereby approved, with the liberty to the Board of Directors to revise terms of remuneration payable to him from time to time.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all such things, deeds, matters and acts as may be required to give effect to this resolution and to do all things incidental and ancillary thereto."

By Order of the Board of Directors

Place: Mumbai
Date: 8th September, 2016

Amit Goenka
VP - Finance and Company Secretary

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 Act 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, 14th October, 2016. 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 Postal Ballot Form and self-addressed Business Reply Envelope.
3. Members whose names appear on the Register of Members / List of Beneficial Owners as on Friday, 14th October, 2016 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 secretarial@hindcompo.com or saili.lad@linkintime.co.in. The Registrar and Share Transfer Agent / 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 14th October, 2016.
8. In compliance with Sections 108 and 110 of the Companies Act, 2013 and the Rules made thereunder and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has provided the facility to the Members to exercise their votes electronically and vote on resolution through the e-voting service facility arranged by CDSL. The e-voting facility is available at the link https://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 will be announced by the Chairman or any Director of the Company duly authorized on Wednesday, 23rd November, 2016 at 4.00 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 resolution set forth in the Notice of Postal Ballot dated 8th September, 2016. 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 https://www.evotingindia.com.

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

The voting period begins on Sunday, 23rd October, 2016 (9.00 a.m.) and ends on Monday, 21st November, 2016 (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) of Friday, 14th October, 2016 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.

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.

(iii) 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.
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 Thursday, 8th September, 2016.

(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 Sunday, 23rd October, 2016 (9.00 a.m.) and ends on Monday, 21st November, 2016 (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, 14th October, 2016, 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, 14th October, 2016.

(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 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 NO. 1:

Taking into consideration the past experience and knowledge of Mr. Varunn Mody in the relevant field and upon receipt of recommendation by the Nomination and Remuneration Committee and approval of the Audit Committee of the Company, the Board of Directors of the Company in its meeting held on 8th September 2016 appointed Mr. Varunn Mody as President – Treasury and Strategy of the Company w.e.f. 9th September, 2016 to look after day to day treasury functions of the Company and to plot the strategies for the Company's future investment and venture projects, subject to the approval of the members of the Company.

Mr. Varunn Mody is husband of Mrs. Sakshi Mody, Non-Executive Director of the Company, hence being a related party, the approval of members of the Company for his appointment to an office of place of profit in the Company by passing an Ordinary Resolution is sought in terms of the Section 188(1)(f) of the Companies Act, 2013 and the Rules made thereunder and Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The terms and conditions of appointment of Mr. Varunn Mody as President – Treasury and Strategy are as follows:

Sr. No.	Particulars	Details of proposed remuneration
1.	Salary	Rs. 3,50,000/- per month
2.	Special Allowance	Rs. 75,000/- per month.
3.	Leave Travelling Allowance	As per rules of the Company, not exceeding Rs. 8,000/- per month
4.	Medical	Reimbursement of medical expenses and insurance premium for self, spouse and dependent children, not exceeding Rs. 4,000/- per annum
5.	Gas/ Electricity	Rs. 11,000/- per month
6.	Servant Allowance	Rs. 10,000/- per month
7.	Provident Fund	As per rules of the Company's scheme.

The Board of Directors accordingly recommends the Ordinary Resolution as set out at item no. 1 of the Notice for your approval.

None of the Directors, Key Managerial Personnel of your Company or their relatives except Mrs. Sakshi Mody and her relatives are concerned or interested in the said resolution.

By Order of the Board of Directors

Place: Mumbai
Date: 8th September, 2016

Amit Goenka
VP - Finance and Company Secretary

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

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

POSTAL BALLOT FORM

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

Serial No._____

1.	Name and registered address of the sole/ first named Shareholder			
2.	Name(s) of Joint Shareholder(s), if any (IN BLOCK LETTERS)			
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 resolution to be passed through postal ballot for the business stated in the Notice of postal ballot issued by the Company dated 8th September, 2016 by sending my/our assent or dissent to the said resolution 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 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.			

Place : _____ _____

Date : _____, 2016 **(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, 14th October, 2016 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 and send the same 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 Monday, 21st November, 2016. Any postal ballot form received after this date 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.
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 avoid filling 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 alongwith 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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