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

13th May, 2017

To,
Manager (CRD)
BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai- 400 001
Scrip Code: 509635

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 and Regulation 30 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 10th April, 2017, the members of the Company have passed the following resolutions with requisite majority through Postal Ballot process, result of which is declared today i.e. 13th May, 2017:

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 Rs.10/- (Rupees Ten only) each fully paid up into 2 (Two) Equity Shares of Rs. 5/- (Rupees Five only) each and reclassification of 5,00,000 unclassified shares of Rs.10/- each into 10,00,000 Equity Shares of Rs.5/-each;

2) Ordinary Resolution u/s 61 & 64 of the Companies Act, 2013 for increase in Authorized Share Capital of the Company from Rs. 6 Crores to Rs. 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; and

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 Rs. 5/- each for every two Equity Shares of Rs. 5/- each) held on record date.

The result of the Postal Ballot process along with the 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.

Further, information pursuant to Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 we wish to inform you that:

1) The record date for the purpose of Sub-division of face value of equity shares from Rs. 10/- each to Rs. 5 /- each is fixed as 26th May, 2017 and the shareholders holding shares as on the record date shall be eligible to receive new share certificates who are holding shares in physical mode with the revised face value and the shareholders holding shares in demat mode will get credit of shares with revised face value in their demat account.

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2) The authorized share capital of the Company will increase from Rs. 6 Crores to Rs. 8 Crores.

3) The Company has altered its Capital Clause of the Memorandum of Association consequent to sub-division, reclassification and increase in authorized share capital of the Company and the altered Clause V of Memorandum of Association of the Company is reproduced hereunder:

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

4) The record date for the purpose of issue of bonus shares in proportion of 1:2 (i.e. one new bonus Equity Share of Rs. 5/- each for every two Equity Shares of Rs. 5/- each) is fixed as 26th May, 2017 and the shareholders holding shares as on the record date shall be eligible to receive bonus shares certificates who are holding shares in physical mode and the shareholders holding shares in demat mode will get credit of bonus shares in their demat account.

The information required to be disclosed as per SEBI Circular No. CIR/CFD/CMD/4/2015 dated 09.09.2015 pursuant to Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 as specified in Para (e)(2.1)(2) of Para A of Part A of Schedule III regarding issue of bonus shares and Para (2.2)(2) of Para A of Part A of Schedule III regarding Split of shares are already disclosed by letter dated 10th April, 2017.

Kindly take the above on your record.

Thanking you,

Yours faithfully,

For **Hindustan Composites Limited**

Amit Goenka

HINDUSTAN COMPOSITES LTD.

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

Encl.: As stated above

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Postal Ballot Voting Results	
Company Name	Hindustan Composites Limited
Date of Notice of Postal Ballot	10th April, 2017
Date of the ~~AGM/EGM/~~ Declaration of results of Postal Ballot	13th May, 2017
Total No. of shareholders as on the record date/cut-off date (07.04.2017)	14,589
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: Sub-division of existing 1 (one) Equity Share having face value of Rs.10/- (Rupees Ten only) each fully paid up into 2 (Two) Equity Shares of Rs.5/- (Rupees Five only) each and reclassification of 5,00,000 unclassified shares of Rs.10/- each into 10,00,000 Equity Shares of Rs.5/-each

Resolution Required: (Ordinary/Special)			Ordinary Resolution					
Whether promoter/promoter group are interested in the agenda / resolution?			No					
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	3691010	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot		3691010	100.00	3691010	0	100.00	0
	Total	**3691010**	**3691010**	**100.00**	**3691010**	0	**100.00**	0
Public-Institutions	E-Voting	1881	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot		0	0	0	0	0	0
	Total	**1881**	**0**	**0**	**0**	**0**	**0**	**0**
Public- Non Institutions	E-Voting	1230109	334	0.0272	312	22	0.0254	0.0018
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		3691	0.3001	3667	24	0.2981	0.0020
	Total	**1230109**	**4025**	**0.3272**	**3979**	**46**	**0.3235**	**0.0037**
Total		**4923000**	**3695035**	**75.0566**	**3694989**	**46**	**99.999**	**0.0012**

Number of invalid votes: 28.

Result: The Ordinary Resolution is passed with requisite majority.

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Resolution No. 2: Increase in Authorized Share Capital of the Company from Rs.6 Crores to Rs.8 Crores

Resolution Required: (Ordinary/Special)			Ordinary Resolution					
Whether promoter/promoter group are interested in the agenda / resolution?			No					
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	3691010	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot		3691010	100.00	3691010	0	100.00	0
	Total	**3691010**	**3691010**	**100.00**	**3691010**	0	**100.00**	0
Public-Institutions	E-Voting	1881	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot		0	0	0	0	0	0
	Total	**1881**	**0**	**0**	**0**	**0**	**0**	**0**
Public- Non Institutions	E-Voting	1230109	334	0.0272	306	28	0.0249	0.0023
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		3691	0.3001	3590	56	0.2918	0.0046
	Total	**1230109**	**4025**	**0.3272**	**3896**	**84**	**0.3167**	**0.0068**
Total		**4923000**	**3695035**	**75.0566**	**3694906**	**84**	**99.9965**	**0.0023**

Number of invalid votes: 28.

Result: The Ordinary Resolution is passed with requisite majority.

HINDUSTAN COMPOSITES LTD.

Resolution No. 3: Alteration of the Capital Clause V of the Memorandum of Association of the Company

Resolution Required: (Ordinary/Special)			Special Resolution					
Whether promoter/promoter group are interested in the agenda / resolution?			No					
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	3691010	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot		3691010	100.00	36191010	0	100.00	0
	Total	**3691010**	**3691010**	**100.00**	**3691010**	**0**	**100.00**	**0**
Public-Institutions	E-Voting	1881	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot		0	0	0	0	0	0
	Total	**1881**	**0**	**0**	**0**	**0**	**0**	**0**
Public- Non Institutions	E-Voting	1230109	334	0.0272	312	22	0.0254	0.0018
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		3691	0.3001	3407	152	0.2770	0.0124
	Total	**1230109**	**4025**	**0.3272**	**3719**	**174**	**0.3023**	**0.0141**
Total		**4923000**	**3695035**	**75.0566**	**3694729**	**174**	**99.9917**	**0.0047**

Number of invalid votes: 28

Result: The Special Resolution is passed with requisite majority.

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Resolution No. 4: Issue of bonus shares in proportion of 1:2 (i.e. one new bonus Equity Share of Rs.5/- each for every two Equity Shares of Rs.5/- each)

Resolution Required: (Ordinary/Special)			Ordinary Resolution					
Whether promoter/promoter group are interested in the agenda / resolution?			No					
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	3691010	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot		3691010	100.00	3691010	0	100.00	0
	Total	**3691010**	**3691010**	**100.00**	**3691010**	**0**	**100.00**	**0**
Public-Institutions	E-Voting	1881	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot		0	0	0	0	0	0
	Total	**1881**	**0**	**0**	**0**	**0**	**0**	**0**
Public- Non Institutions	E-Voting	1230109	334	0.0272	302	32	0.0246	0.0026
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		3691	0.3001	3613	8	0.2937	0.0007
	Total	**1230109**	**4025**	**0.3272**	**3915**	**40**	**0.3183**	**0.0033**
Total		**4923000**	**3695035**	**75.0566**	**3694925**	**40**	**99.997**	**0.0033**

Number of invalid votes: 28.

Result: The Ordinary Resolution is passed with requisite majority.

Date: 13th May, 2017
Place: Mumbai

HINDUSTAN COMPOSITES LTD.

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

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 10th April, 2017, 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 resolutions for (a) Sub- Division and Reclassification of Shares; (b) Increase in Authorised Share Capital; (c) Alteration of the Capital Clause V in the Memorandum of Association and (d) Issue of Bonus Shares, as set out in the Postal Ballot Notice dated 10th April, 2017.

M. BALDEVA ASSOCIATES * M. No. 11062 * COMPANY SECRETARIES

M Baldeva Associates
Company Secretaries

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 resolutions 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 resolutions stated in the said notice.

3. The Postal Ballot Notice dated 10th April, 2017 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 12th April, 2017. The said notice was dispatched on the basis of Register of Members and List of Beneficiaries as on 7th April, 2017.

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 13th April, 2017.

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,7th April, 2017.

6. In terms of the aforesaid Notice, voting through postal ballots and electronic means was kept open from 13th April, 2017 (9.00 A.M.) till 12th May, 2017 (5.00 P.M).

7. All postal ballot forms received upto the closing of working hours (5.00 P.M.) on 12th May, 2017, 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 10.58 A.M. on 13th May, 2017 in the presence of CS Kshama Shah and CS Radhika Tibrewal, 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. There was no defaced or mutilated ballot paper.

M BALDEVA ASSOCIATES * M. No. 11062 * COMPANY SECRETARIES

11. The summary of the voting is as follows:

Resolution No. 1: Sub-Division and Reclassification of Shares

Resolution Required: (Ordinary/Special)			Ordinary Resolution					
Whether promoter/promoter group are interested in the agenda / resolution?			No					
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	3691010	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot		3691010	100.00	3691010	0	100.00	0
	Total		**3691010**	**100.00**	**3691010**	**0**	**100.00**	**0**
Public-Institutions	E-Voting	1881	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot		0	0	0	0	0	0
	Total	**1881**	**0**	**0**	**0**	**0**	**0**	**0**
Public- Non Institutions	E-Voting	1230109	334	0.0272	312	22	0.0254	0.0018
	Poll		0	0	0	0	0	0
	Postal Ballot		3691	0.3001	3667	24	0.2981	0.0020
	Total		**4025**	**0.3272**	**3979**	**46**	**0.3235**	**0.0037**
Total		**4923000**	**3695035**	**75.0566**	**3694989**	**46**	**99.999**	**0.0012**

Number of invalid votes: 28

Result: The Ordinary Resolution is passed with requisite majority.



Resolution No. 2: Increase in Authorised Share Capital of the Company

Resolution Required: (Ordinary/Special)			Ordinary Resolution					
Whether promoter/promoter group are interested in the agenda / resolution?			No					
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	3691010	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot		3691010	100.00	3691010	0	100.00	0
	Total		**3691010**	**100.00**	**3691010**	**0**	**100.00**	**0**
Public- Institutions	E-Voting	1881	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot		0	0	0	0	0	0
	Total		**0**	**0**	**0**	**0**	**0**	**0**
Public- Non Institutions	E-Voting	1230109	334	0.0272	306	28	0.0249	0.0023
	Poll		0	0	0	0	0	0
	Postal Ballot		3691	0.3001	3590	56	0.2918	0.0046
	Total		**4025**	**0.3272**	**3896**	**84**	**0.3167**	**0.0068**
Total		**4923000**	**3695035**	**75.0566**	**3694906**	**84**	**99.9965**	**0.0023**

Number of invalid votes: 28

Result: The Ordinary Resolution is passed with requisite majority.



Resolution No. 3: Alteration of the Capital Clause in the Memorandum of Association of the Company

Resolution Required: (Ordinary/Special)			Special Resolution					
Whether promoter/promoter group are interested in the agenda / resolution?			No					
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	3691010	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot		3691010	100.00	36191010	0	100.00	0
	Total	**3691010**	**3691010**	**100.00**	**3691010**	**0**	**100.00**	**0**
Public-Institutions	E-Voting	1881	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot		0	0	0	0	0	0
	Total	**1881**	**0**	**0**	**0**	**0**	**0**	**0**
Public-Non Institutions	E-Voting	1230109	334	0.0272	312	22	0.0254	0.0018
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		3691	0.3001	3407	152	0.2770	0.0124
	Total	**1230109**	**4025**	**0.3272**	**3719**	**174**	**0.3023**	**0.0141**
Total		**4923000**	**3695035**	**75.0566**	**3694729**	**174**	**99.9917**	**0.0047**

Number of invalid votes: 28

Result: The Special Resolution is passed with requisite majority.

M. BALDEVA ASSOCIATES * COMPANY SECRETARIES * M. No. 11062

Resolution No. 4: Issue of Bonus Shares

Resolution Required: (Ordinary/Special)			Ordinary Resolution					
Whether promoter/promoter group are interested in the agenda / resolution?			No					
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	3691010	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot		3691010	100.00	3691010	0	100.00	0
	Total		**3691010**	**100.00**	**3691010**	**0**	**100.00**	**0**
Public- Institutions	E-Voting	1881	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot		0	0	0	0	0	0
	Total		**0**	**0**	**0**	**0**	**0**	**0**
Public- Non Institutions	E-Voting	1230109	334	0.0272	302	32	0.0246	0.0026
	Poll		0	0	0	0	0	0
	Postal Ballot		3691	0.3001	3613	8	0.2937	0.0007
	Total		**4025**	**0.3272**	**3915**	**40**	**0.3183**	**0.0033**
Total		**4923000**	**3695035**	**75.0566**	**3694925**	**40**	**99.997**	**0.0033**

Number of invalid votes: 28

Result: The Ordinary Resolution is passed with requisite majority.

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

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

Place: Thane
Date: 13th May, 2017

Countersigned
For Hindustan Composites Limited

Authorized Signatory